LONG-RANGE PROPERTY MANAGEMENT PLAN
MAJOR APPROVED DEVELOPMENT PROJECT
TRANSBAY

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the disposition of real property ~~in the Transbay Redevelopment Project Area,~~ (the "Transbay Property" or the "Development Parcels") in the Transbay Redevelopment Project Area (the "Project Area" or "Transbay"). Transbay will be the most transit-rich neighborhood on the West Coast and one of the most transit-oriented neighborhoods in the United States, with more than 3,~~000~~100 new housing units and nearly ~~3.0~~2.6 million square feet of new commercial space developed on publicly owned land surrounding the new, state-of-the-art, Transbay Transit Center ("TTC") being developed by the Transbay Joint Powers Authority ("TJPA"). The disposition of the Transbay Property is required under enforceable obligations, as defined in Section 34171 (d) (1) of the California Health and Safety Code[1] and in a Final and Conclusive Determination by the Department of Finance ("DOF") under Section 34177.5 (i).[2] DOF has already determined that "any sale, transfer, or conveyance of property related to this project, and as outlined in the project documents, is authorized."[3]

The Development Parcels are comprised of Market-Rate Parcels (to be developed with private, market-rate residential/commercial uses), Affordable Housing Parcels (to be developed with affordable housing) and Park Parcels (to be developed as public parks). The Successor Agency currently owns ~~some~~five of these Development Parcels ~~now. However,~~ and will acquire several more over the ~~vast majority of these parcels will be acquired, and then transferred, by the Successor Agency in the future~~next few years, pursuant to the Transbay ~~enforceable obligations~~Enforceable Obligations which are defined and discussed in greater detail below.

Under the Transbay ~~enforceable obligations~~Enforceable Obligations, the Successor Agency has purchased and/or is ~~required~~authorized to ~~exercise its~~ purchase ~~option on~~ these ~~parcels~~Development Parcels, and own them until they are either: (i) sold for private development, (ii) developed as affordable housing, or (iii) developed as public parks. Therefore, the Successor Agency proposes the following disposition plan pursuant to Redevelopment Dissolution Law for the Transbay Property:

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[1] All future statutory references are to the California Health and Safety Code unless otherwise noted.

[2] Letter, S. Szalay, DOF, Local Government Consultant, to Tiffany Bohee, Successor Agency, Executive Director (April 15, 2012) , *available at* http://www.dof.ca.gov/redevelopment/final_and_conclusive/Final_and_Conclusive_Letters/documents/San_Francisco_F&C_EO_Items_102_105_&_237.pdf

[3] Email, Justyn Howard, DOF, Assist. Program Budget Manager, to Tiffany Bohee, Successor Agency, Executive Director (Sep. 10, 2013, 09:17 a.m.) (See Attachment C.)

- ***Market-Rate Parcels***

  - Future Ownership (~~Blocks~~a portion of Block 4~~, 5, 8, and 9 and Parcel F~~) – Acquire and sell at market value to third-party developers pursuant to the Transbay Implementation Agreement. The estimated ~~sales dates are between 2014 and 2020~~acquisition date is 2016 and the estimated sales date is 2018.

  - Future Ownership (a portion of Block 8) – See the Affordable Housing Parcels section below for the Block 8 market-rate project description.

  - Sales proceeds – ~~Sales~~The sales proceeds for market-rate housing projects are restricted under the Transbay Pledge Agreement and must be used to help pay the cost of designing and constructing the new TTC (pursuant to the Transbay Pledge Agreement, the Transbay Implementation Agreement, and the Transbay Option Agreement). (Recognized Obligation Payment Schedule ("ROPS") Line No. 102.)

- ***Affordable Housing Parcels***

  - Current Ownership (Block 11A) – ~~Retain until~~ The Successor Agency plans to transfer this completed, fully occupied affordable housing ~~is complete to fulfill Transbay enforceable obligations (i.e.,~~project to ~~ensure funding~~the City and ~~development of~~ County of San Francisco (the "City") as Housing Successor Agency pursuant to Redevelopment Dissolution Law in early 2016, upon completion of the permanent financing conversion.

