

DRAFT**RESOLUTION 20xx-xxx****RESOLUTION AUTHORIZING AGREEMENT FOR
AMENDMENT OF EXCLUSIVE NEGOTIATING
AGREEMENT AMENDMENT NO. 3 WITH RIDA
CHULA VISTA, LLC TO EXTEND THE
NEGOTIATING PERIOD TO AUGUST 16, 2018**

WHEREAS, the San Diego Unified Port District (District) is a public corporation created by the legislature in 1962 pursuant to Harbors and Navigation Code Appendix 1 (Port Act); and

WHEREAS, the District and RIDA Chula Vista, LLC (RIDA), entered into that certain Exclusive Negotiating Agreement dated as of February 10, 2015 (Original ENA), which Original ENA is on file in the Office of the District Clerk bearing Document No. 62899; and

WHEREAS, Paragraph 1(a) of the Original ENA granted the Executive Director of the District or her designee the right to extend the Negotiating Period (as such term is defined in the Original ENA) in writing by up to two, 90-day periods; and

WHEREAS, on February 6, 2016, the District sent a letter to RIDA extending the Negotiating Period to May 12, 2016; and

WHEREAS, on May 4, 2016, the District sent a letter to RIDA extending the Negotiating Period to August 10, 2016; and

WHEREAS, on August 9, 2016, the Board of Port Commissioners (BPC) adopted a resolution authorizing that certain Agreement for Amendment of Exclusive Negotiating Agreement Amendment No. 1 on file in the Office of the District Clerk bearing Document No. 65707 (Amendment No. 1), which extended the Negotiating Period to February 17, 2017; and

WHEREAS, on February 7, 2017, the BPC adopted a resolution authorizing that certain Agreement for Amendment of Exclusive Negotiating Agreement Amendment No. 2 on file in the Office of the District Clerk bearing Document No. 66141 (Amendment No. 2), which extended the Negotiating Period to February 16, 2018; and

WHEREAS, the Original ENA, Amendment No. 1 and Amendment No. 2 shall collectively be referred to herein as, the "ENA"; and

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WHEREAS, since the authorization of Amendment No. 2 to the ENA, the BPC and Council for the City of Chula Vista unanimously approved a Non-Binding Letter of Intent (LOI) with RIDA memorializing the basic economic terms and conditions upon which the District, City of Chula Vista and RIDA may enter into a future agreement related to the development of a 1,400 to 1,600-room resort hotel and an approximate 400,000 square foot convention center on the 36.5-acre waterfront parcel H-3 (RHCC); and

WHEREAS, meetings with RIDA occur monthly to discuss the proposed project terms for the redevelopment of the RHCC and in November 2017, as part of the ongoing negotiations, RIDA proposed a substantial improvement to the proposed project with an increase in hotel rooms beyond the number included in the LOI; and

WHEREAS, due to the recent changes, District staff, City staff, and RIDA need to engage in further negotiations before a definitive agreement for the development of the RHCC can be presented to the BPC; and

WHEREAS, an extension of the Negotiating Period will allow staff more time to refine the proposed project with the recent improvements and negotiate a plan of finance and a definitive agreement.

NOW, THEREFORE, BE IT RESOLVED by the Board of Port Commissioners of the San Diego Unified Port District, as follows:

That the Executive Director or her designated representative is hereby authorized on behalf of the San Diego Unified Port District to enter into the Agreement for Amendment of Exclusive Negotiating Agreement Amendment No. 3 with RIDA Chula Vista, LLC to extend the negotiating period to August 16, 2018.

APPROVED AS TO FORM AND LEGALITY:
GENERAL COUNSEL

By: Assistant/Deputy

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 6th day of February, 2018, by the following vote: