

**Recording Requested By and
When Recorded Mail To:**

City of Garden Grove
11222 Acacia Parkway
P.O. Box 3070
Garden Grove, California 92842
Attention: City Manager

*This document is exempt from the
payment of a recording fee pursuant to
Government Code Section 27383.*

**AMENDMENT TO TAMERLANE AFFORDABLE HOUSING
LOAN AGREEMENTS AND REGULATORY AGREEMENTS**

This **AMENDMENT TO TAMERLANE AFFORDABLE HOUSING LOAN AGREEMENTS AND REGULATORY AGREEMENTS** (“Amendment”) dated as of October 11, 2022, is entered into by and among **NEW TAMERLANE, LLC**, a California limited liability company (“Owner”) and **CITY OF GARDEN GROVE**, a California municipal corporation (“City”), and **GARDEN GROVE HOUSING AUTHORITY**, a public body corporate and politic (“Housing Authority”. Together, City and Housing Authority may be referred to as “Garden Grove” and each of Owner, City and Housing Authority is a “Party” and together are the “Parties”. This Amendment is entered into with reference to the following facts:

RECITALS

- A. The City is a California municipal corporation and general law city.
- B. The Garden Grove Housing Authority is a public body corporate and politic, organized and existing pursuant to the California Housing Authorities Law, Health and Safety Code Section 34200, *et seq.*; further, the Housing Authority serves as the “housing successor” former and dissolved Garden Grove Agency for Community Development (“Former Agency”). The Housing Authority succeeded the Former Agency by operation of law and by action of the City Council of the City of Garden Grove and as approved by the State of California, Department of Finance, as the “housing successor” pursuant to Part 1.8, Division 24, Section 34160, *et seq.* and Part 1.85, Division 24, Section 34170, *et seq.* of the California Health and Safety Code (“HSC” and together, “Housing Successor Law”).
- C. Owner is successor-in-interest to Tamerlane Associates, LLC, a Californian limited liability company (“Preceding Owner”).
- D. Preceding Owner and the City as to thirteen of the 15 loans described herein, and Preceding Owner and the Housing Authority as to two of the 15 loans described herein, are parties to a series of loan agreements and implementing loan documents and regulatory agreements as listed on the attached and fully incorporated exhibits: (i) Exhibit A as to 10 of 15 properties’ loan agreements and regulatory agreements (together, “Ten City and Owner Agreements”), (ii) Exhibit C as to 3 of 15 properties’ loan agreements and regulatory agreements (together, “Three Additional City and Owner

Agreements”, and (iii) Exhibit D as to 2 of 15 properties’ loan agreements and regulatory agreements (together, “Two Housing Authority and Owner Agreements”. Together all fifteen loan agreements including any existing amendments thereto may be referred to as the “Garden Grove Loans”; and all fifteen regulatory agreements including any existing amendments thereto may be referred to as the “Regulatory Agreements”).

E. The Garden Grove Loans were used in part to finance fifteen properties that are improved with a total of 78 apartments for Preceding Owner’s acquisition, rehabilitation, and operation of affordable housing at each property pursuant to the applicable agreements.

F. Of even date with this Amendment, all fifteen properties have been sold by Preceding Owner to the Owner and, together, may be referred to as the “Tamerlane Property”. The legal descriptions of the fifteen properties that comprise the Tamerlane Property is set forth in Exhibit B, Legal Descriptions of Tamerlane Properties, attached and fully incorporated herein.

G. In connection with the sale of the Tamerlane Property, Preceding Owner assigned all its rights under the Garden Grove Loans and the Regulatory Agreements to Owner, and Owner assumed all the duties, obligations and responsibilities under the Garden Grove Loans and Regulatory Agreements, and City consented to the foregoing, all as more fully set forth in that certain unrecorded *Assignment and Assumption Agreement* of even date herewith and executed by and among Preceding Owner, Owner, and Garden Grove (“Assignment”).

H. The Regulatory Agreements each and collectively restrict the use, leasing, ownership, property management, and maintenance of the Tamerlane Property and covenant and restrict the operation thereof as affordable housing for low income households, as more particularly listed and enumerated on Exhibit A, Exhibit C and Exhibit D.

