

RECORDING REQUESTED BY

AND WHEN RECORDED MAIL DOCUMENT AND
TAX STATEMENT TO:

NAME *City of Redlands*
STREET ADDRESS *360 Cajon St. #2*
CITY, STATE & ZIP CODE *P.O. BOX 3005*
Redlands, CA 92373

Recorded in Official Records, County of San Bernardino



DENNIS DRAEGER
ASSESSOR - RECORDER - CLERK

9/21/2012
8:00 AM
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Taxes	0.00
Other	0.00
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SPACE ABOVE FOR RECORDER'S USE ONLY

Agreement

Title of Document

**THIS AREA FOR
RECORDER'S
USE ONLY**



THIS COVER SHEET ADDED TO PROVIDE ADEQUATE SPACE FOR RECORDING INFORMATION
(\$3.00 Additional Recording Fee Applies)

RECORDING REQUESTED BY)
AND WHEN RECORDED MAIL TO:)
)
City of Redlands)
Attn: City Clerk)
35 Cajon Street, Suite 2)
P.O. BOX 3005)
Redlands, CA 92373)

APN: 0292-044-09, 0292-044-10, 0292-044-11, 0292-044-12

(SPACE ABOVE LINE FOR RECORDER'S USE)

**MEMORANDUM OF CONDITIONAL
PROPERTY DISPOSITION AGREEMENT**

Document 15
SIGNED IN COUNTERPART

(i) **Property.** This Memorandum of Conditional Property Disposition Agreement ("Memorandum") is made in reference to County of San Bernardino Assessor's Parcel Nos. 0292-044-09, 10, 11 and 12 as more particularly described in Exhibit "A" attached hereto (the "Property").

(ii) **Parties to Memorandum.** This Memorandum is dated for identification purposes only as of September 21, 2012, and is entered into by and between the City of Redlands, a general law city ("City") and Prologis, L.P., a Delaware limited partnership, ("Buyer") as assignee of Howard Industrial Partners, California limited liability company ("HIP").

(iii) **Parties to Conditional Property Disposition Agreement.** City and HIP have entered into that certain Conditional Property Disposition Agreement dated as of October 18, 2011, as amended by that certain First Amendment to Conditional Property Disposition Agreement dated October 18, 2011 and that certain Second Amendment to Conditional Property Disposition Agreement dated September 21, 2012 (collectively, the "CPDA") for the Property. HIP has assigned all of its rights in the CPDA to Buyer. All of the terms, conditions, provisions and covenants of the CPDA are incorporated herein by reference, and the CPDA and this Memorandum shall be deemed to constitute a single instrument or document.

(iv) **Purpose of Memorandum.** This Memorandum is prepared for recordation purposes only, and it in no way modifies the terms, conditions, provisions and covenants of the CPDA. In the event of any inconsistency between the terms, conditions, provisions and covenants of this Memorandum and the CPDA, the terms, conditions, provisions and covenants of the CPDA shall prevail.

[Remainder of page intentionally blank; signature page follows]

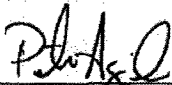
Executed this 19th day of September, 2012.

CITY of Redlands

BUYER

PROLOGIS, L.P.,
a Delaware limited partnership

By: Prologis, Inc.,
a Maryland corporation,
its general partner

By: 
Pete Aguilar, Mayor

By: _____
Name: Anne LaPlace
Title: First Vice President

ATTEST:


Sam Irwin, City Clerk

SIGNED IN COUNTERPART 1 of 2

(signed in Counterpart)

Executed this 18th day of September, 2012.

CITY of Redlands

BUYER

PROLOGIS, L.P.,
a Delaware limited partnership

By: Prologis, Inc.,
a Maryland corporation,
its general partner

By: _____
Pete Aguilar, Mayor

By: Anne LaPlace
Name: Anne LaPlace
Title: First Vice President

ATTEST:

Sam Irwin, City Clerk

SIGNED IN COUNTERPART 2 of 2

(Signed in Counterpart)

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
COUNTY OF SAN BERNARDINO) SS
CITY OF REDLANDS)

By the authority granted under Chapter 4, Article 3, Section 1181, of the California Civil Code, and Chapter 2, Division 3, Section 40814, of the California Government Code, on September 19, 2012, before me, Teresa Ballinger, Deputy City Clerk, on behalf of Arthur S. Irwin, City Clerk of the City of Redlands, California, personally appeared Pete Aguilar, Mayor, and Arthur S. Irwin, City Clerk, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



WITNESS my hand and official seal.

