

TO BE RECORDED AND WHEN RECORDED

RETURN TO:

Orrick, Herrington & Sutcliffe LLP

2050 Main Street, Suite 1100

Irvine, CA 92614-2558

Attention: Donald S. Field, 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.

**SECOND AMENDMENT TO
LEASE AGREEMENT**

by and between

CITY OF HUNTINGTON BEACH

and

HUNTINGTON BEACH PUBLIC FINANCING AUTHORITY

Dated as of [_____] 1, 2020

**SECOND AMENDMENT TO
LEASE AGREEMENT**

THIS SECOND AMENDMENT TO LEASE AGREEMENT (this “Second Amendment”) executed and entered into as of [_____] 1, 2020, is by and between the CITY OF HUNTINGTON BEACH, a municipal corporation and charter city duly organized and existing under and by virtue of the Constitution and laws of the State of California and its Charter (the “City”), and the HUNTINGTON BEACH PUBLIC FINANCING AUTHORITY, a joint exercise of powers entity organized and existing under and by virtue of the laws of the State of California (the “Authority”). Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to such terms in the Lease Agreement (as defined below).

RECITALS

WHEREAS, the Authority and the City have entered into a Lease Agreement, dated as of September 1, 2011 (the “Original Lease Agreement”), with regard to which a Memorandum of Lease Agreement and Assignment was recorded, as Recorder Instrument No. 2011000479934 with the Official Records, Orange County, on September 28, 2011;

WHEREAS, the Authority and the City have entered into a First Amendment to Lease Agreement, dated as of November 1, 2014 (the “First Amendment to Lease Agreement” and together with the Original Lease Agreement, the “Lease Agreement”), with regard to which a Memorandum of Lease Agreement and Assignment was recorded, as Recorder Instrument No. 2014000488050 with the Official Records, Orange County, on November 13, 2014;

WHEREAS, Section 7.02 of the Lease Agreement provides that the City has the right to substitute alternate real property for any portion of the real property and improvements, constituting the Property (as defined in the Lease Agreement) or to release a portion of the Property if certain conditions specified therein are satisfied; and

WHEREAS, Section 9.01(b) of the Lease Agreement provides that the Lease Agreement and the Site Lease, dated as of September 1, 2011, as heretofore amended and supplemented (the “Site Lease”), by and between the City and Authority, and the rights and obligations of the City and the Authority thereunder, may be amended at any time by an amendment thereto, which shall become binding upon execution by the City and the Authority, without the written consents of any owners of the bonds issued under the Indenture, dated as of September 1, 2011, as heretofore amended and supplemented, by and among the Authority, the City and U.S. Bank National Association, as successor trustee (the “Trustee”), to provide for the substitution or release of a portion of the Property in accordance with the provisions of Section 7.02 of the Lease Agreement; and

WHEREAS, in connection with the refunding of all or a portion of the Huntington Beach Public Financing Authority (Orange County, California) Lease Revenue Refunding Bonds, 2011 Series A (Capital Improvement Refinancing Project), the City and the Authority desire to substitute certain real property, and the improvements thereto, consisting of Central Library as described in Exhibit B hereto (the “Substituted Property”), for the Property currently subject to the Lease Agreement described in Exhibit A hereto (the “Released Property”); and

WHEREAS, in connection therewith, the City and the Authority find it desirable to modify the Site Lease and the Lease Agreement pursuant the Second Amendment to Site Lease Agreement, dated as of [_____] 1, 2020, by and between the City and the Authority and this Second Amendment; and

WHEREAS, the conditions specified in Section 7.02 of the Lease Agreement to be satisfied prior to such substitution have been so satisfied; and

WHEREAS, there exists a non-exclusive license agreement, dated September 3, 2019 (the “One Fine Blend Agreement”), by and between the City and the Subhash and Sushila Patel, individuals, doing business as One Fine Blend (“One Fine Blend”), relating to the Substituted Property for the use of certain space and permission to sell coffee and various food and beverage items; and

WHEREAS, the One Fine Blend Agreement has been subordinated to the Site Lease and Lease Agreement pursuant to a Subordination Agreement, dated as of [_____] 2020, by and between the City and One Fine Blend, which was recorded, as Recorder Instrument No. [_____] with the Official Records, Orange County, on [_____] 2020; and

WHEREAS, there exists a non-exclusive license agreement, dated March 19, 2018 (the “Genealogical Agreement”), by and between the City and the Orange County, California Genealogical Society (the “Genealogical Society”), relating to the Substituted Property for the use of certain space and library materials; and