I. Further, under the Assignment, Owner and Garden Grove agreed to amend certain provisions of the Ten City and Owner Agreements to state and extend the “maturity date” of each of the ten loans until December 31, 2025, and to amend the expiration date of the respective ten Regulatory Agreements to December 31, 2025, all in order to create interim extension periods for the series of Ten City and Owner Agreements, which series of instruments are listed in Exhibit A.

J. Further, under the Assignment, Owner and Garden Grove agreed to affirm their mutual and respective intentions to amend, restate, and restructure the terms and conditions of all of the Garden Grove Loans and Regulatory Agreements, as listed in Exhibits A, C and D, for a reset term of 55-years with affordable housing restrictions for the 78 apartments that comprise the Tamerlane Property.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Parties agree as follows:

Section 1. Amendment of Ten City and Owner Agreements. Each of the Ten City and Owner Agreements shall be amended and restated and extended until December 31, 2025 as follows:

1.1 Maturity Date of Garden Grove Loans Extended and Amended to December 31, 2025. Effective as of the date hereof, the final paragraph of Section 301 as to the ten Garden Grove Loans and implementing instruments as listed in Exhibit A shall be amended and extended until December 31, 2025 (“Maturity Date”) as follows:

(a) “The Property shall be subject to the requirements of this Article 300 from the date of Owner’s acquisition of the Property until December 31, 2025 (“Maturity Date”). The Garden Grove Loan shall mature and be due on the Maturity Date of December 31, 2025, unless earlier and otherwise extended, amended or restated by the parties prior to such date, and unless earlier accelerated due to an event of default.”

1.2 Affordability Period under Regulatory Agreements Extended and Amended to December 31, 2025. Effective as of the date hereof, the final paragraph of Section 301 of the Regulatory Agreements as listed in Exhibit A shall be amended, restated and extended until December 31, 2025 (“Affordability Period”) as follows:

(a) “The Property shall be subject to the requirements of this Article 300 from the date of Owner's acquisition of the Property until December 31, 2025. The duration of this requirement shall be known as the “Affordability Period” and such date is of even date with the Maturity Date of the Garden Grove Loan, unless earlier and otherwise extended, amended or restated by the parties prior to such date, and unless earlier accelerated due to an event of default.”

Section 2. Affirmation of Parties Intentions for Ownership and Operation of the Tamerlane Property under an Amended and Restated Affordable Housing Agreement. By this Amendment, Owner, City and Housing Authority desire to state their mutual and respective intentions to amend, restate, and restructure the terms and conditions of all of the Garden Grove Loans and Regulatory Agreements, as listed in Exhibits A, C and D, for a reset term of 55-years with affordable housing restrictions for the apartments that comprise the Tamerlane Property for occupancy by qualified tenants in compliance with Housing Successor Law and the Housing Authorities Law (HAL), and that such Regulatory Agreements, as amended and restated, shall in all respects be and remain senior and nonsubordinate to any and all monetary liens and encumbrances now or in the future during the 55-year Affordability Period. Nothing in the foregoing prejudices or predetermines the exercise of discretion by the City Council and/or Housing Authority board at such time when the amended and restated or other agreement or agreements amending the Garden Grove Loans and Regulatory Agreements are presented to such governmental bodies for consideration and action, except as agreed between Owner, City and/or Authority in the first sentence of this Section 2, the parties shall retain complete discretion with respect to any further agreements between the parties.

Section 3. No Other Amendment. All other provisions of the Garden Grove Loan Documents not modified herein shall remain in full force and effect.

Section 4. Counterparts. This Amendment may be executed in any number of counterparts and by different Parties hereto on separate counterparts, each of which, when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

[Signature blocks begin on next page]

IN WITNESS WHEREOF, this *Amendment to Tamerlane Affordable Housing Loan Agreements and Regulatory Agreements* has been executed by Owner, City and Housing Authority as of the date first above written.

