

**AFTER RECORDATION RETURN TO:**

Quint & Thimmig LLP  
900 Larkspur Landing Circle, Suite 270  
Larkspur, CA 94939-1726  
Attention: Brian D. Quint, Esq.

THIS TRANSACTION IS EXEMPT FROM CALIFORNIA DOCUMENTARY TRANSFER TAX PURSUANT TO SECTION 11929 OF THE CALIFORNIA REVENUE AND TAXATION CODE. THIS DOCUMENT IS EXEMPT FROM RECORDING FEES PURSUANT TO SECTION 27383 OF THE CALIFORNIA GOVERNMENT CODE.

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**SITE AND FACILITY LEASE**

**by and between the**

**CITY OF LONG BEACH, CALIFORNIA, as Lessor**

**and the**

**FINANCE AUTHORITY OF LONG BEACH, as Lessee**

**dated as of August 1, 2016**

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Relating to:

\$ \_\_\_\_\_

Finance Authority of Long Beach  
Lease Revenue Refunding Bonds, Series 2016B  
(Rainbow Harbor Refinancing Project)

## SITE AND FACILITY LEASE

This SITE AND FACILITY LEASE, dated as of August 1, 2016, is by and between the CITY OF LONG BEACH, a municipal corporation and chartered city organized and existing under and by virtue of the laws of the State of California (the "City"), as lessor, and the FINANCE AUTHORITY OF LONG BEACH, a joint exercise of powers agency organized and existing under and by virtue of the laws of the State of California, as lessee (the "Authority"):

### RECITAL:

WHEREAS, the Authority intends to assist the City by leasing certain real property and improvements to the City pursuant to a Lease Agreement, dated as of August 1, 2016, by and between the City and the Authority, and recorded concurrently herewith by memorandum thereof (the "Lease Agreement"), and the City proposes to enter into this Site and Facility Lease with the Authority as a material consideration for the Authority's agreement to lease such real property and improvements to the City.

### AGREEMENT:

NOW, THEREFORE, it is hereby mutually agreed as follows:

Section 1. Definitions. Unless the context clearly otherwise requires or unless otherwise defined herein, the capitalized terms in this Site and Facility Lease shall have the respective meanings specified in that certain Indenture of Trust, dated as of August 1, 2016, by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee.

Section 2. Site and Facility Lease. The City hereby leases to the Authority and the Authority hereby leases from the City, on the terms and conditions hereinafter set forth, those certain parcels of real property situated in Los Angeles County, State of California, more particularly described in Exhibit A attached hereto and made a part hereof (collectively, the "Site"), and certain existing facilities on the Site, more particularly described in Exhibit B attached hereto and made a part hereof (collectively, the "Facility").

Section 3. Term. The term of this Site and Facility Lease shall commence on the date of recordation of this Site and Facility Lease in the Office of the County Recorder of Los Angeles County, State of California, and shall end on August 1, 2023, unless such term is extended or sooner terminated as hereinafter provided. If, on August 1, 2023, the aggregate amount of Lease Payments shall not have been paid, or provision shall not have been made for their payment, then the term of this Site and Facility Lease shall be extended until such Lease Payments shall be fully paid or provision made for such payment. If, prior to August 1, 2023, all Lease Payments shall be fully paid or provision made for such payment in accordance with Section 4.3 or 4.4 of the Lease Agreement, the term of this Site and Facility Lease shall end.

Section 4. Rental. The City acknowledges receipt from the Authority as and for rental hereunder the sum of one dollar (\$1.00), on or before the date of delivery of this Site and Facility Lease.

Section 5. Purpose. The Authority shall use the Site and the Facility solely for the purpose of leasing the Site and the Facility to the City pursuant to the Lease Agreement and for such purposes as may be incidental thereto; *provided, however*, that in the event of default by the City under the Lease Agreement, the Authority and its assigns may exercise the remedies provided in the Lease Agreement.

Section 6. District's Interest in the Site and the Facility. The City covenants that it is the owner of fee title to the Site and the Facility.

Section 7. Assignments; Subleases; Amendments. Unless the City shall be in default under the Lease Agreement, the Authority may not assign its rights under this Site and Facility Lease or sublet the Site or the Facility, except as provided in the Lease Agreement and the Indenture, without the written consent of the City. This Site and Facility Lease may be amended, if required, pursuant to the provisions of Section 8.3 of the Lease Agreement.

Section 8. Right of Entry. The City reserves the right, for any of its duly authorized representatives, to enter upon the Site and the Facility at any reasonable time to inspect the same or to make any repairs, improvements or changes necessary for the preservation thereof.