WHEREAS, the Genealogical Agreement has been subordinated to the Site Lease and Lease Agreement pursuant to a Subordination Agreement, dated as of [_____] 2020, by and between the City and the Genealogical Society, which was recorded, as Recorder Instrument No. [_____] with the Official Records, Orange County, on [_____] 2020; and

WHEREAS, all acts, conditions and things required by law to exist, to have happened and to have been performed precedent to and in connection with the execution and entering into of this Second Amendment do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the parties hereto are now duly authorized to execute and enter into this Second Amendment;

NOW, THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION THE RECEIPT AND SUFFICIENCY OF WHICH IS HEREBY ACKNOWLEDGED, THE PARTIES HERETO DO HEREBY AGREE AS FOLLOWS:

Section 1. Amendment. Exhibit A to the Lease Agreement is hereby amended to delete the Released Property described in Exhibit A hereto. Exhibit A to the Lease Agreement is further amended by substituting the Substituted Property described in Exhibit B hereto.

Section 2. Termination and Reversion. All provisions related to the Released Property in the Lease Agreement are hereby terminated. All right, title and interest of the Authority and the Trustee in the Released Property under the Lease Agreement shall hereupon revert to the City free and clear of any interest of the Authority and the Trustee.

Section 3. Binding Effect. This Second Amendment shall inure to the benefit of and shall be binding upon the City and the Authority and their respective successors and assigns.

Section 4. Severability. In the event any provision of this Second Amendment shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

Section 5. Applicable Law. This Second Amendment shall be governed by and construed in accordance with the laws of the State of California.

Section 6. Execution in Counterparts. This Second Amendment may be executed in several counterparts, each of which shall be deemed an original, and all of which shall constitute but one and the same instrument.

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

**HUNTINGTON BEACH PUBLIC
FINANCING AUTHORITY**

By: _____

ATTEST:

Robin Estanislau,
Secretary

CITY OF HUNTINGTON BEACH

By: _____

EXHIBIT A

DESCRIPTION OF THE RELEASED PROPERTY

All that real property situated in the County of Orange, State of California, described as follows, and any improvements thereto:

PARCEL 1:

THOSE PORTIONS OF BLOCKS 1901, 1903, 2001 AND 2002 OF TRACT NO. 12, IN THE CITY OF HUNTINGTON BEACH, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 9, PAGE 13 OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY, CALIFORNIA, TOGETHER WITH PARK STREET, UNION AVENUE, AND THE ALLEYS IN SAID BLOCKS, AS SHOWN ON SAID MAP AND AS VACATED BY RESOLUTION NO. 3415 OF THE CITY COUNCIL OF THE CITY OF HUNTINGTON BEACH, A CERTIFIED COPY OF WHICH WAS RECORDED JANUARY 06, 1972 IN BOOK 9956, PAGE 849 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, AND TOGETHER WITH PORTIONS OF PINE STREET AND SEVENTEENTH STREET, AS SHOWN SAID MAP AND AS VACATED BY RESOLUTION NO. 5989 OF THE CITY COUNCIL OF THE CITY OF HUNTINGTON BEACH, A CERTIFIED COPY OF WHICH WAS RECORDED MARCH 16, 1989 AS INSTRUMENT NO. 89-137620 OF SAID OFFICIAL RECORDS, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE CENTERLINE OF UTICA STREET, 60.00 FEET IN WIDTH, AND A LINE PARALLEL WITH AND 840.00 FEET WESTERLY OF THE CENTERLINE OF LAKE AVENUE, 90.00 FEET IN WIDTH, BOTH AS SHOWN ON SAID MAP OF TRACT NO. 12; THENCE NORTH 00° 19' 06" EAST 358.00 FEET ALONG SAID PARALLEL LINE; THENCE NORTH 45° 19' 06" EAST 24.04 FEET; THENCE SOUTH 89° 40' 54" EAST 166.03 FEET TO THE CENTERLINE OF SEVENTEENTH STREET, 70.00 FEET IN WIDTH, AS SHOWN ON SAID MAP; THENCE NORTH 41° 38' 23" EAST 427.42 FEET ALONG SAID CENTERLINE OF SEVENTEENTH STREET; THENCE SOUTH 89° 40' 54" EAST 137.05 FEET; THENCE NORTH 00° 19' 06" EAST 155.89 FEET ALONG A LINE PARALLEL TO THE CENTERLINE OF SAID LAKE AVENUE, TO THE CENTERLINE OF SAID SEVENTEENTH STREET; THENCE NORTH 41° 38' 23" EAST 134.38 FEET ALONG SAID CENTERLINE OF SAID SEVENTEENTH STREET AND ITS NORTHEASTERLY PROLONGATION TO A POINT ON THE NORTHERLY LINE OF SAID TRACT NO. 12; THENCE NORTH 48° 21' 17" WEST 474.37 FEET ALONG SAID NORTHERLY TRACT LINE OF TRACT NO. 12; THENCE NORTH 89° 40' 01" WEST 535.29 FEET CONTINUING ALONG SAID NORTHERLY TRACT LINE TO THE EASTERLY RIGHT OF WAY LINE OF MAIN STREET, 120.00 FEET IN WIDTH, AS SHOWN ON SAID MAP OF TRACT NO. 12; THENCE SOUTH 00° 20' 13" WEST 1266.12 FEET ALONG SAID EASTERLY LINE TO THE CENTERLINE OF SAID UTICA STREET; THENCE SOUTH 89° 39' 33" EAST 200.89 FEET ALONG SAID CENTERLINE TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THAT PORTION DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE CENTERLINE OF UTICA STREET, 60.00 FEET IN WIDTH, AND A LINE PARALLEL WITH AND 840.00 FEET WESTERLY OF THE CENTERLINE OF LAKE AVENUE, 90.00 FEET IN WIDTH, BOTH AS SHOWN ON SAID MAP OF TRACT NO. 12; THENCE NORTH 00° 19' 06" EAST 358.00 FEET ALONG SAID PARALLEL LINE; THENCE NORTH 45° 19' 06" EAST 24.04 FEET; THENCE SOUTH 89° 40' 54" EAST 27.23 FEET TO A LINE PARALLEL WITH AND 245.00 FEET EASTERLY OF THE EASTERLY RIGHT OF WAY LINE OF MAIN STREET, 120.00 FEET IN WIDTH, AS SHOWN ON SAID MAP OF TRACT NO. 12; THENCE NORTH 00° 20' 13" EAST 683.13 FEET ALONG SAID LAST MENTIONED PARALLEL LINE TO A LINE PARALLEL WITH AND 208.00 FEET SOUTHERLY OF THE NORTHERLY LINE OF BLOCK 2002 OF SAID TRACT NO. 12; THENCE NORTH 89° 40' 01" WEST 245.00 FEET ALONG SAID LAST MENTIONED PARALLEL LINE TO SAID EASTERLY RIGHT OF WAY LINE OF MAIN STREET; THENCE SOUTH 00° 20' 13" WEST 1058.12 FEET ALONG SAID EASTERLY LINE OF MAIN STREET TO THE CENTERLINE OF SAID UTICA STREET; THENCE SOUTH 89° 39' 33" EAST 200.89 FEET ALONG SAID CENTERLINE TO THE POINT OF BEGINNING.

ALSO EXCEPTING THEREFROM THAT PORTION INCLUDED WITHIN TRACT NO. 13569, AS SHOWN ON A MAP RECORDED IN BOOK 652, PAGES 28 THROUGH 33, OF SAID MISCELLANEOUS MAPS.

ALSO EXCEPTING THEREFROM OVER A PORTION OF SAID LAND ALL OIL, GAS, ASPHALT AND ASPHALTUM AND OTHER HYDROCARBONS, AND ALL OTHER MINERALS, WHETHER SIMILAR OR DISSIMILAR TO THOSE HEREIN SPECIFIED, LYING BELOW FIVE HUNDRED (500) FEET UNDER THE SURFACE OF SUCH REAL PROPERTY WITHIN OR THAT MAY BE PRODUCED FROM SAID PROPERTY, PROVIDED, HOWEVER, THAT THERE SHALL NOT BE THE RIGHT TO USE THE SURFACE OF SAID PROPERTY OR FIVE HUNDRED (500) FEET UNDER THE SURFACE FOR ANY PURPOSE WHATSOEVER, AS RESERVED BY HUNTINGTON BEACH COMPANY, A CORPORATION IN A DEED RECORDED DECEMBER 17, 1969 IN BOOK 9166, PAGE 715 OF OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM OVER A PORTION OF SAID LAND ALL OF THE OIL, GAS AND OTHER MINERALS IN AND UNDER AND THAT MAY BE PRODUCED BELOW A DEPTH OF FIVE HUNDRED (500) FEET BENEATH THE SURFACE OF SAID LAND, EXCEPT THE USE OF THE SURFACE OF THE LAND OR THAT PORTION OF SAID LAND FROM THE SURFACE TO FIVE HUNDRED (500) FEET BELOW THE SURFACE FOR ANY PURPOSE WHATSOEVER, AS GRANTED TO ANGUS PETROLEUM CORPORATION, A DELAWARE CORPORATION IN A DEED RECORDED JULY 05, 1988 AS INSTRUMENT NO. 88-319698 OF OFFICIAL RECORDS.

APN: 023-041-03, 023-041-04 AND A PORTION OF 023-031-14

PARCEL 2:

THOSE PORTIONS OF BLOCKS 1902, 1903 AND 2002 INCLUDING A PORTION OF UTICA STREET, ALL OF TRACT NO. 12, IN THE CITY OF HUNTINGTON BEACH, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 9, PAGE 13 OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY, CALIFORNIA, TOGETHER WITH THOSE PORTIONS OF UNION AVENUE AND THE ALLEYS IN SAID BLOCKS AS SHOWN ON SAID MAP AS VACATED BY RESOLUTION NO. 3415 OF THE CITY COUNCIL OF THE CITY OF HUNTINGTON BEACH, A CERTIFIED COPY OF WHICH WAS RECORDED JANUARY 06, 1972 IN BOOK 9956, PAGE 849 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, TOGETHER WITH THAT PORTION OF SEVENTEENTH STREET AS VACATED BY RESOLUTION NO. 5989 OF SAID CITY COUNCIL, A CERTIFIED COPY OF WHICH WAS RECORDED MARCH 16, 1989 AS INSTRUMENT NO. 89-137620 OF SAID OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE CENTERLINE OF UTICA STREET 60.00 FEET IN WIDTH AND A LINE PARALLEL WITH AND 840.00 FEET WESTERLY OF THE CENTERLINE OF LAKE AVENUE 90.00 FEET IN WIDTH, BOTH AS SHOWN ON SAID MAP OF TRACT NO. 12; THENCE NORTH 00° 19' 06" EAST 358.00 FEET ALONG SAID PARALLEL LINE; THENCE NORTH 45° 19' 06" EAST 24.04 FEET; THENCE SOUTH 89° 40' 54" EAST 27.23 FEET TO A LINE PARALLEL WITH AND 245.00 FEET EASTERLY OF THE EASTERLY RIGHT OF WAY LINE OF MAIN STREET, 120.00 FEET IN WIDTH AS SHOWN ON SAID MAP OF TRACT NO. 12; THENCE NORTH 00° 20' 13" EAST 683.13 FEET ALONG SAID LAST MENTIONED PARALLEL LINE TO A LINE PARALLEL WITH AND 208.00 FEET SOUTHERLY OF THE NORTHERLY LINE OF BLOCK 2002 OF SAID MAP OF TRACT NO. 12; THENCE NORTH 89° 40' 01" WEST 245.00 FEET ALONG SAID LAST MENTIONED PARALLEL LINE TO SAID EASTERLY RIGHT OF WAY LINE OF MAIN STREET; THENCE SOUTH 00° 20' 13" WEST 1058.12 FEET ALONG SAID EASTERLY LINE OF MAIN STREET TO THE CENTERLINE OF SAID UTICA STREET; THENCE SOUTH 89° 39' 33" EAST 200.89 FEET ALONG SAID CENTERLINE TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM OVER A PORTION OF SAID LAND ALL OIL, GAS, ASPHALT AND ASPHALTUM AND OTHER HYDROCARBONS, AND ALL OTHER MINERALS, WHETHER SIMILAR OR DISSIMILAR TO THOSE HEREIN SPECIFIED, LYING BELOW FIVE HUNDRED (500) FEET UNDER THE SURFACE OF SUCH REAL PROPERTY WITHIN OR THAT MAY BE PRODUCED FROM SAID PROPERTY, PROVIDED, HOWEVER, THAT THERE SHALL NOT BE THE RIGHT TO USE THE SURFACE OF SAID PROPERTY OR FIVE HUNDRED (500) FEET UNDER THE SURFACE FOR ANY PURPOSE WHATSOEVER,