OWNER:

NEW TAMERLANE, LLC,
a California limited liability company

By Affordable Housing Access, Inc.,
a California nonprofit public benefit corporation,
its Manager

By: _____

Name: _____

Its: _____

[Signatures continue on next page]

[Signatures for *Amendment to Tamerlane Affordable Housing Loan Agreements and Regulatory Agreements* continued from previous page]

CITY:

CITY OF GARDEN GROVE,
a California municipal corporation

By: _____
City Manager

HOUSING AUTHORITY

GARDEN GROVE HOUSING AUTHORITY,
a public body corporate and politic

By: _____
Authority Director

ATTEST:

City Clerk and Authority Secretary

APPROVED AS TO FORM:

Stradling Yocca Carlson & Rauth
Special Counsel to City and Housing Authority

EXHIBIT A

TEN CITY AND OWNER AGREEMENTS

Certain terms used in this Exhibit A are defined as follows:

“**City**” shall mean City of Garden Grove, a California municipal corporation.

“**Tamerlane LLC**” shall mean Tamerlane Associates, LLC, a California limited liability company.

I. 12131 Tamerlane Drive Garden Grove Loan Documents (CDBG Funds)

1. *Affordable Housing Loan Agreement* dated as of December 12, 2006 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Promissory Note* dated as of December 13, 2006 in the original principal amount of \$665,604 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated as of December 13, 2006 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, recorded in the Official Records on December 21, 2006 as Instrument No. 2006000854221.
4. *Regulatory Agreement* dated as of December 13, 2006 by and between City and Tamerlane LLC recorded in the Official Records on December 21, 2006 as Instrument No. 2006000854223.

II. 12141 Tamerlane Drive Garden Grove Loan Documents (HOME Funds)

1. *Affordable Housing Loan Agreement* dated as of June 14, 2005 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Promissory Note* dated as of July 6, 2005 in the original principal amount of \$558,457 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of July 6, 2005 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, with the City, as beneficiary, recorded in the Official Records on July 12, 2005 as Instrument No. 2005000538724.
4. *Regulatory Agreement* dated as of July 6, 2005 by and between City and Tamerlane LLC recorded in the Official Records on July 12, 2005 as Instrument No. 2005000538726.

III. 12161 Tamerlane Drive (HOME Funds)

1. *Affordable Housing Loan Agreement* dated as of April 25, 2006 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Promissory Note* dated as of May 30, 2006 in the original principal amount of \$608,900 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of June 2, 2006 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, recorded in Official Records on June 2, 2006 as Instrument No. 2006000373501.
4. *Regulatory Agreement* dated as of May 30, 2006 by and between City and Tamerlane LLC recorded in Official Records on June 6, 2006 as Instrument No. 2006000373502.

**IV. 12171 Tamerlane Drive
(HOME Funds)**

1. *Affordable Housing Loan Agreement* dated as of August 8, 2006 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Promissory Note* dated as of August 10, 2006 in the original principal amount of \$628,094 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of August 10, 2006 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City as beneficiary, recorded in Official Records on August 15, 2006 as Instrument No. 2006000544900.
4. *Regulatory Agreement* dated as of August 10, 2006 by and between City and Tamerlane LLC recorded in Official Records on August 15, 2006 as Instrument No. 2006000544901.

**V. 12181 Tamerlane Drive
(HOME Funds)**

1. *Affordable Housing Loan Agreement* dated as of December 14, 2004 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Promissory Note* dated as of December 15, 2004 in the original principal amount of \$391,911 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of December 15, 2004 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City as beneficiary and recorded in Official Records on December 17, 2004 as Instrument No. 2004001122787.
4. *Regulatory Agreement* dated as of December 17, 2004 by and between City and Tamerlane LLC recorded in Official Records on December 17, 2004 as Instrument No. 2004001122788.

**VI. 12182 Tamerlane Drive
(HOME Funds)**

1. *Affordable Housing Loan Agreement* dated as of December 13, 2005 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Promissory Note* dated as of December 19, 2005 in the original principal amount of \$428,075 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of December 19, 2005 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, recorded in Official Records on January 6, 2006 as Instrument No. 2006000006912.
4. *Regulatory Agreement* dated as of December 19, 2005 by and between City and Tamerlane LLC recorded in Official Records on January 4, 2006 as Instrument No. 2006000006913.

