

THIRD IMPLEMENTATION AGREEMENT
INTERNATIONAL GATEWAY OF THE AMERICAS

This Third Implementation Agreement is entered into by and between the REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO (the "Agency"), and INTERNATIONAL GATEWAY ASSOCIATES, LLC, a Delaware limited liability company (the "Developer").

For and in consideration of the mutual covenants and conditions herein set forth, the Agency and the Developer hereby agree as follows:

I. [§ 100] PURPOSE OF THIRD IMPLEMENTATION AGREEMENT

The Agency and LandGrant Development Unlimited, a California corporation ("LandGrant") have heretofore entered into that certain Disposition and Development Agreement dated May 29, 1998, as amended by the First Implementation Agreement thereto dated February 23, 2000, and the Second Implementation Agreement thereto dated November 27, 2000 (collectively with this Third Implementation Agreement, the "Agreement"). LandGrant subsequently assigned its interest in the Disposition and Development Agreement, as amended by the First Implementation Agreement, to the Developer. The Agency and the Developer desire to amend the Agreement to revise the Schedule of Performance, and to make other changes deemed appropriate by the parties.

II. [§ 200] SCHEDULE OF PERFORMANCE

The following respective Sections of the Schedule of Performance (Amended Attachment No. 3 attached to the First Implementation Agreement) of the Agreement are hereby amended to read respectively as follows:

II. PREDEVELOPMENT ACTIVITIES

- 1. Obtaining Bi-National Authorization for River Pedestrian Bridge. Agency (and City) and Developer shall commence and diligently attempt to obtain Bi-National Authorization for the River Pedestrian Bridge (referred to in Section 708). On or before June 30, 2002.

*Amended
See 5th
Imp Agree*

IV. CONVEYANCE AND CONSTRUCTION - BY PARCEL

DOCUMENT NO. D-03342/R-03342
FILED JUL 09 2001
OFFICE OF THE REDEVELOPMENT AGENCY
SAN DIEGO, CALIF.

6/5/01

*amended
see 5th Imp
Agreement*

3. Submission - Schematic/Design
Development Drawings and
Preliminary Landscaping and
Grading Plans. Developer
shall prepare and submit to
the Agency for approval
of the Schematic/Design Development
Drawings and Preliminary
Landscaping and Grading Plans
for the applicable Parcel.

With respect to Parcels B
and C, within one hundred
(100) days after execution
of the First Implementation
Agreement by Agency.

With respect to Parcel A,
within eighteen (18) months
after execution of the First
Implementation Agreement by
Agency.

With respect to Parcels D
and E-1, within one hundred
eighty (180) days after the
Agency and appropriate
Federal Agencies have
executed the Federal
Agencies Cooperation
Agreement.

With respect to Parcels E-2
and E-3, on or before
June 30, 2003.

With respect to Parcel F, on
or before the date
established herein for
submission of
Schematic/Design Develop-
ment Drawings and Prelimi-
nary Landscaping and Grading
Plans for Parcel E-2.

With respect to Parcel E-4,
on or before June 30, 2003.

6. Submission - 50% Construction
Drawings and Grading Plans
for each Parcel shall be
submitted to Agency
within 50%
of the
time for each

*amended
see 5th Imp
Agreement*

With respect to Parcel A, on
or before June 30, 2002.

With respect to each Parcel
(except Parcel A), within
one hundred eighty (180)
days after approval by
Agency of the
Schematic/Design Development
Drawings and Preliminary

Landscaping and Grading
Plans for the applicable
Parcel.

14. Final Subdivision Map. Developer shall commence and diligently attempt to obtain approval from the City of the Final Subdivision Map (referred to in Section 704), and the Final Subdivision Map shall be recorded with respect to each Parcel.

On or before the date established herein for closing of the mortgage loan and/or other financing for development of the applicable Parcel.

16. Intentionally Omitted.

Intentionally Omitted.

17. Overall REA. execute an *amended* Overall REA each Parcel *see 5th imp Agreement* Section 706).

with respect to Parcels A, C and D, on or before the date established herein for the closing of the mortgage loan and/or other financing for development of Parcels B and C.

with respect to each Parcel (except Parcels A, B, C and D), on or before the date established herein for closing of the mortgage loan and/or other financing for development of the applicable Parcel.

22. Closing of Financing. Developer shall cause to be clos *amended* and/ *see 5th imp Agreement* the appl *see 5th imp Agreement* loan for each

With respect to Parcels B and C, both concurrently, and concurrently with conveyance of all Sales Parcels within the Parcels to Developer, and in any event within the earlier of: (1) thirty (30) days after approval by Agency of Final Construction Drawings and Specifications and Final Landscaping and Finish Grading Plans for Parcels B and C, or (2) October 31, 2001.

With respect to Parcel A, within the earlier of: (1) thirty (30) days after approval by Agency of Final Construction Drawings and Specifications and Final Landscaping and Finish Grading Plans for Parcel A, or (2) February 23, 2003.

