

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Centennial
21058 Pacific Coast Highway Suite M220
Huntington Beach, CA 92648
Attention: Jeff Miyaoka, CRX, CSM

(Space Above For Recorder's Use)

**FIRST AMENDMENT TO PACIFIC CITY MASTER DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THIS FIRST AMENDMENT TO PACIFIC CITY MASTER DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS ("First Amendment") is made by and among DCO Pacific City LLC, a Delaware limited liability company, successor-in-interest to 21002 HB, LLC ("21002 HB"), a Delaware limited liability company ("DCO Pacific City"), PC Group Retail, LLC, a California limited liability company ("PC Group Retail"), and Pacific City Hotel, LLC, a Delaware limited liability company ("Pacific City Hotel"), with reference to the following facts:

A. On or about November 20, 2012, 21002 HB, as "Declarant," executed that certain Pacific City Master Declaration of Covenants, Conditions and Restrictions, which was recorded on November 20, 2013, as Instrument No. 2012000716927 of the Official Records of the Orange County Recorder (the "**Master CC&Rs**"), with respect to the real property located in the City of Huntington Beach, County of Orange, State of California, designated in the Master CC&Rs as the "Property," and legally described in Exhibit "A" thereof as:

Lots 1 through 3 inclusive of Tract No. 16338, on file in Book 893, Pages 7 through 12, inclusive, of Maps, Records of Orange County, California.

B. Exhibit "A" of the Master CC&Rs includes a depiction of the Property, including the original boundary lines of Lots 1 through 3 of said Tract No. 16338. On November 26, 2013, Lot Line Adjustment No. 2013-002 was recorded, as Instrument No. 2013-647256 of Official Records of the Orange County Recorder (the "**Lot Line Adjustment**"), which changed the boundary line between Lots 2 and 3 of said Tract No. 16338.

C. Exhibit "B" of the Master CC&Rs depicts, among other things, the areas contemplated to be installed and/or maintained by each respective "Owner" (as defined in the Master CC&Rs). Various designations in said Exhibit "B" state "Location subject to change per final development plans". In connection with the completion of the "Project" (as defined in the Master CC&Rs), updated versions of the documents in Exhibit "B" have been prepared that reflect the final development plans.

D. As of the date hereof, (i) DCO Pacific City is the owner of Lot 1 of said Tract No. 16338, (ii) PC Group Retail is the owner of Lot 2 of said Tract No. 16338, as modified by the Lot Line Adjustment, and (iii) Pacific City Hotel is the owner of Lot 3 of said Tract No. 16338, as modified by the Lot Line Adjustment.

E. Concurrently herewith, DCO Pacific City, PC Group Retail, Pacific City Hotel, and the City of Huntington Beach ("**City**") are entering into a First Amendment to Amended and Restated License and Maintenance Agreement, for purposes of updating and replacing Exhibit "A" to that certain Amended and Restated License and Maintenance Agreement entered into by and among DCO Pacific City, PC Group, and the City and recorded December 23, 2013, as Instrument No. 2013000703086 of Official Records of the Orange County Recorder, to reflect the as-built plans for the Project (the "**Amended and Restated L&M Agreement**"). By its terms, the Amended and Restated L&M Agreement amended and replaced, in its entirety, the "License and Maintenance Agreement" (as defined in the Master CC&Rs).

F. The parties now wish to amend the Master CC&Rs to (i) clarify that the term "License and Maintenance Agreement" refers to the Amended and Restated L&M Agreement, and any amendments thereto, (ii) clarify that the term "Map" refers to the Property, as modified by the Lot Line Adjustment, (iii) replace the depiction of the Property in Exhibit "A", in order to more accurately reflect the current boundary lines between Lots 2 and 3 of said Tract No. 16388, and (iv) replace Exhibit "B", in order to more accurately reflect the final development plans.

NOW, THEREFORE, for valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto amend the Agreement as follows:

Section 1. The Master CC&Rs are hereby modified to provide that the term "License and Maintenance Agreement" refers to that certain Amended and Restated License and Maintenance Agreement recorded in the Official Records of Orange County on December 23, 2013, as Instrument No. 2013000703086, as amended from time to time with City approval.

Section 2. The Master CC&Rs are hereby modified to provide that the term "Map" refers to Tract No. 16338 recorded in the Official Records of Orange County on August 30, 2007, as Instrument No. 20070005388266, as modified by Lot Line Adjustment No. 2013-002, recorded in the Official Records of Orange County on November 26, 2013, as Instrument No. 2013-647256.

Section 3. The depiction of the Property in Exhibit "A" attached to the Master CC&Rs is replaced with the updated depiction in Exhibit "A" attached hereto and incorporated herein by this reference.

Section 4. Exhibit "B" attached to the Master CC&Rs is replaced with the updated Exhibit "B" attached hereto and incorporated herein by this reference.

Section 5. Except for the modifications expressly made by the terms of this First Amendment, all terms, conditions, obligations and provisions of the Master CC&Rs shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, this First Amendment has been executed by the parties hereto
on JANUARY 10, ~~2021~~
2022

DCO PACIFIC CITY LLC,
a Delaware limited liability company

By: DCO REALTY, INC.,
a Delaware corporation, its Sole Member

By: [Signature]
Name: Harry G. Alcock
Title: Authorized Agent

PC GROUP RETAIL, LLC,
a California limited liability company

By: _____
Name: _____
Title: _____

PACIFIC CITY HOTEL, LLC,
a California limited liability company

By: _____
Name: _____
Title: _____

APPROVED AS TO FORM

By: [Signature]
MICHAEL E. GATES
CITY ATTORNEY
CITY OF HUNTINGTON BEACH

IN WITNESS WHEREOF, this First Amendment has been executed by the parties hereto
on _____, 2021.

DCO PACIFIC CITY LLC,
a Delaware limited liability company

By: DCO REALTY, INC.,
a Delaware corporation, its Sole Member

By: _____
Name: _____
Title: _____

PC GROUP RETAIL, LLC,
a California limited liability company

By: _____
Name: ANUSHEKA SILVA
Title: AUTHORIZED SIGNER

PACIFIC CITY HOTEL, LLC,
a California limited liability company

By: _____
Name: _____
Title: _____

APPROVED AS TO FORM

By: _____
M MICHAEL E. GATES
CITY ATTORNEY
CITY OF HUNTINGTON BEACH

IN WITNESS WHEREOF, this First Amendment has been executed by the parties hereto
on _____, 2021.

DCO PACIFIC CITY LLC,
a Delaware limited liability company

By: DCO REALTY, INC.,
a Delaware corporation, its Sole Member

By: _____
Name: _____
Title: _____

PC GROUP RETAIL, LLC,
a California limited liability company

By: _____
Name: _____
Title: _____

PACIFIC CITY HOTEL, LLC,
a California limited liability company

By: _____
Name: Paul J. McCormick
Title: President & COO

APPROVED AS TO FORM

By: _____
ME MICHAEL E. GATES
CITY ATTORNEY
CITY OF HUNTINGTON BEACH

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF COLORADO)
COUNTY OF DOUGLAS)

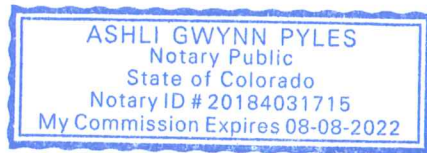
On January 10, ²⁰²²2021, before me, Ashli Gwynn Pyles, personally appeared Harry G. Alcock, Authorized Agent of DCO Realty, Inc., the Sole Member of DCO Pacific City LLC, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument 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 Colorado that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Ashli Gwynn Pyles
Signature of Notary Public

(Seal)



A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Orange San Francisco)

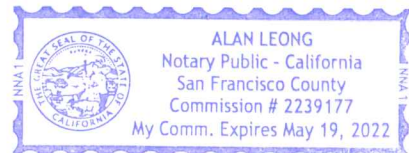
On 4/12/2022, before me, Alan Leong,
(insert name and title of the officer)

Notary Public, personally appeared Anushka Silva,
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.

Signature [Signature]



(Seal)

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Orange)

On December 6, 2021, before me, Malinda Sterbling,
(insert name and title of the officer)

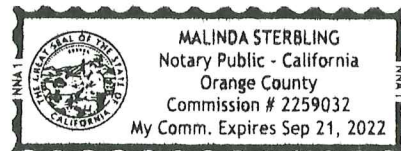
Notary Public, personally appeared Paul J. McCormick,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their 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.

Signature Malinda Sterbling

(Seal)



A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Orange)

On _____, before me, _____,
(insert name and title of the officer)

Notary Public, personally appeared _____,
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.

Signature _____

(Seal)

State of California)
County of Orange)

Notary Public, personally appeared _____,
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.

WITNESS my hand and official seal.

Signature_____ (Seal)

State of California)
County of Orange)

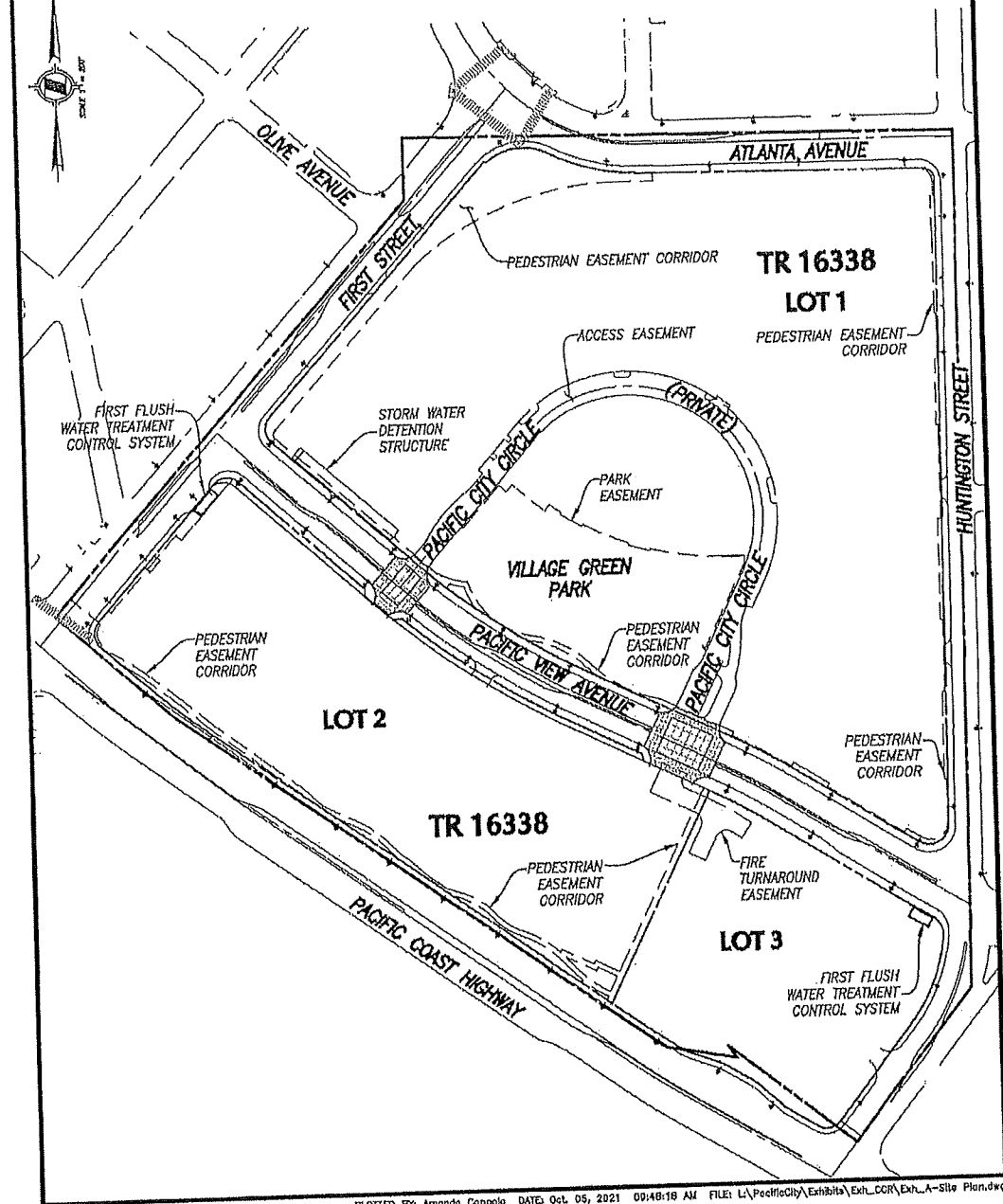
EXHIBIT "A"

Replacement Exhibit "A" Depiction of Property

(See following page)

EXHIBIT "A"

PACIFIC CITY - HUNTINGTON BEACH



PLOTTED BY: Amanda Coppola DATE: Oct. 05, 2021 09:48:18 AM FILE: L:\PacificCity\Exhibits\Exh_A_Cor\Exh_A-Site Plan.dwg

EXHIBIT "B"

Replacement Exhibit "B"

(See following page)