ARTHUR S. IRWIN, CITY CLERK

By: Teresa Ballinger
Teresa Ballinger, Deputy City Clerk
(909)798-7531

CAPACITY CLAIMED BY SIGNER(S)

☐ Individual(s) signing for oneself/themselves

☐ Corporate Officer(s)

Title(s) _____

Company _____

☐ Partner(s)

Partnership _____

☐ Attorney-In-Fact

Principal(s) _____

☐ Trustee(s)

Trust _____

☒ Other

Title(s): Mayor and City Clerk

Entity Represented: City of Redlands

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED BELOW:

Title or Type of Document: Memorandum of Conditional Property Disposition Agreement

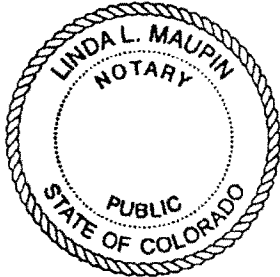
Date of Document: Approved September 18, 2012, signed September 19, 2012

Signer(s) Other Than Named Above: Anne LaPlace, First Vice President; Prologis, L.P., a Delaware limited partnership by: Prologis, Inc., a Maryland corporation, its general partner.

STATE OF COLORADO

CITY/COUNTY OF DENVER

The foregoing instrument was acknowledged before me, the undersigned Notary Public, this 18th day of September, 2012, by Anne LaPlace, as First Vice President of Prologis, Inc., a Maryland corporation, on behalf of said corporation; said corporation being the general partner of Prologis, L.P., a Delaware limited partnership



Linda L. Maupin
Notary Public

My Commission Expires: June 21, 2016

EXHIBIT 'A'

File No.: **NCS-499611-ONT1 (jd)**

Property: **+/-37.18 Acres, APN# 0292-044-09;10;11and;12, Redlands, CA 92374**

PARCEL A:

LOTS 1 AND 4, GREGORY TRACT NO. 1, IN THE CITY OF REDLANDS, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER PLAT RECORDED IN BOOK 19 OF MAPS, PAGE 94, RECORDS OF SAID COUNTY.

TOGETHER WITH THAT PORTION OF PALMETTO AVENUE VACATED BY RESOLUTION NO. 7145 RECORDED JUNE 4, 2012 AS INSTRUMENT NO. 2012-0218943 OF OFFICIAL RECORDS DESCRIBED IN EXHIBIT "A", BOUNDED ON THE EAST BY THE EASTERLY LINE OF SAID LOT 4 PROJECTED SOUTHERLY.

APN: 0292-044-09-0-000 AND 0292-044-10-0-000

PARCEL B:

LOT 7 OF GREGORY TRACT NO. 1, IN THE CITY OF REDLANDS, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, RECORDED IN BOOK 19, PAGE 94 OF MAPS IN THE OFFICE OF THE COUNTY RECORDER, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA.

EXCEPTING THAT PORTION OF LOT 7 OF SAID GREGORY TRACT NO. 1 DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF LOT 7 OF SAID GREGORY TRACT NO. 1 AS SHOWN ON RECORD OF SURVEY RECORDED IN BOOK 68, PAGE 23 RECORDS OF SURVEY IN THE OFFICE OF THE COUNTY RECORDER, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, THENCE; S89°27'57"E 320 FEET, MORE OR LESS, ALONG THE NORTH LINE OF SAID LOT 7, TO A POINT ON A LINE THAT IS PARALLEL WITH AND 320 FEET EAST OF THE WEST LINE OF SAID LOT 7, SAID POINT BEING THE TRUE POINT OF BEGINNING, THENCE; S00°38'21"W 30.07 FEET, MORE OR LESS, PARALLEL WITH AND 320 FEET EAST OF SAID WEST LINE OF LOT 7, TO A POINT ON A LINE THAT IS PARALLEL WITH AND 600.00 FEET NORTH OF THE SOUTH LINE OF SAID LOT 7, THENCE; S89°27'49"E 340.66 FEET, MORE OR LESS, PARALLEL WITH AND 600.00 FEET NORTH OF SAID SOUTH LINE OF LOT 7, TO THE EAST LINE OF SAID LOT 7, THENCE; N00°36'38" E 30.08 FEET, MORE OR LESS, ALONG THE EAST LINE OF SAID LOT 7, TO THE NORTHEAST CORNER OF SAID LOT 7, THENCE; N89°27'57"W 340.65 FEET, ALONG THE NORTH LINE OF SAID LOT 7, TO THE POINT OF BEGINNING.

