

CONSENT TO ASSIGNMENT AND AMENDMENT OF LEASE

**12900 Euclid Street,
Garden Grove, CA 92840**

This Consent to Assignment and Amendment of Lease ("Assignment") is made this 16 day of April, 2018, by and between the CITY OF GARDEN GROVE, a municipal corporation ("Lessor"), STEELCRAFT LONG BEACH LP ("Lessee") and STEELCRAFT GARDEN GROVE LP ("Assignee") together referred to herein as the "Parties." The Parties agree as follows:

1. **RECITALS.** This Assignment is made with reference to the following facts and objectives:
 - A. Lessor and Lessee entered into Lease Agreement ("Agreement") dated August 13, 2017, for the lease of City-owned property ("Property") located at 12900 Euclid St., Garden Grove, CA 92840 for the development of a multi-tenant, outdoor commercial retail and food court use occupying modified shipping containers ("Development").
 - B. Pursuant to Article 17 of the Agreement, the Agreement may not be assigned or transferred by Lessee without Lessor's consent.
 - C. Pursuant to Section 20 of the Agreement, the Agreement may be modified by written amendment executed by Lessor and Lessee.
 - D. Lessee desires to assign the Agreement to Assignee for purposes of creating a project specific entity to handle leasing activities and everyday operations of the Development.
2. **ASSIGNMENT OF LEASE.** CITY approves assignment of the Agreement to Assignee and Assignee hereby assumes all of Lessee's rights, obligations, and liabilities as "Tenant" under the Agreement.
3. **AMENDMENT REGARDING NOTICE.** Section 18 of the Agreement is amended by replacing the contact information for Notice as follows:

To Tenant at:

SteelCraft Garden Grove LP
3750 Long Beach Blvd., Suite 200
Long Beach, CA 90807
Attn: Martin Howard
4. **EFFECTIVENESS OF THE AGREEMENT.** Other than as expressly amended by this Amendment, all provisions of the Agreement remain in full force and effect.

[SIGNATURE PAGE FOLLOWS]

LESSOR:

CITY OF GARDEN GROVE,
a municipal corporation



City Manger

ATTEST:



City Clerk

APPROVED AS TO FORM



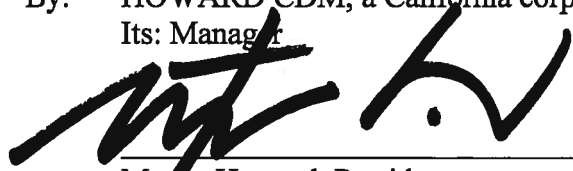
City Attorney

LESSEE:

STEELCRAFT LONG BEACH LP,
a California limited partnership

By: GARDENING AT NITE, LLC,
A California Limited Liability Company
Its: General Partner

By: HOWARD CDM, a California corporation
Its: Manager



Martin Howard, President


ASSIGNEE:

STEELCRAFT GARDEN GROVE LP,
a California limited partnership

By: GARDENING AT NITE, LLC,
A California Limited Liability Company
Its: General Partner

By: STEELCRAFT LONG BEACH LP,
A California Limited Partnership
Its: General Partner

By: HOWARD CDM, a California corporation
Its: Manager



Martin Howard, President