

Exhibit 2

SUPPLEMENT NO. 1 TO ACQUISITION AGREEMENT

by and between the

CITY OF ALAMEDA, CALIFORNIA

and

CATELLUS ALAMEDA DEVELOPMENT, LLC

dated as of April 21, 2015

**relating to:
City of Alameda
Community Facilities District No. 13-1
(Alameda Landing Public Improvements)**

THIS SUPPLEMENT NO. 1 TO ACQUISITION AGREEMENT, dated as of April 21, 2015 (this "Supplement No. 1"), is by and between the City of Alameda, California, a chartered city and municipal corporation organized and existing under the Constitution and laws of the State of California (the "City"), for the City of Alameda Community Facilities District No. 13-1 (Alameda Landing Public Improvements) ("CFD"), and Catellus Alameda Development, LLC, a Delaware limited liability company (the "Developer"), and amends that certain Acquisition Agreement, dated as of November 1, 2013 (the "Original Agreement"), by and between the City for the CFD, and the Developer. Capitalized terms used herein have the meanings given such terms in Section 1.01 of the Original Agreement.

RECITALS:

WHEREAS, the City, for the CFD, and the Developer have entered into the Acquisition Agreement in order to provide for the proceeds of Bonds and of Special Taxes deposited to the Improvement Fund to be used to acquire Facilities constructed by the Developer in compliance with, and subject to, the terms and provisions of the Acquisition Agreement; and

WHEREAS, the City Council of the City has conducted proceedings under the Law to alter the facilities eligible to be financed by the CFD to include additional facilities (the "Additional Facilities"); and

WHEREAS, the City, for the CFD, and the Developer now desire to amend the Original Agreement to add the Additional Facilities to Exhibit A to the Original Agreement, and to add the Additional Facilities and Discrete Components thereof to Exhibit B to the Original Agreement.

AGREEMENT:

In consideration of the mutual promises and covenants set forth herein, and for other consideration the receipt and sufficiency of which are hereby acknowledged, the City, for the CFD, and the Developer hereby agree as follows:

Section 1. Amendment to Exhibit A to the Original Agreement. Exhibit A to the Original Agreement is hereby amended as set forth in Exhibit A hereto.

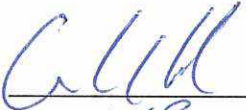
Section 2. Amendment to Exhibit B to the Original Agreement. Exhibit B to the Original Agreement is hereby amended as set forth in Exhibit B hereto.

Section 3. Counterparts. This Supplement No. 1 may be executed in counterparts, each of which shall be deemed an original.

IN WITNESS WHEREOF, the parties have executed this Supplement No. 1 as of the day and year first-above written.


CATELLUS ALAMEDA DEVELOPMENT,
LLC, a Delaware limited liability company

By: CATELLUS HOLDING, LLC, a Delaware
limited liability company,
its managing member

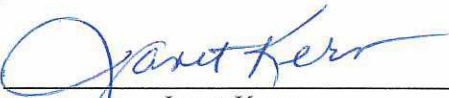
By: 
Its: EVP

By: _____
Its: _____


CITY OF ALAMEDA, for itself and on behalf of
the CITY OF ALAMEDA COMMUNITY
FACILITIES DISTRICT 12-1 (ALAMEDA
LANDING PUBLIC IMPROVEMENTS)

By: 
Elizabeth D. Warmerdam,
Interim City Manager

Approved as to form:

By: 
Janet Kern,
City Attorney

Recommended for approval:

By: 
Bob Haun,
Public Works Director

01019.23;J13177

EXHIBIT A

Exhibit A to the Original Agreement is hereby amended by adding thereto, as additional Eligible Facilities, the following:

The CFD shall be eligible to finance, in addition to those Eligible Facilities already listed in this Exhibit A, all or a portion of the costs of the following Eligible Facilities within the CFD, any territory annexed to the CFD, or otherwise in the vicinity of the CFD or any territory annexed to the CFD:

- Demolition of, and stabilization and Eligible Facilities to existing wharf.
- Entry monument.
- Floating dock.
- Wharf railing.

The additional Eligible Facilities shall include the costs of design, engineering and planning, the costs of any environmental or other studies, surveys or reports, the cost of any required environmental mitigation, soils testing, permits, plan check and inspection fees, insurance, legal and related overhead costs, coordination and supervision, City of Alameda staff and consultant costs, and any other costs or appurtenances related to any of the additional Eligible Facilities to be financed or any of the foregoing.

EXHIBIT B

Exhibit B to the Original Agreement is hereby amended by adding thereto, as additional Facilities and Discrete Components and Budgeted costs thereof, the following:

Facility	Discrete Component	Discrete Component Budget
Demolition & Site Leveling	Abatement of Building 1	370,166
	Demolition of Building 1	1,854,999
	Soil Abatement, Offhaul, Disposal	605,917
	Soil Treatment Mitchell Avenue (From Cul-de-sac to west end)	462,700
	Subtotal	3,293,781
Demolition/Stabilization/Improvements of Existing Wharf	Wharf Demo / Stabilization / Improvements	26,687,875
	Subtotal	26,687,875
Erosion control/Demolition	Mitchell Avenue	
	(From Cul-de-sac to west end)	27,883
	Wharf and Wharf Promenade	272,663
	Subtotal	300,546
Sanitary Sewer	Mitchell Avenue	
	(From Cul-de-sac to west end)	257,377
	Subtotal	257,377
Storm Sewer	Mitchell Avenue	
	(From Cul-de-sac to west end)	1,877,478
	Outfall Improvements	371,813
	Wharf and Wharf Promenade	2,671,762
	Subtotal	4,921,052
Water	Mitchell Avenue	
	(From Cul-de-sac to west end)	781,593
	Wharf and Wharf Promenade	1,114,611
	Subtotal	1,896,204
Joint Trench	Mitchell Avenue	
	(From Cul-de-sac to west end)	775,023
	Subtotal	775,023
Paving/Roadway Curb/Gutter/Sidewalks	Mitchell Avenue	
	(From Cul-de-sac to west end)	1,080,391
	Mitchell Bus Shelter	49,575
	Wharf & Wharf Promenade Signage	248,371
	Mitchell Pavement Markings/Striping/Signage	41,180
	Subtotal	1,419,517
Landscape	Mitchell Avenue	
	(From Cul-de-sac to west end)	476,581
	Wharf and Wharf Promenade	8,941,347
	Subtotal	9,417,928
Street Lights	Mitchell Avenue	
	(From Cul-de-sac to west end)	148,725
	Wharf and Wharf Promenade	535,410
	Subtotal	684,135
Misc Construction	Entry Monument	247,875
	Floating Dock	6,610,000
	Hornet Relocation	-
	Wharf Railing	
	Subtotal	7,601,500
Total for all Facilities		57,254,938

