

November 19, 2014

Cybele Thompson
Director, Real Estate Assets
City of San Diego
1200 Third Avenue, 17th Floor, MS 51A
San Diego, CA 92101

RE: Civic Center Plaza

Dear Ms. Thompson:

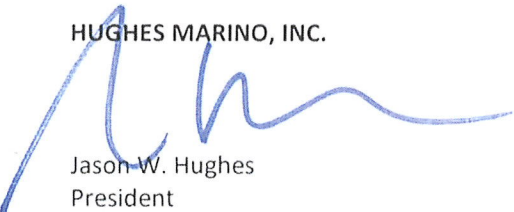
It has been a pleasure helping the City of San Diego save millions of dollars on several lease transactions as a special assistant over the past few years. As I have done in the past, I will continue to seek to assist the City with obtaining at or below market long term solutions while waiving the customary leasing fee that I would have otherwise received for my services.

Since the City asked if I could develop any other potential solutions, I have previously made clear in correspondence to the City that any alternative deal would require me to play a few different roles due to the increased complexity and time demand. As a result, I would seek to be paid customary compensation from any other parties in the transaction. Please note I will continue to honor my arrangement with the City and will make clear with any eventual Landlord that there will not be any leasing fee whatsoever for me or on my behalf included in the rent structure.

Given the time pressure and investment required for me to make all of this happen, I am requesting acknowledgment of such and look forward to helping the City make an incredible deal for its real estate future in downtown San Diego.

Sincerely,

HUGHES MARINO, INC.



Jason W. Hughes
President

By execution below, I acknowledge I have read, agree with, and accept the foregoing:



Cybele Thompson
Director, Real Estate Assets of the City of San Diego

San Diego

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