**VII. 12201 Tamerlane Drive
(HOME Funds)**

1. *Affordable Housing Loan Agreement* dated as of December 14, 2004 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Promissory Note* dated as of December 15, 2004 in the original principal amount of \$391,911 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of December 15, 2004 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, and recorded in Official Records on December 17, 2004 as Instrument No. 2004001122779.
4. *Regulatory Agreement* dated as of December 15, 2004 by and between City and Tamerlane LLC recorded in Official Records on December 17, 2004 as Instrument No. 2004001122780.

**VIII. 12202 Tamerlane Drive
(HOME Funds)**

1. *Affordable Housing Loan Agreement* dated as of December 14, 2004 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Promissory Note* dated as of December 15, 2004 in the original principal amount of \$391,911 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of December 15, 2004 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, and recorded in Official Records on December 17, 2004 as Instrument No. 2004001122779.
4. *Regulatory Agreement* dated as of December 15, 2004 by and between City and Tamerlane LLC recorded in Official Records on December 17, 2004 as Instrument No. 2004001122780.

IX. 12212 Tamerlane Drive
(HOME Funds)

1. *Affordable Housing Loan Agreement* dated as of April __ [sic], 2004 by and between City and Tamerlane LLC, , as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC, as further amended by that certain *First [sic] Amendment to Affordable Housing Loan Agreement and Regulatory Agreement* dated as of August 31, 2010 by and between City and Tamerlane LLC and recorded in Official Records on September 15, 2010 as Instrument No. 2010000456983.
2. *Promissory Note* dated as of April 13, 2004 in the original principal amount of \$368,165 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of April 13, 2004 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, and recorded in Official Records on May 4, 2004 as Instrument No. 2004000389228.
4. *Regulatory Agreement* dated as of April 13, 2004 by and between City and Tamerlane LLC recorded in Official Records on May 4, 2004 as Instrument No. 200400389229, as amended by that certain *First [sic] Amendment to Affordable Housing Loan Agreement and Regulatory Agreement* dated as of August 31, 2010 by and between City and Tamerlane LLC and recorded in Official Records on September 15, 2010 as Instrument No. 2010000456983

X. 12222 Tamerlane Drive
(HOME Funds)

1. *Affordable Housing Loan Agreement* dated as of April 13, 2004 by and between City and Tamerlane LLC, , as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC, as further amended by that certain *First [sic] Amendment to Affordable Housing Loan Agreement and Regulatory Agreement* dated as of August 31, 2010 by and between City and Tamerlane LLC and recorded in Official Records on September 15, 2010 as Instrument No. 2010000456982.
2. *Promissory Note* dated as of April 13, 2004 in the original principal amount of \$422,248 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated of April 13, 2004 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, and recorded in Official Records on May 4, 2004 as Instrument No. 2004000389235.
4. *Regulatory Agreement* dated as of April 13, 2004 by and between City and Tamerlane LLC recorded in Official Records on May 4, 2004 as Instrument No. 200400389236, as amended by that certain *First [sic] Amendment to Affordable Housing Loan Agreement and Regulatory Agreement* dated as of August 31, 2010 by and between City and Tamerlane LLC and recorded in Official Records on September 15, 2010 as Instrument No. 2010000456982.

EXHIBIT B

LEGAL DESCRIPTION OF TAMERLANE PROPERTY

1. 12131 Tamerlane Drive; Title Prelim Parcel 8

LOT 3 OF TRACT NO. 5503, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 201, PAGES 29 AND 30 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID ORANGE COUNTY, CALIFORNIA.

2. 12132 Tamerlane Drive; Title Prelim Parcel 7

LOT 4 OF TRACT NO. 5503, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 201, PAGES 29 AND 30 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT THEREFROM ANY UNDERGROUND WATER WHICH MAY BE DEVELOPED IN, UNDER, OR UPON SAID LAND, BUT WITHOUT THE RIGHT OF SURFACE ENTRY, AS PROVIDED IN THE DEED RECORDED IN BOOK 7111, PAGES 715, OFFICIAL RECORDS.

