

Hillmer, J H

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Friday, November 21, 2014 2:32 PM  
**To:** Lane, Patrick; Pettitt, Krishna  
**Cc:** John Kevlin; Drew Haydel; Hillmer, J H; Scott Smithers  
**Subject:** RE: LDDA Call  
**Attachments:** Sears LDDA Amendment Draft 11-21-14.docx; Sears-Lane Transfer and Assignment Draft 11-21-14.docx; Sears Form.docx

---

As discussed, I made a couple of changes in tracked changes to the Transfer and the Amendment. Most of the provisions match the form provided by Sears in connection with our transaction with them (attached for reference), though the only amendment in our form was to extend the time for the completion of construction.

Daniel D. Ball

GIBSON DUNN

Gibson, Dunn & Crutcher LLP  
555 Mission Street, San Francisco, CA 94105-0921  
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560  
[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

---

**From:** Lane, Patrick [<mailto:PLane@oaklandnet.com>]  
**Sent:** Friday, November 21, 2014 2:20 PM  
**To:** Pettitt, Krishna  
**Cc:** John Kevlin; Drew Haydel; Hillmer, J H; Scott Smithers; Ball, Daniel  
**Subject:** RE: LDDA Call

Lane Partners and their attorney would like to talk to us on Monday. They will add the release of Sears to the Assignment I sent you this morning. I am scheduling a conference call for 9:30.

Patrick Lane [<mailto:pslane@oaklandnet.com>]  
Development Manager, City Of Oakland  
Economic & Workforce Development Department  
Project Implementation Division  
250 Frank H. Ogawa Plaza, Suite 5313  
Oakland CA 94612  
tel (510) 238-7362  
fax (510) 238-3691

---

**From:** John Kevlin [<mailto:jkevin@reubenlaw.com>]  
**Sent:** Friday, November 21, 2014 10:00 AM  
**To:** Drew Haydel; Lane, Patrick; Hillmer, J H; Scott Smithers; Ball, Daniel  
**Subject:** RE: LDDA Call

Sounds good Drew.

---

**From:** Drew Haydel [<mailto:drew@lane-partners.com>]  
**Sent:** Friday, November 21, 2014 9:55 AM  
**To:** John Kevlin; Lane, Patrick ([PLane@oaklandnet.com](mailto:PLane@oaklandnet.com)); Hillmer, J H; Scott Smithers; Ball, Daniel  
**Subject:** RE: LDDA Call

We are going to stick with 2pm, as that time works for Patrick and Jens. If you are not able to join, Dan and I will call you after to discuss.

Thanks.

Drew

O: 650-838-0100

M: 650-388-6996

---

**From:** John Kevlin [<mailto:jkevin@reubenlaw.com>]

**Sent:** Friday, November 21, 2014 9:44 AM

**To:** Drew Haydel; Lane, Patrick ([PLane@oaklandnet.com](mailto:PLane@oaklandnet.com)); Hillmer, J H; Scott Smithers; Ball, Daniel

**Subject:** RE: LDDA Call

---

Hey Drew,

I've got a meeting at 1:30 that might go a bit over, but can join when I am free. I can also do 3:00 or any time after.

John

---

**From:** Drew Haydel [<mailto:drew@lane-partners.com>]

**Sent:** Friday, November 21, 2014 9:39 AM

**To:** Lane, Patrick ([PLane@oaklandnet.com](mailto:PLane@oaklandnet.com)); Hillmer, J H; Scott Smithers; Ball, Daniel; John Kevlin

**Subject:** LDDA Call

---

All,

Can we please get on a call today at 2pm to discuss the best way to get the final LDDA assignment document signed? Please use the following dial in:

**Toll Free Dial In Number:** (877)810-9415

**ACCESS CODE:** 9057684

Drew

Andrew D. Haydel

Principal

Lane Partners, LLC

644 Menlo Ave., 2<sup>nd</sup> Floor

Menlo Park, CA 94025

O 650-838-0100

C 650-388-6996

[Drew@lane-partners.com](mailto:Drew@lane-partners.com)

[www.lane-partners.com](http://www.lane-partners.com)



---

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---

## Hillmer, J H

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Monday, November 24, 2014 12:03 PM  
**To:** Pettitt, Krishna; Lane, Patrick  
**Cc:** John Kevlin; Drew Haydel; Hillmer, J H; Scott Smithers  
**Subject:** RE: LDDA Call

---

Will do.

