

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

Jones Hall, A Professional Law Corporation
475 Sansome Street, Suite 1700
San Francisco, California 94111
Attention: James A. Wawrzyniak, Jr., Esq.

THIS TRANSACTION IS EXEMPT FROM CALIFORNIA DOCUMENTARY TRANSFER TAX
PURSUANT TO SECTION 11922 OF THE CALIFORNIA REVENUE AND TAXATION CODE.
THIS DOCUMENT IS EXEMPT FROM RECORDING FEES PURSUANT TO SECTION 27383
OF THE CALIFORNIA GOVERNMENT CODE.

FIRST AMENDMENT TO SITE LEASE

By and between

**CITY OF SAN LEANDRO,
as Lessor**

and

**SAN LEANDRO PUBLIC FINANCING AUTHORITY,
as Lessee**

Dated as of December 1, 2018

FIRST AMENDMENT TO SITE LEASE

This FIRST AMENDMENT TO SITE LEASE (the "**First Amendment**"), dated as of December 1, 2018, is by and between the CITY OF SAN LEANDRO, a charter city duly organized and existing under and by virtue of the Constitution and laws of the State of California (the "**City**"), as lessor, and the SAN LEANDRO PUBLIC FINANCING AUTHORITY, a joint exercise of powers entity duly organized and existing under and by virtue of the laws of the State of California (the "**Authority**"), as lessee;

BACKGROUND:

WHEREAS, the City and the Authority have heretofore entered into a Site Lease dated as of December 1, 2016 and recorded on December 1, 2016 as Instrument No. 2016313091 in the Office of the Recorder of the County of Alameda (the "**Existing Site Lease**"), in connection with the Authority's issuance of its 2016 Refunding Lease Revenue Bonds in the initial principal amount of \$14,125,000 (the "**2016 Bonds**");

WHEREAS, the 2016 Bonds were issued pursuant to an Indenture of Trust, dated as of December 1, 2016 (the "**Existing Indenture**"), by and between the Authority and U.S. Bank National Association, as trustee (the "**Trustee**");

WHEREAS, in connection with the issuance of the 2016 Bonds, the City and the Authority also executed a Lease Agreement dated as of December 1, 2016, and recorded on December 1, 2016 as Instrument No. 2016313092 in the Office of the Recorder of the County of Alameda (the "**Existing Lease Agreement**");

WHEREAS, the Existing Site Lease and the Existing Lease Agreement provide for the lease of the real property constituting the City's main library building, including both land and improvements (the "**Leased Property**"), which Leased Property is more specifically described in Appendix A attached hereto;

WHEREAS, the semi-annual lease payments payable by the City under the Existing Lease Agreement have been assigned to the Trustee pursuant to an Assignment Agreement, dated as of December 1, 2016, and recorded on December 1, 2016 as Instrument No. 2016313093 in the Office of the Recorder of the County of Alameda (the "**Existing Assignment Agreement**");

WHEREAS, in connection with the Authority's issuance of its 2018 Lease Revenue Bonds in the initial principal amount of \$_____ (the "**2018 Bonds**"), it is necessary to amend the Existing Lease Agreement, the Existing Site Lease and the Existing Assignment Agreement; and

WHEREAS, the Existing Lease Agreement is being supplemented and amended pursuant to a First Amendment to Lease Agreement, dated as of December 1, 2018, recorded concurrently herewith, and the Existing Assignment Agreement is being supplemented and amended pursuant to a First Amendment to Assignment Agreement, dated as of December 1, 2018, recorded concurrently herewith.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained and for other valuable consideration, the City and the Authority do hereby agree as follows:

AGREEMENT:

Section 1. *Revised Definitions.* The following terms, each of which is defined in the Existing Site Lease, are hereby revised as follows:

(a) The term “Bonds” shall mean, collectively, the 2016 Bonds and the 2018 Bonds, as such terms are defined in this First Amendment.

(b) The term “Indenture” shall mean the Existing Indenture, as supplemented and amended by the First Supplement to Indenture, dated as of December 1, 2018, between the Authority and the Trustee, and as it may be further amended and supplemented.

(c) The term “Lease” shall mean the Existing Lease Agreement, as supplemented and amended by the First Amendment to Lease Agreement, dated as of December 1, 2018, and recorded currently herewith, between the Authority, as lessor, and the City, as lessee, and as it may be further supplemented and amended.

(d) The term “Site Lease” shall mean the Existing Site Lease, as supplemented and amended by this First Amendment, and as it may be further amended and supplemented.

(e) The term “Site Lease Payment” shall mean the payment made on December 1, 2016 by the Authority to the City in the amount of \$16,040,700.03, together with the payment to be made by the Authority to the City on the date of the issuance of the 2018 Bonds in the amount of \$_____.

Section 2. Other Amendments to Existing Site Lease.

(a) Section 2 of the Existing Site Lease is amended to change the reference therein from November 1, 2039 to November 1, 20__.

(b) Section 3 of the Existing Site Lease is amended to add to the end thereof: “A portion of the Site Lease Payment will also be used for the purpose of acquiring and/or constructing capital improvement projects of the City.”

Section 3. *Authority.* This First Amendment is being executed pursuant to and in accordance with Section 16(b) of the Site Lease.

Section 4. *Effectiveness.* Other than as amended hereby, the Existing Site Lease shall remain in full force and effect. This First Amendment shall become effective upon (i) the recordation hereof against the real property described in Appendix A hereto in the Official Records of the Alameda County Recorder and (ii) the issuance of the 2018 Bonds.

IN WITNESS WHEREOF, the City and the Authority have caused this First Amendment to Site Lease to be executed by their respective officers thereunto duly authorized, all as of the date and year first above written.

City of San Leandro, as lessor

By: _____
Jeff Kay
City Manager

Attest:

By: _____
Tamika Greenwood
City Clerk

**San Leandro Public Financing Authority,
as lessee**

By: _____
Jeff Kay
Executive Director

Attest:

By: _____
Tamika Greenwood
Secretary

APPENDIX A

DESCRIPTION OF THE LEASED PROPERTY

The Leased Property consists of that certain real property situated in the State of California, County of Alameda, City of San Leandro and described as follows:

PARCEL ONE:

Beginning at a point on the Northerly line of Estudillo or Ward Avenue, as originally laid out, distant thereon 98 feet 4 inches easterly from the Southeastern corner of a parcel of land containing about one acre conveyed by John B. Ward et al to L.C. Morehouse by deed of date October 19, 1866, and recorded in the Recorder's office of Alameda County, California, in Book W of Deeds at Page 188; running thence Northerly at right angles to said Estudillo Avenue 150 feet to a point; thence at right angles Easterly 65 feet; thence at right angles Southerly 150 feet to said line of Estudillo Avenue; and thence Westerly 65 feet to the point of beginning.

EXCEPTING THEREFROM that portion lying with Estudillo Avenue.

PARCEL TWO:

Commencing at the most Eastern corner of a tract of land conveyed by R.S. Farrelly, et ux., to Chas. H. Hale, by deed dated January 24, 1905, recorded in Book 1034 of Deeds, Page 80, Alameda County Records, being also on the old Northwest line of Estudillo Avenue; thence North 19° 25' West 3 feet along the East line of said Tract to the Actual Point of Beginning, being on the Northwest line of Estudillo Avenue, 66 feet wide, as said avenue existed January 1, 1958; thence North 19° 25' west 147 feet along the East line of said tract; thence North 70° 35' East 34' 1 inch; thence South 19° 25' East 147 feet to the said Northwest line of Estudillo Avenue, 66 feet wide, as said avenue existed January 1, 1958; thence South 70° 35' West 34 feet 1 inch along the last mentioned line to the point of beginning.

PARCEL THREE:

Beginning at a point on the Northern line of Estudillo Avenue (formerly called Ward Avenue) as originally laid out, distant thereon Northeasterly 34 feet 1 inch from the most Easterly corner of a tract of land conveyed by R.S. Farrelly, et ux, to Chas. H. Hale, by deed dated January 24, 1905, recorded in Book 1034 of Deeds, Page 80, Alameda County Records; running thence North 19° 25' West, at right angles to said line of Estudillo Avenue, 150 feet; thence at right angles North 70° 35' East 34 feet 1 inch to the Eastern line of the property conveyed by Alexander Edouart to Walter J. Stratton, by deed dated January 14, 1868, recorded in Book 27 of Deeds, Page 608, Alameda County Records; thence Southeasterly, along said last mentioned line, 150 feet to said line of Estudillo Avenue; and thence Southwesterly thereon 34 feet 1 inch to the point of beginning.