3. 12141 Tamerlane Drive; Title Prelim Parcel 9

Parcel 9A:

LOT 2 OF TRACT NO. 5503, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE COUNTY, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 201 PAGES 29 AND 30 OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY.

Parcel 9B:

THE RIGHT OF ACCESS OVER THE EAST 27 FEET OF THE WEST 47 FEET AND THE ENTIRE 12.5 FEET EXCEPT THE WEST 20 FEET OF LOT 3 OF SAID TRACT.

Parcel 9C:

THE RIGHT OF ACCESS OVER THE EAST 27 FEET OF THE WEST 47 FEET OF LOT 1 OF SAID TRACT.

4. 12142 Tamerlane Drive; Title Prelim Parcel 15

Parcel 15A:

LOT 5 OF TRACT NO. 5503, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 201, PAGES 29 AND 30 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

Parcel 15B:

THE RIGHT OF ACCESS OVER THE WEST 27 FEET OF THE EAST 47 FEET OF LOT 6 OF SAID TRACT NO. 5503

5. 12161 Tamerlane Drive; Title Prelim Parcel 10

Parcel 10A:

LOT 1 OF TRACT NO. 5503, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE COUNTY, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 201 PAGES 29 AND 30 OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY.

Parcel 10B:

THE RIGHT OF ACCESS OVER THE EAST 27 FEET OF THE WEST 47 FEET AND THE ENTIRE 12.5 FEET EXCEPT THE WEST 20 FEET OF LOT 3 OF SAID TRACT.

Parcel 10C:

THE RIGHT OF ACCESS OVER THE EAST 27 FEET OF THE WEST 47 FEET AND THE ENTIRE NORTH 12.5 FEET EXCEPT THE WEST 20 FEET OF LOT 2 OF SAID TRACT.

6. 12162 Tamerlane Drive; Title Prelim Parcel 6

Parcel 6A:

LOT 6 OF TRACT NO. 5503, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE COUNTY, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 201 PAGES 29 AND 30 OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY.

EXCEPTING ALL UNDERGROUND WATER LYING BENEATH THE HEREIN DESCRIBED TRACT, BUT WITHOUT THE RIGHT OF ENTRY TO THE SURFACE THEREOF FOR THE PURPOSE OF PROCURING WATER, AS CONVEYED TO THE CITY OF GARDEN GROVE.

Parcel 6B:

THE RIGHT OF ACCESS OVER THE WEST 27 FEET OF THE EAST 47 FEET AND THE ENTIRE 12.5 FEET EXCEPT THE EAST 20 FEET OF LOT 5 OF SAID TRACT.

Parcel 6C:

THE RIGHT OF ACCESS OVER THE WEST 27 FEET OF THE EAST 47 FEET AND THE ENTIRE NORTH 12.5 FEET EXCEPT THE EAST 20 FEET OF LOT 4 OF SAID TRACT.

7. 12171 Tamerlane Drive; Title Prelim Parcel 11

LOT 1 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 92 PAGES 31 AND 32 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

8. 12172 Tamerlane Drive; Title Prelim Parcel 5

LOT 10 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 92, PAGE 31 AND 32 MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

9. 12181 Tamerlane Drive; Title Prelim Parcel 12

LOT 2 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE COUNTY, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 92, PAGES 31 AND 32 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

10. 12182 Tamerlane Drive; Title Prelim Parcel 4

LOT 9 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 92, PAGES 31 AND 32 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

11. 12201 Tamerlane Drive; Title Prelim Parcel 13

LOT 3 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 92, PAGES 31 AND 32 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

12. 12202 Tamerlane Drive; Title Prelim Parcel 3

LOT 8 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 92, PAGES 31 AND 32 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID ORANGE COUNTY, CALIFORNIA.

13. 12211 Tamerlane Drive; Title Prelim Parcel 14

LOT 4 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 92, PAGES 31 AND 32 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

14. 12212 Tamerlane Drive; Title Prelim Parcel 2

LOT 7 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 92, PAGES 31 AND 32 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID ORANGE COUNTY, CALIFORNIA.