---

**From:** Pettitt, Krishna [mailto:KPettitt@oaklandcityattorney.org]  
**Sent:** Monday, November 24, 2014 12:01 PM  
**To:** Ball, Daniel; Lane, Patrick  
**Cc:** John Kevlin; Drew Haydel; Hillmer, J H; Scott Smithers  
**Subject:** RE: LDDA Call

I have not yet finished a review of their form, but plan to do so. Working on our docs so, please do push back.

Krishna L. Pettitt  
Deputy City Attorney  
Office of City Attorney Barbara J. Parker

---

City of Oakland  
City Hall – 6<sup>th</sup> Floor  
One Frank H. Ogawa Plaza  
Oakland, California 94612  
Direct Dial: (510) 238-3603  
Facsimile: (510) 238-6500  
[kpettitt@oaklandcityattorney.org](mailto:kpettitt@oaklandcityattorney.org)

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This is a confidential attorney-client communication. This email contains confidential attorney-client privileged information and is for the sole use of the intended recipient(s). Any unauthorized review, use, disclosure or distribution is prohibited. If you are not the intended recipient, please contact the sender by reply e-mail and destroy all copies of the original message and any attachments.

Please consider the environment before printing this email.

---

**From:** Ball, Daniel [mailto:DBall@gibsondunn.com]  
**Sent:** Monday, November 24, 2014 11:58 AM  
**To:** Lane, Patrick; Pettitt, Krishna

**Cc:** John Kevlin; Drew Haydel; Hillmer, J H; Scott Smithers  
**Subject:** RE: LDDA Call

Just fyi, I received a generic response from Sears' counsel stating that they don't recall liking the prior forms. I'm pushing back, but if we could use our form, that would short circuit their objection.

---

**From:** Ball, Daniel  
**Sent:** Friday, November 21, 2014 2:32 PM  
**To:** 'Lane, Patrick'; Pettitt, Krishna  
**Cc:** John Kevlin; Drew Haydel; Hillmer, J H; Scott Smithers  
**Subject:** RE: LDDA Call

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As discussed, I made a couple of changes in tracked changes to the Transfer and the Amendment. Most of the provisions match the form provided by Sears in connection with our transaction with them (attached for reference), though the only amendment in our form was to extend the time for the completion of construction.

Daniel D. Ball

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[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

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**Subject:** RE: LDDA Call

Lane Partners and their attorney would like to talk to us on Monday. They will add the release of Sears to the Assignment I sent you this morning. I am scheduling a conference call for 9:30.

Patrick Lane [<mailto:pslane@oaklandnet.com>]  
Development Manager, City Of Oakland  
Economic & Workforce Development Department  
Project Implementation Division  
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Oakland CA 94612  
tel (510) 238-7362  
fax (510) 238-3691

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**Sent:** Friday, November 21, 2014 10:00 AM  
**To:** Drew Haydel; Lane, Patrick; Hillmer, J H; Scott Smithers; Ball, Daniel  
**Subject:** RE: LDDA Call

Sounds good Drew.

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**Sent:** Friday, November 21, 2014 9:55 AM  
**To:** John Kevlin; Lane, Patrick ([PLane@oaklandnet.com](mailto:PLane@oaklandnet.com)); Hillmer, J H; Scott Smithers; Ball, Daniel  
**Subject:** RE: LDDA Call

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Thanks.

Drew  
O: 650-838-0100  
M: 650-388-6996

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**To:** Drew Haydel; Lane, Patrick (PLane@oaklandnet.com); Hillmer, J H; Scott Smithers; Ball, Daniel  
**Subject:** RE: LDDA Call

Hey Drew,

I've got a meeting at 1:30 that might go a bit over, but can join when I am free. I can also do 3:00 or any time after.

John

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**Sent:** Friday, November 21, 2014 9:39 AM  
**To:** Lane, Patrick (PLane@oaklandnet.com); Hillmer, J H; Scott Smithers; Ball, Daniel; John Kevlin  
**Subject:** LDDA Call

All,

Can we please get on a call today at 2pm to discuss the best way to get the final LDDA assignment document signed? Please use the following dial in:

**Toll Free Dial In Number:** (877)810-9415  
**ACCESS CODE:** 9057684

Drew

Andrew D. Haydel  
Principal  
Lane Partners, LLC  
644 Menlo Ave., 2<sup>nd</sup> Floor  
Menlo Park, CA 94025  
O 650-838-0100  
C 650-388-6996  
[Drew@lane-partners.com](mailto:Drew@lane-partners.com)  
[www.lane-partners.com](http://www.lane-partners.com)



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---

**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Monday, November 24, 2014 4:25 PM  
**To:** Lane, Patrick; Drew Haydel  
**Cc:** John Kevlin; Hillmer, J H; Scott Smithers; Pettitt, Krishna  
**Subject:** RE: LDDA Call

---

We can use my dial in right now:

---

1-877-492-4011

Code: 415-393-8375

---

**From:** Lane, Patrick [<mailto:PLane@oaklandnet.com>]  
**Sent:** Monday, November 24, 2014 4:20 PM  
**To:** Drew Haydel  
**Cc:** John Kevlin; Hillmer, J H; Scott Smithers; Ball, Daniel; Pettitt, Krishna  
**Subject:** RE: LDDA Call

---

I thought we were going to use the same call in at 4:00. Are we talking this afternoon?

