

**SECOND AMENDMENT TO
MASTER DEVELOPMENT & LEASE OPTION AGREEMENT**

THIS SECOND AMENDMENT TO MASTER DEVELOPMENT & LEASE OPTION AGREEMENT (“Second Amendment”), entered into this _____ day of _____, 2021, by and between the COUNTY OF CLARK, a political subdivision of the State of Nevada (“County”), and MCCARRAN MARKETPLACE SPE, LLC, a Delaware limited liability company authorized to do business in the State of Nevada (“Company”):

RECITALS

WHEREAS, County and Company are the current parties to that certain Master Development & Lease Option Agreement, dated June 4, 2002, as amended on December 5, 2006 and assigned on July 18, 2017 (collectively, the “Option Agreement”); and

WHEREAS, County and Company desire to further amend the Option Agreement, as more particularly set forth below;

WHEREAS, County and Company are the current parties to that certain First Amended and Restated Lease Agreement, dated January 7, 2013, as amended on August 18, 2015 and July 18, 2017, and assigned on July 18, 2017 (collectively, the “Lease Agreement”), for the shopping center known as McCarran Marketplace;

WHEREAS, approximately 1.23 acres of Option Property was added to the shopping center Lease Agreement, through the August 18, 2015 amendment, for the development of supplemental parking;

WHEREAS, the supplemental parking has not been constructed and Company has determined it is no longer necessary for the shopping center; and

WHEREAS, all terms used herein and not otherwise defined shall have the same meaning as given to them in the Agreement:

NOW, THEREFORE, for and in consideration of the above recitals (which are incorporated into this Second Amendment by this reference), and the agreements, covenants and conditions herein, County and Company agree as follows:

AGREEMENT

Action 1: Restores approximately 1.23 acres of land to the Option Property (the “Restored Property”), which was a portion of the original Option Property included in the Option Agreement. The Restored Property is depicted and described Exhibit “A” attached hereto and made a part hereof. The Restored Property is hereby expressly restored and added back to the Option Property, and the parties hereby agree and acknowledge that (a) no ground rent shall be payable in connection with the Restored Property and any ground rent that may have accrued prior to the date hereof is hereby waived by County, and (b) the Restored Property may be subject of the Company’s exercise of an Option pursuant to the Option Agreement.

Except as modified by the First Amendment and this Second Amendment, the Option Agreement shall remain in full force and effect. As amended hereby, the Option Agreement is hereby ratified and confirmed in its entirety.

In the event of a conflict between the terms of the Option Agreement, the First Amendment, and this Second Amendment, this Second Amendment shall control.

All references in the Option Agreement to "this Agreement" shall be deemed to be references to the Option Agreement as modified by the First Amendment and this Second Amendment.

This Second Amendment may be executed in any number of counterparts, each of which will be deemed to be an original, but all of which together will constitute but one instrument.

This Second Amendment may be executed by an email signature having the same force and effect as if this Second Amendment had been executed by the actual signature of any party.

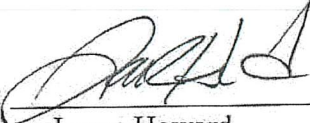
[LEFT BLANK INTENTIONALLY AND SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, County and Company have executed these presents the day and year first above written.

CLARK COUNTY, NEVADA

MCCARRAN MARKETPLACE SPE, LLC

By: _____
Rosemary A. Vassiliadis
Director of Aviation

By:  _____
James Howard
Authorized signatory

APPROVED AS TO FORM:


By:  _____
Timothy Baldwin
Deputy District Attorney

Exhibit "A"
to
Second Amendment
Restored Option Property

NOVEMBER 30, 2020
R. SLIGAR
PORTION OF APN 162-35-513-030

EXHIBIT 'A'