With respect to Parcels D and E-1, both concurrently, and within the earlier of: (1) thirty (30) days after approval by Agency of Final Construction Drawings and Specifications and Final Landscaping and Finish Grading Plans for Parcels D and E-1, or (2) twenty-seven (27) months after the Agency and appropriate Federal Agencies have executed the Federal Agencies Cooperation Agreement.

With respect to Parcel E-3, within the earlier of: (1) thirty (30) days after approval by Agency of Final Construction Drawings and Specifications and Final Landscaping and Finish Grading Plans for Parcel E-3, or (2) forty-five (45) months after execution of the Third Implementation Agreement by Agency.

With respect to Parcel F, only concurrently with or after Parcel E-3, and within the earlier of: (1) thirty (30) days after approval by Agency of Final Construction Drawings and Specifications and Final Landscaping and Finish Grading Plans for Parcel F, or (2) forty-five (45) months after execution of the Third Implementation Agreement by Agency.

With respect to Parcel E-2, only concurrently with or

after Parcel F, and within the earlier of: (1) thirty (30) days after approval by Agency of Final Construction Drawings and Specifications and Final Landscaping and Finish Grading Plans for Parcel E-2, or (2) forty-five (45) months after execution of the Third Implementation Agreement by Agency.

With respect to Parcel E-4, within the earlier of: (1) thirty (30) days after approval by Agency of Final Construction Drawings and Specifications and Final Landscaping and Finish Grading Plans for Parcel E-4, or (2) forty-five (45) months after execution of the Third Implementation Agreement by Agency.

III. [§ 300] CONSIDERATION FOR EXTENSIONS

The Developer has heretofore paid to the Agency in consideration for the changes made to the Agreement in the First Implementation Agreement (including the extensions of time for performance provided for therein), the amount of Fifty Thousand Dollars (\$50,000). On or before execution of this Third Implementation Agreement by the Agency, the Developer shall pay to the Agency in the form of cash or equivalents the additional amount of Fifty Thousand Dollars (\$50,000), in consideration for the changes made to the Agreement in this Third Implementation Agreement (including the extensions of time for performance provided for herein). Such amounts shall be the property of the Agency upon payment thereof to the Agency, without any right to reimbursement, offset or other liability to the Developer by the Agency.

IV. [§ 400] TIME FOR ACCEPTANCE OF THIRD IMPLEMENTATION AGREEMENT BY THE AGENCY; DATE OF THIRD IMPLEMENTATION AGREEMENT

This Third Implementation Agreement when executed by the Developer and delivered to the Agency, must be authorized, executed and delivered by the Agency on or before sixty (60) days after this Third Implementation Agreement is signed by the Developer or this Third Implementation Agreement may be terminated by the Developer on written notice to the Agency.

This Third Implementation Agreement is executed in five (5) duplicate originals, each of which is deemed to be an original. This Third Implementation Agreement includes ten (10) pages.

The date of this Third Implementation Agreement shall be the date when the Third Implementation Agreement shall have been executed by the Agency.

IN WITNESS WHEREOF, the Agency and Developer have signed this Third Implementation Agreement as of the dates set opposite their signatures.

INTERNATIONAL GATEWAY ASSOCIATES, LLC
a Delaware limited liability company
(Developer)

By: Gateway Retail Group, LLC,
a California limited liability company
(Managing Member)

By: LandGrant Development Unlimited,
a California corporation
(Managing Member)

Date: 6/24/01

By: [Signature]

Name: MARASC

Title: president

Date: 6/24/01

By: [Signature]

Name: CHRIS SMITH

Title: EX V.P.

[Signature page continued from page 6]

Approved and
agreed to:

JER INTERNATIONAL GATEWAY, LLC,
a Delaware limited liability company
(Member)

By: JER IG II, LLC,
a Delaware limited liability company
(Its Sole Member)

By: JER INTERNATIONAL GATEWAY PARTNERS
II, LLC,
a Delaware limited liability
company
(Member)

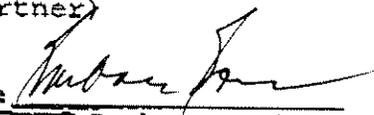
By: JER REAL ESTATE PARTNERS II,
L.P.,
a Delaware limited partnership
(Member)

By: JER REAL ESTATE ADVISORS
II, L.P.,
a Delaware limited
partnership
(Its General Partner)

By: JER REAL ESTATE
ADVISORS II, INC.,
a Delaware
corporation
(Its General
Partner)

Date: _____

Barbara
Bowman

By: 
Name: ~~Jack Spound~~
Title: Vice President

[Signature page continued from page 7]

By: JER INTERNATIONAL GATEWAY QUALIFIED PARTNERS II, LLC, a Delaware limited liability company (Member)

By: JER REAL ESTATE QUALIFIED PARTNERS II, L.P., a Delaware limited partnership (Member)

By: JER REAL ESTATE ADVISORS II, L.P., a Delaware limited partnership (Its General Partner)

