

THIRD EXTENSION OF TERM OF NEGOTIATION PERIOD

This **THIRD EXTENSION OF TERM OF NEGOTIATION PERIOD** is executed as of December 24, 2020 by and between the **CITY OF GARDEN GROVE**, a municipal corporation duly organized and existing under the Constitution and laws of the State of California (the "City"), and **NEW AGE GARDEN GROVE LLC**, a California limited liability company (the "Developer") (the Developer and the City are collectively referred to herein as the "Parties").

RECITALS

A. The Parties have entered into a Second Amended and Restated Exclusive Negotiating Agreement dated as of April 24, 2018 (the "ENA"), pursuant to which the parties have agreed to negotiate towards a Disposition and Development Agreement for the development of real property identified in the DDA as the Site for the term which term was extended by the Extension of Term of Negotiation Period and Second Extension of Term of Negotiation Period to December 31, 2020.

NOW, THEREFORE, the City and the Developer hereby agree as follows:

1. Extension of Negotiating Period. The Term of the Negotiation Period, as set forth in Section 1b. of the ENA, is hereby extended to the period ending on April 30 2021.

2. Enforceability of ENA. Except as set forth above, all other terms and conditions of the ENA are enforceable in accordance with its provisions.


3. Agreement for Reimbursement for Preparation of Environmental Clearance. On January 12, 2017 the city Council approved a reimbursement Agreement with New Age Garden Grove to provide preparation and processing of California Environmental Quality Act (CEQA) compliance documents for the proposed Nickelodeon Resort Project. The City Council also approved a Professional Services Agreement with HELIX Environmental and Planning for an amount up to \$203,840. On December 9th the city received a revised bid to complete the California Environmental Quality Act (CEQA) compliance documents which will now require an amendment to the HELIX Professional Services Agreement of an additional amount of \$97,900 - \$117,900 bring the total contact amount to \$301,740 - \$321,740. The Developer has deposited, concurrently herewith, the sum of \$60,212.25 so that the current balance of \$39,787.75 amount on account totals \$100,000. In addition, if the balance in the Developers Deposit is ever less than \$50,000 then the Developer will deposit funds equal to the amount needed to bring the account balance to \$100,000 within ten calendar (10) days of the City's written notification of any such deficiency. Developer's failure to make timely deposits is a default entitling the City to terminate the ENA without further notice. In such event any amounts not committed to be paid to HELIX pursuant to the Professional Services Agreement shall be returned to Developer.

[SIGNATURE PAGE FOLLOWS]

CITY:

CITY OF GARDEN GROVE,
a municipal corporation

By: _____
City Manager

DocuSigned by:

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APPROVED AS TO FORM:

Stradling Yocca Carlson & Rauth PC
Special Counsel to City

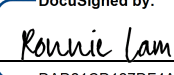
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DEVELOPER:

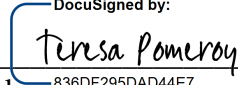
NEW AGE GARDEN GROVE, LLC,
a California limited liability company

By: _____
Its: manager

DocuSigned by:

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ATTESTED:

City Clerk

DocuSigned by:

