



CITY OF GARDEN GROVE

October 20, 2023

Brian Dugan, Managing Director
Edgemoor Garden Grove Civic Partners LLC
7900 Westpark Drive
McLean, VA 22102

Steve Jones
Mayor

George S. Brietigam
Mayor Pro Tem - District 1

John R. O'Neill
Council Member - District 2

Cindy Ngoc Tran
Council Member - District 3

Joe DoVinh
Council Member - District 4

Stephanie Klopfenstein
Council Member - District 5

Kim Bernice Nguyen
Council Member - District 6

Dear Brian,

As discussed with your team on October 9, 2023, in connection with the Exclusive Negotiation Agreement entered into between the City of Garden Grove (the "City") and Edgemoor Garden Grove Civic Partners LLC (the "Developer"), dated October 2, 2023 (the "ENA"), the City has reassessed the Developer's ENA Period Budget's \$187,000 in expenses for an ENA period bank loan to finance the Developer's ENA Period Budget.

As part of such reassessment, the City has determined that since (i) \$17.5 million has already been budgeted by the City to fund pre-development costs for the Project and (ii) the City is already contractually obligated to directly fund such ENA Period Budget costs in the event of a termination of the ENA, it is in the City's best interest to save such \$187,000 in financing related expenses. As a result, notwithstanding anything to the contrary in the ENA and in accordance with ENA Section 19, the City will pay the Developer monthly for ENA work actually performed, in each case, not to exceed the total ENA Period Budget in aggregate for all prior months leading up to the date of any payment by the City.

The Developer will submit its monthly invoice as part of its monthly reports required under Section 1(c) of the ENA, and the City will promptly review, and if approved, in whole or in part, pay the relevant portion of such monthly invoices for third-party work and services performed under the ENA. The monthly invoice will include all third-party invoices and related work product to allow for verification by the City. The City agrees to use best efforts to pay the invoice within 20 days of receipt of the invoice and must pay the invoice no later than 45 days of receipt of the invoice.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Lisa Kim', with a long horizontal flourish extending to the right.

Lisa Kim
City Manager
City of Garden Grove

Brian Dugan, Managing Director
Edgemoor Garden Grove Civic Partners LLC
October 20, 2023
Page 2

Acknowledged and Agreed

EDGEMOOR GARDEN GROVE CIVIC PARTNERS LLC, a Maryland limited liability company

By: 
Brian Dugan
Authorized Representative

By: 
Frank J. Baltz
Authorized Representative