  - Current Ownership (a portion of Block 1) – The Successor Agency proposes to sell its portion of Block 1 (acquired in 2003 with tax increment moneys for the purpose of developing affordable housing~~ to meet the state mandated 35%~~) for fair market value to the owner of the other four parcels on the block, who will assemble all the parcels and master develop the block to include (1) a residential tower (with both market rate units and inclusionary/developer funded affordable units), and (2) a 100% affordable project in a separate podium building. Fair market value may consist of restrictions and covenants on the block requiring the development of up to 40% of the total number of units in the project as affordable housing. However, in the event that there are actual sales proceeds from the transfer of the Block 1, the Successor Agency will use the funds to subsidize the on-site development of the 100% affordable project as indicated on the Successor Agency's ROPS Line No. 392. The estimated sales date is 2016.

  - Current Ownership (Block 6) – In May 2014, pursuant to the Block 6 Disposition and Development Agreement ("Block 6 DDA"), the Block 6 developer conveyed this airspace parcel to the Successor Agency for development of 70 affordable units above a portion of a podium and garage to be shared with the market-rate development on

Block 6 and a second affordable housing ~~requirement in~~ project on Block 7. See Attachment D, Transbay Blocks 6 and 7 Development Program Map, which shows the location of the affordable housing and market-rate developments on Blocks 6 and 7. The Successor Agency plans to transfer this completed, fully occupied affordable housing project on Block 6 to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law, upon completion of the permanent financing conversion in 2016.

- Current Ownership (Block 7) – In October 2013, the Successor Agency acquired Block 7 (from the TJPA pursuant to the Transbay Enforceable Obligations) for development of a 100% affordable housing project sharing a garage with the development on Block 6 (see Attachment D). The Successor Agency will continue to own the Block 7 land until the project is completed by its affordable housing developer, and then transfer it to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. The estimated transfer date is 2018.

- Future Ownership (Block 2, a portion of Block 4, and Block 12) – Acquire and retain to fulfill Transbay Enforceable Obligations (i.e., to ensure these parcels are developed into affordable housing to meet the state-mandated 35% affordable housing requirement in Transbay). ~~).~~ Once the affordable housing is complete, the Successor Agency will transfer it to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. The estimated acquisition and transfer ~~date is 2014~~dates are between 2016 and 2020.

- ~~Current~~Future Ownership (a portion of Block ~~1) – Retain until parcel can be aggregated with adjacent private parcels, sell at market value~~ 8) – Pursuant to ~~adjacent~~the Block 8 Disposition and Development Agreement ("Block 8 DDA"), the City will convey this property ~~owner, and use proceeds for, or require on-site development of,~~to the Successor Agency, and in the same escrow transaction, the Successor Agency will immediately convey the property to the Block 8 developer. Escrow is expected to close in late 2015 or early 2016. The Block 8 developer is responsible for building mixed-income residential project consisting of approximately 400 market-rate units, 70 affordable ~~housing. The estimated sales date is 2014.~~

- ~~Future Ownership (Blocks 2, 7 and 12~~inclusionary units, and ~~portions~~80 Successor Agency-subsidized affordable units (the "Affordable Housing Project"). The Block 8 developer will convey an airspace parcel for the Affordable Housing Project back to the Successor Agency (in 2016), the Successor Agency will then lease the airspace parcel to an affiliate of ~~Blocks 4, 6, 8,~~the Block 8 developer (pursuant to the Block 8 DDA), and ~~9) – Acquire and retain to fulfill Transbay enforceable obligations (i.e., to ensure these parcels are developed into affordable housing to meet the state-mandated 35% affordable housing requirement in Transbay). Once the affordable housing is complete~~the affiliate will then construct the Affordable Housing Project in collaboration with the Block 8 developer. After completion of the Affordable Housing Project, the Successor Agency will transfer ~~it~~the project to the City as Housing

Successor Agency pursuant to Redevelopment Dissolution Law. The estimated transfer ~~dates are between 2014 and 2020~~date is 2018.

- ***Park Parcels***

  - Current Ownership (Block 11B) ~~--~~ – Retain to fulfill an enforceable obligation (i.e., ensure Block 11B is developed into a park). Once the park is complete, the Successor Agency will transfer it to the City for a governmental purpose (i.e., a public park). The estimated transfer date is ~~2016~~2019.

  - Future Ownership (Block 3) – Acquire and retain to fulfill an enforceable obligation (i.e., ensure Block 3 is developed into a park). Once the park is complete, the Successor Agency will transfer it to the City for a governmental purpose (i.e., a public park). ~~The~~The estimated acquisition date is 2018 and the estimated transfer date is 2019.

BACKGROUND

In 2005, the City ~~and County of San Francisco (the "City")~~ adopted the Transbay Redevelopment Project Area ~~(the "Project Area" or "Transbay"),~~, which consists of 40 acres in the City's financial district, including the new TTC and 10 acres of publicly owned property, most of which was formerly owned by the State of California (the "State"). Most of the formerly State-owned parcels are part of the former Embarcadero Freeway, which was demolished after the 1989 Loma Prieta Earthquake. The Redevelopment Plan for the Project Area (the "Redevelopment Plan") designates most of the formerly State-owned parcels as part of Zone 1, where the Successor Agency has final land use authority over projects.

The Redevelopment Plan has three primary goals, all of which are covered by the Transbay ~~enforceable obligations~~Enforceable Obligations discussed later in this document:

1. Funding (from sales proceeds, tax increment, and other sources) the construction of the new, multi-modal TTC on the site of the former terminal and construct a rail extension from the current Caltrain station at Fourth and King Streets to the new TTC (the "Downtown Extension"). The TJPA is responsible for planning, constructing and eventually operating the new TTC.

2. Developing a new, transit-oriented neighborhood on approximately 10 acres of publicly owned property, most of which was formerly owned by the State, including more than 3,~~000~~100 new residential units and ~~3.0~~2.6 million square feet of new commercial space as well as new parks, plazas, streetscapes, and related improvements.

3. Providing that 35 percent (or approximately 1,200 units) of the new residential units constructed in the Project Area are affordable to low- and moderate-income households

by requiring market rate development to include affordable units and providing tax increment financing for Successor Agency-subsidized units.

The Redevelopment Plan authorizes the transformation of the Project Area into a new, mixed-use neighborhood surrounding a state-of-the-art, multi-modal transit station. The TJPA is responsible for constructing, owning and operating the new TTC, which is currently under construction and scheduled to be completed in 2017. The TTC will be a modern transit hub accommodating regional bus, light rail, and future high-speed rail service throughout the Bay Area and California.

In 2003, in anticipation of this plan, the TJPA, the City, and the State Department of Transportation ("Caltrans") executed the 2003 Cooperative Agreement, which required Caltrans to transfer 24 parcels to the City and the TJPA for the construction of the TTC and future neighborhood development (the "Transbay Cooperative Agreement"). The Transbay Cooperative Agreement further required that all land sale proceeds from the sale of the State-owned parcels and all net tax increment generated by their development must be used for the construction of the new TTC, including its access ramps.

Under the enforceable obligations described below, the Successor Agency is responsible for facilitating development on publicly owned parcels within the Project Area and also for planning and constructing a wide range of infrastructure improvements in the Project Area, including new public parks, new pedestrian-oriented alleys, and widened sidewalks. The infrastructure improvements are detailed in the 2006 Transbay Redevelopment Project Area Streetscape and Open Space Plan (the "Streetscape and Open Space Plan").

