

RECORDING REQUESTED BY

AND WHEN RECORDED MAIL DOCUMENT AND
TAX STATEMENT TO:

NAME City of Redlands
STREET ADDRESS 35 Cajon St. #2
CITY, STATE & ZIP CODE * Redlands CA 92373
* P.O. Box 3005

Recorded In Official Records, County of San Bernardino



DENNIS DRAEGER
ASSESSOR - RECORDER - CLERK

9/21/2012
8:00 AM
88

771 Document Processing Solutions

Doc#: 2012-0390059



Titles: 1 Pages: 18

Fees	60.00
Taxes	0.00
Other	0.00
PAID	\$60.00

SPACE ABOVE FOR RECORDER'S USE ONLY

Option of Purchase

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

**MEMORANDUM OF CITY OF REDLANDS' OPTION
TO REPURCHASE PROPERTY**

(i) This Memorandum of the City of Redlands' Option to Repurchase Property ("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 LLC, a California limited liability company ("HIP").

"See Notice of Adjacent use" - attached

(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) Option to Repurchase. Section 406 of the CPDA provides that the City shall have the right, at its option following certain notice, to repurchase the Site, as defined in and subject to the conditions of the CPDA, for the sum therein specified if Buyer fails to commence construction of the Project, as defined in the CPDA and within the time specified in section 304 of the CPDA, and as such date as may be extended pursuant to section 502 of the CPDA ("Deadline"), or (ii) voluntary or involuntary transfers or conveys the Site or the CPDA in violation of section 100 of the CPDA prior to the commencement of construction. The City's repurchase option period is for sixty (60) days following the Deadline provided Buyer failed to commence construction by the Deadline ("Option Period").

(v) Termination of the City's Option to Repurchase. Upon the commencement of construction or if the City fails to exercise the Repurchase Option within the Option Period, the Repurchase Option shall terminate, cease and be of no further force or effect for all purposes and

without any further action by the City. In addition, in the event of such termination, within five days after request by Buyer, the City agrees to execute, acknowledge and deliver to Buyer a quitclaim deed, release and/or any other document reasonably required to verify termination of the Repurchase Option.

(vi) 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.

Executed this 19th day of September, 2012.

CITY OF REDLANDS

PROLOGIS, L.P.,
a Delaware limited partnership

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

By: Pete Aguilar
Pete Aguilar, Mayor

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

ATTEST:

Sam Irwin
Sam Irwin, City Clerk

SIGNED IN COUNTERPART

1 of 2

(signed in Counterpart)

Executed this 18th day of September, 2012.

CITY OF REDLANDS

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 City of Redlands' Option to Repurchase Property

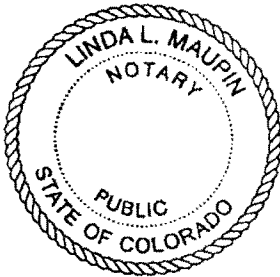
Date of Document: Approved September 18, 2012, signed September 19, 2012

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.

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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

RECORDING REQUESTED BY)
AND WHEN RECORDED MAIL TO:)

Prologis, Inc.)
Attn: Anne LaPlace)
4545 Airport Way)
Denver, CO 80239)

NOTICE
(NOTICE OF ADJACENT USE)

(SPACE ABOVE LINE FOR RECORDER'S USE)

This Notice of Adjacent Use ("Notice") is given by Prologis, L.P., a Delaware limited partnership ("Buyer"). The City of Redlands, a general law city ("City") conveyed the real property (the "Property") described on Exhibit "A" attached hereto and incorporated herein by this reference to Buyer, as assignee of Howard Industrial Partners ("HIP") under that certain Conditional Property Disposition Agreement, dated as of October 18, 2011 (as amended, the "CPDA"). HIP assigned all of its rights in the CPDA to Buyer.

As a condition to approval of certain improvements to be constructed on the Property, the City required Buyer to record this Notice and to covenant and agree as follows: Buyer shall notify any purchaser of the Property and tenants of the Property under leases with Buyer that certain real property located adjacent to the Property (the "Adjacent Property") has been and continues to be operated as a waste water treatment plant and a landfill. This covenant and agreement shall terminate at such time as the Adjacent Property is no longer operated as a waste water treatment plant or landfill.

This Notice is given by Buyer and is being recorded to provide notice of the foregoing to all subsequent owners of the Property and shall be binding on all subsequent owners of the Property until such time as the Adjacent Property is no longer operated as a waste water treatment plant or landfill. This Notice is prepared for recordation notice 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 Notice and the CPDA, the terms, conditions and covenants of the CPDA shall prevail.

[Remainder of page intentionally blank; signature page follows]

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

Executed this 19th day of September, 2012.

BUYER:

PROLOGIS, L.P.,
a Delaware limited partnership

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

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

CITY of Redlands

By: Pete Aguilar
Pete Aguilar, Mayor

ATTEST:

Sam Irwin
Sam Irwin, City Clerk

SIGNED IN COUNTERPART

1 of 2

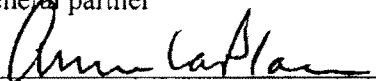
(Signed in Counterpart)

Executed this 18th day of September, 2012.

BUYER:

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a Delaware limited partnership

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By: 
Name: Anne LaPlace
Title: First Vice President

CITY of Redlands

By: _____
Pete Aguilar, Mayor

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: Notice of Adjacent Use

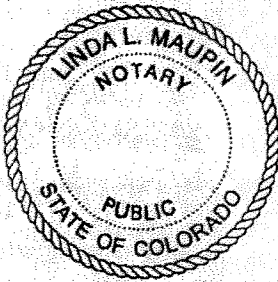
Date of Document: September 19, 2012

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**

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

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Date: September 19, 2012

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

PARCEL C:

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