

However, Patrick has informed me that he wants to go ahead with the two Amendments so that is how I will proceed. I will send out the Second soon.

Sears comments are okay with us.

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:** Monday, December 01, 2014 10:23 AM  
**To:** Pettitt, Krishna; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** RE: Sears LDDA

Would you move the extension fee section to the Transfer so Sears is obligated to pay it?

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:** Pettitt, Krishna [<mailto:KPettitt@oaklandcityattorney.org>]  
**Sent:** Sunday, November 30, 2014 1:38 PM

**To:** Ball, Daniel; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** Sears LDDA

Good afternoon all, hope you are well and hope you have all enjoyed the holiday weekend.

As I am here working on the Second Amendment so it will be available for execution tomorrow, it occurs to me that if Sears and the assignee sign the transfer and assignment agreement "first," then Sears does not need to be a party to any Amendment. Therefore, we would not need two amendments and all can be accomplished in one document, the First Amendment.

The City will, of course, require a contemporaneous signing of all documents as we will not consent to the assignment unless and until the assignee agrees to our clarifications and changes to the LDDA.

Any thoughts?

Krishna L. Pettitt  
Deputy City Attorney  
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**Hillmer, J H**

---

**From:** Ball, Daniel <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.

---

**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.

However, Patrick has informed me that he wants to go ahead with the two Amendments so that is how I will proceed. I will send out the Second soon.

Sears comments are okay with us.

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Krishna L. Pettitt  
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Daniel D. Ball

GIBSON DUNN

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**Sent:** Sunday, November 30, 2014 1:38 PM  
**To:** Ball, Daniel; Lane, Patrick; Hillmer, J H; Millner, Dianne  
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Any thoughts?

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**Hillmer, J H**

---

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**Sent:** Monday, December 01, 2014 10:23 AM  
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**Subject:** RE: Sears LDDA

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**Daniel D. Ball**

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**GIBSON DUNN**

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**Sent:** Sunday, November 30, 2014 1:38 PM  
**To:** Ball, Daniel; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** Sears LDDA

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---

**Hillmer, J H**

---

**From:** Ball, Daniel <DBall@gibsondunn.com>  
**Sent:** Monday, December 01, 2014 8:16 AM  
**To:** Pettitt, Krishna  
**Cc:** John Kevlin (jkevin@reubenlaw.com); Drew Haydel (Drew@lane-partners.com); Scott Smithers (scott@lane-partners.com); 'Pinto@Waltonst.com' (Pinto@Waltonst.com); Lane, Patrick; Hillmer, J H  
**Subject:** FW: Sears LDDA Amendment and Assignment Documents  
**Attachments:** DMLIB-#473932-vpdf-Oakland\_CA\_-\_Sears\_#1039\_First\_Amendment\_to\_LDDA.PDF; DMLIB-#459892-vpdf-Oakland\_CA\_-\_Sears\_#1039\_-LDDA\_Transfer\_of\_Rights\_& Assignment\_& Assumption.PDF; DMLIB-#473932-v3-Oakland\_CA\_-\_Sears\_#1039\_First\_Amendment\_to\_LDDA.DOC; DMLIB-#459892-v3-Oakland\_CA\_-\_Sears\_#1039\_-LDDA\_Transfer\_of\_Rights\_& Assignment\_& Assumption.DOC

---

Please see attached for some comments from Sears counsel on the docs, which includes the changes to the release language in the transfer. I am following up on your question from yesterday regarding the amendment. In the meantime, please let me know if these changes are ok.

Notes from counsel to Sears:

- 
1. I changed "Properties" to "Site" as that is how it is defined in the LDDA.
  2. I inserted the recording number of the LDDA. Will the county recorded without attaching the legal description?
  3. You may have already done this, but please email me a copy of the Ordinance that is referenced in the documents. [NOTE: DO YOU HAVE THIS?]
  4. As the City is conditioning their consent to the assignment on the execution of the 2<sup>nd</sup> Amendment, we will want to see the executed 2<sup>nd</sup> amendment to know that the condition has been satisfied.