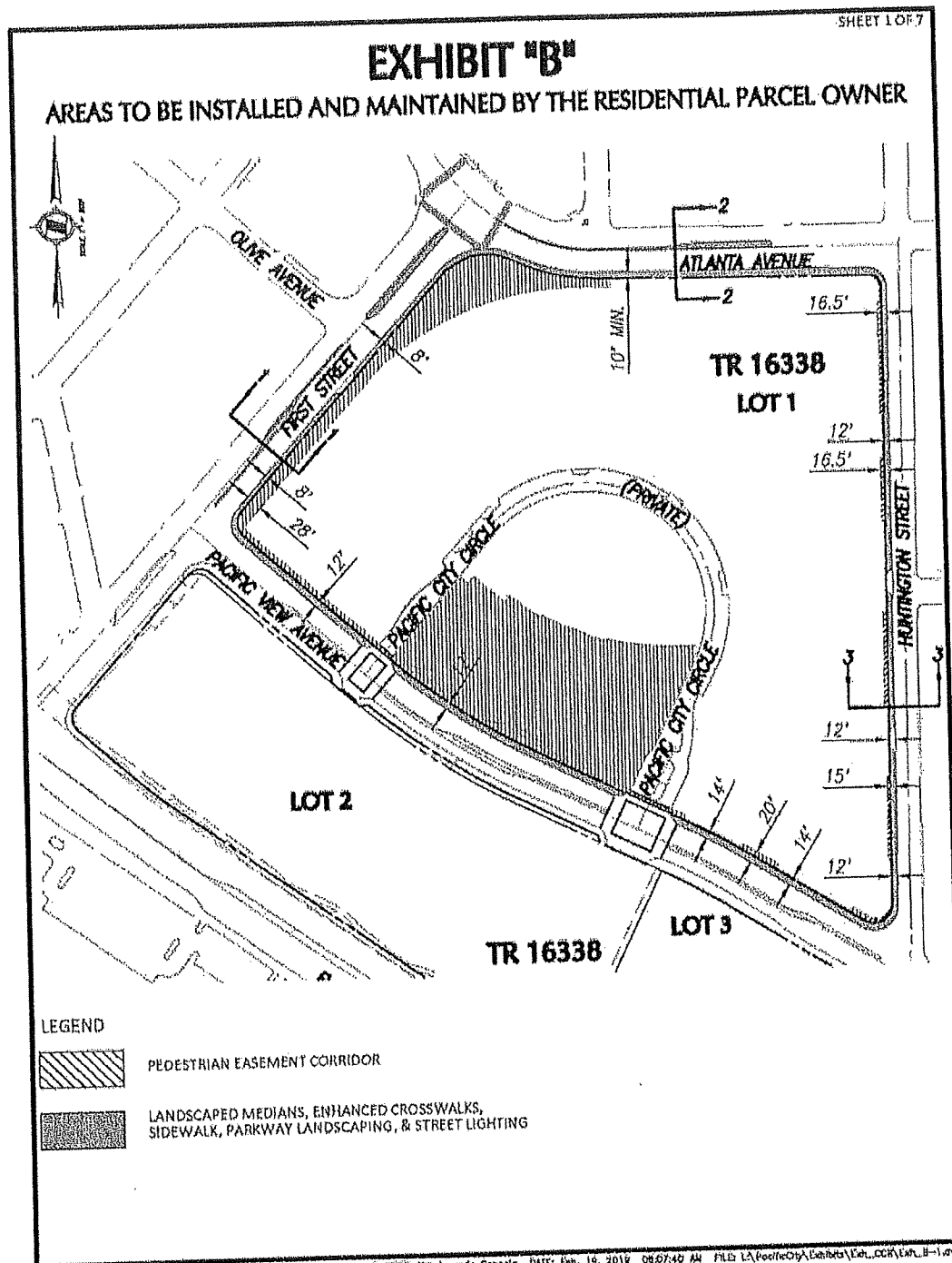