AS RESERVED BY HUNTINGTON BEACH COMPANY, A CORPORATION IN A DEED RECORDED DECEMBER 17, 1969 IN BOOK 9166, PAGE 715 OF OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM OVER A PORTION OF SAID LAND ALL OF THE OIL, GAS AND OTHER MINERALS IN AND UNDER AND THAT MAY BE PRODUCED BELOW A DEPTH OF FIVE HUNDRED (500) FEET BENEATH THE SURFACE OF SAID LAND, EXCEPT THE USE OF THE SURFACE OF THE LAND OR THAT PORTION OF SAID LAND FROM THE SURFACE TO FIVE HUNDRED (500) FEET BELOW THE SURFACE FOR ANY PURPOSE WHATSOEVER, AS GRANTED TO ANGUS PETROLEUM CORPORATION, A DELAWARE CORPORATION IN A DEED RECORDED JULY 05, 1988 AS INSTRUMENT NO. 88-319698 OF OFFICIAL RECORDS.

APN: 023-031-10, 023-031-13 AND A PORTION OF 023-031-14

PARCEL 3:

THOSE PORTIONS OF LOTS 13 AND 14 OF BLOCK 1901 OF TRACT NO. 12, IN THE CITY OF HUNTINGTON BEACH, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON THE MAP RECORDED IN BOOK 9, PAGE 13 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF ORANGE COUNTY, CALIFORNIA, TOGETHER WITH THOSE PORTIONS OF SEVENTEENTH STREET, AS SHOWN ON SAID MAP AND AS VACATED IN THAT CERTAIN RESOLUTION NO. 5989 OF THE CITY COUNCIL OF THE CITY OF HUNTINGTON BEACH, A CERTIFIED COPY OF WHICH RECORDED MARCH 16, 1989 AS INSTRUMENT NO. 89-137620 OF OFFICIAL RECORDS OF ORANGE COUNTY AND PORTIONS OF LAKE AVENUE AND PARK STREET, AS SHOWN ON THE MAP OF TRACT NO. 13569, RECORDED IN BOOK 652, PAGES 28 THROUGH 33 OF MISCELLANEOUS MAPS, RECORDS OF SAID ORANGE COUNTY, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE CENTERLINE INTERSECTION OF LAKE AVENUE 90.00 FEET IN WIDTH, AND SEVENTEENTH STREET 70.00 FEET IN WIDTH, AS SHOWN ON SAID MAP OF TRACT NO. 13569; THENCE SOUTH 00° 19' 06" WEST 207.32 FEET ALONG SAID CENTERLINE OF LAKE AVENUE TO THE CENTERLINE INTERSECTION OF PARK STREET, 52.00 FEET IN WIDTH, AS SHOWN ON THE MAP OF SAID TRACT NO. 13569; THENCE NORTH 89° 40' 54" WEST 237.70 FEET ALONG SAID CENTERLINE OF PARK STREET; THENCE NORTH 00° 19' 06" EAST 155.89 FEET TO THE CENTERLINE OF SAID SEVENTEENTH STREET; THENCE NORTH 41° 38' 23" EAST 68.48 FEET ALONG SAID CENTERLINE TO AN ANGLE POINT IN SAID SEVENTEENTH STREET; THENCE CONTINUING ALONG SAID CENTERLINE OF SEVENTEENTH STREET SOUTH 89° 40' 54" EAST 192.48 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ANY PORTION LYING WITHIN THE AFOREMENTIONED PARCEL 1.

EXCEPTING THEREFROM SAID LAND ALL OF THE OIL, GAS AND OTHER MINERALS IN AND UNDER AND THAT MAY BE PRODUCED BELOW A DEPTH OF FIVE HUNDRED (500) FEET BENEATH THE SURFACE OF SAID LAND, EXCEPT THE USE OF THE SURFACE OF THE LAND OR THAT PORTION OF SAID LAND FROM THE SURFACE TO FIVE HUNDRED (500) FEET BELOW THE SURFACE FOR ANY PURPOSE WHATSOEVER, AS GRANTED TO ANGUS PETROLEUM CORPORATION, A DELAWARE CORPORATION IN A DEED RECORDED JULY 05, 1988 AS INSTRUMENT NO. 88-319698 OF OFFICIAL RECORDS.

