

[For Recorder Use Only]

**FIRST AMENDMENT TO
RECAPTURE AGREEMENT**

Date: November 29, 2011

Parties: City of Rochelle, an Illinois municipal corporation

and

Prologis Land LLC, a Delaware limited liability corporation

Document Amended: Recapture Agreement recorded 8/25/05 as document number 0509165

Subject Property: 300 Acres South of Interstate 88 and East of Caron Road
See Exhibits A1 & A2 to Recapture Agreement
Tax Code Nos. 25-32-100-004
25-32-200-006
25-32-300-004
25-32-300-006
25-32-300-007

Benefitting Property: Thomas Boyle, et al., owners of 110 acres South of Ritchie Road and East of Steward Road
See Exhibit B to Recapture Agreement
Tax Code Nos. 25-32-400-014

Prepared by and Return to:
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**FIRST AMENDMENT TO
RECAPTURE AGREEMENT BETWEEN
THE CITY OF ROCHELLE AND DP INDUSTRIAL, LLC
A DELAWARE LIMITED LIABILITY COMPANY,
FOR THE CONSTRUCTION OF PUBLIC IMPROVEMENTS
(WATER, SEWER, ROAD AND FIBER OPTIC)**

This First Amendment to Recapture Agreement (Water, Sewer, Road and Fiber Optic) (“Amendment”) is entered into as of the 29th day of November, 2011, by and between the City of Rochelle, an Illinois municipal corporation, (“City”), and Prologis Land, LLC, a Delaware limited liability company (“Prologis”).

RECITALS

WHEREAS, the Illinois Compiled Statutes, 65 ILCS 5/9-5-1, authorize the use of recapture agreements for the reimbursement of costs of improvements to real estate which benefit more than one property; and

WHEREAS, the City and DP Industrial, LLC, a Delaware limited liability company (“DP”), entered into a Recapture Agreement dated August 25, 2005, and recorded as document number 0509165 in the Office of the Ogle County Recorder (“Recapture Agreement”); and

WHEREAS, DP assigned its interest in the Recapture Agreement to ProLogis NA3 LLC, a Delaware limited liability company (“NA3”), pursuant to that certain Assignment and Assumption of Recapture Agreement between DP and NA3 dated July 9, 2007; and

WHEREAS, NA3 assigned its interest in the Recapture Agreement to Prologis pursuant to that certain Assignment and Assumption of Recapture Agreement between NA3 and Prologis dated of even date herewith; and

WHEREAS, Prologis is the successor in interest to DP Industrial, LLC, under the Recapture Agreement; and

WHEREAS, the Water and Sewer Improvements, as described in the Recapture Agreement, have been completed; and

WHEREAS, an error was made in the Recapture Agreement related to the recapture amounts for the Water and Sewer Improvements, and the parties wish to correct that error by this Amendment;

NOW, THEREFORE, the parties hereby amend the Recapture Agreement, as follows:

1. **Water and Sewer Improvements Recapture Amounts.** The recapture amounts for the Water and Sewer Improvements are as follows:

a. \$48,548.00 for water facilities on the Barth Property adjacent to the Benefitting Property ($\$248,350 \times .5 \times 1,400 / 5,500$);

b. \$93,627.00 for water facilities on the Yesac Property adjacent to the Benefitting Property ($\$284,350 \times .5 \times 2,700 / 5,500$);

c. \$101,205.00 for sewer facilities on the Barth Property adjacent to the Benefitting Property ($\$592,770 \times .5 \times 1,400 / 5,500$); and

d. \$195,180.00 for sewer facilities on the Yesac Property adjacent to the Benefitting Property ($\$592,770 \times .5 \times 2,700 / 5,500$).

2. **Recapture Agreement in Full Force and Effect.** The City hereby consents to the assignment of the Recapture Agreement described in the Recitals to this Amendment. Except as expressly amended by this Amendment, the terms of the Recapture Agreement remain in full force and effect.

CITY OF ROCHELLE, an Illinois
municipal corporation (“City”)

By: _____
City Manager

Attest: _____
City Clerk

PROLOGIS LAND LLC, a
Delaware limited liability company
 (“Developer”)

By: ProLogis, a Maryland real
estate investment trust, its sole
member

By: _____

Its: _____

CITY OF ROCHELLE

STATE OF ILLINOIS)
) ss.
COUNTY OF OGLE)

I, the undersigned notary public, do hereby certify that David S. Plyman and Bruce McKinney, the City Manager and City Clerk, respectively, of the City of Rochelle, an Illinois municipal corporation, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that they signed and delivered the said instrument in said capacity, pursuant to authority of the governing body of the City.

Given under my hand and official seal, this _____ day of _____, 2011.

(SEAL)

NOTARY PUBLIC

PROLOGIS LAND LLC

STATE OF COLORADOO)
) ss.
COUNTY OF DENVER)

I, the undersigned notary public, do hereby certify that _____, the _____ of ProLogis, a Maryland Real Estate Investment Trust, which is the sole member of ProLogis Land LLC, a Delaware limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed and delivered the said instrument in said capacity, pursuant to authority of the governing bodies and governing instruments of said real estate investment trust and said limited liability company.

Given under my hand and official seal, this _____ day of _____, 2011.

(SEAL)

NOTARY PUBLIC