SAID PROPERTY BEING DESCRIBED AS PROPOSED PARCEL 1 IN A CERTIFICATE OF COMPLIANCE RECORDED JUNE 4, 2012 AS INSTRUMENT NO. 2012-0218944 OF OFFICIAL RECORDS OF SAID SAN BERNARDINO COUNTY.

TOGETHER WITH THAT PORTION OF PALMETTO AVENUE VACATED BY RESOLUTION NO. 7145 RECORDED JUNE 4, 2012 AS INSTRUMENT NO. 2012-0218943 OF OFFICIAL RECORDS DESCRIBED IN EXHIBIT "A", BOUNDED BY THE WESTERLY AND EASTERLY LINES OF SAID LOT 7 PROJECTED SOUTHERLY.

Date: September 19, 2012

APN: A PORTION OF 0292-044-11-0-000

PARCEL C:

LOT 10 OF GREGORY TRACT NO. 1, IN THE CITY OF REDLANDS, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, RECORDED IN BOOK 19, PAGE 94 OF MAPS IN THE OFFICE OF THE COUNTY RECORDER, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA.

EXCEPTING THAT PORTION OF LOT 10 OF SAID GREGORY TRACT NO. 1 DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF LOT 10 OF SAID GREGORY TRACT NO. 1 AS SHOWN ON RECORD OF SURVEY RECORDED IN BOOK 68, PAGE 23 RECORDS OF SURVEY IN THE OFFICE OF THE COUNTY RECORDER, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, THENCE; N89°27'57"W 300 FEET, MORE OR LESS, ALONG THE NORTH LINE OF SAID LOT 10, TO A POINT ON A LINE THAT IS PARALLEL WITH AND 300 FEET WEST OF THE EAST LINE OF SAID LOT 10, SAID POINT BEING THE TRUE POINT OF BEGINNING, THENCE; S00°34'55"W 30.10 FEET, MORE OR LESS, PARALLEL WITH AND 300 FEET WEST OF SAID EAST LINE OF LOT 10, TO A POINT ON A LINE THAT IS PARALLEL WITH AND 600.00 FEET NORTH OF THE SOUTH LINE OF SAID LOT 10, THENCE; N89°27'49"W 330.67 FEET, MORE OR LESS, PARALLEL WITH AND 600.00 FEET NORTH OF SAID SOUTH LINE OF LOT 10, TO THE WEST LINE OF SAID LOT 10, THENCE; N00°36'38"E 30.08 FEET, MORE OR LESS, ALONG THE WEST LINE OF SAID LOT 10, TO THE NORTHWEST CORNER OF SAID LOT 10, THENCE; S89°27'57"E 330.65 FEET, ALONG THE NORTH LINE OF SAID LOT 10, TO THE POINT OF BEGINNING.

SAID PROPERTY BEING DESCRIBED AS PROPOSED PARCEL 3 IN A CERTIFICATE OF COMPLIANCE RECORDED JUNE 4, 2012 AS INSTRUMENT NO. 2012-0218944 OF OFFICIAL RECORDS OF SAID SAN BERNARDINO COUNTY.

TOGETHER WITH THAT PORTION OF PALMETTO AVENUE VACATED BY RESOLUTION NO. 7145 RECORDED JUNE 4, 2012 AS INSTRUMENT NO. 2012-0218943 OF OFFICIAL RECORDS DESCRIBED IN EXHIBIT "A", BOUNDED ON THE WEST BY THE WESTERLY LINE OF SAID LOT 10 PROJECTED SOUTHERLY.

A.P.N. A PORTION OF 0292-044-12-0-000