Patrick Lane [<mailto:pslane@oaklandnet.com>]  
Development Manager, City Of Oakland  
Economic & Workforce Development Department  
Project Implementation Division  
250 Frank H. Ogawa Plaza, Suite 5313  
Oakland CA 94612  
tel (510) 238-7362  
fax (510) 238-3691

---

**From:** Drew Haydel [<mailto:drew@lane-partners.com>]  
**Sent:** Sunday, November 23, 2014 6:03 PM  
**To:** Ball, Daniel; Lane, Patrick; Pettitt, Krishna  
**Cc:** John Kevlin; Hillmer, J H; Scott Smithers  
**Subject:** RE: LDDA Call

All,

Please use the same dial in information for our 9:30am call on Monday:

**Toll Free Dial In Number:** (877)810-9415  
**ACCESS CODE:** 9057684

Drew

Andrew D. Haydel  
Principal  
**Lane Partners, LLC**  
644 Menlo Ave., 2<sup>nd</sup> Floor  
Menlo Park, CA 94025  
O 650-838-0100  
C 650-388-6996  
[Drew@lane-partners.com](mailto:Drew@lane-partners.com)  
[www.lane-partners.com](http://www.lane-partners.com)

Hillmer, J H

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Monday, November 24, 2014 4:40 PM  
**To:** Lane, Patrick; Drew Haydel  
**Cc:** John Kevlin; Hillmer, J H; Scott Smithers; Pettitt, Krishna  
**Subject:** RE: LDDA Call

---

1. **Conditions to Assignor's Obligation to Assign.** Assignor's obligation to assign the LDDA pursuant to this Agreement is conditioned on all of the following, any or all of which may be waived by Assignor by an express written waiver, at Assignor's sole option:

- (a) Assignor shall be released from the LDDA by the City as set forth in Section 5 of the Assignment as attached hereto;
- (b) Assignor shall not have any obligations related to any amendments to the LDDA other than as stated in the Assignment as attached hereto;
- (c) Assignor has the right, in its sole discretion, to approve or reject any proposed material substantive changes to the Assignment as attached hereto;
- (d) Assignor shall not be required to make any payments to the City or any other party except for the Extension Fee and any Reimbursed Fees. For the purposes hereof, "**Reimbursed Fees**" means payments that are required by the City (other than the Extension Fee) so long as Assignee agrees, in its sole and absolute discretion, to reimburse Assignor on the Effective Date for such payments and so long as Assignor has agreed, in its sole and absolute discretion, to make such payments, with such reimbursement payments to be deposited by Assignee with Escrow Agent as part of the Escrow;
- (e) The City does not terminate the LDDA during the period in which the Assignment is held in Escrow, and in the event the City does terminate the LDDA during such period, any payments under the LDDA shall be made and belong to Assignor and Assignee shall not be entitled to any such payments; and
- (f) The City consents by ordinance or otherwise as required under applicable law to the Assignment and executes and delivers the Assignment (in recordable form) and all documents necessary under applicable law for the effectiveness of the Assignment.

Daniel D. Ball

GIBSON DUNN

Gibson, Dunn & Crutcher LLP  
555 Mission Street, San Francisco, CA 94105-0921  
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560  
[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

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Development Manager, City Of Oakland  
Economic & Workforce Development Department  
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Drew

Andrew D. Haydel  
Principal  
**Lane Partners, LLC**  
644 Menlo Ave., 2<sup>nd</sup> Floor  
Menlo Park, CA 94025  
O 650-838-0100  
C 650-388-6996  
[Drew@lane-partners.com](mailto:Drew@lane-partners.com)  
[www.lane-partners.com](http://www.lane-partners.com)



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---



**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Tuesday, November 25, 2014 5:38 PM  
**To:** Pettitt, Krishna; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Cc:** jkevin@reubenlaw.com; Drew@lane-partners.com; scott@lane-partners.com  
**Subject:** RE: Sears LDDA Amendment and Assignment Documents

---

They won't agree to that, I think because the general release has been in the prior forms and they emphasized they wanted it (it's in the conditions I sent you yesterday). Note that we're assuming everything under the LDDA, before and after the date of execution, under Section 2 so the City is covered.

---

**From:** Pettitt, Krishna [mailto:KPettitt@oaklandcityattorney.org]  
**Sent:** Tuesday, November 25, 2014 5:33 PM  
**To:** Ball, Daniel; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Cc:** jkevin@reubenlaw.com; Drew@lane-partners.com; scott@lane-partners.com  
**Subject:** RE: Sears LDDA Amendment and Assignment Documents

We do not want to give a general release but prefer a release from date of execution.

I will talk with our folks about it tomorrow.

---

Thanks, Krishna

Krishna L. Pettitt  
Deputy City Attorney  
Office of City Attorney Barbara J. Parker  
City of Oakland  
City Hall – 6<sup>th</sup> Floor  
One Frank H. Ogawa Plaza  
Oakland, California 94612  
Direct Dial: (510) 238-3603  
Facsimile: (510) 238-6500  
[kpettitt@oaklandcityattorney.org](mailto:kpettitt@oaklandcityattorney.org)

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**From:** Ball, Daniel [<mailto:DBall@gibsondunn.com>]  
**Sent:** Tuesday, November 25, 2014 5:29 PM  
**To:** Pettitt, Krishna; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Cc:** John Kevlin ([jkevin@reubenlaw.com](mailto:jkevin@reubenlaw.com)); Drew Haydel ([Drew@lane-partners.com](mailto:Drew@lane-partners.com)); Scott Smithers ([scott@lane-partners.com](mailto:scott@lane-partners.com))  
**Subject:** RE: Sears LDDA Amendment and Assignment Documents

---

Thanks Krishna. Sears won't sign the document with the release in Section 3 of the Transfer drafted to only apply to anything after the date of the assignment. The original draft we received on Friday was identical to what we had with Sears in their form, so I'm hoping we can stick with that, plus the Section 1542 language. Please see the attached and let me know if it would be ok to stick with the original language, but add the Section 1542 language. If so, I can send it to Sears.

Thanks!

Daniel D. Ball

GIBSON DUNN

---

Gibson, Dunn & Crutcher LLP  
555 Mission Street, San Francisco, CA 94105-0921  
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560  
[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

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**From:** Pettitt, Krishna [<mailto:KPettitt@oaklandcityattorney.org>]  
**Sent:** Tuesday, November 25, 2014 5:17 PM  
**To:** Lane, Patrick; Hillmer, J H; Millner, Dianne; Ball, Daniel  
**Subject:** Sears LDDA Amendment and Assignment Documents

---

All,

Attached for your review and comment please find redlined versions of the First Amendment and the Transfer and Assignment Agreement. I am still working on the Second Amendment which I will circulate tomorrow. The Second Amendment will consist of most of the sections deleted from the First Amendment.

Dan, please feel free to forward these docs to your clients.

Thanks, Krishna

Krishna L. Pettitt  
Deputy City Attorney  
Office of City Attorney Barbara J. Parker  
City of Oakland  
City Hall – 6<sup>th</sup> Floor  
One Frank H. Ogawa Plaza  
Oakland, California 94612  
Direct Dial: (510) 238-3603  
Facsimile: (510) 238-6500  
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C 650-388-6996  
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**Sent:** Wednesday, December 10, 2014 2:15 PM  
**To:** Hillmer, J H; Pettitt, Krishna  
**Cc:** Drew@lane-partners.com; Scott Smithers (scott@lane-partners.com); 'Pinto@Waltonst.com' (Pinto@Waltonst.com); Melinda.JesseSmith@searshc.com; tiwinter@firstam.com  
**Subject:** RE: ESCROW NO. NCS - 585514E  
**Importance:** High

---

Jens and Krishna,

It looks like the original documents you sent will not make it to Tina until tomorrow morning (per the USPS tracking number: EM539450446US). We do, however, have the pdf copies that Jens sent. I spoke with Melinda (Sears' counsel, copied here), and we are both fine closing using the pdf signatures from Oakland and the originals of the other signatures. Tina is assembling pdfs of the fully executed documents right now. When the original Oakland signatures come in tomorrow, Tina will slip in those original signature pages and send the docs for recording.

Jens and Krishna, we just need your sign off to close on the pdf signatures from Oakland as described above. Can you please let us know asap if that is ok?

