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**SUPPLEMENT NO. 2 TO ACQUISITION AGREEMENT**

**by and between the**

**CITY OF ALAMEDA, CALIFORNIA**

**and**

**CATELLUS ALAMEDA DEVELOPMENT, LLC**

**dated as of \_\_\_\_\_, 2019**

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

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THIS SUPPLEMENT NO. 2 TO ACQUISITION AGREEMENT, dated as of \_\_\_\_\_, 2019 (this "Supplement No. 2"), 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, which Original Agreement has been amended and supplemented pursuant to a Supplement No. 1 to Acquisition Agreement, dated as of April 21, 2015 ("Supplement No. 1"), by and between the City, for the CFD, and the Developer.

The Original Agreement, as amended and supplemented by Supplement No. 1 is referred to in this Supplement No. 2 as the "Amended Agreement." Capitalized terms used in this Supplement No. 2 and not otherwise defined herein have the meanings given such terms in Section 1.01 of the Original Agreement.

#### R E C I T A L S :

WHEREAS, the City, for the CFD, and the Developer have entered into the Amended 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 Amended Agreement; and

WHEREAS, the Developer has advised the City that it has sold property it owned located in the CFD, and as a consequence of such sale, and the otherwise incident to the continuing development of the property in the CFD, the Developer desires to amend Exhibit B to the Amended Agreement; and

WHEREAS, the City, for the CFD, and the Developer now desire to amend the Amended Agreement to alter the Budgeted Costs for Discrete Components in Exhibit B to the Amended Agreement to be as set forth in Exhibit B to this Supplement No. 2.

#### A G R E E M E N T :

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 B to the Original Agreement. Exhibit B to the Amended Agreement is hereby amended as set forth in Exhibit B hereto.

Section 2. Counterparts. This Supplement No. 2 may be executed in counterparts, each of which shall be deemed an original.

IN WITNESS WHEREOF, the parties have executed this Supplement No. 2 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: \_\_\_\_\_

CITY OF ALAMEDA, for itself and on behalf of  
the CITY OF ALAMEDA COMMUNITY  
FACILITIES DISTRICT 13-1 (ALAMEDA  
LANDING PUBLIC IMPROVEMENTS)

By: \_\_\_\_\_

Eric J. Levitt,  
City Manager

Approved as to form:

By: \_\_\_\_\_

Michael H. Roush,  
Assistant City Attorney

Recommended for approval:

By: \_\_\_\_\_

Debbie Potter,  
Community Development Director

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## EXHIBIT B

Exhibit B to the Original Agreement is hereby amended by deleting the Facilities, Discrete Components and Budgeted Costs thereof that were added to the Original Agreement by Supplement No. 1, and by adding to Exhibit B in lieu thereof the following:

Facility	Discrete Component	Budget
Demolition & Site Leveling	Abatement of Building 1	\$ 28,196
	Demolition of Building 1	124,061
	Site Prep and Site Leveling	3,303,921
	Subtotal	3,456,178
Demolition/Stabilization/ Improvements of Existing Wharf	Wharf Demo/Stabilization/Improvements	14,620,093
	Subtotal	14,620,093
Erosion control / Demolition	Wharf and Wharf Promenade	1,801,886
	Subtotal	1,801,886
Sanitary Sewer	Fifth Street Extension	745,038
	Mitchell Avenue	10,163
	Subtotal	755,201
Storm Sewer	Fifth Street Extension	645,837
	Wharf and Wharf Promenade	1,207,300
	Subtotal	1,853,137
Water	Fifth Street Extension	621,552
	Subtotal	621,552
Joint Trench	Fifth Street Extension	743,005
	Subtotal	743,005
Paving/Roadway Curb/Gutter/Sidewalks	Fifth Street Extension	1,762,950
	Fifth Street Pavement Markings/Striping/Signage	64,514
	Mitchell Avenue	423,494
	Wharf and Wharf Promenade Paving and Hardscape	2,915,506
	Subtotal	5,166,464
Landscape & Site Elements	Fifth Street Extension	1,132,062
	Wharf and Wharf Promenade Site Elements	1,891,328
	Wharf and Wharf Promenade Landscape	4,083,807
	Subtotal	7,107,196
Street Lights & Pedestrian Lights	Fifth Street Extension	644,475
	Wharf and Wharf Promenade	1,132,789
	Subtotal	1,777,264
Misc Construction	Floating Dock	2,131,725
	Wharf Railing	706,196
	Subtotal	2,837,921
Total for all Facilities		<u>\$40,739,896</u>