LEGAL DESCRIPTION

A PORTION OF LOT 1 OF THAT CERTAIN FINAL MAP TITLED "AIRPORT EAST LOT" RECORDED IN BOOK 113, PAGE 71 OF PLATS, LYING WITHIN THE NORTHEAST QUARTER (NE 1/4) OF SECTION 35, TOWNSHIP 21 SOUTH, RANGE 61 EAST, M.D.M., CLARK COUNTY, NEVADA, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 35, BEING AT THE CENTERLINE INTERSECTION OF RUSSELL ROAD AND EASTERN AVENUE, THENCE ALONG THE NORTH LINE OF SAID SECTION 35 COINCIDENT WITH THE CENTERLINE OF SAID RUSSELL ROAD, NORTH 88°29'28" WEST, 785.93 FEET; THENCE DEPARTING SAID NORTH LINE AND CENTERLINE, SOUTH 01°30'32" WEST, 50.00 FEET TO THE SOUTHERLY RIGHT OF WAY LINE OF RUSSELL ROAD; THENCE ALONG SAID RIGHT OF WAY LINE, SOUTH 88°29'28" EAST, 258.56 FEET; THENCE SOUTH 82°46'49" EAST, 120.59 FEET; THENCE SOUTH 88°29'28" EAST, 41.44 TO THE **POINT OF BEGINNING**; THENCE CONTINUING ALONG SAID RIGHT OF WAY, SOUTH 88°29'28" EAST, 82.06 FEET TO A COMMON POINT WITH THE NORTHWEST CORNER OF LOT B-7 AS SHOWN IN FILE 178, PAGE 22 OF SURVEYS, CLARK COUNTY OFFICIAL RECORDS; THENCE ALONG SAID COMMON LINE BEING THE EAST LINE OF SAID LOT B-8 AS SHOWN IN FILE 170, PAGE 61 OF SURVEYS, SOUTH 00°37'29" EAST, 630.95 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE WEST, HAVING A RADIUS OF 64.50 FEET; THENCE SOUTHERLY AND TO THE RIGHT ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 08°12'40", AN ARC LENGTH OF 9.24 FEET TO A COMMON POINT WITH THE NORTHEAST CORNER OF LOT B-1 AS SHOWN IN FILE 161, PAGE 38 OF SURVEYS, CLARK COUNTY OFFICIAL RECORDS, SAID CORNER BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST, HAVING A RADIUS OF 250.00 FEET, FROM WHICH THE RADIUS POINT BEARS NORTH 16°49'45" EAST; THENCE ALONG SAID NORTH LINE OF B-1, NORTHWESTERLY AND TO THE RIGHT ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 39°26'57", AN ARC LENGTH OF 172.13 FEET; THENCE DEPARTING SAID NORTH LINE OF LOT B-1 NORTH 56°16'42" EAST, 63.40 FEET; THENCE NORTH 00°37'29" WEST, 506.62 FEET TO THE **POINT OF BEGINNING**.

CONTAINING 1.23 ACRES, MORE OR LESS.

FURTHER DEPICTED AS PARCEL B-8-B ON THAT RECORD OF SURVEY IN FILE 193 OF SURVEYS, PAGE 45 IN THE OFFICE OF THE COUNTY RECORDER, CLARK COUNTY, NEVADA OFFICIAL RECORDS.

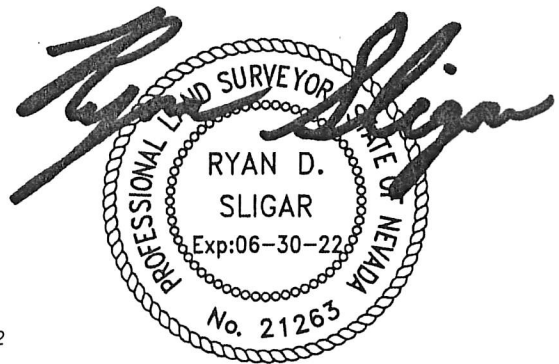
BASIS OF BEARING

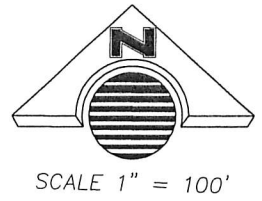
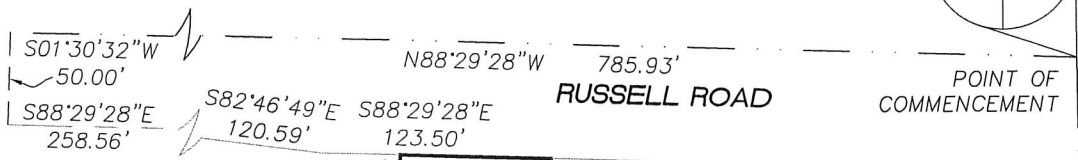
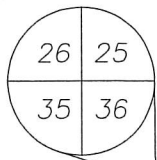
SOUTH 00°41'21" EAST, BEING THE BEARING OF THE EAST LINE OF THE NORTHEAST QUARTER (NE 1/4) OF THE NORTHEAST QUARTER (NE 1/4) OF SECTION 35, TOWNSHIP 21 SOUTH, RANGE 61 EAST, M.D.M., CLARK COUNTY, NEVADA, AS SHOWN IN BOOK 113, PAGE 71 OF PLATS, OFFICIAL RECORDS OF CLARK COUNTY, NEVADA.

