

UNIBAIL-RODAMCO-WESTFIELD

Via Fedex

August 13, 2018

CITY OF SAN DIEGO AS SUCCESSOR AGENCY
c/o Civic San Diego
Attention: President
401 B Street, Suite 400
San Diego, CA 92101

CITY OF SAN DIEGO
Attention: Park and Recreation Director
202 C Street, MS 37C
San Diego, CA 92101

Re: MAINTENANCE AND OPERATIONS AGREEMENT dated as of February 3, 2014 (the "Maintenance Agreement"), by and between HORTON PLAZA SERVICES, INC., a Delaware corporation ("Property Manager"), the CITY OF SAN DIEGO, a municipal corporation ("City"), and CITY OF SAN DIEGO, solely in its capacity as the designated successor agency to the Redevelopment Agency of the City of San Diego, a former public body, corporate and politic ("Successor Agency" or "Agency") (the "Maintenance Agreement"); and PARK/PLAZA PROPERTY EVENT PROGRAMMING AND USE AGREEMENT, dated as of February 3, 2014, by and between HORTON PLAZA SERVICES, INC., a Delaware corporation ("Program Manager"), the City and Agency (the "Programming Agreement") (the Maintenance Agreement and Programming Agreement are collectively referred to herein as the "Management Agreements")

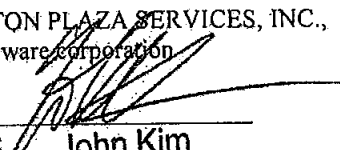
All capitalized terms not otherwise defined in this letter shall have the meaning ascribed to them in the Management Agreements.

As you are aware, Horton Plaza LLC ("Horton") has agreed to transfer all of its right, title, and interest in the Retail Center to Stockdale Acquisitions, LLC ("Purchaser"), and in connection with such transfer Horton shall be assigning the Maintenance Agreements to Purchaser or an Affiliate of Purchaser. Accordingly, and in accordance with Section 35 of the Maintenance Agreement and Section 13 of the Programming Agreement, Property Manager and Program Manager, respectively, hereby request the consent of Owner to the foregoing assignments by countersigning a copy of this letter where indicated below.

Sincerely,

Property Manager
Program Manager:

HORTON PLAZA SERVICES, INC.,
a Delaware corporation

By: 

Name: John Kim

Title: Assistant Secretary

cc: David Graham, Deputy Chief Operating Officer Office of the Deputy Chief Operating Officer
Smart and Sustainable Communities Branch (via e-mail);
Eli Sanchez, Civic San Diego (via e-mail);

SAN DIEGO CITY ATTORNEY
Attention: Real Property Section
1200 Third Avenue, Suite 1600
San Diego, California 92101 -4106

THE FOREGOING REFERENCED ASSIGNMENTS HEREBY CONSENTED TO:

CITY OF SAN DIEGO, a municipal corporation

By: David Graham
Name: David Graham
Its: DCOO S+SC