

FIFTH AMENDMENT TO ENVIRONMENTAL IMPACT REPORT FUNDING AGREEMENT

This fifth amendment (this "Fifth Amendment") to the Environmental Impact Report Funding Agreement dated April 17, 2007 (the "Agreement") by and between the City of Redlands, a municipal corporation (hereinafter "City"), and Wal-Mart Stores, Inc. (hereinafter "Applicant"), is made and entered into this 6th day of September, 2011.

RECITALS

WHEREAS, City has received notice from its environmental consultant for Applicant's project that it will be necessary to update the traffic, air quality and the text of the draft environmental impact report as a result of revisions to the project description; and

WHEREAS, such additional work will correspondingly result in an increase in costs for preparation of the environmental documents associated with Applicant's project; and

WHEREAS, it is the desire of City and Applicant to amend Section 1 of their Agreement, entitled "Funding Obligation," to address the increased costs associated with the environmental documents being prepared for Applicant's project.

NOW, THEREFORE, City and Applicant agree as follows:

AGREEMENT

Section 1. Section 1 of the Agreement between City and Applicant is hereby amended to read as follows:

"Section 1. Funding Obligation. Within ten (10) days of the date of written request of City, Applicant shall deposit the sum of One Hundred Ninety-Three Thousand Seven Hundred Sixty Dollars (\$193,760) (the "Deposit") with City to engage the consultant who will commence work on the EIR. The estimated cost of the EIR is Six Hundred Eighty Nine Thousand Sixteen Dollars (\$689,016) which includes the sum of Five Hundred Seventy Four Thousand One Hundred Eighty Dollars (\$574,180) as the estimated fee for the consultant's work and the sum of One Hundred Fourteen Thousand Eight Hundred Thirty Six Dollars (\$114,836) as the estimated administrative costs which will be incurred by City. The Deposit will be applied towards the total cost of the EIR. Applicant shall thereafter make payments to City for the balance of all other costs and expenses for preparation of the EIR within ten (10) days of the date City submits written invoices to Applicant."

Section 2. All other provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have executed this Fifth Amendment to be effective as of September 6, 2011.

CITY OF REDLANDS

By: Pete Aguilar
Pete Aguilar, Mayor

ATTEST:

Sam Irwin
Sam Irwin, City Clerk

WALMART STORES, INC.

By: John E. Clarke
Title: Vice President of Real Estate

ATTEST:

By: Assistant Secretary
~~Secretary~~