

**FIRST AMENDMENT TO THE
DEVELOPMENT AGREEMENT FOR
SEGERSTROM TOWN CENTER (DA-00-02)**

This First Amendment to the Development Agreement for Segerstrom Town Center (DA-00-02), (the "Amendment") is executed this ____ day of March 2004 by and between The City of Costa Mesa, a Municipal Corporation of the State of California, (the "City") and South Coast Plaza, a California general partnership, referred to herein as "Owner".

RECITALS

A. City and Owner have entered into that certain Development Agreement for Segerstrom Town Center (DA-00-02), (the "Agreement") dated as of March 5, 2001, for development of the Segerstrom Town Center Project, as defined in the Agreement.

B. The parties have determined that certain changes need to be made to the Agreement to correctly identify the parking structure for which discount parking is provided to Costa Mesa residents.

NOW, THEREFORE, for good and valuable consideration, the parties hereto agree as follows:

1. Exhibit F: Section III. Parking Agreements. Subsection (i) in the seventh line from the bottom of the second full paragraph, shall be deleted in its entirety and replaced with the following new subsection (i):

"(i) the existing parking structure located at the southwest corner of Sunflower Avenue and Park Center Drive and"

2. Conflicts. Except as otherwise set forth herein to the contrary, all terms and provisions of the Agreement shall remain unamended and continue in full force and effect. This Amendment with the Agreement shall be construed together and shall constitute one agreement. In the event of any inconsistency between this Amendment and the Agreement, the provisions of this Amendment shall prevail.

3. Defined Terms. Except as otherwise set forth herein, all defined terms used herein shall bear the same meaning as set forth in the Agreement.

[REMAINDER OF PAGE BLANK, SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to the Development Agreement for Segerstrom Town Center as of the date first above written.

CITY OF COSTA MESA,
A municipal corporation

Mayor of the City of Costa Mesa

SOUTH COAST PLAZA, a California general partnership, Managing General Partner

By: Henry T. Segerstrom Management LLC, a California limited liability company,
Manager

By: _____
Henry T. Segerstrom, Manager

By: HTS Management Co., a California corporation
Manager

By: _____

Title: _____

ATTEST:

Deputy City Clerk and ex-officio Clerk
of the City of Costa Mesa

APPROVED AS TO FORM:

City Attorney, City of Costa Mesa