THIRD AMENDMENT TO PFA

This THIRD AMENDMENT TO PFA ("Third Amendment"), made effective as of the date fully executed, is by and between the City of Palm Springs, a California municipal corporation and charter city ("City"), and Palm Springs Promenade, LLC, a California limited liability company ("Developer"), with reference to the following:

RECITALS

A. PFA. On or about September 29, 2011, the City and Developer entered into a Project Financing Agreement ("PFA"), which related to financing, development, redevelopment, creation, and refurbishment of Public and Private Improvements in the DFP Area of downtown Palm Springs. The PFA, and all documents attached to and/or executed pursuant to the PFA, are incorporated herein by reference as though set forth in full, and all defined terms therein shall, unless otherwise indicated, have the same meanings herein.

B. First and Second Amendment. Prior to the effective date hereof, City and Developer entered into a First Amendment to PFA ("First Amendment") and a Second Amendment to the PFA ("Second Amendment"). The First Amendment and Second Amendment are incorporated herein by reference as though set forth in full, and all defined terms therein shall, unless otherwise indicated, have the same meanings herein.

C. Third Amendment. The parties now desire to enter into this Third Amendment.

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

1. Further Updated Site Plan. The original Project Site Plan (attached to the PFA as Exhibit A) was replaced and superseded by the Updated Site Plan attached to the Second Amendment as Exhibit "I". Said Updated Site Plan is hereby superseded and replaced by the Further Updated Site Plan attached hereto as Exhibit "X".

2. Effect of Third Amendment. To the extent provided and/or contemplated herein, the PFA (and all documents attached to and/or executed pursuant to the PFA), the First Amendment and Second Amendment are deemed amended and superseded. Except to the extent provided and/or contemplated herein, the PFA (and all documents attached to and/or executed pursuant to the PFA), the First Amendment and Second Amendment shall remain in effect as originally written.

3. Incorporation of Recitals and Exhibits. Each of the recitals set forth herein and each of the Exhibits attached hereto are incorporated by reference and made a part hereof as though set forth in full.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and made it effective as and when specified above.

DEVELOPER: PALM SPRINGS PROMENADE, LLC
A California limited liability company
By: [signature]
Title: Managing Partner / Member
Dated: 1/24/13

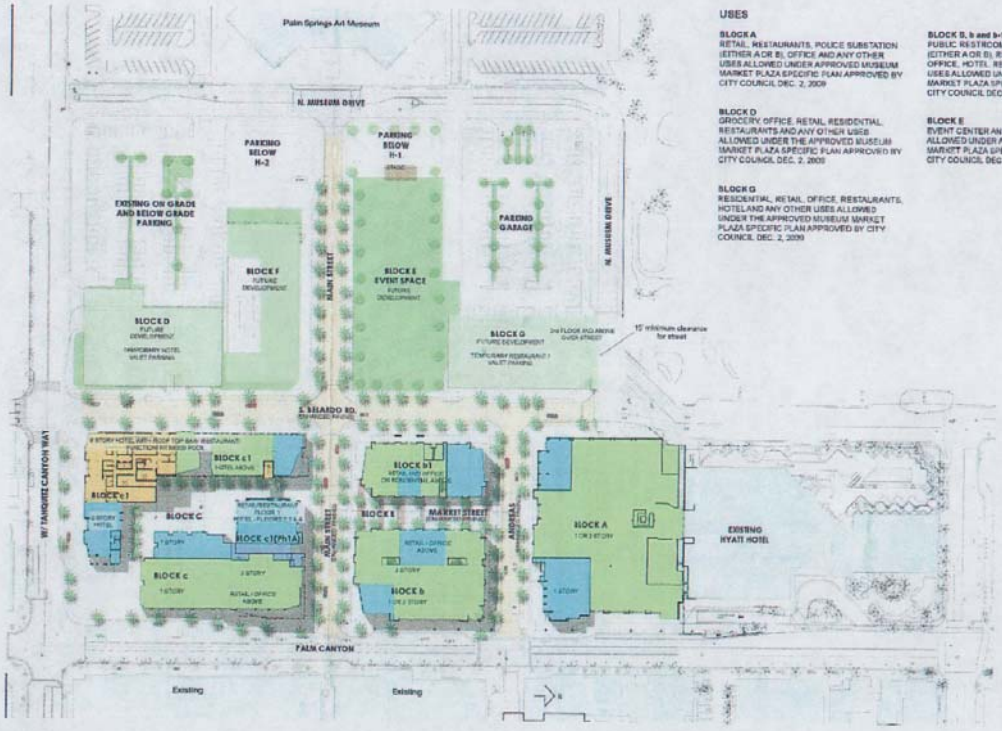
CITY: CITY OF PALM SPRINGS
A California municipal corporation and charter city
By: [signature]
Title: City Manager
Dated: 1/10/13

ATTEST: [signature]
City Clerk

APPROVED AS TO LEGAL FORM: [signature]
City Attorney

ITEM NO. 4A

APPROVED BY CITY COUNCIL
12.19.12 A6144



USES

BLOCK A
RETAIL, RESTAURANTS, POLICE SUBSTATION (EITHER A OR B), OFFICE AND ANY OTHER USES ALLOWED UNDER APPROVED MUSEUM MARKET PLAZA SPECIFIC PLAN APPROVED BY CITY COUNCIL DEC. 2, 2009

BLOCK B, b and b-1
PUBLIC RESTROOMS, POLICE SUBSTATION (EITHER A OR B), RETAIL, RESTAURANTS, OFFICE, HOTEL, RESIDENTIAL AND ANY OTHER USES ALLOWED UNDER APPROVED MUSEUM MARKET PLAZA SPECIFIC PLAN APPROVED BY CITY COUNCIL DEC. 2, 2009

BLOCK C, c and c-1
HOTEL, RESTAURANTS, RETAIL, OFFICE AND OTHER USES ALLOWED UNDER APPROVED MUSEUM MARKET PLAZA SPECIFIC PLAN APPROVED BY CITY COUNCIL DEC. 2, 2009

BLOCK D
GROCERY, OFFICE, RETAIL, RESIDENTIAL, RESTAURANTS AND ANY OTHER USES ALLOWED UNDER THE APPROVED MUSEUM MARKET PLAZA SPECIFIC PLAN APPROVED BY CITY COUNCIL DEC. 2, 2009

BLOCK E
EVENT CENTER AND ANY OTHER USES ALLOWED UNDER APPROVED MUSEUM MARKET PLAZA SPECIFIC PLAN APPROVED BY CITY COUNCIL DEC. 2, 2009

BLOCK F
RETAIL, HOTEL, OFFICE, RESIDENTIAL, RESTAURANTS AND ANY OTHER USES ALLOWED UNDER APPROVED MUSEUM MARKET PLAZA SPECIFIC PLAN APPROVED BY CITY COUNCIL DEC. 2, 2009

BLOCK G
RESIDENTIAL, RETAIL, OFFICE, RESTAURANTS, HOTEL AND ANY OTHER USES ALLOWED UNDER THE APPROVED MUSEUM MARKET PLAZA SPECIFIC PLAN APPROVED BY CITY COUNCIL DEC. 2, 2009

SPECIFIC PLAN
MAX LAND USE INTENSITIES

PLANNING AREAS #1

RETAIL / RESTAURANT / OFFICE	469,000 SF
HOTEL ROOMS	585 ROOMS
RESIDENTIAL	600 UNITS

PHASE ONE OF PLANNING AREA #1
BLOCKS A-b-C

RESTAURANT, RETAIL & HOTEL	411,000 SF +/-
HOTEL ROOMS (INCLUDED IN ABOVE S.F.)	185 ROOMS +/-
RESIDENTIAL	0 UNITS +/-

- ENHANCED PAVING ON BELARDO, MAIN, ANDREAS AND MARKET STREET AS SHOWN
- OPTIONAL SHADE STRUCTURE OVER MARKET STREET
- REMOVABLE BOLLARDS AT THE FOLLOWING INTERSECTIONS
  - MAIN STREET & PALM CANYON
  - MAIN STREET & BELARDO
  - ANDREAS & PALM CANYON
  - ANDREAS & BELARDO
  - MARKET STREET & MAIN STREET
  - MARKET STREET & ANDREAS

DOWNTOWN PALM SPRINGS

WESSMAN DEVELOPMENT

MASTERPLAN / SITE PLAN
EXHIBIT I

N

SCALE: 1:60

2012 12 05