By: JER REAL ESTATE ADVISORS II, INC., a Delaware corporation (Its General Partner)

Date: _____

By: 
Name: ~~Jack Spound~~ Barbara Bowman
Title: Vice President

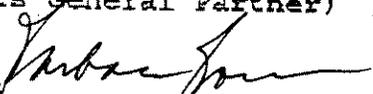
By: JER INTERNATIONAL GATEWAY PARTNERS II-A, LLC, a Delaware limited liability company (Member)

By: JER REAL ESTATE PARTNERS II-A, L.P., a Delaware limited partnership (Member)

By: JER REAL ESTATE ADVISORS II, L.P., a Delaware limited partnership (Its General Partner)

By: JER REAL ESTATE ADVISORS II, INC., a Delaware corporation (Its General Partner)

Date: _____

By: 
Name: ~~Jack Spound~~ Barbara Bowman
Title: Vice President

[Signature page continued from page 8]

Approved and
agreed to:

LANDGRANT DEVELOPMENT UNLIMITED,
A California Corporation
(Original Developer)

Date: 6/24/01 By: [Signature]
Name: MARASCA
Title: president

Date: 6/24/01 By: [Signature]
Name: CHRIS SMITH
Title: EX V.P.

Approved and
agreed to:

LANDGRANT CORPORATION,
A California Corporation
(Guarantor)

Date: 6/24/01 By: [Signature]
Name: MARASCA
Title: president

Date: 6/24/01 By: [Signature]
Name: CHRIS SMITH
Title: EX V.P.

REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO
(Agency)

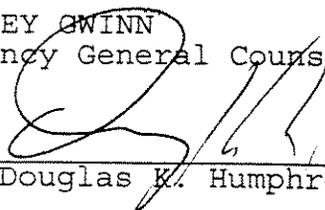
Dated: 6/28/01 By: [Signature]
Todd Hooks
Deputy Executive Director

[Signature page continued from page 9]

APPROVED AS TO FORM AND

LEGALITY ON THIS 28 day
of June, 2001.

CASEY GWINN
Agency General Counsel

By: 
Douglas W. Humphreys, Deputy

APPROVED:
KANE, BALLMER & BERKMAN
Agency Special Counsel

By: Bruce D. Ballmer
Bruce D. Ballmer

REQUEST FOR REDEVELOPMENT AGENCY ACTION
CITY OF SAN DIEGO

1. CERTIFICATE NUMBER

AC2101230

TO: AGENCY COUNSEL

2. FROM: (ORIGINATING DEPARTMENT)
DEPUTY EXECUTIVE DIRECTOR

3. DATE
June 19, 2001

4. SUBJECT:
Third Implementation Agreement to the Disposition and Development Agreement for the International Gateway of the Americas Project with International Gateway Associates, LLC, and amend budget to accept \$50,000.

5. FOR INFORMATION CONTACT: (NAME & MAIL STA.)

Patricia K. Hightman / MS 3A

6. TELEPHONE NO.

236-6207

7. CHECK HERE IF 1472A DOCKET SUPPORTING INFORMATION, - HAS

BEEN COMPLETED ON PAGE 2

8. COMPLETE FOR ACCOUNTING PURPOSES

FUND	98570			
DEPT.				
ORGANIZATION				
OBJECT ACCOUNT	9544			
JOB ORDER				
C.I.P.	X			
AMOUNT				

9. ADDITIONAL INFORMATION/ESTIMATED COST:

CIVIL DIVISION
 1 JUN -11 PM 12:10
 ATTORNEY

10. ROUTING AND APPROVALS

ROUTE (#)	APPROVING AUTHORITY	APPROVING SIGNATURE	DATE SIGNED	ROUTE (#)	APPROVING AUTHORITY	APPROVING SIGNATURE	DATE SIGNED
	DEPUTY EXEC. DIRECTOR	Todd Hooks	5/22/01	1			
	Asst. Exec. Director	Hank Cunningham	5/22/01	2	AUDITOR	Debra Waring	6/4/01
3	ENVIRONMENTAL SERVICES	Kenneth Sealley	5/25/01	3	AGENCY COUNSEL	Douglas Humphreys	6/5/01
4	EOCP	Shirley Johnson	5/31/01	4	ORIGINATING DEPARTMENT	Patricia K. Hightman	5/18/01
5	PLANNING SERVICES	Laloshka Kamin	6/4/01	✓	REDEVELOPMENT AGENCY SECRETARY	Jeannette I. Santos	6/16/01
6	PLANNING SERVICES	[Signature]	6/4/01				
7							

11. PREPARATION OF: RESOLUTION(S) ORDINANCE(S) AGREEMENT(S) DEED(S)

1) Authorize the Executive Director to execute the Third Implementation Agreement with International Gateway Associates, LLC, for the International Gateway of the Americas Project, (2) Amend the Redevelopment Agency Budget to accept \$50,000 as non-refundable deposit to cover Agency expenses in negotiating the DDA. (3) State for the record that the previous Mitigated Negative Declaration has been reviewed and considered.