---

Thanks, Dan

**Daniel D. Ball**

**GIBSON DUNN**

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---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Tuesday, December 09, 2014 5:14 PM  
**To:** [tiwinter@firstam.com](mailto:tiwinter@firstam.com)  
**Cc:** [Drew@lane-partners.com](mailto:Drew@lane-partners.com); Ball, Daniel; Pettitt, Krishna  
**Subject:** ESCROW NO. NCS - 585514E

Dear Ms. Winter:

Attached please find electronic copies of documents related to the escrow referenced above as well as escrow instructions. We have sent the original documents by overnight mail. Please confirm receipt of the documents once they have arrived.

If you have any questions, please contact me at 510.238.3317.

Thank you!

Jens Hillmer  
Urban Economic Coordinator  
Economic & Workforce

Development Department  
Project Implementation Division  
City of Oakland  
250 Frank H. Ogawa Plaza, Ste. 5313  
Oakland, CA 94612  
Tel.: 510-238-3317  
[Jhhillmer@oaklandnet.com](mailto:Jhhillmer@oaklandnet.com)

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**Hillmer, J H**

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**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Wednesday, December 10, 2014 12:12 PM  
**To:** Hillmer, J H; tiwinter@firstam.com  
**Cc:** Drew@lane-partners.com; Pettitt, Krishna  
**Subject:** RE: ESCROW NO. NCS - 585514E

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Do you have a tracking number for the overnight package?

---

**Daniel D. Ball**

**GIBSON DUNN**

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[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Tuesday, December 09, 2014 5:14 PM  
**To:** tiwinter@firstam.com  
**Cc:** Drew@lane-partners.com; Ball, Daniel; Pettitt, Krishna  
**Subject:** ESCROW NO. NCS - 585514E

---

Dear Ms. Winter:

Attached please find electronic copies of documents related to the escrow referenced above as well as escrow instructions. We have sent the original documents by overnight mail. Please confirm receipt of the documents once they have arrived.

If you have any questions, please contact me at 510.238.3317.

Thank you!

Jens Hillmer  
Urban Economic Coordinator  
Economic & Workforce  
Development Department  
Project Implementation Division  
City of Oakland  
250 Frank H. Ogawa Plaza, Ste. 5313  
Oakland, CA 94612  
Tel.: 510-238-3317  
[Jhillmer@oaklandnet.com](mailto:Jhillmer@oaklandnet.com)

---

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---

**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Wednesday, December 10, 2014 7:49 AM  
**To:** Hillmer, J H; tiwinter@firstam.com  
**Cc:** Drew@lane-partners.com; Pettitt, Krishna  
**Subject:** RE: ESCROW NO. NCS - 585514E

---

One thing here: The recording order should be

- 
1. First Amendment
  2. Transfer Agreement
  3. Second Amendment

If we did the Transfer before the First Amendment, Sears would not be the appropriate party to the First Amendment. Please confirm that the above recording order is ok.

Thanks, Dan

---

**From:** Hillmer, J H [mailto:JHillmer@oaklandnet.com]  
**Sent:** Tuesday, December 09, 2014 5:14 PM  
**To:** [tiwinter@firstam.com](mailto:tiwinter@firstam.com)  
**Cc:** [Drew@lane-partners.com](mailto:Drew@lane-partners.com); Ball, Daniel; Pettitt, Krishna  
**Subject:** ESCROW NO. NCS - 585514E

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Dear Ms. Winter:

Attached please find electronic copies of documents related to the escrow referenced above as well as escrow instructions. We have sent the original documents by overnight mail. Please confirm receipt of the documents once they have arrived.

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---



## Hillmer, J H

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Tuesday, December 09, 2014 11:44 AM  
**To:** Hillmer, J H  
**Subject:** RE: Document Signing

---

Thanks. We only have until tomorrow to get everything into escrow, so they need to go out today so the title company gets them in the morning.

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Tuesday, December 09, 2014 11:40 AM  
**To:** Ball, Daniel  
**Subject:** RE: Document Signing

Daniel:

Not yet! We are hoping to get them out today.

jens

---

Jens Hillmer  
Urban Economic Coordinator  
Economic & Workforce  
Development Department  
Project Implementation Division  
City of Oakland  
250 Frank H. Ogawa Plaza, Ste. 5313  
Oakland, CA 94612  
Tel.: 510-238-3317  
[Jhhillmer@oaklandnet.com](mailto:Jhhillmer@oaklandnet.com)

---

**From:** Ball, Daniel [<mailto:DBall@gibsondunn.com>]  
**Sent:** Tuesday, December 09, 2014 11:33 AM  
**To:** Hillmer, J H; Pettitt, Krishna  
**Subject:** RE: Document Signing

Hi Jens,

Did the documents go out to the Title Company? They have not yet received them. Do you have a tracking number?