Section 9. Termination. The Authority agrees, upon the termination of this Site and Facility Lease, to quit and surrender the Site and the Facility in the same good order and condition as the same was in at the time of commencement of the term hereunder, reasonable wear and tear excepted, and agrees that any permanent improvements and structures existing upon the Site and the Facility at the time of the termination of this Site and Facility Lease shall remain thereon and title thereto shall vest in the City.

Section 10. Default. In the event the Authority shall be in default in the performance of any obligation on its part to be performed under the terms of this Site and Facility Lease, which default continues for thirty (30) days following notice and demand for correction thereof to the Authority, the City may exercise any and all remedies granted by law, except that no merger of this Site and Facility Lease and of the Lease Agreement shall be deemed to occur as a result thereof; *provided, however*, that so long as any Bonds are outstanding and unpaid in accordance with the terms thereof, the Lease Payments assigned by the Authority to the Trustee under the Indenture shall continue to be paid to the Trustee.

Section 11. Quiet Enjoyment. The Authority, at all times during the term of this Site and Facility Lease, shall peaceably and quietly have, hold and enjoy the Site and the Facility subject to the provisions of the Lease Agreement and the Indenture.

Section 12. Waiver of Personal Liability. All liabilities under this Site and Facility Lease on the part of the Authority are solely liabilities of the Authority and the City hereby releases each and every member, Board member, officer, employee and agent of the Authority of and from any personal or individual liability under this Site and Facility Lease. No member, Board member, officer, employee or agent of the Authority shall at any time or under any circumstances be individually or personally liable under this Site and Facility Lease for anything done or omitted to be done by the Authority hereunder.

Section 13. Taxes. The City covenants and agrees to pay any and all assessments of any kind or character and also all taxes, including possessory interest taxes, levied or assessed upon the Site and the Facility (including both land and improvements).

Section 14. Eminent Domain. In the event the whole or any part of the Site or the Facility is taken by eminent domain proceedings, the interest of the Authority shall be recognized and is hereby determined to be the amount of the then unpaid Bonds including the unpaid principal and interest with respect to any such Bonds then outstanding and, subject to the provisions of the Lease Agreement, the balance of the award, if any, shall be paid to the City.

Section 15. Use of the Proceeds. The City and the Authority hereby agree that the lease to the Authority of the City's right, title and interest in the Site and the Facility pursuant to Section 2 serves the public purposes of the City. The City hereby agrees that the proceeds of the

Bonds shall be used solely for the purpose of refunding the outstanding Long Beach Bond Finance Authority Lease Revenue Refunding Bonds, 2006 Series A (Rainbow Harbor Refinancing Project) and paying the costs of issuance of the Bonds, subject to the provisions of the Indenture.

Section 16. Partial Invalidity. If any one or more of the terms, provisions, covenants or conditions of this Site and Facility Lease shall, to any extent, be declared invalid, unenforceable, void or voidable for any reason whatsoever by a court of competent jurisdiction, the finding, order or decree of which becomes final, none of the remaining terms, provisions, covenants and conditions of this Site and Facility Lease shall be affected thereby, and each provision of this Site and Facility Lease shall be valid and enforceable to the fullest extent permitted by law.

Section 17. Notices. All notices, statements, demands, consents, approvals, authorizations, offers, designations, requests or other communications hereunder by either party to the other shall be in writing and shall be sufficiently given and served upon the other party if delivered personally or if mailed by United States registered mail, return receipt requested, postage prepaid, and, if to the City, to the City Treasurer, c/o City of Long Beach, Department of Financial Management, 333 West Ocean Boulevard, 6<sup>th</sup> Floor, Long Beach, CA 90802, and if to the Authority, to the City Treasurer, c/o the City of Long Beach, Department of Financial Management, 333 West Ocean Boulevard, 6<sup>th</sup> Floor, Long Beach, CA 90802, or to such other addresses as the respective parties may from time to time designate by notice in writing.

Section 18. Section Headings. All section headings contained herein are for convenience of reference only and are not intended to define or limit the scope of any provision of this Site and Facility Lease.

Section 19. Applicable Law. This Site and Facility Lease shall be governed by and construed in accordance with the laws of the State.

Section 20. Execution in Counterparts. This Site and Facility Lease may be executed in any number of counterparts, each of which shall be deemed to be an original but all together shall constitute but one and the same instrument.

