RESOLUTION NO. 87-2001
Adopted May 22, 2001

AUTHORIZING THE SIXTH AMENDMENT TO THE AGREEMENT FOR DISPOSITION OF LAND FOR PRIVATE DEVELOPMENT WITH THE MEXICAN MUSEUM, A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION, THAT REVISES THE DEVELOPMENT REQUIREMENTS AND SCHEDULE FOR CONSTRUCTION OF A MUSEUM BUILDING ON PARCEL CB-1-MM, LOCATED ON THE NORTH SIDE OF MISSION STREET BETWEEN THIRD AND FOURTH STREETS, TO BE LEASED TO THE MEXICAN MUSEUM; YERBA BUENA CENTER REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. On June 1, 1993, by Resolution No. 92-93, the Redevelopment Agency Commission of the City and County of San Francisco ("Agency Commission") approved an Agreement for Disposition of Land for Private Development dated as of July 30, 1993 (the "LDA") with The Mexican Museum, a California non-profit public benefit corporation (the "Museum"), for the purchase and development of Parcel CB-1-MM, located on the northerly side of Mission Street between Third and Fourth Streets in the Yerba Buena Center Redevelopment Project Area.


3. On June 20, 2000, by Resolution No. 92-2000, the Agency Commission authorized execution of a Fifth Amendment to the LDA which extended the LDA performance dates and provides for other modifications, including a provision for the Agency's execution of a lease of the museum building facility to the Museum after construction of the museum substructure and superstructure by CB-1 Museum Partners, an affiliate of CB-1 Entertainment Partners LP, a California limited partnership, and other matters regarding the transaction.

4. By its action on June 20, 2000 the Agency also approved mechanisms for funding an amount not to exceed $15.9 million, pursuant to a Construction Finance Agreement, and subject to receiving all necessary City budget authorizations, the Agency will issue hotel tax and/or tax allocation bonds in the future in an amount of $7.5 million, and tax allocation bonds in the amount of $5.4 million, together with $3 million previously approved will bring the approximate aggregate total amount of the Agency's cash contribution toward the construction of the Museum Building to $15.9 million.
approved will bring the approximate aggregate total amount of the Agency’s cash contribution toward the construction of the Museum Building to $15.9 million.

5. Since June, 20, 2000, the Museum has requested further revisions to the LDA, including an increase in the total amount of the proposed grant from the previously approved $15.9 million to a total aggregate amount not to exceed $18,209,882 pursuant to the terms of a proposed Construction Finance Agreement with the proposed developer of the Museum substructure and superstructure, a revised performance schedule, other provisions of the LDA and the relinquishment of certain development rights and responsibilities. The source of the proposed grant is the following: funds previously budgeted by the Agency, proceeds from the issuance of Hotel Tax Bonds which will be separately proposed to the Agency Commission for issuance and funds requested by the Agency in its FY 2001-2002 budget request to the City and County of San Francisco that are subject to such future bond issuance and budget approvals.

6. Since that time and with the support of the Museum, CB-1 Entertainment Partners has proposed as the developer of the Museum substructure and superstructure, an affiliate to be known as CB-1 Museum Partners LLC, a Delaware limited liability company, that will construct the Museum substructure and superstructure, pursuant to the terms of the proposed Third Amendment to the Disposition and Development Agreement with CB-1 Entertainment Partners LP, considered by the Agency Commission concurrently with the proposed Sixth Amendment to the LDA with the Museum.

7. Accordingly, the Agency and Museum desire to enter into a Sixth Amendment to the LDA.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the Executive Director is authorized to enter into and execute the Sixth Amendment to the Agreement for Disposition of Land for Private Development ("LDA") with The Mexican Museum, a California non-profit public benefit corporation, substantially in the form lodged with the Agency General Counsel, which Sixth Amendment shall supersede and replace the entirety of the Fifth Amendment to the LDA, which Fifth Amendment to the LDA shall have no further force and effect, and the Executive Director is also authorized to execute any and all other ancillary documents and conveyance instruments necessary to effectuate the terms of the Sixth Amendment to the LDA.

APPROVED AS TO FORM:

[Signature]
Bertha A. Ontiveros
Agency General Counsel