RESOLUTION NO. 122-2005

Adopted August 2, 2005

AUTHORIZING A FIRST AMENDMENT TO THE DISPOSITION AND
DEVELOPMENT AGREEMENT WITH JESSIE SQUARE GARAGE
PARTNERS LLC, A DELAWARE LIMITED LIABILITY COMPANY,
AND CB-1 MUSEUM PARTNERS LLC, A DELAWARE LIMITED
LIABILITY COMPANY, TO REVISE CERTAIN DEVELOPMENT
REQUIREMENTS FOR THE JESSIE SQUARE IMPROVEMENTS TO BE
CONSTRUCTED ON CENTRAL BLOCK ONE; YERBA BUENA
CENTER REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. The Redevelopment Agency of the City and County of San Francisco (the
“Agency”) Agency Commission authorized a Disposition and Development
Agreement with CB-1 Entertainment Partners LP, a California limited partnership,
on October 22, 2002, (the “Garage DDA”), by Resolution No. 185-2002, that
provides for the lease and development of the Jessie Square Parcel, Garage Parcel
and Mexican Museum Parcel located on Central Block One (“CB-1”), bounded by
Market, Mission, Third and Fourth Streets, to construct a public parking facility (the
“Garage”), surface improvements to be known as Jessie Square and the foundations
for two structures to be developed as museum facilities (collectively referred to as
the “Jessie Square Improvements”).

2. The Agency has previously approved the assignment by CB-1 Entertainment
Partners LP of its Garage DDA obligations to construct the Jessie Square
Improvements and such obligations have been assumed by the following affiliated
entities: (a) Jessie Square Garage Partners LLC, a Delaware limited liability
company (the “Garage Developer”), that has constructed the Garage and the
foundation of the proposed museum facility that will be completed on the Jessie
Substation site by The Contemporary Jewish Museum and that will construct Jessie
Square, and (b) CB-1 Museum Partners LLC, a Delaware limited liability company
(the “Mexican Museum Developer”), that has constructed the foundation for the
proposed Mexican Museum Building (the “Museum Substructure”) and that will
construct the superstructure of the proposed Mexican Museum building (the
“Museum Superstructure”) (the Garage Developer and the Mexican Museum
Developer are collectively referred to as the “Developers”).

3. Construction of the remaining improvements to be installed on the surface of the
Jessie Square Parcel and the Museum Superstructure has been delayed due to delays
in the construction of the two museum structures, and the need to utilize portions of
the Jessie Square Parcel for construction access and staging for the proposed
museum to be developed through the adaptive reuse of the Substation building.
4. Agency staff recommends amendment of the Garage DDA to revise the performance requirements for completion of the Jessie Square Improvements, that continues to provide for the integrated development of the Jessie Square Improvements by the Developers to achieve optimal construction coordination and cost efficiencies in a coordinated manner, and that it remains in the public interest for all of the Jessie Square Improvements to be carried out by a single developer in a coordinated and integrated manner.

5. The proposed amendment of the Garage DDA also provides for the assignment and assumption of the completion guaranty required by the Garage DDA to an entity affiliated with the Developers, Millennium Entertainment Partners LP, a New York limited partnership.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the Executive Director is authorized to execute the First Amendment to the Disposition and Development Agreement dated October 22, 2002, with Jessie Square Garage Partners LLC, a Delaware limited liability company, and CB-1 Museum Partners LLC, a Delaware limited liability company, substantially in the form lodged with the Agency General Counsel, and also authorized to execute the documents and conveyance instruments necessary to effectuate such Garage DDA.

APPROVED AS TO FORM:

[Signature]
James B. Morales
Agency General Counsel