APN: 023-041-06

PARCEL 4:

THOSE LANDS IN THE CITY OF HUNTINGTON BEACH, COUNTY OF ORANGE, STATE OF CALIFORNIA BEING A PORTION OF SEVENTEENTH STREET AS SHOWN ON TRACT NO. 12, FILED IN BOOK 9, PAGE 13 OF MISCELLANEOUS MAPS, TOGETHER WITH A PORTION OF MANSION AVENUE AS DESCRIBED IN THE DEEDS TO THE CITY OF HUNTINGTON BEACH RECORDED SEPTEMBER 23, 1916, IN BOOK 294, PAGE 390 OF DEEDS, AND THE DEED RECORDED JULY 21, 1950, IN BOOK 2045, PAGE 79 OF OFFICIAL RECORDS WHICH WERE VACATED, AS A PORTION OF PARCEL 1 BY CITY OF HUNTINGTON BEACH

RESOLUTION NO. 5989, ON JANUARY 17, 1989 RECORDED MARCH 16, 1989 AS INSTRUMENT NO. 89-137620 OF OFFICIAL RECORDS, ALL OF WHICH ARE LOCATED IN RECORDS OF SAID COUNTY, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST EASTERLY CORNER OF LOT 3, BLOCK 2001, AS SHOWN ON SAID TRACT NO. 12, THENCE NORTH 41° 19' 00" EAST, 54.43 FEET, ALONG THE NORTHEAST PROLONGATION OF THE SOUTHEAST LINE OF SAID LOT 3, TO AN INTERSECTION WITH THE SOUTHWESTERLY LINE OF YORKTOWN AVENUE (FORMERLY MANSION AVENUE), SAID INTERSECTION BEING THE BEGINNING OF A NON-TANGENT CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 850.00 FEET, A RADIAL LINE TO SAID POINT OF CURVATURE BEARS SOUTH 27° 11' 59" WEST;

THENCE SOUTHEASTERLY 36.30 FEET, ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 2° 26' 48", TO THE INTERSECTION OF SAID CURVE AND THE NORTHEASTERLY PROLONGATION OF THE CENTERLINE OF SEVENTEENTH STREET SAID INTERSECTION BEING THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION, A RADIAL LINE TO SAID TRUE POINT OF BEGINNING BEARS SOUTH 24° 45' 11" WEST;

THENCE CONTINUING SOUTHEASTERLY 44.96 FEET, ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 3° 01' 51", TO THE BEGINNING OF A REVERSE CURVE CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 32.00 FEET;

THENCE SOUTHEASTERLY 38.13 FEET ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 68° 16' 40", TO THE NORTHERLY PROLONGATION OF THE WESTERLY LINE OF LAKE STREET (FORMERLY LAKE AVENUE), 90.00 FEET IN WIDTH, AS SHOWN ON SAID TRACT NO. 12;

THENCE SOUTH 00° 00' 00" WEST, 49.93 FEET ALONG SAID PROLONGATION OF THE WESTERLY LINE OF LAKE STREET TO THE CENTERLINE OF SEVENTEENTH STREET (70.00 FEET IN WIDTH) AS SHOWN ON SAID TRACT NO. 12;

THENCE WESTERLY ALONG THE CENTERLINE OF SAID SEVENTEENTH STREET, AS SHOWN ON SAID TRACT NO. 12, NORTH 90° 00' 00" WEST, 147.08 FEET, TO AN ANGLE POINT IN SAID CENTERLINE OF SEVENTEENTH STREET AS SHOWN ON SAID TRACT NO. 12;

THENCE NORTHEASTERLY, LEAVING SAID CENTERLINE OF SEVENTEENTH STREET ALONG THE NORTHEASTERLY PROLONGATION OF THE CENTERLINE OF SEVENTEENTH STREET AS SHOWN ON SAID TRACT NO. 12, NORTH 41° 19' 00" EAST, 129.68 FEET TO THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION.

EXCEPTING THEREFROM OVER A PORTION OF SAID LAND ALL MINERALS, PETROLEUM, ASPHALTUM, BREA, OIL, GAS AND OTHER HYDROCARBON SUBSTANCES IN, UPON OR UNDER, OR THAT MAY BE PRODUCED FROM THE LAND, TOGETHER WITH THE SOLE AND EXCLUSIVE RIGHT TO DRILL SLANTED WELLS FROM ADJACENT LANDS INTO AND THROUGH THE SUBSURFACE OF THE LAND; PROVIDED, HOWEVER, THAT GRANTORS SHALL NOT USE THE SURFACE OF THE LAND FOR THE EXPLORATION, DEVELOPMENT, EXTRACTION OR REMOVAL OF SAID MINERALS OR SUBSTANCES, AS RESERVED BY HUNTINGTON BEACH COMPANY, A CORPORATION AND STANDARD OIL COMPANY OF CALIFORNIA, A CORPORATION IN A DEED RECORDED JULY 21, 1950 IN BOOK 2045, PAGE 79 OF OFFICIAL RECORDS.