Thanks, Dan

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Friday, December 05, 2014 2:43 PM  
**To:** Ball, Daniel; Pettitt, Krishna  
**Subject:** Document Signing

I want to let you know that we were not able to have the City Administrator execute the LDDA-related documents today due to a schedule conflict that arose with very short notice. However, we will get them signed on Monday and overnight them to the Title Company. We hope that this will not create any problems for anyone. Thank you!

Jens Hillmer  
Urban Economic Coordinator  
Economic & Workforce  
Development Department  
Project Implementation Division  
City of Oakland  
250 Frank H. Ogawa Plaza, Ste. 5313  
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[Jhillmer@oaklandnet.com](mailto:Jhillmer@oaklandnet.com)

---

---

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reply to advise the sender of the error and then immediately delete this message.

---

**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Tuesday, December 09, 2014 11:33 AM  
**To:** Hillmer, J H; Pettitt, Krishna  
**Subject:** RE: Document Signing

---

Hi Jens,

Did the documents go out to the Title Company? They have not yet received them. Do you have a tracking number?

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Thanks, Dan

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Friday, December 05, 2014 2:43 PM  
**To:** Ball, Daniel; Pettitt, Krishna  
**Subject:** Document Signing

I want to let you know that we were not able to have the City Administrator execute the LDDA-related documents today due to a schedule conflict that arose with very short notice. However, we will get them signed on Monday and ~~overnight them to the Title Company. We hope that this will not create any problems for anyone. Thank you!~~

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Jens Hillmer  
Urban Economic Coordinator  
Economic & Workforce  
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City of Oakland  
250 Frank H. Ogawa Plaza, Ste. 5313  
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---

**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Monday, December 08, 2014 11:00 AM  
**To:** Hillmer, J H; Pettitt, Krishna  
**Subject:** RE: Document Signing

---

That's fine. Just a reminder (since the escrow agent reminded me) to have page 3 of the Transfer initialed, in addition to having the signature pages executed.

---

Thanks!

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Friday, December 05, 2014 2:43 PM  
**To:** Ball, Daniel; Pettitt, Krishna  
**Subject:** Document Signing

---

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[Jhhillmer@oaklandnet.com](mailto:Jhhillmer@oaklandnet.com)

---

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---

**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Friday, December 05, 2014 1:19 PM  
**To:** Pettitt, Krishna; Lane, Patrick; Hillmer, J H  
**Subject:** Escrow Contact

---

Here is the escrow contact:

ESCROW NO. NCS - 585514E

---

**Tina L. Winter**  
Senior Commercial Escrow Officer



*First American*

First American Title Insurance Company  
National Commercial Services  
30 North LaSalle Street, Suite 2700 Chicago, IL 60602

Tel: 312-917-7231  
Direct Fax: 866-578-7587  
Email: [tiwinter@firstam.com](mailto:tiwinter@firstam.com)

---

**Daniel D. Ball**

**GIBSON DUNN**

Gibson, Dunn & Crutcher LLP  
555 Mission Street, San Francisco, CA 94105-0921  
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560  
[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

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---

**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Friday, December 05, 2014 9:52 AM  
**To:** Hillmer, J H  
**Cc:** Pettitt, Krishna  
**Subject:** RE: Sears LDDA  
**Attachments:** Notary Page.docx

---

Also, here is a notary page to use for the signatures.

---

**Daniel D. Ball**

**GIBSON DUNN**

Gibson, Dunn & Crutcher LLP  
555 Mission Street, San Francisco, CA 94105-0921  
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560  
[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

---

**From:** Ball, Daniel  
**Sent:** Friday, December 05, 2014 9:32 AM  
**To:** 'Hillmer, J H'  
**Cc:** Pettitt, Krishna; John Kevlin ([jkevin@reubenlaw.com](mailto:jkevin@reubenlaw.com)); Scott Smithers ([scott@lane-partners.com](mailto:scott@lane-partners.com)); Drew Haydel ([Drew@lane-partners.com](mailto:Drew@lane-partners.com)); 'Pinto@Waltonst.com' ([Pinto@Waltonst.com](mailto:Pinto@Waltonst.com))  
**Subject:** RE: Sears LDDA

---

Thanks. I accepted the changes in the attached (leaving the December date blank for now though – we can fill that in with the final date) and removed the comments. Do you have a copy of the Grant Deed exhibit?

