



33658

Patrick West
City Manager
City of Long Beach
333 West Ocean Blvd., 13th Floor
Long Beach, CA 90802

February 27, 2015

Dear Sir:

Re: Long Beach Civic Center Project - Exclusive Negotiation Agreement (Amendment 1)

Reference is made to that certain Exclusive Negotiation Agreement entered into on January 5th, 2015 (“**ENA**”) among the City of Long Beach, acting through its City Council (“**City**”), the City of Long Beach, acting through its Harbor Department (“**Port**”) and Plenary Edgemoor Civic Partners, LLC (the “**Preferred Proponent**”).

This letter agreement constitutes the first amendment (“**Amendment 1**”) to the ENA and is made in accordance with Sections 18.8 (*Waivers and Amendments*) and 18.9 (*Entire Agreement*) of the ENA.

The parties agree that Exhibit A (*Performance Milestones*) of the ENA is replaced with Exhibit A to this letter agreement.

[SIGNATURES ON FOLLOWING PAGE]

The Preferred Proposer:

PLENARY EDGEMOOR CIVIC PARTNERS, LLC,
a Delaware limited liability company

By: STUART MARKS
Stuart Marks
Manager

Dated: March 3, 2015

Acknowledged and Agreed by:

The City:

CITY OF LONG BEACH, acting in its
municipal capacity

By: [Signature]
Patrick H. West
City Manager

Dated: 3-11-15

APPROVED AS TO FORM
3-4, 2015
CHARLES PARKIN, City Attorney
By: [Signature]
RICHARD ANTHONY
DEPUTY CITY ATTORNEY

The Port:

CITY OF LONG BEACH, acting by and
through its Board of Harbor Commissioners

By: [Signature]
John Slangerup
Chief Executive Officer

Dated: 3/23/15

APPROVED AS TO FORM AND RETURNED

MAR 16 2015
CHARLES PARKIN, City Attorney
By: [Signature]
SENIOR DEPUTY CITY ATTORNEY

Copy:
Charles Parkin
Office of the City Attorney
333 West Ocean Blvd., 13th Floor
Long Beach, CA 90802

EXHIBIT A – Replacement of Exhibit A to ENA

EXHIBIT A

PERFORMANCE MILESTONES

Performance Milestone	Completion Date (no later than)
Temporary Access Agreement: The Preferred Proposer must sign an agreement to gain temporary access to the Project Site. Agreement should include a schedule showing when the Preferred Proposer intends to access and work on site during the ENA period.	2 weeks from Effective Date (Jan 19, 2015)
Draft Community Outreach Plan: The Preferred Proposer shall provide the City with a draft Community Outreach Plan for review and comment by the City.	2 weeks from Effective Date (Jan 19, 2015)
Regulatory Approval Strategy: The Preferred Proposer shall submit to City a written basis upon which the Preferred Proposer will obtain required regulatory approvals.	2 weeks from Effective Date (Jan 19, 2015)
Community Outreach Plan: The Preferred Proposer and the City shall agree upon a Community Outreach Plan for implementation during the Negotiating Period.	8 weeks from Effective Date (March 02, 2015)
Draft Term Sheet: The City will provide the Preferred Proposer with draft Term Sheet(s) for the Agreements.	8 weeks from Effective Date (Mar 02, 2015)
Draft Basis of Design Submittal: The Preferred Proposer to develop a draft Basis of Design document developed in close consultation with the City.	8 weeks from Effective Date (March 02, 2015)
Pre-Application Meeting: The Preferred Proposer to meet with the City staff to review project plans in order to streamline internal Project Site Plan Review process.	12 weeks from Effective Date (Mar 30, 2015)
Preferred Proposer Due Diligence: The Preferred Proposer must complete Project Site due diligence, including review and approval of: (i) Preliminary Title Report and Underlying Documents; (ii) soils condition, both environmental and geotechnical; and (iii) other additional studies deemed necessary to satisfy the Preferred Proposer as to the condition of the Project Site, the allocation of risk, environmental review and Project Site Plan Review.	14 weeks from Effective Date (Apr 13, 2015)

Performance Milestone	Completion Date (no later than)
Project Site Plan Review Submittal: Upon completion of Due Diligence, the Preferred Proposer shall (i) develop a Project Site master plan for the Project; (ii) develop a design of the Civic Center and other Private Development to be built in first phase; (iii) a draft Tentative Tract Map (as needed), and (iv) submit for Project Site Plan Review in accordance with Chapter 21.25 of the Municipal Code.	16 weeks from Effective Date (Apr 27, 2015)
Basis of Design Approval: The City to approve a Basis of Design document based on the Preferred Proposer's Proposal and developed by the Preferred Proposer in close consultation with the City.	18 weeks from Effective Date (May 11, 2015)
Approve Term Sheet: The City and the Preferred Proposer to negotiate to completion and approve the Term Sheet.	18 weeks from Effective Date (May 11, 2015)
Complete Initial Study: As the lead agency, the City shall prepare an Initial Study that will determine the level of analysis required to obtain CEQA clearance.	28 weeks from Effective Date (Jul 20, 2015)
Completion of Site Plan Review: The Preferred Proposer to coordinate with the internal City staff to respond to requests for additional information in order to complete the Project Site Plan Review process in timely manner.	28 weeks from Effective Date (Jul 20, 2015)
Schematic Design Submittal: The Preferred Proposer submits a complete Schematic Design package for review by the City.	28 weeks from Effective Date (Jul 20, 2015)
Schematic Design Approval: The City will review and comment on the submittal to guide Detailed Design by the Preferred Proposer.	30 weeks from Effective Date (Aug 03, 2015)
Finance Documents: The Preferred Proposer to submit the draft finance documents to the City.	44 weeks from Effective Date (Nov 9, 2015)
Approval of Finance Documents: The City approves the finance documents and authorizes transaction.	48 weeks from Effective Date (Dec 7, 2015)

Performance Milestone	Completion Date (no later than)
<p>Fixed Price Proposal and Detailed Design Submittal: The Preferred Proposer to submit to the City a fixed price proposal and Detailed Design of Civic Center to be used in negotiation of the Agreements, including:</p> <ul style="list-style-type: none"> • Updated full financial model • Fixed price design-build proposal • Detailed design package • Detailed construction schedule • Facilities management plan 	<p>12 months from Effective Date (Jan 5, 2016)</p>
<p>Planning Commission (PC) Approval: The City and the Preferred Proposer to coordinate public hearing by Planning Commission to consider certifying CEQA, approve the Tentative Tract Map (as needed), and approving the entitlements.</p>	<p>8 weeks from Completion of Site Plan Review</p>
<p>Preferred Proposer Execution of the Closing Documents: The Preferred Proposer to execute the Closing Documents (as applicable).</p>	<p>8 weeks from PC Approval</p>
<p>City Council and BHC Hearing: The City to coordinate a hearing before the City Council and the BHC to confirm PC approval (as necessary) and approve execution of the Closing Documents.</p>	<p>8 weeks from PC Approval</p>
<p>City Execution of the Agreements: The City to execute the Closing Documents.</p>	<p>1 week from City Council Hearing</p>
<p>Total Commercial Close Timeline:</p>	<p>17 months</p>
<p>Financial Close: Execution of required financing documents.</p>	<p>4 weeks after City Execution of Closing Documents</p>