



January 23, 2020

***By Email and Overnight Mail, Next Business Day***

City of Santa Clara  
1500 Warburton Avenue  
Santa Clara, CA 95050  
Attn: Deanna J. Santana, City Manager

Re: Alternate Leasing Plan for Major Department Stores within Phase 1, Phase 2 and Phase 3, under that certain Disposition and Development Agreement, dated as of August 12, 2016, by and between Related Santa Clara, LLC ("Developer") and the City of Santa Clara ("City") (the "DDA"), in connection with the City Place Santa Clara project (the "Project")

Dear Ms. Santana:

Reference is hereby made to that certain letter from Related Santa Clara, LLC ("Developer") to the City of Santa Clara ("City"), dated December 3, 2019, pursuant to which Developer submitted its written request that it be relieved of the best efforts obligation under DDA Section 5.3.7(b) with regard to Major Department Stores within Phase 1, Phase 2 and Phase 3 (the "Alternate Leasing Plan Request").

By this letter, Developer (i) hereby suspends its Alternate Leasing Plan Request until such time that Developer notifies the City that such request should move forward and (ii) hereby agrees to toll the time periods for the City's processing of and response to Developer's Alternate Leasing Plan Request under Section 5.3.7(b) of the DDA for a period of 60 days following the date that Developer notifies the City that such request should move forward.

Very truly yours,

**RELATED SANTA CLARA, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_

Name: Steve Eimer  
Title: Executive Vice President and Co-Managing Partner