EXCEPTING THEREFROM that portion lying within Estudillo Avenue.

PARCEL FOUR:

Beginning at a point on the Southern line of Callan Avenue, distant thereon, 158 feet, 9 inches Westerly from the Western line of Santa Rosa Street; running thence Westerly along said line of Callan Avenue, 45 feet, 9 inches; thence at right angles Southerly, 150 feet; thence at right angles Easterly, 45 feet, 9 inches; and thence at right angles northerly, 150 feet to the point of beginning.

EXCEPTING THEREFROM that portion lying within Callan Avenue.

PARCEL FIVE:

Commencing at the point of intersection of the Southwest line of Santa Rosa Street with the Southeast line of Callan Avenue, as said street and avenue existed January 1, 1958; thence South 70° 35' West 68 feet 2 inches along the last mentioned line to the Actual Point of Beginning; thence continuing South 70° 35' West 42 feet 7 inches along said line of Callan Avenue; thence South 19° 25' East 150 feet to the Southwest corner of the parcel of land described in quitclaim deed from Fred C. Bauer and Mary S. Bauer, his wife, to M.S. DeSilva and Julia DeSilva, his wife, recorded May 12, 1942 in Book 4229 at Page 154, Official Records of Alameda County, California; thence North 70° 35' East 42 feet 7 inches along the Southeast line of the last mentioned parcel to the Southeast corner of the said parcel; thence North 19° 25' West 150 feet to the point of beginning.

PARCEL SIX:

Commencing at the point on intersection of the Southwest line of Santa Rosa Street with the Southeast line of Callan Avenue, as said street and avenue existed January 1, 1958; thence South 70° 35' West 37.50 feet along the last mentioned line to the Actual Point of Beginning; thence continuing South 70° 35' West 30.67 feet along the last mentioned line; thence South 19° 25' East 104.50 feet; thence North 70° 35' East 30.67 feet; thence North 19° 25' West 104.50 feet to the point of beginning.

PARCEL SEVEN:

Commencing at the point of intersection of the Southeast line of Callan Avenue with the Southwest line of Santa Rosa Street, as said avenue and street existed January 1, 1958; thence South 70° 35' West 110.75 feet along the said line of Callan Avenue to the Actual Point of Beginning; thence continuing South 70° 35' West 48 feet along the last mentioned line; thence South 19° 25' East 140 feet; thence North 70° 35' East 22.42 feet, more or less, to the northwest corner of the parcel of land described in quit-claim deed from Fred C. Bauer and Mary S. Bauer, his wife, to John C. Gabriel, recorded May 12, 1942 in Book 4229 of Official Records at Page 152, Official Records of Alameda County, California; thence South 19° 25' East 10 feet along the Southeast line of the last mentioned parcel of land to the Southwest corner of said parcel; thence North 70° 35' East 25.58 feet, more or less, along the Southeast line of said parcel to the Southeast corner of said parcel; thence North 19° 25' West 150 feet to the point of beginning.

PARCEL EIGHT:

Beginning at a point on the Western line of Santa Rosa Street, formerly Pelton Street, distant thereon South 19° 25' East, 104.50 feet from the point of intersection thereof,

with the Southern line of Callan Avenue, as said street and avenue now exist; running thence South 19° 25' East along said line of Santa Rosa Street, 45.50 feet; thence South 70° 35' West, 68.17 feet; thence North 19° 25' West 45.50 feet; thence North 70° 35' East, 68.17 feet to the point of beginning.

PARCEL NINE:

Beginning at the point of intersection of the Southeast line of Callan Avenue with the Southwest line of Santa Rosa Street, as said avenue and street existed January 1, 1958; thence South 19° 25' East 104.50 feet along the last mentioned line; thence South 70° 35' West 37.50 feet; thence North 19° 25' West 104.50 feet to the said southeast line of Callan Avenue, 56.75 feet wide; thence North 70° 35' East 37.50 feet along the last mentioned line to the point of beginning.