15. 12222 Tamerlane Drive; Title Prelim Parcel 1

LOT 6 OF TRACT NO. 3050, IN THE CITY OF GARDEN GROVE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 92, PAGES 31 AND 32 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID ORANGE COUNTY, CALIFORNIA.

APN: 231-471-31; APN: 231-471-32; APN: 231-471-33; APN: 231-471-34; APN: 231-471-35;

APN: 231-471-36; APN: 231-471-37; APN: 231-471-38; APN: 231-471-39; APN: 231-471-40;

APN: 231-471-41; APN: 231-471-42; APN: 231-471-43; APN: 231-471-44; APN: 231-471-45

EXHIBIT C

THREE ADDITIONAL CITY AND OWNER AGREEMENTS

I. 12132 Tamerlane Drive Garden Grove Loan Documents (HOME Funds and Former Agency/Housing Successor Housing Funds)

1. *Affordable Housing Loan Agreement* dated as of September 12, 2006 by and between City and Tamerlane LLC, as amended by that certain *First Amendment to Affordable Housing Loan Agreement* dated as of October 6, 2006 by and between City and Tamerlane LLC, as further amended by that certain *Second Amendment to Affordable Housing Loan Agreement* dated as of June 8, 2010 by and between City and Tamerlane LLC.
2. *Amended and Restated Option Agreement* dated as of June 8, 2010 between Tamerlane LLC and City recorded in the Official Records on August 27, 2010 as Instrument No. 2010000420476.
3. *Promissory Note* dated as of September 14, 2006 in the original principal amount of \$742,654 made by Tamerlane LLC in favor of City, as amended by that certain *First Amendment to Promissory Note* dated as of October 6, 2006 reducing the principal amount outstanding to \$714,154.
4. *Deed of Trust and Assignment of Rents* dated of December 13, 2006 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, recorded in the Official Records on December 21, 2006 as Instrument No. 2006000854221 as amended by that certain *First Modification of Deed of Trust* dated as of October 6, 2006 by and between Tamerlane LLC, Trustee and City and recorded in the Official Records on October 20, 2005 as Instrument No. 2006000708801.
5. *Regulatory Agreement* dated as of December 13, 2006 by and between City and Tamerlane LLC recorded in the Official Records on December 21, 2006 as Instrument No. 2006000854223.

II. 12142 Tamerlane Drive (City General Fund)

1. *Affordable Housing Loan Agreement* dated as of January 24, 2012 by and between City and Tamerlane, LLC.
2. *Promissory Note* dated as of January 26, 2012 in the original principal amount of \$1,190,992 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated as of January 26, 2012 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City as beneficiary recorded in Official Records on March 13, 2012 as Instrument No. 2012000143744.
4. *Regulatory Agreement* dated as of January 26, 2012 by and between City and Tamerlane LLC recorded in Official Records on March 13, 2012 as Instrument No. 2012000143742.
5. *Option Agreement* dated as of January 24, 2012 between Tamerlane LLC and City and recorded in Official Records on March 13, 2012 as Instrument No. 2012000143745.

6. *Notice of Affordability Restrictions on Transfer of Property* executed by Tamerlane LLC and City and recorded in Official Records on March 13, 2012 as Instrument No. 2012000143743.

**III. 12211 Tamerlane Drive
(City General Fund as HOME Match)**

1. *Affordable Housing Loan Agreement* dated as of May 8, 2012 by and between City and Tamerlane, LLC.
2. *Promissory Note* dated as of May 8, 2012 in the original principal amount of \$549,581 made by Tamerlane LLC in favor of City.
3. *Deed of Trust and Assignment of Rents* dated as of May 8, 2012 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the City, as beneficiary, recorded in Official Records on June 22, 2012 as Instrument No. 2012000355036.
4. *Regulatory Agreement* dated as of May 8, 2012 by and between City and Tamerlane LLC recorded in Official Records on June 22, 2012 as Instrument No. 2012000355034.
5. *Option Agreement* dated as of May 8, 2012 between Tamerlane LLC and City and recorded in Official Records on June 22, 2012 as Instrument No. 2012000355037.
6. *Notice of Affordability Restrictions on Transfer of Property* executed by Tamerlane LLC and City and recorded in Official Records on June 22, 2012 as Instrument No. 2012000355035.