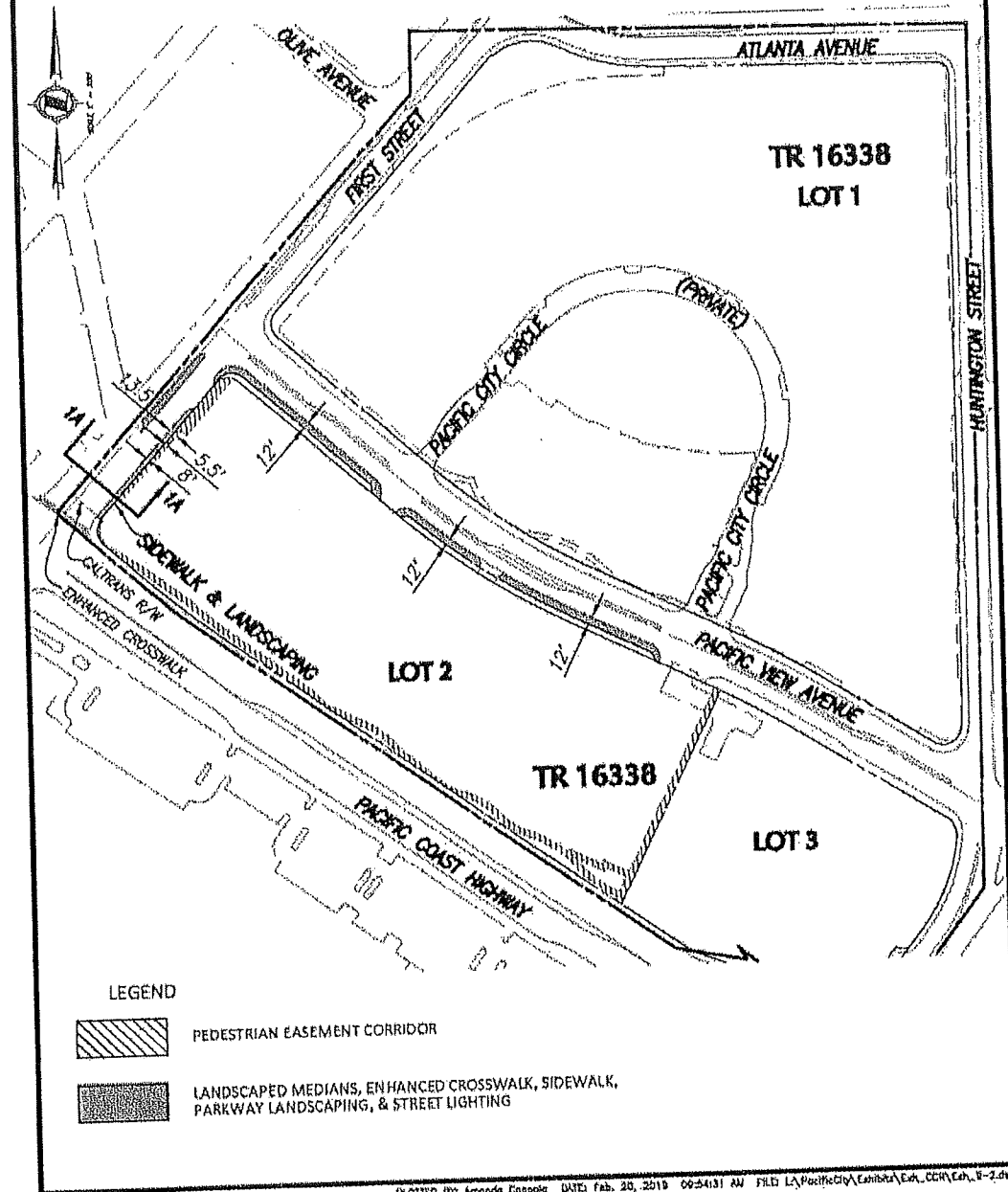