PARCEL TEN:

Beginning at a point on the original line of Estudillo Avenue, formerly called Ward Avenue, distant thereon South 70° 35' West 410.67 feet from the point of intersection thereof with the Western line of Santa Rosa Street, formerly Pelton Street, said point of beginning being the point of intersection of the said Northern line of Estudillo Avenue, with the Western line of the parcel of land conveyed by Petra P. Castro, a widow, and Kathryn C. Castro, a single woman, to T.P. Gary, by deed dated March 7, 1905, and recorded in Book 1107 of Deeds, at Page 344, Alameda County Records; and running thence South 70° 35' West along said line of Estudillo Avenue 98.33 feet, more or less, to the eastern line of the 1 acre parcel of land conveyed by John B. Ward, et al, to Lewis C. Morehouse by deed dated October 19, 1866 and recorded in Book W of Deeds at Page 188, Alameda County Records; thence at right angles North 19° 25' West along the Eastern line of said 1 acre parcel of land 150 feet; thence at right angles North 70° 35' East 98.33 feet, more or less, to the Western line of the parcel of land conveyed to T.P. Gary above referred to; and thence at right angles South 19° 25' East along the Western line of the parcel of land so conveyed to T.P. Gary, 150 feet to the point of beginning.

EXCEPTING THEREFROM that portion lying within Estudillo Avenue.

PARCEL ELEVEN:

Commencing at the Northeastern corner of the parcel of land conveyed to H. Ravekes, by deed dated February 14, 1868 and recorded in Book 29 of Deeds, Page 475, Records of Alameda County, California, being on the old Southeast line of Callan Avenue; thence South 19° 25' East, 10 feet along the Northeast line of the above mentioned parcel of land to the actual point of beginning, being on the Southeast line of Callan Avenue, 56.75 feet wide, as said avenue existed January 1, 1958; thence North 70° 35' East, 68 feet, 2 inches, along the last mentioned line; thence South 19° 25' East, 140 feet; thence South 70° 35' West. 68 feet, 2 inches; thence North 19° 25' West, 140 feet to the point of beginning.

PARCEL TWELVE:

Being a portion of the parcel of land described in the Deed from Alexander Edouart to H. Ravekes, dated February 14, 1868, recorded February 14, 1868 in

Page 475, Alameda County Records, more particularly described as follows: Commencing at the point of intersection of the Southwest line of Santa Rosa Street with the Southeast line of Callan Avenue as said street and avenue existed January 1, 1958; thence South 70° 35' West 272 feet 8 inches along the last mentioned line to the Actual Point of Beginning; thence continuing South 70° 35' West 60 feet 11 inches along the last mentioned line; thence South 19° 25' East 140 feet to the Southeast line of the above mentioned parcel of land; thence North 70° 35' East 60 feet 11 inches along the last mentioned line to the Southeast corner of the said parcel of land; thence North 19° 25' West 140 feet along the Northeast line of the said parcel of land to the point of beginning.

PARCEL THIRTEEN:

Beginning at a point on the Southeastern line of Callan Avenue, as said avenue now exists, distant thereon South 70° 35' West 333 feet, 7 inches, from the Southwestern line of Santa Rosa Street, formerly Pelton Street; and running thence along said line of Callan Avenue South 70° 35' West 75 feet, 5 inches, to the Southwestern line of the parcel of land described in the deed from John B. Ward, et al to Alexander Edouart, dated January , 1867, recorded January 30, 1867 in Book W of Deeds at Page 721, Alameda County Records; thence along the last named line South 19° 25' East 140 feet, more or less, to the Northwestern line of the parcel of land described in the deed from Alexander Edouart to Louis Castro, dated December 10, 1867, recorded December 13, 1867 in Book 28 of Deeds at Page 486, Alameda County Records; thence North 70° 35' East 75 feet 5 inches, to the intersection with a line drawn South 19° 25' East from the point of beginning; and thence North 19° 25' West 140 feet, more or less, to the point of beginning.