EXHIBIT D

TWO ADDITIONAL HOUSING AUTHORITY AND OWNER AGREEMENTS

Certain terms used in this Exhibit A are defined as follows:

“**City**” shall mean City of Garden Grove, a California municipal corporation.

“**Housing Authority**” shall mean the Garden Grove Housing Authority, a public body corporate and politic.

“**Tamerlane LLC**” shall mean Tamerlane Associates, LLC, a California limited liability company.

I. **12162 Tamerlane Drive** (Former Agency/Housing Successor Housing Funds)

1. *Affordable Housing Loan Agreement* dated as of February 9, 2010 by and between Tamerlane LLC and the former Garden Grove Agency for Community Developer (“Former Agency”) which entity was succeeded by the Garden Grove Housing Authority, as housing successor under the Housing Successor Law.
2. *Option Agreement* dated as of February 9, 2010 between Tamerlane LLC and Former Agency, as succeeded by the Housing Authority, recorded in Official Records on March 19, 2010 as Instrument No. 2010000131392.
3. *Option Agreement* dated as of January 24, 2012 between the City and Tamerlane LLC recorded in Official Records on March 1, 2012 as Instrument No. 2012000118089, which option is junior and subordinate to the option granted to the Former Agency, as succeeded by the Housing Authority.
4. *Promissory Note* dated as of February 9, 2010 in the original principal amount of \$592,076 made by Tamerlane LLC in favor of the Former Agency, as succeeded by the Housing Authority.
5. *Deed of Trust and Assignment of Rents* dated of February 9, 2010 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and with the Former Agency as succeeded by the Housing Authority, as beneficiary, recorded in Official Records on March 19, 2010 as Instrument No. 2010000131391.
6. *Regulatory Agreement* dated as of February 9, 2010 by and between Tamerlane LLC and the Former Agency as succeeded by the Housing Authority recorded in Official Records on March 19, 2010 as Instrument No. 2010000131389.
7. *Notice of Affordability Restrictions on Transfer of Property* executed by Tamerlane LLC and the Former Agency as succeeded by the Housing Authority and recorded in Official Records on March 19, 2010 as Instrument No. 2010000131390.

II. 12172 Tamerlane Drive
(Former Agency/Housing Successor Housing Funds)

1. *Affordable Housing Loan Agreement* dated as of February 9, 2010 by and between Tamerlane LLC and the Former Agency as succeeded by the Housing Authority Tamerlane LLC.
2. *Option Agreement* dated as of February 9, 2010 between Tamerlane LLC and Former Agency, as succeeded by the Housing Authority, recorded in Official Records on March 19, 2010 as Instrument No. 2010000131402.
3. *Option Agreement* dated as of January 24, 2012 between Tamerlane LLC and the City recorded in Official Records on June 27, 2012 as Instrument No. 2012000364678, which option is junior and subordinate to the option granted to the Former Agency, as succeeded by the Housing Authority.
4. *Promissory Note* dated as of February 9, 2010 in the original principal amount of \$980,649 made by Tamerlane LLC in favor of City, as successor in interest to the Garden Grove Agency for Community Development.
5. *Deed of Trust and Assignment of Rents* dated of March 19, 2010 by and between Tamerlane LLC, as Trustor, Alliance Title Company, as Trustee, and the Former Agency as succeeded by the Housing Authority, as beneficiary, and recorded in Official Records on March 19, 2010 as Instrument No. 2010000131401.
6. *Regulatory Agreement* dated as of February 9, 2010 by and between Tamerlane LLC and the Former Agency as succeeded by the Housing Authority and recorded in Official Records on March 19, 2010 as Instrument No. 2010000131399.
7. *Notice of Affordability Restrictions on Transfer of Property* executed by Tamerlane LLC and the Former Agency as succeeded by the Housing Authority and recorded in Official Records on March 19, 2010 as Instrument No. 2010000131400.