WHEREAS, the Portland Development Commission (“PDC”) is the owner of a 0.88-acre parcel, known as Block 49, which is located at the northeast corner of NE 1st Avenue and NE Holladay Street (the “Property”);  

WHEREAS, the PDC Board of Commissioners (“Board”) through Resolution No. 4178 acquired the Property in 1991 for the express purpose of assisting with the acquisition of property for a headquarters hotel site;  

WHEREAS, in 2006, the PDC Board through Resolution No. 6355 adopted a Development Vision for the Oregon Convention Center Blocks, which includes the Property;  

WHEREAS, Mortenson Development (“Mortenson”), intends to construct a 600-room Convention Center Hotel (“Hotel”) on the site to the east of the Property;  

WHEREAS, PDC intends to support the Hotel by constructing a 425-stall parking garage (“Parking Garage”) on the Property, with 375 stalls dedicated to the Hotel;  

WHEREAS, Mortenson will design and construct the Parking Garage on behalf of PDC;  

WHEREAS, upon completion of construction, Mortenson will sell the Hotel to Hyatt Corporation (“Hyatt”); and  

WHEREAS, PDC and Hyatt will partner to establish the terms and conditions under which the Parking Garage will be operated, managed, and valet services are administered.
NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to enter into a Parking Operations and Valet Services Management Agreement with Hyatt, substantially consistent with the terms outlined in the attached Exhibit A;

BE IT FURTHER RESOLVED, that the Executive Director may approve changes to the Parking Operations and Valet Services Management Agreement, if such changes do not materially increase PDC’s obligations or risks, as determined by the Executive Director in consultation with PDC’s General Counsel; and

BE IT FURTHER RESOLVED, that this resolution shall become effective immediately upon its adoption.

Adopted by the Portland Development Commission on February 10, 2016

Gina Wiedrick, Recording Secretary
PARKING OPERATION & VALET SERVICES MANAGEMENT AGREEMENT  
(PDC AND HYATT CORPORATION)  

**Significant Terms:**  
1. Agreement is between PDC and Hyatt, however Hyatt may assign the agreement to a third-party contractor (Contractor) with PDC consent.  
2. Contractor shall operate garage in accordance with standards and requirements in the Easement Agreement and shall provide all resources to operate a first-class, professionally operated garage and to provide valet services.  
3. Staffing plans, budgets, revenue collection procedures and other operating elements to be developed by Contractor and approved by PDC.  
4. Contractor to provide monthly operating reports for all revenue and expenses by the 15th day of the following month.  
5. PDC must approve all expenditures over $1,000.  
6. At least once per quarter Contractor shall provide third-party verification that all tickets for Hotel Parking and valet service are properly handled.  
7. PDC shall set rates no more than the fair market value of such spaces and/or valet and other services in similar garages.  
8. Subject to availability, up to 10 parking spaces within the Hotel Parking area shall be reserved for Hotel Management, as designated by Hyatt, on a complimentary basis.  
9. Contractor shall be paid a Base Management Fee subject to an annually updated 3rd party market study of hotel parking rates.  
10. 20-year initial term with 2, 10-year options, to renew.  

**Conditions to be resolved prior to moving forward:**  
1. Incorporation of language that limits expenses to no more than those incurred in other similar garages.  
2. Verification that Hotel servicing and accounting fees, if any, are reasonable and similar to other fees charged by hotels in similar situations.  
3. Third-party verification of initial projected operating expenses.  
4. Fully executed Parking Structure Development Agreement  
5. Fully executed Easement Agreement
RESOLUTION NO. 7167

RESOLUTION TITLE:
AUTHORIZING THE TERMS FOR A PARKING OPERATIONS AND VALET SERVICES MANAGEMENT AGREEMENT WITH HYATT CORPORATION FOR THE DESIGN AND CONSTRUCTION OF THE CONVENTION CENTER HOTEL GARAGE

Adopted by the Portland Development Commission on February 10, 2016

<table>
<thead>
<tr>
<th>PRESENT FOR VOTE</th>
<th>COMMISSIONERS</th>
<th>VOTE</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Commissioner Tom Kelly</td>
<td></td>
</tr>
<tr>
<td>✔</td>
<td>Commissioner Gustavo Cruz, Jr.</td>
<td>✔</td>
</tr>
<tr>
<td>✔</td>
<td>Acting Chair Aneshka Dickson</td>
<td>✔</td>
</tr>
<tr>
<td>✔</td>
<td>Commissioner Mark Edlen</td>
<td>✔</td>
</tr>
<tr>
<td>✔</td>
<td>Commissioner William Myers</td>
<td>✔</td>
</tr>
</tbody>
</table>

☐ Consent Agenda ✔ Regular Agenda

CERTIFICATION

The undersigned hereby certifies that:

The attached resolution is a true and correct copy of the resolution as finally adopted at a Board Meeting of the Portland Development Commission and as duly recorded in the official minutes of the meeting.

Gina Wiedrick, Recording Secretary

Date:

February 29, 2016