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

CITY OF LONG BEACH

By: \_\_\_\_\_  
David S. Nakamoto,  
City Treasurer

FINANCE AUTHORITY OF LONG BEACH

By: \_\_\_\_\_  
David S. Nakamoto,  
Treasurer/Auditor

## EXHIBIT A

### DESCRIPTION OF THE SITE

Real property in the City of Long Beach, County of Los Angeles, State of California, described as follows:

PARCEL 1: (QUEENSWAY BAY)

THAT PORTION OF THE ARTIFICIALLY CREATED LAND WITHIN THE TIDELANDS AND SUBMERGED LANDS CONVEYED TO THE CITY OF LONG BEACH BY THE STATE OF CALIFORNIA UNDER AND ACT OF MAY 1, 1911, CHAPTER 676, PAGE 1304, AS AMENDED, LYING IN THE CITY OF LONG BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF PINE AVENUE (NORTH), AND SEASIDE WAY, IN THE CITY OF LONG BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON PARCEL MAP NO. 14039, RECORDED APRIL 12, 1983 IN BOOK 161, PAGES 3 THROUGH 5, RECORDS OF SAID COUNTY; THENCE SOUTH 89° 51' 47" WEST 5.00 FEET ALONG THE CENTERLINE OF SAID SEASIDE WAY (SHOWN AS SOUTH 89° 52' 02" WEST ON SAID PARCEL MAP) TO THE INTERSECTION OF PINE AVENUE (SOUTH) WITH SEASIDE WAY AS ESTABLISHED NOVEMBER 12, 1991, PER DRAWING NO. C-5271, SHEET 5, ON FILE IN THE OFFICE OF THE CITY ENGINEER OF THE CITY OF LONG BEACH; THENCE ALONG THE CENTERLINE OF SAID PINE AVENUE SOUTH 0° 05' 17" EAST 737.01 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE WEST AND HAVING A RADIUS OF 300.00 FEET; THENCE SOUTHERLY 134.98 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 25° 46' 46" ; THENCE SOUTH 25° 41' 29" WEST 167.74 FEET TO THE INTERSECTION OF SAID PINE AVENUE (SOUTH) AND THE HORIZONTAL CONTROL LINE FOR SHORELINE DRIVE WESTBOUND, SAID INTERSECTION HAVING THE COORDINATES NORTH 4,026,194.76; EAST 4,229,710.80 OF ZONE 7 OF THE CALIFORNIA COORDINATE SYSTEM, NAD27, AS SHOWN ON DRAWING NO. H207, SHEET 32, ON FILE IN THE OFFICE OF SAID CITY ENGINEER; THENCE SOUTH 25° 41' 29" WEST 78.00 FEET CONTINUING ALONG THE CENTERLINE OF PINE AVENUE (SOUTH) TO THE TRUE POINT OF BEGINNING; THENCE NORTH 64° 18' 31" WEST 75.00 FEET TO A POINT ON THE SOUTHERLY CURBLINE OF SHORELINE DRIVE EASTBOUND; SAID POINT BEING THE BEGINNING OF A 35.00 FOOT CURB RADIUS, CONCAVE TO THE SOUTHWEST; THENCE CONTINUING ALONG THE TANGENT PORTION OF SAID CURBLINE NORTH 64° 18' 31" WEST 46.56 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 2,078.00 FEET; THENCE NORTHWESTERLY 136.32 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 3° 45' 31" TO A TANGENT LINE; THENCE NORTH 60° 33' 00" WEST 761.54 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 2614.00 FEET; THENCE NORTHWESTERLY 304.11 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 6° 39' 57" TO THE BEGINNING OF A TANGENT REVERSE CURVE CONCAVE TO THE SOUTH HAVING A RADIUS OF 35.00 FEET THENCE WESTERLY 54.44 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 89° 06' 52" TO A TANGENT LINE; THENCE ALONG THE EASTERLY CURB OF RAMP B OF QUEENS WAY NORTHBOUND SOUTH 37° 00' 00" WEST 15.10 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 694.02 FEET; THENCE SOUTHERLY 273.85 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 22° 36' 29" TO A TANGENT LINE; THENCE SOUTH 14° 23' 24" WEST 59.99 FEET; THENCE SOUTH 21° 59' 49" WEST 73.33 FEET; THENCE SOUTH 12° 00' 00" WEST 214.13 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 825.91 FEET; THENCE SOUTHERLY 239.67 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 16° 37' 35"; THENCE SOUTH 30° 00' 00" WEST 18.95 FEET; THENCE SOUTH 60° 00' 00" EAST 16.06 FEET TO A POINT ON THE EASTERLY CURB OF THE QUEENS WAY BRIDGE (MAGNOLIA AVENUE BRIDGE) AS SHOWN ON DRAWING NO. K41, SHEET C23, ON FILE IN THE OFFICE OF THE CITY ENGINEER OF THE CITY OF LONG BEACH; THENCE ALONG SAID EASTERLY CURB SOUTH 30° 00' 00" WEST 94.26 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 2192.00 FEET; THENCE SOUTHERLY 211.29 FEET ALONG

