

SECOND AMENDMENT TO EXCLUSIVE NEGOTIATING RIGHTS AGREEMENT

THIS SECOND AMENDMENT to Exclusive Negotiating Rights Agreement (this “**Amendment**”) is entered into as of June 3, 2019, by and between City of San Leandro, a California charter city (the “**City**”), and Cal-Coast Companies LLC, Inc., a Delaware corporation doing business in California as Cal Coast Developer, Inc. (“**Developer**”), and amends that certain Exclusive Negotiating Rights Agreement dated April 2, 2012 by and between the City and Developer, as amended by that certain First Amendment to Exclusive Negotiating Rights Agreement dated April 2, 2018 (as amended, the “**Agreement**”). Developer and City are collectively referred to herein as the “**Parties**.” Capitalized terms used without definition herein have the meaning ascribed to such terms in the Agreement.

RECITALS

A. The City and Developer entered into the Agreement in order to negotiate terms and conditions governing the development of the Marina-Shoreline Project (the “**Project**”), and the Parties have in good faith pursued such negotiations.

B. Over the course of the past year, City staff and Developer have been diligently working together on the preparation of a proposed Development Agreement and land conveyance agreements, the appraisal of Project land, obtaining the review and evaluation of the Project from City staff and other public agencies, and other actions necessary to further the development of the Project.

C. The City and Developer desire to enter into this Amendment to provide for a further extension of the time for performance under the Agreement,

NOW THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

Section 1. Section 3 of the Agreement is hereby replaced in its entirety as follows:

3. Term. The term of the Agreement (“**Term**”) shall commence on the Effective Date, and shall terminate on December 3, 2019. Any extension of the Term shall require the mutual approval of the Developer and the City Council.

Section 2. Timeline. Exhibit D to the Agreement is hereby replaced in its entirety by Exhibit D-2, attached hereto and incorporated into this Amendment and into the Agreement by this reference.

Section 3. Severability. If any term of this Amendment is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of the provisions shall continue in full force and effect unless the rights and obligations of the City or Developer are materially altered or abridged by such invalidation, voiding or unenforceability.

Section 8. No Modification or Waiver. Except as otherwise expressly set forth herein, all other terms and conditions of the Agreement remain in full force and effect.

SIGNATURES ON FOLLOWING PAGE

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first written above.

THE CITY OF SAN LEANDRO,
a California charter city

By: _____
Jeff Kay, City Manager

ATTEST:

By: _____
Leticia I. Miguel, City Clerk

APPROVED AS TO FORM:

By: _____
Richard Pio Roda, City Attorney

DEVELOPER:

CAL-COAST COMPANIES LLC, INC.,
a Delaware limited liability company doing
business in California as Cal Coast Developer, Inc.

By: _____
Edward J. Miller
Title: Manager and Sole Member

EXHIBIT D-2

SHORELINE DEVELOPMENT TASKS AND DEVELOPER MILESTONES

TARGETED DATES

Task	
Updated Zoning Applications – Planning	Fall 2019
- Includes General Plan and Zoning Amendments	
Updated CEQA - EIR Addendum	Fall 2019
Development Agreement, and associated documents, including but not limited to, Ground Leases, Purchase & Sale Agreement for Excess Golf Course Land	
- Land Lease Negotiations, Market & Feasibility Studies	ongoing
- Appraisal Parameters Est. between Developer & City	complete
- Appraisal Excess Golf Course Land	complete
- Golf Course & Park Design and Cost Estimates	complete
- Development Agreement Substantially Complete	July 2019
- Purchase & Sale Agreement Substantially Complete	July 2019
- Lease Agreements Substantially Complete	July 2019
- Scope of Development & Schedule of Performance	August 2019
- Public Improvement Agreement	August 2019
- Development Agmt & Associated Documents Approval	October 2019
Zoning Applications - Development	
May include Planned Development, Conditional Use Permit, Site Plan Review, and Variances	
- Community Meetings	As needed
- Park Design & Infrastructure Planning	Fall 2019
- Designs Submitted (Design Development)	Fall 2019
- Planning Commission & City Council Work Session	If needed
- Planning Commission & City Council Public Hearing	Winter 2020
Permitting	
- Meeting with Agencies	On-going
- BCDC Design Review Board Approval	Following DA Approval
- BCDC Application Approved	Following Entitlements
Construction Drawings (Grading) Submitted	Winter 2020
Ground Break/Demo & Grading	Spring 2020
Construction	Summer 2020

June 3, 2019

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