

CITY OF CORAL GABLES, FLORIDA

RESOLUTION NO. 2011-56

RESOLUTION AUTHORIZING ENTERING INTO TWO LEASE AMENDMENTS WITH THE PALACE MANAGEMENT GROUP, LLC WITH REGARD TO CITY OWNED PROPERTY AT 45 AND 50 ANDALUSIA AVENUE, CORAL GABLES, FLORIDA.

WHEREAS, as authorized by Ordinance No. 2007-36, the City entered into simultaneous ground leases with The Palace Management Group, LLC ("Tenant"), for City-owned properties located at 45 and 50 Andalusia Avenue, Coral Gables, Florida, entitled Lease and Development Agreement and Garage Lease and Development Agreement respectively, and both dated July 14, 2008, for the development, construction and operation of a senior housing facility and garage (such leases, as amended, collectively the "Leases"); and

WHEREAS, as authorized by Resolution No. 2009-132, which was ratified by Ordinance No. 2010-17, the City entered into First Amendments to the Garage Lease and Development Agreement and the Lease and Development Agreement, which First Amendments were both dated June 12, 2008, *inter alia*, extending the Possession Date as defined by the Leases; and

WHEREAS, the City Commission authorized the entering into two Second Amendment Agreements by Ordinance No. 2010-17, *inter alia* to revise the Developer's Schedule, but after passing of said Ordinance, Tenant found it needed further time to work with its lenders and therefore the approved Second Amendments were never signed; and

WHEREAS, Ordinance No. 2010-17 permits further amendments to the Leases by Resolution provided the period of the Term is not changed; and

WHEREAS, the Tenant has obtained its financing commitment and is scheduled to finalize the Bond Validation Complaint hearing on March 31, 2011, and is further desirous of entering into revised Second Amendments to the Leases to finalize the Developer's Schedule, revise the City's Guaranty of the CDD Bonds, and make other adjustments to the Leases as set forth in the proposed Second Amendments; and

WHEREAS, the City Commission believes it is in the best interest of the City to enter into the proposed Second Amendments;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSION OF THE CITY OF CORAL GABLES:

SECTION 1. That the foregoing "Whereas" clauses are hereby ratified and confirmed as being true and correct and are hereby made a specific part of this Resolution upon the adoption hereof.

SECTION 2. That the City Commission does hereby direct the City Manager to authorize the Second Amendments to the Lease and Development Agreement and the Garage Lease and Development Agreement, and they are hereby approved (the "Second Amendments") in substantially the form attached hereto as Exhibits "A" and "B."

SECTION 3. That the City Commission does hereby authorize the City Manager to execute the Second Amendments with such modifications from the terms as may be approved by the City Manager and City Attorney and are necessary to implement the intent of this Resolution.

SECTION 4. That this Resolution shall become effective upon the date of its passage and adoption herein.

PASSED AND ADOPTED THIS TWENTY-SECOND DAY OF MARCH, A.D., 2011.

(Moved: Kerdyk / Seconded: Anderson)

(Yea: Withers, Anderson, Cabrera, Kerdyk, Slesnick)

(Unanimous: 5-0 Vote)

(Agenda Item: H-4)

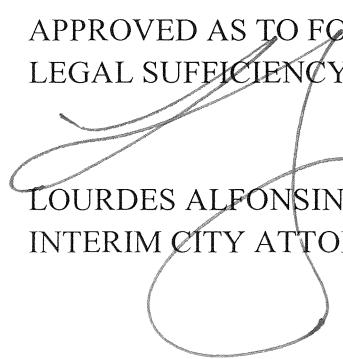
APPROVED:

DONALD D. SLESNICK II
MAYOR

ATTEST:


WALTER J. FOEMAN
CITY CLERK

APPROVED AS TO FORM AND
LEGAL SUFFICIENCY:


LOURDES ALFONSIN RUIZ
INTERIM CITY ATTORNEY