---

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---



Hillmer, J H

---

**From:** Drew Haydel <drew@lane-partners.com>  
**Sent:** Monday, December 01, 2014 11:10 AM  
**To:** Lane, Patrick  
**Cc:** Hillmer, J H; Scott Smithers  
**Subject:** RE: LDDA Closing Statement

---

Yes. All of the money used to purchase the Sears Building and rights to the LDDA site came from Walton Street Real Estate Fund VII. There are no additional loans on the property.

---

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

---

**From:** Lane, Patrick [<mailto:PLane@oaklandnet.com>]  
**Sent:** Monday, December 01, 2014 10:57 AM  
**To:** Drew Haydel  
**Cc:** JHHillmer@oaklandnet.com  
**Subject:** RE: LDDA Closing Statement

---

Can you confirm that the funds for the purchase of the Sears Building and rights to the Sears LDDA were cash and that there is no debt on the properties?

---

Thanks

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 30, 2014 2:56 PM  
**To:** Lane, Patrick  
**Subject:** LDDA Closing Statement

Patrick,

Attached is the closing statement from the original transaction. You will note that W/L Broadway Owner VII, LLC is the entity for both the larger acquisition and the LDDA transfer. Let me know if you need anything else.

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

**Hillmer, J H**

---

**From:** Drew Haydel <drew@lane-partners.com>  
**Sent:** Tuesday, December 02, 2014 5:50 PM  
**To:** Lane, Patrick  
**Cc:** Hillmer, J H  
**Subject:** RE: LDDA Closing Statement

---

I think we are all done. After reviewing the documents they did grant us an extension to get the signatures. I will forward you copies when everyone has signed.

---

I sincerely want to thank you both for your help getting these documents finalized. Sears is tough to deal with and I know we would not have gotten this done without you.

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

---

**From:** Lane, Patrick [<mailto:PLane@oaklandnet.com>]  
**Sent:** Tuesday, December 02, 2014 5:24 PM  
**To:** Drew Haydel  
**Cc:** Hillmer, J H  
**Subject:** RE: LDDA Closing Statement

---

It seems like we are only waiting for Sears. The draft documents were sent on Monday but we haven't heard anything. Have you heard from Sears? Are there any outstanding issues?

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:** Lane, Patrick  
**Sent:** Monday, December 01, 2014 10:57 AM  
**To:** Drew Haydel  
**Cc:** Jens Hillmer ([JHHillmer@oaklandnet.com](mailto:JHHillmer@oaklandnet.com))  
**Subject:** RE: LDDA Closing Statement

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Thanks

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

**Sent:** Sunday, November 30, 2014 2:56 PM

**To:** Lane, Patrick

**Subject:** LDDA Closing Statement

Patrick,

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Drew

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M: 650-388-6996

Hillmer, J H

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**Sent:** Monday, December 01, 2014 11:10 AM  
**To:** Lane, Patrick  
**Cc:** Hillmer, J H; Scott Smithers  
**Subject:** RE: LDDA Closing Statement

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

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**From:** Lane, Patrick [<mailto:PLane@oaklandnet.com>]  
**Sent:** Monday, December 01, 2014 10:57 AM  
**To:** Drew Haydel  
**Cc:** [JHHillmer@oaklandnet.com](mailto:JHHillmer@oaklandnet.com)  
**Subject:** RE: LDDA Closing Statement

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Thanks

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Project Implementation Division  
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**Sent:** Sunday, November 30, 2014 2:56 PM  
**To:** Lane, Patrick  
**Subject:** LDDA Closing Statement

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

**Hillmer, J H**

---

**From:** Pettitt, Krishna  
**Sent:** Friday, December 05, 2014 12:54 PM  
**To:** 'Ball, Daniel'; Hillmer, J H; Lane, Patrick; Millner, Dianne  
**Subject:** LDDA Second Amendment  
**Attachments:** LDDA Second Amendment..2.docx

---

All, attached please find the Second amendment with the Grant Deed Attached.