SAID CURVE THROUGH A CENTRAL ANGLE OF 5° 31' 22" TO A TANGENT LINE; THENCE SOUTH 24° 28' 38" WEST 58.75 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 502.00 FEET; THENCE SOUTHWESTERLY 71.05 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 8° 06' 35" TO THE BEGINNING OF A TANGENT REVERSE CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 98.00 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS NORTH 57° 24 ' 47" WEST; THENCE SOUTHWESTERLY 13.87 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 8° 06' 35" TO A TANGENT LINE; THENCE SOUTH 24° 28' 38" WEST 104.27 FEET TO THE INTERSECTION WITH THE SOUTHERLY EDGE OF THE QUEENSWAY BAY BIKE PATH; THENCE ALONG SAID SOUTHERLY EDGE OF SAID BIKE PATH SOUTH 60° 28' 49" EAST 410.96 FEET; THENCE SOUTH 69° 59 ' 20" EAST 501.63 FEET; THENCE SOUTH 82° 03' 45" EAST 431.10 FEET; THENCE LEAVING SAID SOUTHERLY EDGE OF THE BIKE PATH SOUTH 89° 13' 59" EAST 659.05 FEET TO A POINT AT THE SOUTHWESTERLY CORNER OF THE SHORELINE VILLAGE LEASE AREA GROUND LEASE AS DESCRIBED IN THE FIRST AMENDMENT OF LEASE, DATED OCTOBER 7, 1996 BETWEEN THE CITY OF LONG BEACH AND THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY, SAID LEASE, ON FILE IN THE OFFICE OF THE CITY OF CLERK FILE NO. 24800, SAID POINT ALSO BEING A POINT OF CUSP CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 40.00 FEET AND TO WHICH POINT A RADIAL LINE BEARS NORTH; THENCE CONTINUING ALONG THE WESTERLY LINE OF SAID LEASE NORTHWESTERLY 62.83 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90° 00' 00" TO THE BEGINNING OF A TANGENT COMPOUND CURVE SOUTHEAST HAVING A RADIUS OF 35.00 FEET; THENCE NORTHEASTERLY 53.12 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 86° 57' 07" TO A TANGENT LINE; THENCE NORTH 86° 57' 07" EAST 94.99 FEET; THENCE NORTH 122.00 FEET TO THE LANDWARD EDGE OF AN EXISTING CONCRETE BULKHEAD; THENCE ALONG SAID BULKHEAD LANDWARD EDGE NORTH 35° 36' 56" EAST 105.47 FEET TO AN ANGLE POINT IN THE EXISTING BULKHEAD; THENCE NORTH 71° 59' 58" EAST 444.19 FEET ALONG SAID BULKHEAD LANDWARD EDGE TO AN ANGLE POINT IN THE EXISTING BULKHEAD; THENCE NORTH 346.05 FEET ALONG SAID LANDWARD EDGE TO THE MOST NORTHERLY NORTHEASTERLY CORNER OF SAID SHORELINE VILLAGE LEASE AREA; THENCE CONTINUING ALONG THE NORTHERLY PROLONGATION OF LAST SAID LEASE LINE NORTH 7.05 FEET TO A POINT ON THE SOUTHERLY CURBLINE OF SHORELINE DRIVE EASTBOUND; SAID POINT ALSO BEING A POINT OF BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 1114.00 FEET, A RADIAL LINE TO SAID POINT BEARS SOUTH 19° 10' 36" WEST; THENCE NORTHWESTERLY 126.67 FEET ALONG SAID CURVE AND CURB FACE THROUGH A CENTRAL ANGLE OF 6° 30' 53" TO A TANGENT LINE; THENCE NORTH 64° 18' 31" WEST 621.73 FEET ALONG SAID CURB TO THE BEGINNING OF A 35.00 FOOT CURB RADIUS, CONCAVE TO THE SOUTHEAST; THENCE LEAVING SAID CURB NORTH 64° 18' 31" WEST 75.00 FEET TO THE TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PARCELS:

AQUARIUM OF THE PACIFIC AND QUEENSWAY BAY HARBOR PARKING STRUCTURE, MORE PARTICULARLY DESCRIBED AS PARCELS 1 AND 2 OF WAIVED PARCEL MAP NO. 9509-02 AS EVIDENCED BY A CERTIFICATE OF COMPLIANCE RECORDED OCTOBER 17, 1995, AS INSTRUMENT NO. 95-1683687, OFFICIAL RECORDS OF SAID COUNTY.

