RESOLUTION NO. R-85-2009

RESOLUTION APPROVING THE EXECUTION AND DELIVERY OF THE JOINT APPROVAL CERTIFICATE, EXCHANGE AND PARCEL PQ DEVELOPMENT AGREEMENT AND RELATED AGREEMENTS CONCERNING THE CITY HALL PROJECT AND PARCEL PQ PROJECT; APPROVING THE EXECUTION AND DELIVERY OF RELATED AGREEMENTS AND DOCUMENTS BY CITY PARKWAY IV A, INC., CITY PARKWAY V, INC. AND OFFICE DISTRICT PARKING I, INC.; RATIFYING ACTIONS PREVIOUSLY TAKEN AND PERTAINING TO THE FOREGOING BY THE CITY, ITS OFFICERS AND EMPLOYEES AND PROVIDING FOR OTHER MATTERS RELATING THERETO

WHEREAS, the City of Las Vegas, City Parkway IV A, Inc. and Office District Parking I, Inc. (collectively "City Parties) entered into that certain Master Development Agreement dated May 21, 2008 with LiveWork, LLC, FC Vegas 20, LLC and FC Vegas 39, LLC ("Developer") which was amended by that certain First Amendment to Master Development Agreement dated November 19, 2008, that certain Second Amendment to Master Development Agreement dated May 20, 2009, and that certain Third Amendment to Master Development Agreement dated November 18, 2009 (collectively the "MDA"); and

WHEREAS, the MDA provided for the exchange of certain real property known as Parcel PQ and owned by City Parkway IV A, Inc. for certain real property known as the Queen of Hearts Site ("QH Site") owned by Developer, or its affiliate, for the development of a hotel/casino project on Parcel PQ ("PQ Project") and the development of a City Hall project on the QH Site ("City Hall Project"), all subject to certain conditions as set forth in the MDA (QH Site and Parcel PQ collectively referred to as the "Properties"); and

WHEREAS, the City Parties and Developer have approved Feasibility pursuant to that certain joint letter dated October 12, 2009 as set forth in the MDA; and

WHEREAS, the City has pursued the financing of the City Hall Project to be evidenced by a Lease-Purchase Agreement by and between the City, as Lessee, and PQ Las Vegas, LLC, as Lessor, entered into pursuant to Section 2.145 of the Las Vegas City Charter and NRS Section 350.014, 350.087 through 350.095 and 350.080, pursuant to which the City will lease and may purchase the City Hall Project; and

WHEREAS, the City has or will simultaneously herewith adopt Bill No.2009-50 which by ordinance will authorize the execution and delivery of a Lease-Purchase Agreement and related documents in order to finance the costs of the City Hall Project through the sale of Certificates of Participation ("Certificates"); and

WHEREAS, pursuant to the MDA, the City Parties and Developer are prepared to execute the Joint Approval Certificate, the form of which is on file with the City Clerk, to confirm the satisfaction, completion and waiver of the Contingencies and to describe the conditions and timing for Execution and Funding, pursuant to Section 5.9 of the MDA; and

WHEREAS, as part of the exchange of the Properties for the development of the City Hall Project and Parcel PQ Project, there have been filed with the City Clerk, the forms of the following documents to be executed and delivered at the time of the Certificates: (i) Exchange and Parcel PQ Development Agreement dated December 17, 2009 between City Parkway IV A, Inc. and PQ Las Vegas, LLC; (ii) Memorandum of Exchange and Parcel PQ Development Agreement dated December 17, 2009 by and between City Parkway IV A, Inc. and PQ Las Vegas, LLC ("Memorandum of Exchange"); (iii) Declaration of Special Land Use Restrictions, Option to Purchase and Infrastructure Agreement dated December 17, 2009 by and between City Parkway, V, Inc., City Parkway IV A, Inc., PQ Las Vegas, LLC and PQ Ground Lessee; (iv) Ground Lease dated December 17, 2009 by and between City Parkway IV A, Inc. and PQ Ground Lessee, LLC ("PQ Ground Lease"); (v) Supplemental Fee and Leasehold Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated December 17, 2009 from City Parkway IV A, Inc. and PQ Ground Lessee to First American Title Insurance Company, Trustee, for KeyBank National Association, Beneficiary; and (v) Master Exclusive Negotiation Agreement dated December 17, 2009 by and between City Parkway V, Inc. and PQ Las Vegas, LLC ("Documents").

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF LAS VEGAS DOES HEREBY RESOLVE that all action taken heretofore by the Council and officers and employees of the City taken with respect to or related to the City Hall Project and Parcel PQ Project and

toward the execution and delivery of the Documents as referred to in the Recitals is hereby ratified, approved and confirmed; and

RESOLVED FURTHER, the Exchange and Parcel PQ Development Agreement ("Exchange Agreement"), Declaration of Special Land Use Restrictions, Option to Purchase and Infrastructure Agreement ("PQ Declaration"), Memorandum of Exchange, PQ Ground Lease, Supplemental Deed of Trust, Assignment of Rents, Security and Fixture Filing ("Supplemental Deed of Trust") and Master Exclusive Negotiation Agreement are hereby approved in substantially the forms on file with the City Clerk, with only such changes therein as are required by the circumstances and are not inconsistent herewith.

RESOLVED FURTHER, the City approves City Parkway IV A, Inc. entering into and performing the obligations under the Exchange Agreement, the PQ Declaration, PQ Ground Lease and Supplemental Fee and Leasehold Deed of Trust. The City approves the officers of City Parkway IV A, Inc. executing and delivering the Exchange Agreement, Memorandum of Exchange, PQ Ground Lease, PQ Declaration and Supplemental Deed of Trust as are required hereby.

RESOLVED FURTHER, the City approves City Parkway V, Inc. entering into and performing the obligations under the PQ Declaration and the Master Exclusive Negotiation Agreement. The City approves the officers of City Parkway V, Inc. executing and delivering the PQ Declaration and the Master Exclusive Negotiation Agreement as are required hereby.

RESOLVED FURTHER, the form of the Joint Approval Certificate dated December 2, 2009 with Developer which is on file with the City Clerk is hereby approved. The City shall enter into and perform its obligations under the Joint Approval Certificate in substantially the form of such document on file with the City Clerk with only such changes therein as are required by the circumstances and are not inconsistent herewith. The officers of the City are hereby authorized and directed to execute and deliver the Joint Approval Certificate as required hereby. The City approves City Parkway IV A, Inc. and Office District Parking I, Inc. entering into and performing the obligations under the Joint Approval Certificate and the officers executing and delivering the Joint Approval Certificate as required hereby.

RESOLVED FURTHER, the City authorizes the officers and employees of the City and its attorneys to take all action necessary or appropriate to effectuate the provisions of this Resolution, including without limitation, executing and delivering escrow instructions and other related documents and instruments.

RESOLVED FURTHER, the City approves the officers of City Parkway IV A, Inc., City Parkway V, Inc. and Office District Parking I, Inc. and their respective attorneys taking all action necessary or appropriate to effectuate the provisions of this Resolution, including without limitation, executing and delivering the escrow instructions and related documents and instruments.

PASSED, ADOPTED AND APPROVED THIS 2ND DAY OF DECEMBER, 2009.

CITY OF LAS VEGAS

By: _____
OSCAR B. GOODMAN, Mayor

ATTEST:

_____
BEVERLY K. BRIDGES, MMC, City Clerk

APPROVED AS TO FORM:

_____ 11/20/09
Date