PARCEL FOURTEEN:

Beginning at the most Northern corner of the parcel of land described in the deed to Louis Castro and wife, and recorded in Book W of Deeds, at Page 456, Alameda County Records; thence at right angles to the Northwestern line of said parcel, North 19° 25' West 150 feet, more or less, to the Southeastern line of Callan Avenue, as said avenue now exists; thence along said line of Callan Avenue, South 70° 35' West 65 feet; thence South 70° 35° East 150 feet more or less, to the said Northwestern line of said parcel; thence along the last said line North East 65 feet to the point of beginning.

EXCEPTING THEREFROM that portion lying within Callan Avenue.

PARCEL FIFTEEN:

Beginning at the point of intersection of the Southeastern line of Callan Avenue, with the Southwestern boundary line of that certain parcel of land described in the deed from M.C. Grigsby to Luis Castro, dated June 19, 1872, and recorded June 19, 1872, in Book 84 of Deeds, Page 193, Alameda County Records; running thence South 70° 35' West, along said line of Callan Avenue, 50 feet; thence South 19° 25' East, 140 feet, more or less, to a point in a line drawn parallel with the Northwestern line of Estudillo formerly Ward Avenue, as said avenue now exists and distant measured at right angles, 147 feet Northwesterly therefrom; thence North 70° 35" East, parallel with said line of Estudillo Avenue, 50 feet; thence North 19° 25' West, 140 feet, more or less, to the point of beginning.

PARCEL SIXTEEN:

Commencing at the Northwestern corner of the parcel of land conveyed by H.C. Grigsby to G.H. Payne, by Deed dated June 19, 1872 and recorded in Book 84 of Deeds, Page 351, Alameda County Records, being on the old Southeast line of Callan Avenue; thence South 19° 25' East, 10 feet along the Southwest line of the said parcel of land to the actual point of beginning; being on the Southeast line of Callan Avenue, as said avenue existed January 1, 1958, widened to 56.75 feet; thence South 70° 35' West, 60 feet along the last mentioned line; thence South 19° 25' East, 140 feet; thence North 70° 35' East, 60 feet to the said Southwest line of the above mentioned parcel of land; thence North 19° 25' West, 140 feet along the last mentioned line to the point of beginning.

EXCEPTING THEREFROM that portion within Callan Avenue.

PARCEL SEVENTEEN:

Beginning at a point on the Southeastern line of Callan Avenue, distant thereon Northeasterly, 37.50 feet from the point of intersection thereof, with the Southwestern boundary line of that certain piece or parcel of land conveyed by John Ward, trustee, et al., to Lewis C. Morehouse, by deed dated October 19, 1866 and recorded October 22, 1866, in Book "W" of Deeds, at Page 188, Alameda County Records; running thence Southeasterly parallel with the said Southwestern boundary line of the land conveyed to Lewis C. Morehouse, 150 feet; thence at right angles Northeasterly, 37.50 feet; thence at right angles Northwesterly, 150 feet to the said Southeastern line of Callan Avenue; thence Southwesterly along the said line of Callan Avenue, 37.50 feet to the point of beginning.

Excepting therefrom that portion within Callan Avenue and Harrison Street.

PARCEL EIGHTEEN:

A portion of the Western half of the parcel of land conveyed by Alexander Edouart to Walter J. Stratton by deed dated January 14, 1868, and recorded in Book 27 of Deeds, Page 608, Records of Alameda County, California; and conveyed by said Walter J. Stratton et al., to R.S. Farrelly by deed dated August 16, 1881, and recorded in Book 225 of Deeds, Page 390, Records of Alameda County, California, and more particularly described as follows:

Commencing at the most Southeastern corner of a strip of land conveyed by Alexander Edouart to Louis Castro and wife, by deed dated December 19, 1867 and recorded August 15, 1883 in Book 257 of Deeds, Page 31, Records of Alameda County, California, being also on the old Northwest line of Estudillo Avenue; thence North 19° 25' West 3 feet along the Northeast line of said strip of land to the actual point of beginning, being on the Northwest line of Estudillo Avenue, 66 feet wide, as said avenue existed January 1, 1958; thence North 19° 25' West 147 feet along the said Northeast line; thence North 70° 35' East 68 feet 2 inches; thence South 19° 25' East 147 feet to the said Northwest line of Estudillo Avenue as it existed January 1, 1958; thence South 70° 35' West 68 feet 2 inches along the last mentioned line to the point of beginning.