ALSO EXCEPT

QUEENSWAY BAY COMMERCIAL DEVELOPMENT PARCELS 1, 2, 3, 4 AND 7 AS FOLLOWS:

PARCEL NO. 1:

THAT PORTION OF THE ARTIFICIALLY CREATED LAND WITHIN THE TIDELANDS AND SUBMERGED LANDS CONVEYED TO THE CITY OF LONG BEACH BY THE STATE OF CALIFORNIA UNDER AN ACT OF MAY 1, 1911 CHAPTER 676, PAGE 1304, AS AMENDED, LYING IN SAID CITY, COUNTY OF LOS ANGELES, SAID STATE, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF PINE AVENUE (SOUTH) AND THE HORIZONTAL CONTROL LINE FOR SHORELINE DRIVE WESTBOUND IN THE CITY OF LONG BEACH, SAID INTERSECTION HAVING THE COORDINATES N 4,026,194.76; E 4,229,710.80 OF ZONE 7 OF THE

CALIFORNIA COORDINATE SYSTEM, NAD 27, AS SHOWN ON DRAWING NO. H207, SHEET 32, ON FILE IN THE OFFICE OF THE CITY ENGINEER OF LONG BEACH; THENCE SOUTHWESTERLY ALONG SAID PINE AVENUE (SOUTH) S 25° 41' 31" W 159.63 FEET; THENCE AT A RIGHT ANGLE TO SAID PINE AVENUE (SOUTH) S 64° 18' 29" E 52.00 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT HAVING COORDINATES N 4,026,028.37; E 4,229,688.46 OF SAID COORDINATE SYSTEM; THENCE S 65° 51' 02" E 150.22 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 230.17 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS N 87° 07' 56" E; THENCE SOUTHWESTERLY 77.46 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 19° 16' 55" TO THE BEGINNING OF A TANGENT REVERSE CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 2.00 FEET AND TO WHICH BEGINNING OF REVERSE CURVE A RADIAL BEARS N 73° 35' 09" W; THENCE SOUTH, SOUTHEASTERLY AND NORTHEASTERLY 5.36 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 153° 31' 48" TO A NON-TANGENT LINE; THENCE S 11° 36' 26" E 7.23 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 4.50 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS N 43° 53' 46" W; THENCE SOUTHWESTERLY AND SOUTHEASTERLY 8.83 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 112° 27' 13" TO A NON-TANGENT LINE; THENCE S 00° 49' 04" E 9.81 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 33.91 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS N 10° 28' 13" W; THENCE SOUTHWESTERLY 34.73 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 58° 40' 23" TO THE BEGINNING OF A TANGENT COMPOUND CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 2.50 FEET AND TO WHICH BEGINNING OF COMPOUND CURVE A RADIAL BEARS N 69° 08' 36" W; THENCE SOUTHWESTERLY AND SOUTHEASTERLY 4.87 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 111° 41' 38" TO A NON-TANGENT LINE; THENCE S 09° 52' 27" E 13.12 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 53.74 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS N 14° 18' 43" W; THENCE SOUTHWESTERLY 29.12 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 31° 02' 50" TO THE BEGINNING OF A TANGENT COMPOUND CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 92.50 FEET; THENCE SOUTHWESTERLY 52.51 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 32° 31' 32" TO A NON-TANGENT LINE; THENCE N 81° 32' 06" W 13.65 FEET TO THE BEGINNING OF A NON TANGENT CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 2.00 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 85° 20' 48" E; THENCE NORTHERLY, NORTHWESTERLY AND SOUTHWESTERLY 4.80 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 137° 32' 41" TO THE BEGINNING OF A TANGENT COMPOUND CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 301.14 FEET AND TO WHICH BEGINNING OF COMPOUND CURVE A COMMON RADIAL BEARS N 42° 53' 29" W; THENCE SOUTHWESTERLY 25.09 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 04° 46' 25" TO A NON-TANGENT LINE; THENCE N 47° 39' 55" W 7.00 FEET; THENCE S 41° 56' 34" W 4.22 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 45.66 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS N 15° 07' 10" W; THENCE SOUTHWESTERLY 56.49 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 70° 52' 46" TO THE BEGINNING OF A NON-TANGENT REVERSE CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 25.76 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 33° 42' 37" E; THENCE WESTERLY AND NORTHWESTERLY 47.09 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 104° 44' 04" TO A NON-TANGENT LINE; THENCE S 87° 37' 46" W 1.31 FEET; THENCE N 04° 32' 18" W 147.62 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 87.00 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 19° 20' 40" E; THENCE NORTHEASTERLY AND NORTHERLY 141.44 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 93° 09' 06" TO THE BEGINNING OF A TANGENT REVERSE CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 18.00 FEET AND TO WHICH BEGINNING OF REVERSE CURVE A RADIAL BEARS S 67° 30' 14" W; THENCE NORTHERLY 15.14 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 48° 11' 16" TO A TANGENT LINE; THENCE N 25° 41' 30" E 27.70 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 2:

THAT PORTION OF THE ARTIFICIALLY CREATED LAND WITHIN THE TIDELANDS AND SUBMERGED LAND CONVEYED TO THE CITY OF LONG BEACH BY THE STATE OF CALIFORNIA