DOCKET OF: June 19, 2001

11a. EXECUTIVE DIRECTOR'S RECOMMENDATIONS:

Approve Resolutions

12. SPECIAL CONDITIONS (REFER TO A.R. 3.20 FOR INFORMATION ON COMPLETING THIS SECTION.)

COUNCIL DISTRICT

8

COMMUNITY PLANNING AREA

San Ysidro Community Planning Area / San Ysidro Redevelopment Project Area

COUNCIL'S INSTRUCTIONS

None

ENVIRONMENTAL IMPACT REVIEW

This activity is exempt from CEQA pursuant to CEQA Guidelines Section 15061 (b) (3).



THE CITY OF SAN DIEGO

DATE ISSUED: June 13, 2001 REPORT NO. RA-01-08

ATTENTION: Chair and Members of the Redevelopment Agency
Docket of June 19, 2001

SUBJECT: Third Implementation Agreement to the Disposition and Development Agreement for the International Gateway of the Americas Project with International Gateway Associates, LLC, and Amend Budget to accept \$50,000

REFERENCE: Manager's Reports No. 01-035, dated February 21, 2001; 00-247, dated November 12, 2000; RA-00-19, dated November 15, 2000; RA-00-03, dated February 16, 2000; RA 98-4, dated May 6, 1998; and RA-97-8, dated July 11, 1997

SUMMARY

Issue - Should the Agency: (1) Enter into the Third Implementation Agreement to the Disposition and Development Agreement (DDA) for the International Gateway of the Americas Project with International Gateway Associates, LLC; and (2) Amend the budget to accept \$50,000 from LandGrant?

Manager's Recommendation - That the Agency: (1) Approve the Third Implementation Agreement to the DDA for the International Gateway of the Americas Project with International Gateway Associates, LLC; (2) Amend the budget to accept \$50,000.

Other Recommendations - None.

Fiscal Impact - The Third Implementation Agreement only extends the dates of certain activities. The \$50,000 will off set the costs associated with completing the next phases of the project (the federal agencies negotiations.)

Environmental - The City Council and the Redevelopment Agency certified a Mitigated Negative Declaration (MND) (SCNo. 98031064) for this project with approval of the DDA on May 12, 1998.



Redevelopment Agency

202 C Street, 3rd Floor, MS 3A • San Diego, CA 92101-3863
Tel (619) 236-6039 Fax (619) 236-6512

Economic Development and Community Services

BACKGROUND

On November 21, 2000, the Redevelopment Agency entered into the Second Implementation Agreement with International Gateway Associates, LLC. The Second Implementation Agreement provided for the Agency assuming certain offsite improvement costs associated with the project. On February 22, 2000, the Redevelopment Agency entered into the First Implementation Agreement which provided for the first phase of the project proceeding ahead of the anticipated International Bridges and Border Commission (IBBC) authorization of the River Pedestrian Bridge.

On November 21, 2000, the City Council approved the discretionary permits for the first two phases of the project (Parcels A and B/C). The City Council, also, approved entering into two parking lot leases with International Gateway Associates, LLC on February 21, 2000, to facilitate the project financing.

In March the developer began construction on the first phase of the project, Parcel B/C. They anticipate the first phase will be open in November of this year.

DISCUSSION

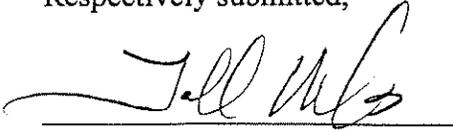
In April of this year, staff met with White House staff and the developer in Washington D.C., to discuss the project. At the same time staff met with State Department officials along with representatives from Customs, INS, GSA to discuss specific issues related to the federal inspection agency requirements for the River Pedestrian Bridge. As a result of these and other meetings, and followup phone conversations, staff and the Developer are anticipating IBBC approval of the River Pedestrian Bridge within the next year. Mexico City delivered a diplomatic note to the United States State Department at the April IBBC meeting in Juarez, Mexico, indicating a interest in pursuing the studies necessary to advance the River Pedestrian Bridge.

Specifically, the Third Implementation Agreement would amend the Schedule of Performance (Attachment No. 3 to the DDA) by extending the date the developer has to receive the federal approvals for the River Pedestrian Bridge from June 30, 2001, to June 30, 2002. It would also adjust some of the dates for submission of plans etc. to reflect the current anticipated construction schedule.

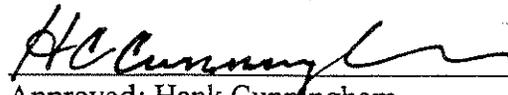
ALTERNATIVE

Do not approve the Third Implementation Agreement with International Gateway Associates, LLC. This alternative would significantly delay, or stop, this phase of the project.