I spoke with Sears about logistics and they want to do the following:

1. Have everyone sign 5 copies of the docs and send them to our escrow in Chicago (contact information is below).
2. Sears will wire the extension payment into escrow and give the escrow agent instructions to wire out the funds to you when the escrow agent has all the fully executed documents. We'll just need payment instructions from you.
3. The escrow agent will then release the fully executed documents back to us (2 copies for you) and send 1 copy of each document for recording.

Does that work?

Here is the escrow contact:

ESCROW NO. NCS - 585514E

**Tina L. Winter**  
Senior Commercial Escrow Officer



**First American**

First American Title Insurance Company  
National Commercial Services  
30 North LaSalle Street, Suite 2700 Chicago, IL 60602

Tel: 312-917-7231

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Thursday, December 04, 2014 2:55 PM  
**To:** Ball, Daniel  
**Cc:** Pettitt, Krishna  
**Subject:** RE: Sears LDDA

Great! Please have Sears sign 5 copies of the relevant documents then. We still had a couple of minor corrections on the Second Amendment, which I have attached to this email. I do not think that these are substantive. If you are ok with the changes, I will send a clean version of this document to you.

Jens

Jens Hillmer  
Urban Economic Coordinator  
Economic & Workforce  
Development Department

---

Project Implementation Division  
City of Oakland  
250 Frank H. Ogawa Plaza, Ste. 5313  
Oakland, CA 94612  
Tel.: 510-238-3317  
[Jhillmer@oaklandnet.com](mailto:Jhillmer@oaklandnet.com)

---

**From:** Ball, Daniel [<mailto:DBall@gibsondunn.com>]  
**Sent:** Thursday, December 04, 2014 2:43 PM  
**To:** Hillmer, J H  
**Cc:** Pettitt, Krishna  
**Subject:** RE: Sears LDDA

I think 5. 2 originals for you, 1 for Sears, 1 for me, and then 1 to be sent for recording.

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Thursday, December 04, 2014 2:24 PM  
**To:** Ball, Daniel  
**Cc:** Pettitt, Krishna  
**Subject:** Sears LDDA

Hi Daniel:

As we are getting ready to sign the documents, I am wondering how many copies of each document we will need to sign. We will need two originals. How many will you need? Let us figure this out before Sears signs anything.

Thank you!

Jens

Jens Hillmer  
Urban Economic Coordinator  
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**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Friday, December 05, 2014 9:32 AM  
**To:** Hillmer, J H  
**Cc:** Pettitt, Krishna; John Kevlin (jkevin@reubenlaw.com); Scott Smithers (scott@lane-partners.com); Drew Haydel (Drew@lane-partners.com); 'Pinto@Waltonst.com' (Pinto@Waltonst.com)  
**Subject:** RE: Sears LDDA  
**Attachments:** LDDA Second Amendment.docx

---

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1. Have everyone sign 5 copies of the docs and send them to our escrow in Chicago (contact information is below).
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Tel: 312-917-7231  
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**Cc:** Pettitt, Krishna  
**Subject:** RE: Sears LDDA

---

Thanks. How does Sears wire the extension fee to the City?

---

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**Hillmer, J H**

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Thank you!

Jens

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Hillmer, J H

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Wednesday, December 03, 2014 3:37 PM  
**To:** Pettitt, Krishna; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Cc:** John Kevlin (jkevin@reubenlaw.com); Drew Haydel (Drew@lane-partners.com); Scott Smithers (scott@lane-partners.com); 'Pinto@Waltonst.com' (Pinto@Waltonst.com)  
**Subject:** RE: Sears LDDA Documents  
**Attachments:** LDDA Second Amendment.docx; LDDA Transfer and Assignment.v2.docx; LDDA First Amendment.v3.docx

---

I added a notice address to the 2<sup>nd</sup> Amendment (attached). Please use the attached. I have attached the other documents again as well, as I had to make a small tweak to the sig block for BTO.

Thanks, Dan

Daniel D. Ball

GIBSON DUNN

Gibson, Dunn & Crutcher LLP  
555 Mission Street, San Francisco, CA 94105-0921  
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560  
[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

---

**From:** Ball, Daniel  
**Sent:** Wednesday, December 03, 2014 3:21 PM  
**To:** 'Pettitt, Krishna'; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Cc:** John Kevlin (jkevin@reubenlaw.com); Drew Haydel (Drew@lane-partners.com); Scott Smithers (scott@lane-partners.com); 'Pinto@Waltonst.com' (Pinto@Waltonst.com)  
**Subject:** RE: Sears LDDA Documents

We ran these by Sears for final approval and they had a couple of cleanup changes (see the comparisons). Also, I think the extension of the completion date is supposed to be to October 18, 2018.

If these are ok, Sears asked that we sign up the docs and they will send their signature pages to escrow asap. Please let me know if that works.