---

Please call me with any further comments

Krishna L. Pettitt  
Deputy City Attorney  
Office of City Attorney Barbara J. Parker  
City of Oakland  
City Hall – 6<sup>th</sup> Floor  
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**Hillmer, J H**

---

**From:** Pettitt, Krishna  
**Sent:** Monday, December 01, 2014 2:25 PM  
**To:** Lane, Patrick; Hillmer, J H; Millner, Dianne; 'Ball, Daniel'  
**Subject:** Sears LDDA Documents  
**Attachments:** LDDA First Amendment.v3.docx; LDDA Transfer and Assignment.v2.docx

---

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  
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**Hillmer, J H**

---

**From:** Hillmer, J H  
**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  
Oakland, CA 94612  
Tel.: 510-238-3317

---

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

**Hillmer, J H**

---

**From:** Hillmer, J H  
**Sent:** Wednesday, December 10, 2014 1:26 PM  
**To:** 'Ball, Daniel'; [tiwinter@firstam.com](mailto:tiwinter@firstam.com)  
**Cc:** [Drew@lane-partners.com](mailto:Drew@lane-partners.com)  
**Subject:** RE: ESCROW NO. NCS - 585514E

---

It was sent via United States Postal Service.

---

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:** Wednesday, December 10, 2014 12:12 PM  
**To:** Hillmer, J H; [tiwinter@firstam.com](mailto:tiwinter@firstam.com)  
**Cc:** [Drew@lane-partners.com](mailto:Drew@lane-partners.com); Pettitt, Krishna  
**Subject:** RE: ESCROW NO. NCS - 585514E

Do you have a tracking number for the overnight package?

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:** 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

---

**From:** Hillmer, J H  
**Sent:** Tuesday, December 09, 2014 2:21 PM  
**To:** 'Drew Haydel'  
**Subject:** RE: LDDA

---

ok

---

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:** Drew Haydel [<mailto:drew@lane-partners.com>]  
**Sent:** Tuesday, December 09, 2014 2:20 PM  
**To:** Hillmer, J H; Lane, Patrick  
**Cc:** Scott Smithers; Pettitt, Krishna  
**Subject:** RE: LDDA

Jens,

I think it would be a good idea to scan the documents and email a PDF to Tina Winter in Chicago, if possible. Having the scans will ensure that we do not have any problems with the Sears extension deadline. Thanks!

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

---

---

**From:** Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]  
**Sent:** Tuesday, December 09, 2014 1:46 PM  
**To:** Drew Haydel; Lane, Patrick  
**Cc:** Scott Smithers; Pettitt, Krishna  
**Subject:** RE: LDDA

Hi Drew:

We are aiming to overnight the documents this afternoon. I will let you know when everything has been mailed.

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:** Drew Haydel [<mailto:drew@lane-partners.com>]  
**Sent:** Tuesday, December 09, 2014 1:33 PM  
**To:** Lane, Patrick; Hillmer, J H  
**Cc:** Scott Smithers  
**Subject:** LDDA

---

Patrick and Jens,

I just checked with Dan Ball on the status of the LDDA transfer. Good news is that Sears has put their documents into escrow. It sounds like the final documents that need to be submitted are from the city.

Our extension with Sears expires tomorrow. Will you be able to get the documents signed and into escrow today?

Please give me a call if there is anything we need to discuss or if there is anything I can help with.

---

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

**Hillmer, J H**

---

**From:** Hillmer, J H  
**Sent:** Tuesday, December 09, 2014 1:46 PM  
**To:** 'Drew Haydel'; Lane, Patrick  
**Cc:** Scott Smithers; Pettitt, Krishna  
**Subject:** RE: LDDA

---

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---

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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)

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**To:** Lane, Patrick; Hillmer, J H  
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Drew  
O: 650-838-0100  
M: 650-388-6996