Respectively submitted,



Todd Hooks
Deputy Executive Director of
Redevelopment



Approved: Hank Cunningham
Assistant Executive Director of
Redevelopment

CUNNINGHAM/PKH

ATTACHMENT: Third Implementation Agreement

File:SY_IGA_3rdimplementationstaffreport

DOCKET SUPPORTING INFORMATION
CITY OF SAN DIEGO

DATE:
May 31, 2001

EQUAL OPPORTUNITY CONTRACTING PROGRAM EVALUATION

SUBJECT: Third Implementation Agreement to the Disposition and Development Agreement for the International Gateway of the Americas Project with International Gateway Associates, LLC, and amend budget to accept \$50,000.

GENERAL CONTRACT INFORMATION

Consultant: International Gateway Associates, LLC
Amount of this Action: \$50,000 (revenues to the City)
Funding Source: Private
Voluntary Subconsultant Participation Goal: N/A

SUBCONSULTANT PARTICIPATION

N/A

EQUAL EMPLOYMENT OPPORTUNITY COMPLIANCE

Equal Opportunity Required.

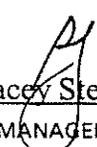
International Gateway Associates, LLC submitted a Work Force Report for their San Diego County employees dated February 6, 2001 with a total of 19 employees. The current *Work Force Analysis* shows under representations in the employment categories.

Latinos in Admin. Support
Women in Executive

Although the firm's work force has under representations, they have demonstrated positive outreach efforts that preclude the submission of an EEO Plan.

ADDITIONAL COMMENTS

The *Work Force Analysis* is attached.


Stacey Stevenson
EOCP MANAGER BY SUP

1. TOTAL WORK FORCE:

Goals reflect statistical labor force availability for the following:
San Diego - 1990 CLFA XXX

Neena Arora
City of San Diego/Equal Opportunity Contracting Program
WORK FORCE ANALYSIS REPORT
FOR
Company: International Gateway Associates, LLC

Executive Professional Eng/Architect Technical Sales Admin. Support Services Crafts Operators Transportation Laborers	African American		Latino		Asian		Native American		Filipino		Caucasian & Other	
	M	F	M	F	M	F	M	F	M	F	M	F
Goals	3.8%	0	9.0%	0	0.0%	0	0.0%	0	2.6%	0	5.1%	1
Actual	0	0	0	0	0	0	0	0	0	0	1	1
Discrepancy	-3.8%	0	-9.0%	0	-0.0%	0	-0.0%	0	-2.6%	0	-3.6%	0
Goals	8.3%	0	5.1%	0	0.3%	0	0.5%	0	5.1%	0	1.1%	1
Actual	0	0	0	0	0	0	0	0	0	0	1	0
Discrepancy	-8.3%	0	-5.1%	0	-0.3%	0	-0.5%	0	-5.1%	0	-0.1%	1
Goals	10.2%	0	5.5%	0	0.5%	0	0.6%	0	2.8%	0	0.4%	1
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-10.2%	0	-5.5%	0	-0.5%	0	-0.6%	0	-2.8%	0	-0.4%	1
Goals	13.8%	0	4.1%	0	0.8%	0	0.8%	0	4.1%	0	0.0%	7
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-13.8%	0	-4.1%	0	-0.8%	0	-0.8%	0	-4.1%	0	0.0%	7
Goals	14.5%	0	30.5%	0	0.7%	0	0.7%	0	3.9%	0	0.0%	0
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-14.5%	0	-30.5%	0	-0.7%	0	-0.7%	0	-3.9%	0	0.0%	0
Goals	21.8%	0	34.5%	0	0.6%	0	0.6%	0	8.4%	0	0.0%	0
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-21.8%	0	-34.5%	0	-0.6%	0	-0.6%	0	-8.4%	0	0.0%	0
Goals	19.7%	0	19.7%	0	1.0%	0	1.0%	0	1.7%	0	0.0%	0
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-19.7%	0	-19.7%	0	-1.0%	0	-1.0%	0	-1.7%	0	0.0%	0
Goals	35.2%	0	2.7%	0	0.0%	0	0.0%	0	2.7%	0	0.0%	0
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-35.2%	0	-2.7%	0	-0.0%	0	-0.0%	0	-2.7%	0	0.0%	0
TOTAL	0	0	0	0	0	1	0	0	0	0	8	10

HOW TO READ TOTAL WORK FORCE SECTION:

The information blocks in Section 1 (Total Work Force) identify the absolute number of the firm's employees. Each employee is listed in their respective ethnic/gender and employment category. The percentages listed under the heading of "CLFA Goals" are the County Labor Force Availability goals for each employment and ethnic/gender category.