EXHIBIT "B"

EXHIBIT "B"

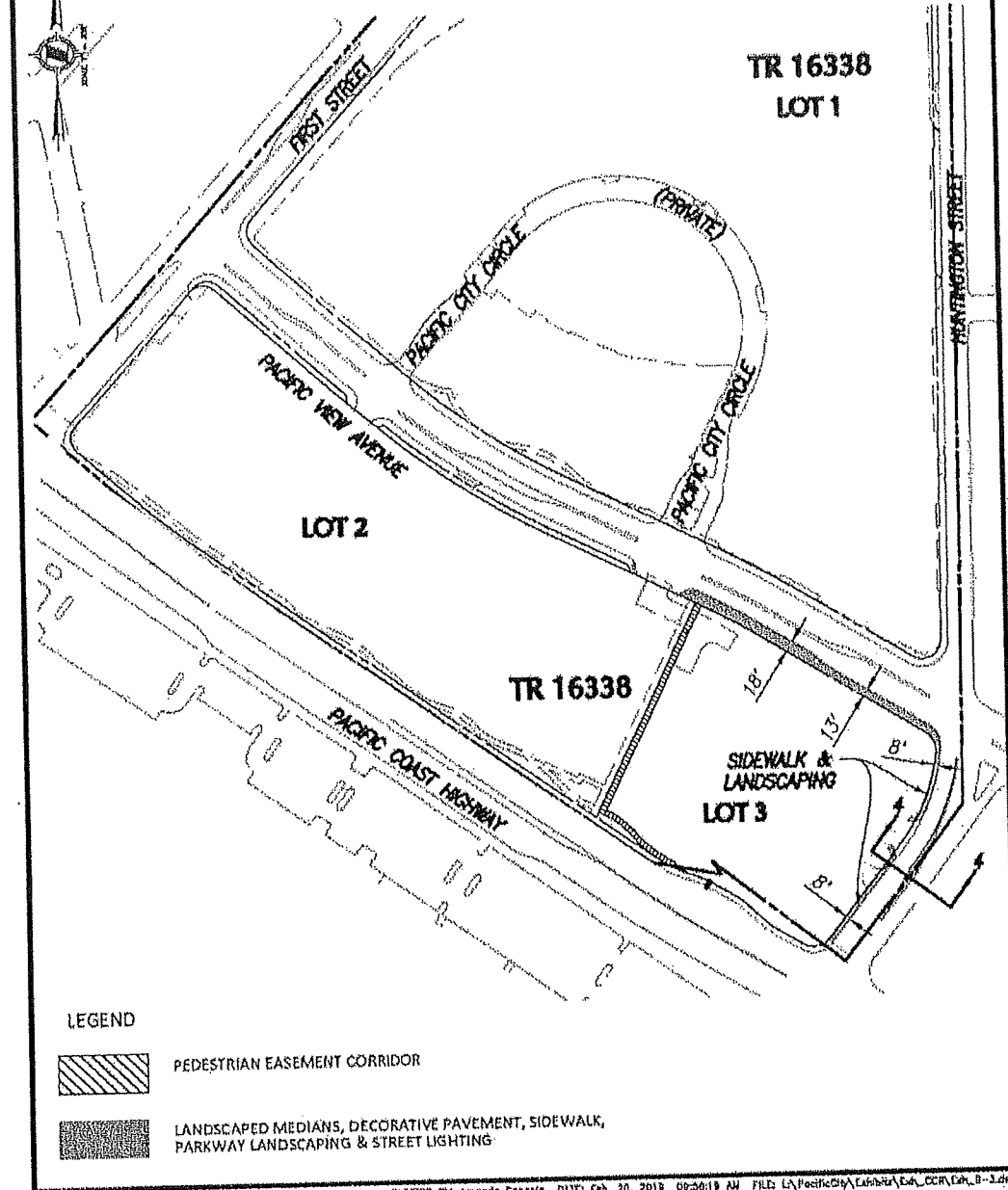
AREAS TO BE INSTALLED AND MAINTAINED BY THE RETAIL PARCEL OWNER



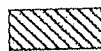
PLOTTED BY: Amanda Coppola DATE: Feb. 20, 2019 09:54:13 AM FILED: L:\PacificCity\Exhibit\Exh. CCR\Exh. B-2.dwg

EXHIBIT "B"

AREAS TO BE INSTALLED AND MAINTAINED BY THE HOTEL PARCEL OWNER



LEGEND



PEDESTRIAN EASEMENT CORRIDOR



LANDSCAPED MEDIANS, DECORATIVE PAVEMENT, SIDEWALK, PARKWAY LANDSCAPING & STREET LIGHTING

PLOTTED BY: Amanda Coppola DATE: Feb. 20, 2019 09:50:19 AM FILE: LA\PacificCity\Exhibit\Exh_B-1.dwg