**Hillmer, J H**

---

**From:** Hillmer, J H  
**Sent:** Monday, November 24, 2014 10:57 AM  
**To:** 'DBall@gibsondunn.com'  
**Cc:** Pettitt, Krishna; Patrick Lane (PSLane@oaklandnet.com)  
**Subject:** 2006-2016 Telegraph Avenue and 490 Thomas L. Berkeley Way

---

Dear Daniel:

As a professional courtesy, we want to let you know that the City advised Lane Partners that Alex Hahn, the former owner of 2006-2016 Telegraph Avenue and 490 Thomas L. Berkeley Way (collectively, the "Properties"), has asserted that he has a right of first refusal to repurchase the Properties. He has retained counsel who asserts Hahn's has a statutory right (CCP Section 1245.245(f)) of first refusal to repurchase because the property has not been put to a public purpose. Hahn's counsel has, among other things, made a public records act request and asked the City to refrain from entering into any contracts relating to the Properties until the matter is resolved. We did not respond to that request and, to date, are not aware of any lis pendens filings.

Please let us know if you have any questions.

---

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)

## Hillmer, J H

---

**From:** Hillmer, J H  
**Sent:** Monday, December 01, 2014 9:50 AM  
**To:** 'Ball, Daniel'  
**Cc:** Pettitt, Krishna; Patrick Lane (PSLane@oaklandnet.com)  
**Subject:** RE: Sears LDDA Amendment and Assignment Documents  
**Attachments:** 2014-010 ORSA.pdf

---

Hi Daniel:

---

Without yet commenting on the agreements, I have a couple of questions. First, may I have a copy of the recorded LDDA. To the best of my knowledge, we did not cause the recordation of the LDDA at the time of execution because we usually only record this upon consummation of the property transfer. Perhaps Sears recorded a copy.

Next, I have attached a copy of the ORSA resolution authorizing the transfer and amendment. Lastly, I will send you copies of the legal description. The county will not record without it.

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

---

**From:** Ball, Daniel [<mailto:DBall@gibsondunn.com>]  
**Sent:** Monday, December 01, 2014 8:16 AM  
**To:** Pettitt, Krishna  
**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)); 'Pinto@Waltonst.com' ([Pinto@Waltonst.com](mailto:Pinto@Waltonst.com)); Lane, Patrick; Hillmer, J H  
**Subject:** FW: Sears LDDA Amendment and Assignment Documents

Please see attached for some comments from Sears counsel on the docs, which includes the changes to the release language in the transfer. I am following up on your question from yesterday regarding the amendment. In the meantime, please let me know if these changes are ok.

Notes from counsel to Sears:

1. I changed "Properties" to "Site" as that is how it is defined in the LDDA.
2. I inserted the recording number of the LDDA. Will the county record without attaching the legal description?
3. You may have already done this, but please email me a copy of the Ordinance that is referenced in the documents. [NOTE: DO YOU HAVE THIS?]

4. As the City is conditioning their consent to the assignment on the execution of the 2<sup>nd</sup> Amendment, we will want to see the executed 2<sup>nd</sup> amendment to know that the condition has been satisfied.

---

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---

## Hillmer, J H

---

**From:** Hillmer, J H  
**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

---

**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.

---

**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.

However, Patrick has informed me that he wants to go ahead with the two Amendments so that is how I will proceed. I will send out the Second soon.

Sears comments are okay with us.

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:** Monday, December 01, 2014 10:23 AM  
**To:** Pettitt, Krishna; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** RE: Sears LDDA

Would you move the extension fee section to the Transfer so Sears is obligated to pay it?

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:** Pettitt, Krishna [<mailto:KPettitt@oaklandcityattorney.org>]  
**Sent:** Sunday, November 30, 2014 1:38 PM  
**To:** Ball, Daniel; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** Sears LDDA

Good afternoon all, hope you are well and hope you have all enjoyed the holiday weekend.

As I am here working on the Second Amendment so it will be available for execution tomorrow, it occurs to me that if Sears and the assignee sign the transfer and assignment agreement "first," then Sears does not need to be a party to any Amendment. Therefore, we would not need two amendments and all can be accomplished in one document, the First Amendment.