II. EMPLOYMENT ANALYSIS

Executive Professional Eng/Architects Technical Sales Admin. Support Services Crafts Operators Transportation Laborers	African American		Latino		Asian		Native American		Filipino		Women	
	Actual	Discrepancy	Actual	Discrepancy	Actual	Discrepancy	Actual	Discrepancy	Actual	Discrepancy	Actual	Discrepancy
Goals	0.23	N/A	0.54	N/A	0.18	N/A	0.04	N/A	0.16	N/A	2.68	1.88
Actual	0	0	0	0	0	0	0	0	0	0	1	1
Discrepancy	-0.23	0	-0.54	0	-0.18	0	-0.04	0	-0.16	0	-1.68	0.88
Goals	0.08	N/A	0.17	N/A	0.06	N/A	0.01	N/A	0.06	N/A	1.00	N/A
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-0.08	0	-0.17	0	-0.06	0	-0.01	0	-0.06	0	-1.00	0
Goals	0.03	N/A	0.06	N/A	0.05	N/A	0.00	N/A	0.05	N/A	0.08	N/A
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-0.03	0	-0.06	0	-0.05	0	0.00	0	-0.05	0	-0.08	0
Goals	0.05	N/A	0.10	N/A	0.06	N/A	0.01	N/A	0.03	N/A	0.39	N/A
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-0.05	0	-0.10	0	-0.06	0	-0.01	0	-0.03	0	-0.39	0
Goals	0.04	N/A	0.14	N/A	0.03	N/A	0.01	N/A	0.03	N/A	0.46	N/A
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-0.04	0	-0.14	0	-0.03	0	-0.01	0	-0.03	0	-0.46	0
Goals	0.52	N/A	1.16	N/A	0.33	N/A	0.06	N/A	0.33	N/A	6.07	1.93
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	-0.52	0	-1.16	0	-0.33	0	-0.06	0	-0.33	0	-6.07	1.93
Goals	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0
Goals	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0
Goals	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0
Goals	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A	0.00	N/A
Actual	0	0	0	0	0	0	0	0	0	0	0	0
Discrepancy	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0
TOTAL	0	0	0	0	0	1	0	0	0	0	8	10

HOW TO READ EMPLOYMENT ANALYSIS SECTION:

The percentages listed in the goals column are calculated by multiplying the CLFA goals by the number of employees in that job category. The number in that column represents the percentage of each protected group that should be employed by the firm to meet the CLFA goal. A negative number will be shown in the discrepancy column for each underrepresented goal of at least 1.00 position.

Goals are set by job categories for each protected group. An underrepresentation is indicated by a negative number, but if when DISCREPANCY is less than -1.00 position, 'A' will be displayed to show there is no underrepresentation.

(RA-2001-158)

REDEVELOPMENT AGENCY OF
THE CITY OF SAN DIEGO
RESOLUTION NO. R-03342

ADOPTED ON JUN 19 2001

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO APPROVING THE THIRD IMPLEMENTATION AGREEMENT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO AND INTERNATIONAL GATEWAY ASSOCIATES, LLC, FOR THE INTERNATIONAL GATEWAY OF THE AMERICAS PROJECT LOCATED IN THE SAN YSIDRO REDEVELOPMENT PROJECT AREA.

WHEREAS, the Redevelopment Agency of the City of San Diego [the Agency] is engaged in activities necessary to carry out and implement the Redevelopment Plan for the San Ysidro Redevelopment Project [the Project]; and

WHEREAS, in order to carry out and implement the Redevelopment Plan, on May 12, 1998, by Resolution No. R-02842, the Agency approved a Disposition and Development Agreement with International Gateway Associates, LLC [the Developer], for the International Gateway of the Americas Project, a copy of which is on file in the office of the Secretary to the Agency as Document No. D-02842, and amended by the First Implementation Agreement dated February 23, 2000, Document No. D-03111a and D-03111b and the Second Implementation

Agreement dated November 27, 2000, Document No. D-03272 (collectively with the proposed Third Implementation Agreement referred to herein as the Agreement); and

WHEREAS, in order to further implement the development under the Agreement, the Agency and the developer propose pursuant to the terms and conditions of the Third Implementation Agreement to make certain changes deemed appropriate by the parties; and

WHEREAS, the Agency has duly considered all terms and conditions of the proposed Third Implementation Agreement and believes that the conditions contained in the proposed Third Implementation are in the best interest of the City and the health, safety, moral, and welfare of its residents, and in accord with the public purposes and provisions of applicable State and local law and requirements; NOW, THEREFORE,

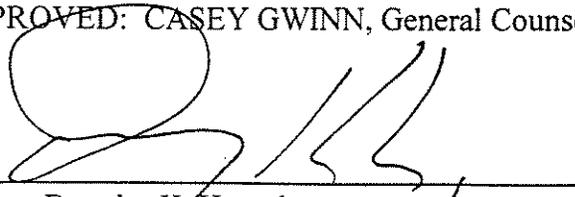
BE IT RESOLVED, by the Redevelopment Agency of the City of San Diego, as follows:

1. That the proposed Third Implementation Agreement and the terms and conditions thereof are approved.
2. That the Executive Director of the Agency, or designee, is authorized to execute, for and on behalf of the Agency, the Third Implementation Agreement with International Gateway Associated, LLC, a Delaware Limited liability company; a copy of the Third Implementation Agreement is on file in the Office of the Secretary to the Agency as Document No. D- 03312.
3. That the Executive Director of the Agency, or designee, is authorized, on behalf of the Agency, to sign all documents necessary and appropriate to carry out and implement the

Third Implementation Agreement and to administer the Agency's obligations, responsibilities and duties to be performed under the Third Implementation Agreement.