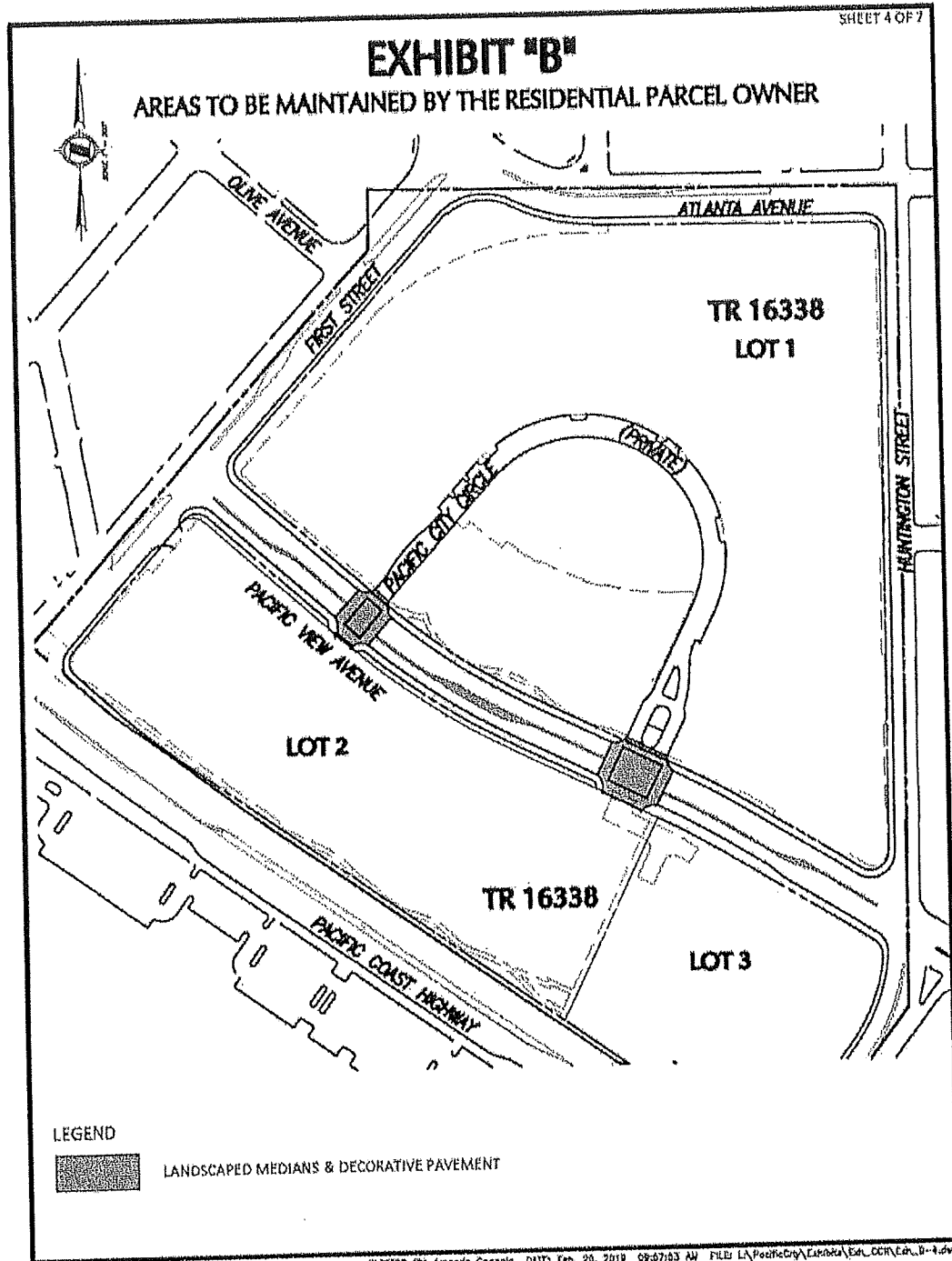
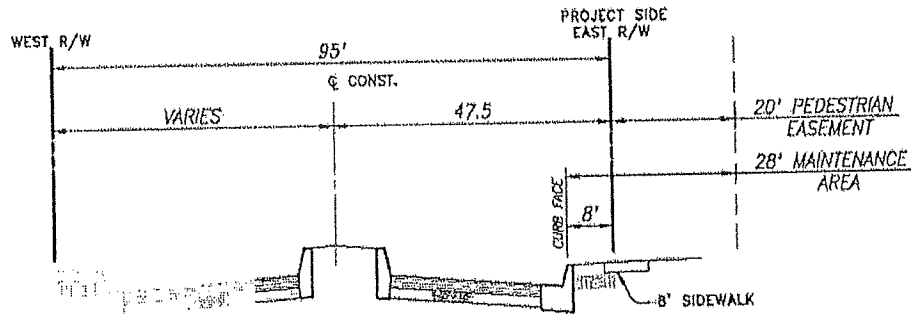


