

**FIRST AMENDMENT TO
CITY OF SAN DIEGO USE AND OCCUPANCY PERMIT**

THIS FIRST AMENDMENT TO CITY OF SAN DIEGO USE AND OCCUPANCY PERMIT (“First Amendment”) is made by and between THE CITY OF SAN DIEGO, a California municipal corporation (“CITY”), and SAN DIEGO STATE UNIVERSITY FOUNDATION, a California nonprofit corporation doing business as “San Diego State University Research Foundation” (“PERMITTEE”), to be effective as of **December 15, 2010** (the “First Amendment Effective Date”), when signed by the parties and approved by the San Diego City Attorney, as follows:

RECITALS

- A. CITY and PERMITTEE are parties to that certain CITY OF SAN DIEGO USE AND OCCUPANCY PERMIT (the “Permit”) dated January 1, 2010, and relating to the use and occupancy of certain CITY-owned real property (APN#450-790-07) defined in the Permit for purposes related to certain seawater pipes, also as defined in the Permit.
- B. It is the intent of the parties to negotiate CITY’S grant of an easement (the “Proposed Easement”) to PERMITTEE that will cover the same use as the Permit. However, the Proposed Easement will require the approval of the San Diego City Council, which will not be received prior to the expiration of the Permit. To accommodate the processing of the Proposed Easement, the parties want to amend the term of the Permit to allow time for the Proposed Easement to be presented to the City Council.

FOR VALUABLE CONSIDERATION, the sufficiency of which is hereby acknowledged, the parties agree as follows:

- 1. Term Extension. The Permit shall be amended to define “Term” to mean one (1) year and four (4) months, ending **April 30, 2011**.

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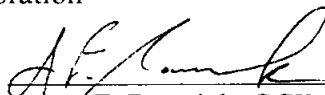
2. No Other Changes. Except as may render the terms of this First Amendment inoperable, all other terms and conditions of the Permit shall remain in full force and effect. Any conflict between the terms and conditions of the Permit and those of this First Amendment shall be resolved in favor of this First Amendment.

IN WITNESS WHEREOF this First Amendment is executed to be effective as of the First Amendment Effective Date:

SAN DIEGO STATE UNIVERSITY FOUNDATION,
a California nonprofit corporation doing business as
"San Diego State University Research Foundation"

BY: 
Name: Norma Clark
Title: Associate Executive Director

THE CITY OF SAN DIEGO, a California municipal
corporation

BY: 
James F. Barwick, CCIM
Real Estate Assets Director

Approved as to form and legality

JAN I. GOLDSMITH, CITY ATTORNEY

BY: 
Name: Brock Ladewig
Title: Deputy City Attorney