

EXHIBIT "C"

FORM OF MEMORANDUM OF OPTION

RECORDING REQUESTED BY:

**FNTG Concord Title Group Servicing
2150 John Glenn Drive, Suite 400
Concord, California 94520
Escrow NO.**

WHEN RECORDED RETURN TO:

**Cesar Chavez Foundation
316 W. 2nd Street, Suite 600
Los Angeles, California 90012**

SPACE ABOVE THE LINE FOR RECORDER'S USE ONLY

MEMORANDUM OF OPTION AGREEMENT

THIS MEMORANDUM OF OPTION AGREEMENT (this "Memorandum") is made to be effective as of _____ ("Effective Date") by and between the CITY OF FRESNO, a municipal corporation ("Optionor") and CESAR CHAVEZ FOUNDATION, a California non-profit public benefit corporation ("Optionee") pursuant to the following recitals:

RECITALS:

WHEREAS, this Memorandum is made pursuant to the terms and conditions of an Amended and Restated AGREEMENT FOR PURCHASE OPTION AND RIGHT OF ACCESS between Optionor and Optionee dated effective _____, 201_ (the "Option Agreement"), the terms and conditions of which are incorporated herein by reference; and

WHEREAS, Optionor owns those parcels of real property situated in the City of Fresno, County of Fresno, State of California commonly identified as APN 472-021-58T; 60T; and 61T and described in Exhibit "A" hereto (the "Property"); and

WHEREAS, under the terms of the Option Agreement, Optionor has granted Optionee an option to acquire and develop the Property; and

WHEREAS, it is the intention of Optionor and Optionee that this Memorandum be filed of record in the Office of the Recorder of Fresno County, California, to give notice to any and all persons of Optionee's rights under the Option Agreement.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which are hereby acknowledged, and including the Recitals set forth above, Optionor and Optionee agree as set forth below and execute this Memorandum to provide notice of the following:

1. Term. The term of the Option Agreement commenced on _____, 201_ and expires on September 30, 2016 unless extended as set forth in the Option Agreement.

2. Option Rights. Optionor has granted Optionee an exclusive option to acquire and develop the Property on the terms and conditions more particularly described in the Option Agreement.

3. Addresses: All notices or requests for information shall be given to Optionor and Optionee at the following addresses:

If to the City	City of Fresno Attention: Assistant City Manager 2600 Fresno Street Fresno, CA 93721-3623
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If to Seller	Cesar Chavez Foundation 316 W. 2 nd Street, Suite 600 Los Angeles, CA 90012
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IN WITNESS WHEREOF, the undersigned parties have each caused this Memorandum to be executed as of the day and year first above written.

OPTIONOR

OPTIONEE

CITY OF FRESNO, a California municipal corporation

CESAR CHAVEZ FOUNDATION, a California non-profit public benefit corporation

By: _____
RENENA SMITH
Assistant City Manager

By: _____
PAUL S. PARK
Secretary