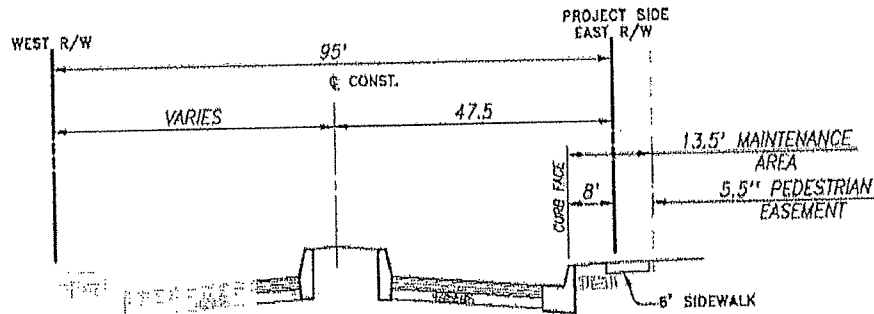
EXHIBIT "B"

EXHIBIT "B"



SECTION 1 - 1 FIRST STREET

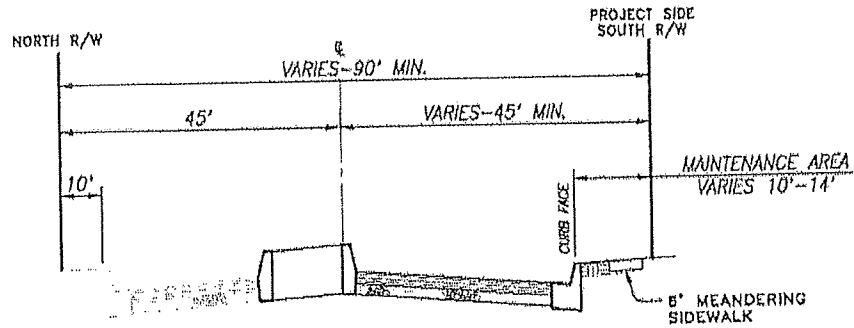
PACIFIC VIEW AVENUE TO ATLANTA AVENUE
(PUBLIC STREET)
NTS



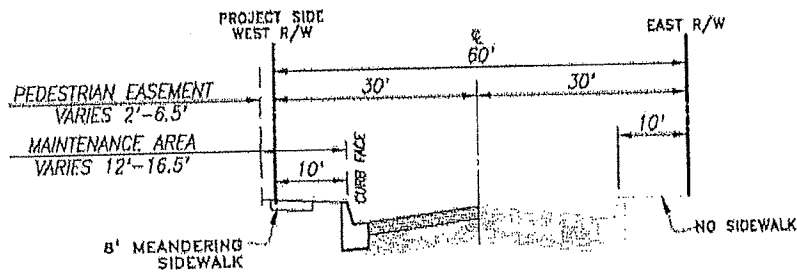
SECTION 1A - 1A FIRST STREET

PACIFIC COAST HIGHWAY TO PACIFIC VIEW AVENUE
(PUBLIC STREET)
NTS

EXHIBIT "B"



SECTION 2 - 2 ATLANTA AVENUE WEST OF HUNTINGTON STREET (PUBLIC STREET) NTS

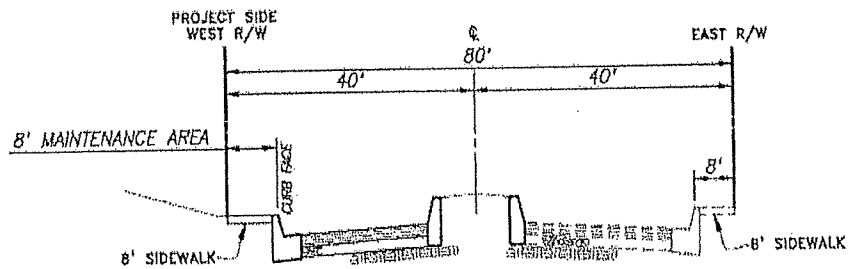


SECTION 3 - 3 HUNTINGTON STREET FROM PACIFIC VIEW AVE. TO ATLANTA AVE. (PUBLIC STREET) NTS

PLOTTED BY: Amanda Coppola DATE: Feb. 20, 2019 10:32:05 AM FILE: LA-PourCity\Exhibits\Exh_CCR\Exh_B-6.dwg

EXHIBIT "B"

SHEET 7 OF 7



SECTION 4 - 4 HUNTINGTON STREET FROM PACIFIC COAST HIGHWAY TO PACIFIC VIEW AVE. (PUBLIC STREET) NTS

PLOTTED BY Amanda Coppola DATE: Feb. 20, 2019 10:02:42 AM FILE: L:\PacificCity\Exhibits\EA_CCK\Exh_B-7.dwg