APPROVED: CASEY GWINN, General Counsel

By



Douglas K. Humphreys
Deputy General Counsel

DKH:lc
06/05/01
Or.Dept:Redev.
Aud.Cert:N/A
RA-2001-158
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Passed and adopted by The Redevelopment Agency of The City of San Diego
by the following vote:

JUN 19 2001

Members	Yeas	Nays	Not Present	Ineli
Scott Peters	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Byron Wear	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Toni Atkins	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
George Stevens	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Brian Maienschein	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Donna Frye	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jim Madaffer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ralph Inzunza	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chair Murphy	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

DICK MURPHY

Chair of The Redevelopment Agency of The City of San Diego, California

CHARLES G. ABDELNOUR

Secretary of The Redevelopment Agency of The City of San Diego, California

(Seal)

 Deputy

Office of The Redevelopment Agency, San Diego, California

Resolution Number 2033-12 Adopted JUN 19 2001

(RA-2001-159)

REDEVELOPMENT AGENCY OF
THE CITY OF SAN DIEGO
RESOLUTION NO. R-03343

ADOPTED ON JUN 19 2001

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO AMENDING THE ANNUAL PROGRAM BUDGET PREVIOUSLY ADOPTED FOR FISCAL YEAR 2000-2001 FOR THE PURPOSE OF ACCEPTING \$50,000 AS A NON-REFUNDABLE DEPOSIT TO COVER AGENCY EXPENSES IN NEGOTIATING THE DISPOSITION AND DEVELOPMENT AGREEMENT FOR THE INTERNATIONAL GATEWAY OF THE AMERICAS PROJECT LOCATED IN THE SAN YSIDRO REDEVELOPMENT PROJECT AREA.

WHEREAS, the Redevelopment Agency of The City of San Diego [the Agency] is engaged in activities necessary to carry out and implement the Redevelopment Plan for the San Ysidro Redevelopment Project area of San Diego [the Project]; and

WHEREAS, the Redevelopment Division [Redevelopment Division] of the City's Community and Economic Development Department has been authorized to administer the redevelopment projects in the Project area; and

WHEREAS, the Redevelopment Division wishes to accept \$50,000 from International Gateway Associates, LLC [the Developer], as a non-refundable deposit to cover Agency expenses in negotiating the Disposition and Development Agreement [DDA] and amendments thereto, for the International Gateway of the Americas Project located in the Project area; and

WHEREAS, the Redevelopment Division wishes to amend the Fiscal Year 2000-2001 Redevelopment Agency budget by \$50,000; NOW, THEREFORE,

BE IT RESOLVED, by the Redevelopment Agency of the City of San Diego, as follows:

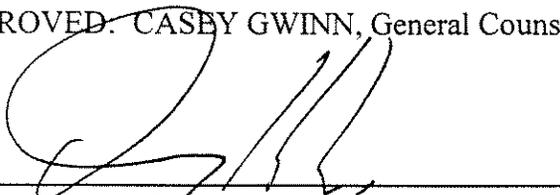
1. That the Executive Director of the Agency, or designee, accepts \$50,000 from International Gateway Associates, LLC, to be used as a non-refundable deposit to cover Agency expenses in negotiating the DDA, and amendments thereto, for the International Gateway of the Americas Project.

2. That the Executive Director of the Agency, or designee, is authorized to amend Fiscal Year 2000-2001 Budget by increasing the San Ysidro Redevelopment budget (Fund No. 98570) by \$50,000.

3. That the Executive Director, or designee, is authorized to expend funds as appropriate for the implementation of the International Gateway of the Americas Project.

APPROVED: CASEY GWINN, General Counsel

By



Douglas K. Humphreys
Deputy General Counsel

DKH:lc
06/05/01
Or.Dept:Redev.
Aud.Cert: 2101230
RA-2001-159
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**The City of San Diego
CERTIFICATE OF CITY AUDITOR AND COMPTROLLER**

CERTIFICATE OF UNALLOTTED BALANCE

AC2101230

ORIGINATING

DEPT. NO.: 042

I HEREBY CERTIFY that the money required for the allotment of funds for the purpose set forth in the foregoing resolution is available in the Treasury, or is anticipated to come into the Treasury, and is otherwise unallotted.

Amount \$ 50,000.00

Fund 98570

Purpose To authorize the expenditure of funds for expenses related to negotiating the DDA for the International Gateway of the Americas Redevelopment Project.

