

COMMENCEMENT AGREEMENT

This COMMENCEMENT AGREEMENT (the "Commencement Agreement"), made and entered into as of this **1st day of March, 2016**, by and between **RUFFIN-SD, LLC**, a California limited liability company, ("Lessor") and **THE CITY OF SAN DIEGO**, with its principal office at 202 C St. San Diego, CA 92101 ("Lessee");

WITNESSETH:

WHEREAS, Lessee and Lessor entered into that certain Second Amendment to Lease dated January 20, 2016 (the "Lease"), for the Expansion Space designated as Suite 150, comprising approximately 6,486 rentable square feet in the Burns & Wilcox Center located at 9370 Chesapeake Dr, Suite 100, City of San Diego, County of San Diego, State of California, and

WHEREAS, the parties desire to establish the Expansion Space Commencement Date and Expiration Date as set forth below,

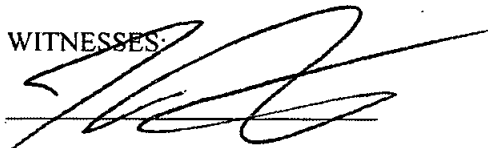
NOW, THEREFOR, in consideration of the mutual and reciprocal promises herein contained, Lessee and Lessor hereby agree that said described Lease is hereby modified in the following particulars:

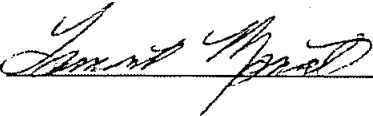
1. The term of the Lease by and between the Lessor and Lessee actually commenced on March 1, 2016 (the "Expansion Space Commencement Date"). The initial term of the said Lease shall terminate on May 31, 2020. Section 3, entitled "Term for Expansion Space", and all references to Commencement Date and Termination Date in the lease are hereby amended.

2. Except as modified and amended by this Commencement Agreement, the lease shall remain in full force and effect.

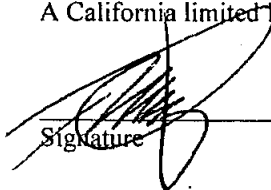
IN WITNESS WHEREOF, Lessor and Lessee have caused this agreement to be duly executed as of the day and year first written.

WITNESSES:


Mark Rice


Lamont Monat

LESSOR:
RUFFIN-SD, LLC
A California limited liability company


Signature

By: P. Michael Gerhardt

Title: Director of Real Estate

Date: 2/2/16

WITNESSES:

Print Name

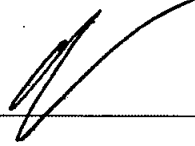




Print Name

LESSEE:
THE CITY OF SAN DIEGO

Signature



By: Cybele Thompson
Director, Real Estate Assets
Print Name

Title: _____

Date: 2/8/16