(SEE EXHIBIT ATTACHED HERETO AND BY THIS REFERENCE MADE A PART HEREOF)

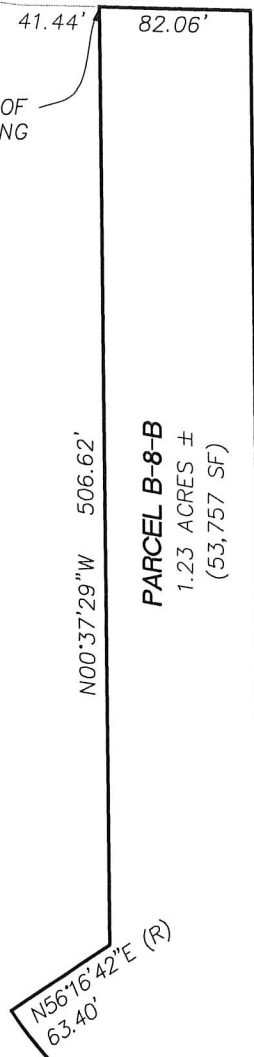
END OF DESCRIPTION.

RYAN D. SLIGAR
LAND SURVEYOR, PLS
NEVADA LICENSE NO. 21263

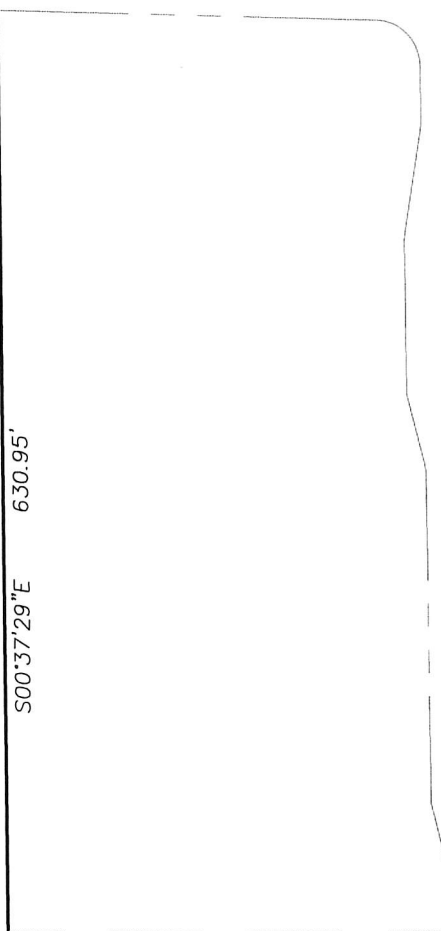




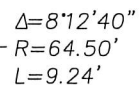
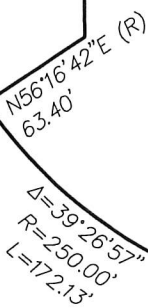
POINT OF BEGINNING



PARCEL B-8-B
1.23 ACRES ±
(53,757 SF)



LOT B-4
FILE 163, PAGE 86
OF SURVEYS
(NOT A PART)



SHEET 2 OF 2

HORIZON SURVEYS, LLC
10501 WEST GOWAN ROAD, SUITE 200
LAS VEGAS, NEVADA 89129
PHONE (702)228-5066 FAX (702)228-0677
WWW.HORIZONSURVEYS.COM