Date June 4, 2001

By:

De Waring

AUDITOR AND COMPTROLLER'S DEPARTMENT

ACCOUNTING DATA

ACCTG. LINE	CY PY	FUND	DEPT	ORG.	ACCOUNT	JOB ORDER	OPERATION ACCOUNT	BENF/ EQUIP	FACILITY	AMOUNT
1	0	98570			9544					\$50,000.00
TOTAL AMOUNT										\$50,000.00

FUND OVERRIDE

CERTIFICATION OF UNENCUMBERED BALANCE

I HEREBY CERTIFY that the indebtedness and obligation to be incurred by the contract or agreement authorized by the hereto attached resolution, can be incurred without the violation of any of the provisions of the Charter of the City of San Diego; and I do hereby further certify, in conformity with the requirements of the Charter of the City of San Diego, that sufficient moneys have been appropriated for the purpose of said contract, that sufficient moneys to meet the obligations of said contract are actually in the Treasury, or are anticipated to come into the Treasury, to the credit of the appropriation from which the same are to be drawn, and that the said money now actually in the Treasury, together with the moneys anticipated to come into the Treasury, to the credit of said appropriation, are otherwise unencumbered.

Not to Exceed \$

Vendor

Purpose

Date

By:

AUDITOR AND COMPTROLLER'S DEPARTMENT

ACCOUNTING DATA

ACCTG. LINE	CY PY	FUND	DEPT	ORG.	ACCOUNT	JOB ORDER	OPERATION ACCOUNT	BENF/ EQUIP	FACILITY	AMOUNT
TOTAL AMOUNT										

FUND OVERRIDE

Passed and adopted by The Redevelopment Agency of The City of San Diego JUN 19 2001
 by the following vote:

Members	Yeas	Nays	Not Present	Inelig
Scott Peters	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Byron Wear	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Toni Atkins	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
George Stevens	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Brian Maienschein	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Donna Frye	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jim Madaffer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ralph Inzunza	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chair Murphy	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

DICK MURPHY
 Chair of The Redevelopment Agency of The City of San Diego, California

CHARLES G. ABDELNOUR
 Secretary of The Redevelopment Agency of The City of San Diego, California

(Seal)

By *Charles G. Abdelnour* Deputy

Office of The Redevelopment Agency, San Diego, California

Resolution Number R-03213 Adopted JUN 19 2001

(RA-2001-160)

REDEVELOPMENT AGENCY OF
THE CITY OF SAN DIEGO
RESOLUTION NO. R-03344

ADOPTED ON JUN 19 2001

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO REGARDING THE PREVIOUSLY APPROVED MITIGATED NEGATIVE DECLARATION FOR THE INTERNATIONAL GATEWAY OF THE AMERICAS PROJECT LOCATED IN THE SAN YSIDRO REDEVELOPMENT PROJECT AREA A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO.

WHEREAS, on May 12, 1998, the International Gateway of the Americas Project [the Project] was heard by the Redevelopment Agency of the City of San Diego [the Agency]; and

WHEREAS, in connection with the approval of a Disposition and Development Agreement for the Project, adopted on May 12, 1998, by Resolution No. R-02841, the Agency certified a Mitigated Negative Declaration (SC No. 98031064), a copy of which is on file in the office of the Secretary to the Agency; and

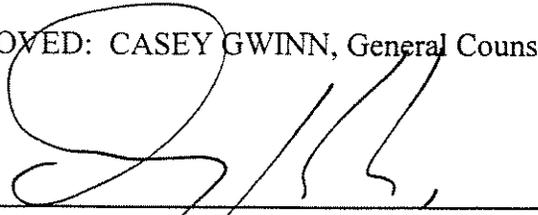
WHEREAS, in connection with the consideration of a Proposed Third Implementation Agreement to the Disposition and Development Agreement for the Project the Agency has considered the issues discussed in the Mitigated Negative Declaration; NOW, THEREFORE,

BE IT RESOLVED, by the Redevelopment Agency of the City of San Diego, that the information contained in the final document, including any comments received during the public review process, has been reviewed and considered by this Agency and it is determined that no

substantial changes or new information of substantial importance within the meaning of CEQA Guidelines Section 15162 would warrant any additional environmental review with approval of the Third Implementation Agreement to the Disposition and Development Agreement for the International Gateway of the Americas Project.

APPROVED: CASEY GWINN, General Counsel

By



Douglas K. Humphreys
Deputy General Counsel

DKH:lc
06/05/01
Or.Dept:Redev
Aud.Cert:N/A
RA-2001-160
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Passed and adopted by The Redevelopment Agency of The City of San Diego
by the following vote:

JUN 19 2001

Members	Yeas	Nays	Not Present	Ineligible
Scott Peters	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Byron Wear	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Toni Atkins	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
George Stevens	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Brian Maienschein	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Donna Frye	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jim Madaffer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ralph Inzunza	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chair Murphy	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

DICK MURPHY

Chair of The Redevelopment Agency of The City of San Diego, California

CHARLES G. ABDELNOUR

Secretary of The Redevelopment Agency of The City of San Diego, California

(Seal)

By



Deputy

Office of The Redevelopment Agency, San Diego, California

Resolution Number 03214 Adopted JUN 19 2001

