

EXHIBIT (B)

OFFICE OF THE CITY CLERK
OAKLAND

11 SEP 28 PM 2:47

Revised
OAKLAND CITY COUNCIL

Approved as to form and legality

D. Miller
City Attorney

RESOLUTION NO. 83565 -C.M.S.

RESOLUTION AUTHORIZING THE CITY ADMINISTRATOR TO EXECUTE A THIRD AMENDMENT TO THE OAKLAND ARMY BASE EXCLUSIVE NEGOTIATING AGREEMENT, AS AMENDED ("ENA") WITH AMB PROPERTY, L.P./CALIFORNIA CAPITAL GROUP ("DEVELOPER ENTITY") CONSENTING TO A CHANGE IN THE DEVELOPER ENTITY TO PROLOGIS PROPERTY, L.P./CCIG OAKLAND GLOBAL, LLC, RESULTING FROM (1) THE REORGANIZATION AND MERGER OF AMB PROPERTY, L.P. INTO PROLOGIS PROPERTY, L.P.; AND (2) CALIFORNIA CAPITAL GROUP'S ASSIGNMENT OF ALL ITS INTERESTS AND OBLIGATIONS UNDER THE ENA TO CCIG OAKLAND GLOBAL, LLC

WHEREAS, the Redevelopment Agency of the City of Oakland and AMB Property, L.P./California Capital Group (together referred to as the "Parties") entered into an Exclusive Negotiating Agreement, dated January 22, 2010, for the potential redevelopment of a portion of the former Oakland Army Base (the "Original Agreement"); and

WHEREAS, the Parties entered into a First Amendment to the Original Agreement (the "First Amendment") on August 10, 2010, and a Second Amendment to the Original Agreement (the "Second Amendment") on April 11, 2011; and

WHEREAS, the Original Agreement, as amended by the provisions of the First Amendment and Second Amendment, is referred to herein as the ENA; and

WHEREAS, AMB Property Corporation, the parent company of AMB Property, L.P. ("AMB"), has merged with ProLogis, and AMB Property Corporation, the surviving entity, has been renamed "ProLogis, Inc.;" and

WHEREAS, as a result of the merger, AMB has been renamed ProLogis Property, L.P.; and

WHEREAS, under the Second Amendment, the City waived its advertising and request for proposal/qualifications process, and agreed that California Capital Group ("CCG"), in its role as one of the Developer parties under the ENA, would contract with an approved team of various consultants and contractors (individually, "Subconsultant" or collectively, "Subconsultants"), and oversee and coordinate their activities to complete the planning and design work required for the construction of infrastructure, public utilities, and public streets on the former Army Base (the "Master Infrastructure Planning Work"); and

WHEREAS, CCG wishes to assign all of its rights and obligations under the ENA to CCIG Oakland Global, LLC

TO: Office of the Agency Administrator
ATTN: Deanna J. Santana
FROM: Community and Economic Development Agency
DATE: September 13, 2011

RE: City and Agency Resolutions Authorizing the Agency Administrator/City Administrator to Execute a Third Amendment to the Oakland Army Base Exclusive Negotiating Agreement, as Amended ("ENA") with AMB Property, L.P./California Capital Group ("Developer Entity") Consenting to a Change in the Developer Entity to ProLogis Property, L.P./CCIG Oakland Global, LLC, Resulting from: (1) the Reorganization and Merger of AMB Property, L.P. into Prologis Property, L.P.; and (2) California Capital Group's Assignment of All Its Interests and Obligations Under the ENA to CCIG Oakland Global, LLC

DENNIS S. FAULKNER, as Trustee of the
REL Liquidating Trust,

Civil Action No. 3:2013 cv 03676

**ROTUNDA PARTNERS II, LLC and
LEONARD EPSTEIN,**

Defendants.

Dennis S. Faulkner (the "Trustee"), in his capacity as Trustee of the REL Liquidating Trust (the "Trust"), the successor-in-interest to certain causes of action previously held by R.E. Loans, LLC ("REL" or the "Debtor"), brings this action against Rotunda Partners II, LLC and Leonard Epstein (collectively, the "Defendants"), and alleges as follows:

A. The Plaintiff

7. On September 13, 2011 (the "Petition Date"), REL, R.E. Future, LLC ("RE Future"), and Capital Salvage, a California corporation ("Capital Salvage") (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court"). REL is a California limited liability company with its headquarters and principal place of business previously located in Lafayette, California. RE Future, a wholly owned subsidiary of REL, is also a California limited liability company with its headquarters and principal place of business previously located in Lafayette, California. Capital Salvage, another wholly owned subsidiary of REL, is a California corporation with its headquarters and principal place of business previously located in Lafayette, California.

10. Defendant Rotunda Partners II, LLC ("Rotunda", upon information and belief, is a California limited liability company with its principal place of business in the State of California. Rotunda may be served with process by serving its agent for service of process, Leonard Epstein, at 300 Frank H. Ogawa Plaza, Suite 340, Oakland, California 94612.

DRAFT

ATTACHMENT D

TERM SHEET

SECOND AMENDMENT TO ENA

March 15-2011

4.0	Developer shall submit to Agency: A written statement detailing the status of any current or pending legal matters that might have a material impact on the planning, development or implementation of the Project. Developer shall provide Agency copies of any litigation documents or filings in connection with such litigation within five (5) calendar days of Agency's written request. Should any legal matter that might have a material impact on the planning; development or implementation of the Project arise during the Negotiation Period, Developer shall be obligated to disclose that information to Agency staff in writing within five (5) business days after Developer or its partners become aware of such legal matter.	Within 45 days of commencement of the Negotiation Period	Completed
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