APN: 023-031-14 and 023-031-14

[END OF LEGAL DESCRIPTION]

The above-described property is commonly referred to as the Civic Center located at 1900 Main Street, Huntington Beach, California.

EXHIBIT B

DESCRIPTION OF THE SUBSTITUTED PROPERTY

All that real property situated in the County of Orange, State of California, described as follows, and any improvements thereto:

THAT CERTAIN PARCEL OF LAND, BEING THAT PORTION OF THE RANCHO LAS BOLSAS, SECTIONS 26 AND 35, TOWNSHIP 5 SOUTH, RANGE 11 WEST, AS SHOWN ON MAP RECORDED IN BOOK 51, PAGE 13 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE CENTERLINE INTERSECTION OF GOLDEN WEST STREET AND ELLIS AVENUE, SAID CENTERLINE INTERSECTION BEING DELINEATED AS THE ORANGE COUNTY HORIZONTAL CONTROL STATION "GPS #5059" HAVING A STATE PLANE COORDINATE VALUE OF NORTHING 2200569.821 FEET AND EASTING 6027477.751 FEET; THENCE NORTH 0° 16' 33" EAST, 2641.81 FEET ALONG THE CENTERLINE OF GOLDEN WEST STREET TO A POINT OF INTERSECTION WITH THE CENTERLINE OF TALBERT AVENUE, SAID CENTERLINE INTERSECTION BEING DELINEATED AS THE ORANGE COUNTY HORIZONTAL CONTROL STATION "GPS #5073" HAVING A STATE PLANE COORDINATE VALUE OF NORTHING 2203211.545 FEET AND EASTING 6027490.465 FEET AND SAID POINT BEING THE SOUTHWESTERLY CORNER OF SAID SECTION 26; THENCE SOUTH 89° 43' 27" EAST, 207.74 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 2° 07' 44" WEST, 320.54 FEET; THENCE NORTH 87° 20' 19" EAST, 1122.81 FEET; THENCE NORTH 36° 13' 50" WEST, 535.78 FEET; THENCE NORTH 0° 12' 15" EAST, 377.82 FEET; THENCE NORTH 83° 19' 27" WEST, 562.50 FEET; THENCE SOUTH 21° 08' 07" WEST, 261.18 FEET; THENCE SOUTH 14° 28' 10" EAST, 235.93 FEET; THENCE SOUTH 77° 48' 10" WEST, 201.57 FEET; THENCE SOUTH 2° 07' 44" WEST, 92.62 FEET TO THE TRUE POINT OF BEGINNING.

Excluding the rights granted under the Master Communications Site Lease, dated April 18, 1996 (the "Communications Lease"), by and between the City and [T-Mobile, as successor in interest to] Pacific Bell Mobile Services, relating to the installation of mobile/wireless communications facilities on such property, while the Communications Lease is in effect for the term thereof.

[END OF LEGAL DESCRIPTION]

The above-described property is commonly referred to as the Central Library located at 7111 Talbert Avenue, Huntington Beach, California.

CERTIFICATE OF ACCEPTANCE

In accordance with Section 27281 of the California Government Code, this is to certify that the interest in the real property conveyed by the Lease Agreement, dated as of September 1, 2011, by and between the City of Huntington Beach, a municipal corporation and chartered city organized and existing under and by virtue of the laws of the State of California (the “City”) and the Huntington Beach Public Financing Authority, a joint powers authority organized and existing under the laws of the State of California (the “Authority”), as amended and supplemented by the First Amendment to Lease Agreement, dated as of November 1, 2014, as amended by the Second Amendment to Lease Agreement, dated as of [_____] 1, 2020, by and between the City and the Authority, from the Authority to the City, is hereby accepted by the undersigned on behalf of the City pursuant to authority conferred by resolution of the City Council of the City adopted on [_____] 2020, and the City consents to recordation thereof by its duly authorized officer.

Dated: [_____] 2020

CITY OF HUNTINGTON BEACH

By: _____