UNDER AN ACT OF MAY 1, 1911, CHAPTER 676, PAGE 1304, AS AMENDED, LYING IN SAID CITY, COUNTY OF LOS ANGELES, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF PINE AVENUE (SOUTH) AND THE HORIZONTAL CONTROL LINE FOR SHORELINE DRIVE WESTBOUND IN THE CITY OF LONG BEACH, SAID INTERSECTION HAVING THE COORDINATES N 4,026, 194.76; E 4,229,710.80 OF ZONE 7 OF THE CALIFORNIA COORDINATE SYSTEMS, NAD 27, AS SHOWN ON DRAWING NO. H207, SHEET 32, ON FILE IN THE OFFICE OF THE CITY ENGINEER OF LONG BEACH; THENCE SOUTHWESTERLY ALONG SAID PINE AVENUE (SOUTH) S 25° 41' 31" W 265.58 FEET TO THE TERMINUS OF THE PINE AVENUE CENTERLINE; (THE CENTER POINT OF THE PINE AVENUE CUL - D- SUC); THENCE S 10° 17' 29" W 87.00 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT HAVING COORDINATES N 4,025,869.83; E. 4,229,580.12 OF SAID COORDINATE SYSTEM; THENCE S 04° 32' 18" E 147.85 FEET; THENCE S 85° 27' 42" W 0.84 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTH HAVING A RADIUS OF 21.62 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 71° 37' 15" E; THENCE SOUTHWESTERLY, WESTERLY AND NORTHWESTERLY 61.82 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 163° 49' 49" TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 227.81 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 11° 42' 21" W; THENCE WESTERLY 40.72 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 10° 14' 30" TO THE BEGINNING OF A NON-TANGENT REVERSE CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 1.46 FEET AND TO WHICH BEGINNING OF REVERSE CURVE A RADIAL BEARS N 28° 04' 27" E; THENCE WESTERLY, SOUTHERLY AND SOUTHEASTERLY 4.58 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 179° 39' 13" TO A NON-TANGENT LINE; THENCE S 28° 26' 22" W 6.19 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTH HAVING A RADIUS OF 66.26 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS N 19° 21' 10" E; THENCE WESTERLY 22.20 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 19° 11' 53" TO A NON-TANGENT LINE; THENCE N 16° 13' 46" W 11.82 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 33.38 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 34° 58' 48" E; THENCE NORTHEASTERLY 1.54 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 02° 38' 51" TO THE BEGINNING OF A TANGENT COMPOUND CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 2.50 FEET; THENCE NORTHERLY 4.52 FEET ALONG SAID COMPOUND CURVE THROUGH A CENTRAL ANGLE OF 103° 38' 12" TO THE BEGINNING OF A TANGENT COMPOUND CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 48.93 FEET TO WHICH BEGINNING OF COMPOUND CURVE A RADIAL BEARS N 38° 44' 08" E; THENCE WESTERLY 41.77 FEET ALONG SAID COMPOUND CURVE THROUGH A CENTRAL ANGLE OF 48° 54' 52" TO A NON-TANGENT LINE; THENCE N 20° 37' 30" W 11.76 FEET TO A POINT OF CUSP WITH A CURVE CONCAVE TO THE NORTHEAST HAVING RADIUS OF 18.71 FEET AND TO WHICH POINT A RADIAL BEARS S 42° 25' 10" E; THENCE WESTERLY, NORTHERLY AND NORTHEASTERLY 71.73 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 219° 39' 45" TO NON-TANGENT REVERSE CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 70.50 FEET AND TO WHICH BEGINNING OF REVERSE CURVE A RADIAL BEARS S 05° 37' 25" E; THENCE EASTERLY AND NORTHEASTERLY 78.37 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 63° 41' 33" TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 42.50 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 21° 11' 46" E; THENCE NORTHEASTERLY AND NORTHERLY 58.53 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 78° 54' 22" TO A POINT OF CUSP WITH A NON-TANGENT LINE; THENCE S 49° 09' 07" E 27.97 FEET; THENCE N 40° 50' 53" E 11.05 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 87.00 FEET AND TO WHICH BEGINNING OF A CURVE A RADIAL BEARS S 40° 50' 22" W; THENCE EASTERLY 46.39 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 30° 32' 53" TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 3:

THAT PORTION OF THE ARTIFICIALLY CREATED LAND WITHIN THE TIDELANDS AND SUBMERGED LANDS CONVEYED TO THE CITY OF LONG BEACH BY THE STATE OF CALIFORNIA UNDER AN ACT OF MAY 1, 1911, CHAPTER 676, PAGE 1304, AS AMENDED, LYING IN SAID CITY, COUNTY OF LOS ANGELES, SAID STATE, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF PINE AVENUE (SOUTH) AND THE HORIZONTAL CONTROL LINE FOR SHORELINE DRIVE WESTBOUND IN THE CITY OF LONG BEACH, SAID INTERSECTION HAVING THE COORDINATES N 4,026,194.76; E 4,229,710.80 OF ZONE 7 OF THE CALIFORNIA COORDINATE SYSTEM, NAD 27, AS SHOWN ON DRAWING NO. H207, SHEET 32, ON FILE IN THE OFFICE OF THE CITY ENGINEER OF LONG BEACH; THENCE SOUTHWESTERLY ALONG SAID PINE AVENUE (SOUTH) S 25° 41' 31" W 162.21 FEET; THENCE AT A RIGHT ANGLE TO SAID PINE AVENUE (SOUTH) N 64° 18' 29" W 52.00 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT HAVING COORDINATES N 4,026,071.13; E 4,229,593.62 OF SAID COORDINATE SYSTEM; THENCE S 25° 41' 57" W 25.12 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 18.00 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 64° 18' 03" E; THENCE SOUTHWESTERLY 15.14 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 48° 10' 46" TO THE BEGINNING OF A TANGENT REVERSE CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 87.00 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS N 16° 07' 17" W; THENCE SOUTHERLY 117.98 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 77° 41' 50" TO NON-TANGENT LINE; THENCE S 86° 12' 17" W 144.47 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 479.33 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS N 52° 47' 49" E; THENCE NORTHEASTERLY 408.49 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 48° 49' 42" TO A NON-TANGENT LINE; THENCE N 22° 40' 51" W 12.53 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 19.99 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 18° 26' 27" W; THENCE NORTHWESTERLY, NORTHERLY AND NORTHEASTERLY 34.11 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 97° 45' 23" TO A NON-TANGENT LINE; THENCE N 22° 40' 51" W 50.54 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 392.07 FEET, AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 28° 35' 41" E; THENCE NORTHEASTERLY 187.97 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 27° 28' 12" TO A NON-TANGENT LINE; THENCE S 60° 33' 00" E 546.43 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 4:

THAT PORTION OF THE ARTIFICIALLY CREATED LAND WITHIN THE TIDELANDS AND SUBMERGED LANDS CONVEYED TO THE CITY OF LONG BEACH BY THE STATE OF CALIFORNIA UNDER AN ACT OF MAY 1, 1911, CHAPTER 676, PAGE 1304, AS AMENDED, LYING IN SAID CITY, COUNTY OF LOS ANGELES, SAID STATE, DESCRIBED AS FOLLOWS: BEGINNING AT THE INTERSECTION OF PINE AVENUE (SOUTH) AND THE HORIZONTAL CONTROL LINE FOR SHORELINE DRIVE WESTBOUND IN THE CITY OF LONG BEACH, SAID INTERSECTION HAVING THE COORDINATES N 4,026,194.76; E 4,229,710.80 OF ZONE 7 OF THE CALIFORNIA COORDINATE SYSTEM, NAD 27, AS SHOWN ON DRAWING NO. H207, SHEET 32, ON FILE IN THE OFFICE OF THE CITY OF ENGINEER OF LONG BEACH; THENCE NORTHWESTERLY ALONG SAID HORIZONTAL CONTROL LINE N 64° 18' 31" W 121.56 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTHEAST AND HAVING A RADIUS OF 2,000.00 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 25° 41' 29" W; THENCE NORTHWESTERLY 131.20 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 03° 45' 31" TO A TANGENT LINE; THENCE N 60° 33' 00" W 402.07 FEET; THENCE AT A RIGHT ANGLE TO SAID HORIZONTAL CONTROL LINE S 29° 27' 00" W 113.00 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT HAVING COORDINATES N 4,026,407.46; E 4,229,079.30 OF SAID COORDINATE SYSTEM; THENCE S 29° 27' 00" W 9.34 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 324.07 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 60° 33' 00" E; THENCE SOUTHWESTERLY 303.04 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 53° 34' 40" TO A TANGENT LINE; THENCE S 83° 01' 40" W 31.68 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTH AND HAVING A RADIUS OF 20.00 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 06° 58' 20" E; THENCE SOUTHWESTERLY AND WESTERLY 22.08 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 63° 15' 23" TO THE BEGINNING OF A TANGENT REVERSE CURVE CONCAVE TO THE SOUTH HAVING A RADIUS OF 100.00 FEET AND TO WHICH BEGINNING A RADIAL BEARS N 56° 17' 03" E; THENCE WESTERLY 100.60 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 57° 38' 15" TO A NON-TANGENT LINE; THENCE NORTH 23° 02' 32" WEST

