

Stanislaus County Recorder
Lee Lundrigan Co Recorder Office

**RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:**

Document #04-0103022-00

City of Modesto
1010 Tenth Street
Modesto, CA 95354
Attention: Director of Operations and Maintenance

RECD BY
Free Issue
Total fee \$0.00
Amount Tendered... \$0.00
Change \$0.00
MJH:R2/3

MEMORANDUM OF AMENDMENT TO PARKING GARAGE

This Memorandum of Amendment to Parking Garage Sublease (this "Memorandum") is made by and between the City of Modesto, a public body, corporate and politic, as sublessor (the "City") and Doubletree DTWC Corporation, a Delaware corporation ("Doubletree") who agree as follows:

1. Effective June 1, 2004, the City and Doubletree (collectively, the "Parties") entered into an Amendment to Sublease (the "Amendment") which amended that certain Sublease which is referenced in a prior Memorandum of Parking Garage Sublease which was recorded as document number 090211 on December 30, 1988. Doubletree is the successor in interest to Community Center Hotel Associates, the sublessee under the original Sublease.
2. Among other things, the Amendment (a) increased the number of parking spaces leased to Doubletree from four hundred sixty-five (465) to six hundred fifteen (615); (b) provided that Doubletree would have two (2) options to extend the term of the Sublease by ten (10) years per option term, through May 31, 2075; (c) granted the City the right to use one hundred sixty (160) parking spaces on the roof of the parking garage for a period of twenty (20) years commencing on June 1, 2003 and continuing through and including May 31, 2023; and (d) fixed the rent which Doubletree would pay through the end of the second option term.
3. Subject to the provisions of the Sublease and of the Amendment with respect to assignment and subletting, each and all of the covenants and conditions of the Sublease and the Amendment shall be binding upon, and shall inure to the benefit of, the heirs, successors, executors, administrators, assigns, and personal representatives of the Parties to the Amendment.

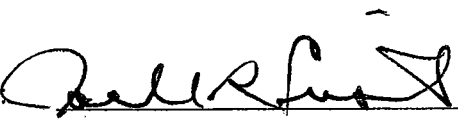
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4. This Memorandum is prepared for the purpose of recordation. It is not intended as a complete statement of all of the provisions in the Amendment. Moreover, in no way does this Memorandum modify the provisions of the Sublease or the Amendment.

SUBLESSOR:

THE CITY OF MODESTO

By:  _____


Name: JACK CRIST

Title: CITY MANAGER

Dated: June 28, 2004

APPROVED AS TO FORM.

MODESTO CITY ATTORNEY'S OFFICE

By:  _____

MICHAEL D. MILICH
CITY ATTORNEY,
CITY OF MODESTO

Dated: June 28, 2004

**CONSENT BY THE REDEVELOPMENT AGENCY OF THE CITY OF
MODESTO TO MEMORANDUM OF AMENDMENT TO PARKING
GARAGE SUBLEASE**

The Redevelopment Agency of the City of Modesto (the "RDA"), as owner of the parking garage, has entered in to a Lease Agreement with the City of Modesto (the "City") relating to the management and operation of the parking garage and has consented to the City's execution of

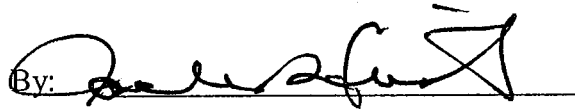
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the Amendment to Sublease (the "Amendment") effective June 1, 2004, upon the terms and conditions set forth in that Amendment.

Dated: June 28, 2004

REDEVELOPMENT AGENCY OF THE CITY OF
MODESTO

By: 

Name: JACK CRIST

Title: CITY MANAGER