The City will, of course, require a contemporaneous signing of all documents as we will not consent to the assignment unless and until the assignee agrees to our clarifications and changes to the LDDA.

Any thoughts?

Krishna L. Pettitt  
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---

**Hillmer, J H**

---

**From:** Hillmer, J H  
**Sent:** Monday, December 01, 2014 10:46 AM  
**To:** 'Ball, Daniel'  
**Subject:** RE: Sears LDDA

---

Great! Who gave you the recordation number?

---

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

---

---

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

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

**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:** 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  
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Tel.: 510-238-3317  
[Jhillmer@oaklandnet.com](mailto:Jhillmer@oaklandnet.com)

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**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.

---

**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

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Sears comments are okay with us.

Krishna L. Pettitt  
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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)

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**Sent:** Sunday, November 30, 2014 1:38 PM  
**To:** Ball, Daniel; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** Sears LDDA

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**Hillmer, J H**

---

**From:** Hillmer, J H  
**Sent:** Monday, December 01, 2014 10:48 AM  
**To:** 'Ball, Daniel'  
**Subject:** FW: Sears LDDA  
**Attachments:** Legal Description 2000-2016 Telegraph Avenue 490 Thomas L. Berkley Way.pdf

---

Sorry, I forgot to attach the legal description to the earlier email.

---

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)

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**Subject:** RE: Sears LDDA

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**Sent:** Monday, December 01, 2014 10:26 AM  
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**Subject:** RE: Sears LDDA

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Daniel D. Ball

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**Sent:** Sunday, November 30, 2014 1:38 PM  
**To:** Ball, Daniel; Lane, Patrick; Hillmer, J H; Millner, Dianne  
**Subject:** Sears LDDA

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Any thoughts?

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Krishna L. Pettitt  
Deputy City Attorney  
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---

**Hillmer, J H**

---

**From:** Hillmer, J H  
**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~~  
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)

**Hillmer, J H**

---

**From:** Hillmer, J H  
**Sent:** Thursday, December 04, 2014 2:55 PM  
**To:** 'Ball, Daniel'  
**Cc:** Pettitt, Krishna  
**Subject:** RE: Sears LDDA  
**Attachments:** LDDA Second Amendment.docx

---

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

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**Hillmer, J H**

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**From:** Hillmer, J H  
**Sent:** Friday, December 05, 2014 12:13 PM  
**To:** 'Ball, Daniel'  
**Cc:** Pettitt, Krishna  
**Subject:** RE: Sears LDDA

---

Hi Daniel:

Below please find the wire instructions for the Successor Agency:

Beneficiary Bank	JPMorgan Chase NA.
Bank Location:	San Francisco
ACH/Wire Routing Number:	322271627
	City of Oakland - Redevelopment Successor
Beneficiary:	Agency
Beneficiary Account No.:	570893391
Tax ID:	946000384
Type of Account:	Checking
Reference:	Sears LDDA Payment

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Please let me know if you have any questions.

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)

---

**From:** Ball, Daniel [<mailto:DBall@gibsondunn.com>]  
**Sent:** Friday, December 05, 2014 7:19 AM  
**To:** Hillmer, J H  
**Cc:** Pettitt, Krishna  
**Subject:** RE: Sears LDDA

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

---

**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  
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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.

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**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

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250 Frank H. Ogawa Plaza, Ste. 5313  
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[Jhillmer@oaklandnet.com](mailto:Jhillmer@oaklandnet.com)

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**Hillmer, J H**

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**From:** Hillmer, J H  
**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  
[Jhillmer@oaklandnet.com](mailto:Jhillmer@oaklandnet.com)

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**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  
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:** Hillmer, J H  
**Sent:** Wednesday, December 10, 2014 1:25 PM  
**To:** 'Ball, Daniel'  
**Subject:** RE: ESCROW NO. NCS - 585514E

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The package was sent by UPS express mail tracking No. EM539450446US.

Jens

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

Do you have a tracking number for the overnight package?

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:** 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  
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