8.45 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 11.06 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 24° 22' 42" E; THENCE WESTERLY AND NORTHERLY 27.77 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 143° 51' 10" TO A NON-TANGENT LINE; THENCE N 29° 27' 00" E 8.81 FEET; THENCE N 23° 02' 32" W 27.67 FEET; THENCE N 33° 16' 02" E 257.26 FEET; THENCE S 60° 32' 57" E 263.70 FEET; THENCE N 79° 46' 14" E 14.00 FEET; THENCE S 10° 13' 46" E 11.61 FEET; THENCE S 60° 32' 57" E 24.01 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 7:

THAT PORTION OF THE ARTIFICIALLY CREATED LAND WITHIN THE TIDELANDS AND SUBMERGED LANDS CONVEYED TO THE CITY OF LONG BEACH BY THE STATE OF CALIFORNIA UNDER AN ACT OF MAY 1, 1911, CHAPTER 676, PAGE 1304, AS AMENDED, LYING IN SAID CITY, COUNTY OF LOS ANGELES, SAID STATE, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF PINE AVENUE (SOUTH) AND THE HORIZONTAL CONTROL LINE FOR SHORELINE DRIVE WESTBOUND IN THE CITY OF LONG BEACH, SAID INTERSECTION HAVING THE COORDINATED N 4,026,194.76; E 4,229,710.80 OF ZONE 7 OF THE CALIFORNIA COORDINATE SYSTEM, NAD 27, AS SHOWN ON DRAWING NO. H207, SHEET 32, ON FILE IN THE OFFICE OF THE CITY ENGINEER OF LONG BEACH; THENCE SOUTHWESTERLY ALONG SAID PINE AVENUE (SOUTH) S 25° 41' 31" W 162.21 FEET; THENCE AT A RIGHT ANGLE TO SAID PINE AVENUE (SOUTH) N 64° 18' 29" W 52.00 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT HAVING COORDINATES N 4,026,071.13; E 4,229,593.62 OF SAID COORDINATE SYSTEM; THENCE N 60° 33' 00" W 546.43 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 392.07 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 56° 03' 53" E; THENCE NORTHEASTERLY 30.69 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 04° 29' 07" TO A TANGENT LINE; THENCE N 29° 27' 00" E 6.34 FEET; THENCE S 60° 33' 00" EAST 9.95 FEET; THENCE N 29° 27' 00" E 19.00 FEET; THENCE S 60° 33' 00" E 18.00 FEET; THENCE N 29° 27' 00" E 13.00 FEET; THENCE S 60° 33' 00" E 306.12 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 2084.00 FEET AND TO WHICH BEGINNING OF CURVE A RADIAL BEARS S 29° 27' 00" W; THENCE SOUTHEASTERLY 136.71 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 03° 45' 31" TO A TANGENT LINE; THENCE S 64° 18' 31" E 47.44 FEET; THENCE S 25° 41' 29" W 13.82 FEET; THENCE S 64° 18' 31" E 22.13 FEET; THENCE S 25° 41' 57" W 64.39 FEET TO THE TRUE POINT OF BEGINNING.

## EXHIBIT B

### DESCRIPTION OF THE FACILITY

The Facility consists of the Rainbow Harbor area of the City and includes approximately 25.04 acres of land and 22.73 acres of water. The on-site improvements include the Pierpoint Landing building, a multi-level parking structure, various storage and mechanical equipment buildings, "birdcage structure," flatwork, landscaping, docking systems and pier. The Facility does not include the real property upon which the Long Beach Aquarium is located. The Pine Avenue Pier, which is 230 feet in length, was built of concrete structure decking with an attached floating dock tied to concrete pilings. The pier provides mooring for ships, acts as a base for commercial operations and provides public access. The Facility located in the Rainbow Harbor also includes floating docks made of wood framed pontoons anchored in place by concrete pilings to provide additional mooring for boats. Aluminum gangways connect these docks to bulkheads on the land side. The Esplanade, a 300,000-foot multi-level walkway around the Peninsula, was built of brick, concrete, lithocrete paving and wood boardwalk. Decorative landscaping of plants, shrubs and trees were planted between the walkway levels, and site lighting, telephone and electric outlets, including a complete sound system, were installed in the lower level. An amphitheater made of concrete and lithocrete construction was built and can accommodate several hundred listeners on concrete benches. Additional seating is available on the surrounding greenbelt. A one story, wood frame and stucco building on a concrete slab which serves as headquarters for fishing operations, public restrooms and a fast food operation. To accommodate tourists and visitors, approximately one mile of asphalt roadway was built to provide access to the parking structure, parking lot, Aquarium and Catalina Terminal. A five-level concrete parking structure and a 150-stall visitor asphalt parking lot with concrete curbs, walkways, site lighting and landscaping were also built to provide visitor parking.