Thanks, Dan

Daniel D. Ball

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[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

---

**From:** Pettitt, Krishna [<mailto:KPettitt@oaklandcityattorney.org>]  
**Sent:** Monday, December 01, 2014 2:25 PM  
**To:** Lane, Patrick; Hillmer, J H; Millner, Dianne; Ball, Daniel  
**Subject:** Sears LDDA Documents

All, attached please find the First Amendment and the Transfer of Rights and Assignment Agreement, marked to show changes requested by Sears.

Please contact me with any further questions or comments.

Thanks, Krishna

---

Krishna L. Pettitt  
Deputy City Attorney  
Office of City Attorney Barbara J. Parker  
City of Oakland  
City Hall – 6<sup>th</sup> Floor  
One Frank H. Ogawa Plaza  
Oakland, California 94612  
Direct Dial: (510) 238-3603  
Facsimile: (510) 238-6500  
[kpettitt@oaklandcityattorney.org](mailto:kpettitt@oaklandcityattorney.org)

---

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---

Hillmer, J H

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Wednesday, December 03, 2014 3:21 PM  
**To:** Pettitt, Krishna; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Cc:** John Kevlin (jkevin@reubenlaw.com); Drew Haydel (Drew@lane-partners.com); Scott Smithers (scott@lane-partners.com); 'Pinto@Waltonst.com' (Pinto@Waltonst.com)  
**Subject:** RE: Sears LDDA Documents  
**Attachments:** LDDA First Amendment.v3.docx; LDDA Transfer and Assignment.v2.docx; WSComparison\_LDDA First Amendment.v3-LDDA First Amendment.v3.docx; WSComparison\_LDDA Transfer and Assignment.v2-LDDA Transfer and Assignment.v2.docx

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If these are ok, Sears asked that we sign up the docs and they will send their signature pages to escrow asap. Please let me know if that works.

Thanks, Dan

Daniel D. Ball

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## GIBSON DUNN

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---

**From:** Pettitt, Krishna [<mailto:KPettitt@oaklandcityattorney.org>]  
**Sent:** Monday, December 01, 2014 2:25 PM  
**To:** Lane, Patrick; Hillmer, J H; Millner, Dianne; Ball, Daniel  
**Subject:** Sears LDDA Documents

All, attached please find the First Amendment and the Transfer of Rights and Assignment Agreement, marked to show changes requested by Sears.

Please contact me with any further questions or comments.

Thanks, Krishna

Krishna L. Pettitt  
Deputy City Attorney  
Office of City Attorney Barbara J. Parker  
City of Oakland  
City Hall – 6<sup>th</sup> Floor  
One Frank H. Ogawa Plaza  
Oakland, California 94612  
Direct Dial: (510) 238-3603  
Facsimile: (510) 238-6500  
[kpettitt@oaklandcityattorney.org](mailto:kpettitt@oaklandcityattorney.org)

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Hillmer, J H

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**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Monday, December 01, 2014 10:36 AM  
**To:** Hillmer, J H  
**Subject:** RE: Sears LDDA

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Thanks. I have asked Sears if there is one, and I'm looking for one too.

Daniel D. Ball

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## GIBSON DUNN

Gibson, Dunn & Crutcher LLP  
555 Mission Street, San Francisco, CA 94105-0921  
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560  
[DBall@gibsondunn.com](mailto:DBall@gibsondunn.com) • [www.gibsondunn.com](http://www.gibsondunn.com)

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Monday, December 01, 2014 10:33 AM  
**To:** Ball, Daniel  
**Subject:** RE: Sears LDDA

---

Dan:

Attached please find the legal description for the Site. Were you able to find the recorded version of the LDDA?

Jens

Jens Hillmer  
Urban Economic Coordinator  
Economic & Workforce  
Development Department  
Project Implementation Division  
City of Oakland  
250 Frank H. Ogawa Plaza, Ste. 5313  
Oakland, CA 94612  
Tel.: 510-238-3317  
[Jhillmer@oaklandnet.com](mailto:Jhillmer@oaklandnet.com)

---

**From:** Ball, Daniel [<mailto:DBall@gibsondunn.com>]  
**Sent:** Monday, December 01, 2014 10:26 AM  
**To:** Pettitt, Krishna; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** RE: Sears LDDA

Ok.

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**From:** Pettitt, Krishna [<mailto:KPettitt@oaklandcityattorney.org>]  
**Sent:** Monday, December 01, 2014 10:26 AM  
**To:** Ball, Daniel; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** RE: Sears LDDA

Yes, we could do that.