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Date: 12/24/2020

Task Description		Responsible Party	Start Date	Outside Completion Date	Project Status Update
A	Tasks to be completed				
B	Developer to Retain Architect	Kam Sang	July 2014	October 2014	• Completed
C	Submit Thematic Concept to Viacom	Kam Sang	July 2014	January 2015	• Completed
D	Approval of Detailed Concept by Viacom	Kam Sang	July 2014	April 2015	• Completed
E	Finalize Nickelodeon Brand Standards	Kam Sang/Viacom	July 2014	May 2015	• Completed
F	Submit Capital/Development Budget	Kam Sang/City/Viacom	April 2015	October 2015	• Completed
G	Site Acquisition Agreement	Kam Sang/City	July 2014	July 2015	• Completed
H	City Exclusive Development Agreement (ENA) a. Approved Original ENA b. Amended and Restated ENA c. Second Amended and restate ENA d. ENA Extension 1 and 2	City/Kam Sang	May 2016 May 9, 2017 April 24, 2018 November 27, 2018	May 2017 May 9, 2018 December 31, 2018 December 31, 2020	• Completed
I	Letter From Nickelodeon re Use of Brand	KS	May 2017	December 15, 2020	Completed
J	Third-Party site issues resolved	KS	April 2018	August 2020	• Completed
K	Developer submits a letter requesting a delay due to Covid-19	KS	April 12, 2020	April 12, 2020	• Completed
L	Site Plan Submittal of the Site Plan and Elevations: Submittal One Submittal Two Submittal Three (Revised Hotel Program.) Submittal four	KS		November 11, 2016 February 15, 2017 September 27, 2018 December 14, 2020	• Completed • Completed • Completed • Completed
1	Third Extension to term of Negotiation Agreement Increased Deposit of \$62,000 for ENA (A) All items 4 a-f of the ENA Schedule (B) All items 5 a-e of the ENA Schedule	KS/City KS KS KS	December 22, 2020 December 22, 2020 December 22, 2020	May 3 rd 2021 January 5, 2021 March 22, 2021 June 22, 2021	
2 3 4	Re-engage Helix for Environmental CEQA New CEQA Deposit Revised Project Description for CEQA Analysis	City/ Kam Sang City/ Kam Sang Kam Sang	January 1, 2021 December 2020 December 2020	May 31, 2021 January 1, 2021 January 1, 2021	
5 6	Tentative Tract Map Approved by County Subdivision map Planning Commission Approval and City Council Approval and County Approval	Kam Sang	January 1, 2021 June 2021	June 2021 August 2021	
7	Viacom Approval of Final Plans	Kam Sang	January 1, 2021	June 2021	
8	Entitlements required by City, County, and other governmental agencies with jurisdiction over improvements and Development Agreement	KS/Planning	January 1, 2021	November 2021	
9 10	Developers Comments to the Disposition and Development Agreement Draft Disposition and Development Agreement Final	Kam Sang /City Kam Sang /City	January 1, 2021 March 2021	January 15, 2021 October 2021	

11	Rough and precise grading permits	Kam Sang /City	January 1, 2021	December 2021	
12	Landscaping Plans	Kam Sang	January 1, 2021	November 2021	
13	Approval of final building plans	Kam Sang	January 1, 2021	November 2021	
14	Obtain Preliminary Financing Commitment	Kam Sang	January 1, 2021	November 2021	
15	Utility plans	Kam Sang Co./City	January 1, 2021	November 2021	
16	Public works improvement plans for the perimeter offsite improvements	Kam Sang Co./PW	January 1, 2021	November 2021	
17	Encroachment permits for work to be performed within public right-of-way	Kam Sang Co./PW	January 1, 2021	December 2021	
18	Acquisition and Demolition and removal of all existing structures and above ground improvements	Successor Agency /City	January 1, 2021	June 2021	
19	Relocation & Site Clearance Demo and vacation of alley and Thackery Street	Successor Agency /City	January 1, 2021	June 2021	
20	All Permits and approvals required by City, County, and other governmental agencies with jurisdiction over project	Kam Sang Co./Planning	January 1, 2021	December 2021	
21	Finalize Financing Commitment		June 2021	October 2021	
22	Close Escrow	Kam Sang /Building		November 2021	
23	Ground Breaking	Kam Sang	December 2021	December 2021	
24	Construction	Kam Sang	January 2022	January 2024	
25	Hotel Opening	Kam Sang		February 2024	
KEY	<div>ENA -Exclusive Negotiation Agreement ENA</div> <div>DDA -Disposition and Development Agreement DDA</div> <div>Entitlements-Entitlements are legal rights conveyed by approvals from governmental entities to develop a property for a certain use, intensity, building type or building placement.</div> <div>- CEQA-California Environmental Quality Act</div> <div>Demo- Demolition</div> <div>MND- Mitigated Negative Declaration</div> <div>SA- Successor Agency to the Redevelopment Agency</div>				