DISCLOSURE OF OWNERSHIP/PRINCIPALS

Business Entity Type (Please select one)						
<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Partnership	<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Corporation	<input type="checkbox"/> Trust	<input type="checkbox"/> Non-Profit Organization	<input type="checkbox"/> Other
Business Designation Group (Please select all that apply)						
<input type="checkbox"/> MBE	<input type="checkbox"/> WBE	<input type="checkbox"/> SBE	<input type="checkbox"/> PBE	<input type="checkbox"/> VET	<input type="checkbox"/> DVET	<input type="checkbox"/> ESB
Minority Business Enterprise	Women-Owned Business Enterprise	Small Business Enterprise	Physically Challenged Business Enterprise	Veteran Owned Business	Disabled Veteran Owned Business	Emerging Small Business
Number of Clark County Nevada Residents Employed:					0	
Corporate/Business Entity Name: McCarran Marketplace SPE, LLC						
<i>(Include d.b.a., if applicable)</i>						
Street Address: 4607 Lakeview Canyon #493			Website: n/a			
City, State and Zip Code: Westlake Village CA 91361			POC Name: James Howard Email: jimh@alignrei.com			
Telephone No:			Fax No:			
Nevada Local Street Address: n/a <i>(If different from above)</i>			Website: n/a			
City, State and Zip Code: n/a			Local Fax No: n/a			
Local Telephone No: n/a			Local POC Name: n/a Email:			

All entities, with the exception of publicly-traded and non-profit organizations, must list the names of individuals holding more than five percent (5%) ownership or financial interest in the business entity appearing before the Board.

Publicly-traded entities and non-profit organizations shall list all Corporate Officers and Directors in lieu of disclosing the names of individuals with ownership or financial interest. The disclosure requirement, as applied to land-use applications, extends to the applicant and the landowner(s).

Entities include all business associations organized under or governed by Title 7 of the Nevada Revised Statutes, including but not limited to private corporations, close corporations, foreign corporations, limited liability companies, partnerships, limited partnerships, and professional corporations.

Full Name	Title	% Owned <small>(Not required for Publicly Traded Corporations/Non-profit organizations)</small>
James Howard	Authorized Signatory	5%

This section is not required for publicly-traded corporations. Are you a publicly-traded corporation? Yes No

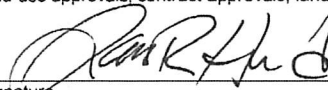
1. Are any individual members, partners, owners or principals, involved in the business entity, a Clark County, Department of Aviation, Clark County Detention Center or Clark County Water Reclamation District full-time employee(s), or appointed/elected official(s)?

Yes No (If yes, please note that County employee(s), or appointed/elected official(s) may not perform any work on professional service contracts, or other contracts, which are not subject to competitive bid.)

2. Do any individual members, partners, owners or principals have a spouse, registered domestic partner, child, parent, in-law or brother/sister, half-brother/half-sister, grandchild, grandparent, related to a Clark County, Department of Aviation, Clark County Detention Center or Clark County Water Reclamation District full-time employee(s), or appointed/elected official(s)?

Yes No (If yes, please complete the Disclosure of Relationship form on Page 2. If no, please print N/A on Page 2.)

I certify under penalty of perjury, that all of the information provided herein is current, complete, and accurate. I also understand that the Board will not take action on land-use approvals, contract approvals, land sales, leases or exchanges without the completed disclosure form.


Signature

James Howard
Print Name

Authorized Signatory

December 7, 2020

Title

Date

DISCLOSURE OF RELATIONSHIP

List any disclosures below:
(Mark N/A, if not applicable.)

NAME OF BUSINESS OWNER/PRINCIPAL	NAME OF COUNTY* EMPLOYEE/OFFICIAL AND JOB TITLE	RELATIONSHIP TO COUNTY* EMPLOYEE/OFFICIAL	COUNTY* EMPLOYEE'S/OFFICIAL'S DEPARTMENT
n/a	n/a	n/a	n/a

* County employee means Clark County, Department of Aviation, Clark County Detention Center or Clark County Water Reclamation District.

"Consanguinity" is a relationship by blood. "Affinity" is a relationship by marriage.

"To the second degree of consanguinity" applies to the candidate's first and second degree of blood relatives as follows:

- Spouse – Registered Domestic Partners – Children – Parents – In-laws (first degree)
- Brothers/Sisters – Half-Brothers/Half-Sisters – Grandchildren – Grandparents – In-laws (second degree)

For County Use Only:

If any Disclosure of Relationship is noted above, please complete the following:

- Yes No Is the County employee(s) noted above involved in the contracting/selection process for this particular agenda item?
- Yes No Is the County employee(s) noted above involved in any way with the business in performance of the contract?

Notes/Comments:

Signature

Print Name
Authorized Department Representative