PARCEL NINETEEN:

Beginning at the intersection of the Northwestern line of Estudillo Avenue, formerly Ward Avenue, as said avenue now exists, with the Southwestern line of the parcel of land described in the deed to Robert S. Farrelly, dated August 16, 1881, recorded August 16, 1881 in Book 225 of Deeds, Page 390, Alameda County Records; and running thence along the last named line North 19° 25' West 147 feet to the Southeastern line of the parcel of land described in the deed by Alexander Edouart to H.J. Ravekes, dated February 4, 1868, recorded February 14, 1868 in Book 29 of Deeds, Page 475, Alameda County Records; thence along the last named line South 70° 35' West 73 feet; thence South 19° 25' East 147 feet to said line of Estudillo Avenue; and thence along the last named line North 70° 35' East 73 feet to the point of beginning.

PARCEL TWENTY:

Commencing at a point on the old Northwest line of Estudillo Avenue, being South 70° 35' West 529 feet from the Southwest corner of the 20 acre tract of land sold by John B. Ward and others, to S. Huff, thence North 19° 25' West 3 feet to the Actual Point of Beginning, being on the Northwest line of Estudillo Avenue, as said avenue existed January 1, 1958, widened to 66 feet; thence South 70° 35' West 94 feet along the last mentioned line; thence North 19° 25' West 140 feet; thence North 70° 35' East 94 feet; thence South 19° 25' East 140 feet to the point of beginning.

PARCEL TWENTY-ONE:

Commencing at the point of intersection of the southeast line of Callan Avenue, as said avenue existed January 1, 1958, widened to 56.75 feet, with the southwest line of the parcel of land described in the deed from H.C. Grigsby to Louis Castro, dated June 19, 1872, and recorded June 19, 1872, in Book 84 of Deeds, Page 193, Alameda County Records; thence south 70° 35' west 50 feet along the said line of Callan Avenue; thence south 19° 25' east 140 feet to the Actual Point of Beginning; thence north 70° 35' east 15 feet; thence south 19° 25' east 7 feet; thence south 70° 35' west 15 feet; thence north 19° 25' west 7 feet to the point of beginning.

PARCEL TWENTY-TWO:

Commencing at a point on the old Northwest line of Estudillo Avenue, being South 70° 35' West 604 feet from the Southwestern corner of the twenty acre tract of land sold by John B. Ward and others, to S. Huff; thence South 70° 35' West 75 feet along the said line of Estudillo Avenue to the Southwestern corner of the parcel of land described in the deed from Annexation Investment Co., a corporation, to Clara Herrscher, recorded June 20, 1917 in Book 2568 of Deeds at Page 250, Records of Alameda County; thence North 19° 25' West 150 feet along the Southwest line of the last mentioned parcel of land to the Northwestern corner of the said parcel belonging to Clara Herrscher; thence North 70° 35' East 56 feet along the Northwest line of the last mentioned parcel of land to the Actual Point of Beginning; thence continuing North 70° 35' East 79 feet along the last mentioned line and along the Northwest line of the parcel of land described in the deed from Joseph Herrscher to Clara Herrscher, recorded July 8, 1919, in Book 2796 of Deeds at Page 49, Records of Alameda County, to the Northeastern corner of the last mentioned parcel of land; thence South 19° 25' East 7 feet along the Northeast line of the last mentioned parcel of land to its intersection with the Northwest line of Parcel 2 as

described in the deed from Clara Herrscher, a widow, to Rose Enos, a single woman, recorded October 20, 1941 in Book 4100 of Official Records at Page 484, Official Records of Alameda County; thence South 70° 35' West 79 feet along the last mentioned line and along the Northwest line of Parcel 3, as described in the last mentioned deed; thence North 19° 25' West 7 feet to the point of beginning.

APN: 077-0551-001