Summary of Enforceable Obligations

Under the Transbay ~~enforceable obligations require~~Enforceable Obligations, the Successor Agency has purchased or is authorized to ~~exercise~~ purchase ~~options on~~ the Development Parcels and own them until they are either: (i) sold for private development, (ii) developed as affordable housing, or (iii) developed as public parks. These Transbay ~~enforceable obligations~~Enforceable Obligations are:

Enforceable Obligations to Acquire Property

- The Transbay Redevelopment Project Implementation Agreement dated January 20, 2005, between the Successor Agency and the TJPA (the "Transbay Implementation Agreement~~")~~").

Enforceable Obligations to Retain Property for Development

- The Transbay Implementation Agreement; and

- California State Assembly Bill 812, passed July 22, 2003 and codified in California Public Resources Code Section 5027.1, which imposes a 35% affordable housing requirement in the Transbay Redevelopment Project Area ("Assembly Bill 812"); and

- The Transbay Redevelopment Project Tax Increment Allocation and Sales Proceeds Pledge Agreement dated January 31, 2008, between the Successor Agency, the TJPA and the City (the "Transbay Pledge Agreement").

Each of these ~~enforceable obligations~~Enforceable Obligations is discussed in greater detail below ~~and are collectively referred to as the "Transbay Enforceable Obligations.~~"

The Transbay Implementation Agreement. The Transbay Implementation Agreement is an enforceable obligation under Redevelopment Dissolution Law. Parcels that the Successor Agency does not own now, but may own in the future, are defined as "Agency Transfer Parcels" in the Transbay Implementation Agreement and in the 2008 Option Agreement for the Purchase and Sale of Real Property between the Successor Agency, the City, and the TJPA (the "Transbay Option Agreement"). The Agency Transfer Parcels include all of the Development Parcels, except for Block 1~~.~~, two lots on Block 2 (Block 3739, Lots 004 and 007), and two lots on Block 3 (Block 3739, Lots 002 and 006).

The Transbay Implementation Agreement requires that the Successor Agency "prepare and sell the Agency Transfer Parcels to third parties." (See Implementation Agreement, Section 2.1 (a) at page 4.) This requirement is also contained in the Option Agreement, which grants the Successor Agency "the exclusive and irrevocable option to purchase the Agency Transfer Parcels." (See Option Agreement, Section 2.1 at page 4.) The Option Agreement provides the means by which the Successor Agency can fulfill its obligations under the Implementation Agreement to prepare and sell the Agency Transfer Parcels. In addition, the Implementation Agreement obligates the Successor Agency to fund and develop major infrastructure improvements and affordable housing.

Also, with respect to parks, the Implementation Agreement requires the Successor Agency to execute all activities related to the implementation of the Transbay Redevelopment Plan, including "activities related to major infrastructure improvements, including new public parks, new pedestrian-oriented alleys …" (See Implementation Agreement, Section 2.1(d)). These park-related infrastructure activities are further defined in the Transbay Streetscape and Open Space Concept Plan. Construction of new public parks is necessary to maximize the value of the State-owned parcels and thus generate funding for the construction of the TTC, as required under the Pledge Agreement (discussed below).

The Transbay Implementation Agreement and the Transbay Option Agreement are in furtherance of the Transbay Pledge Agreement ~~(discussed below)~~ and the Transbay Cooperative Agreement.

On April 15, 2013, DOF determined "finally and conclusively" that the Transbay Implementation Agreement is an enforceable obligation that will not require additional DOF review in the future, although expenditures under the Transbay Implementation Agreement are subject to continuing DOF review. The California State Legislature reaffirmed this determination through the adoption of Senate Bill No. 107, chaptered on September 22, 2015 (Section 27(a)(5)).

Assembly Bill 812. Assembly Bill 812 is an obligation imposed by state law and is thus an enforceable obligation under Redevelopment Dissolution Law. (See Section 34171(d) (1) (C).) It imposes a 35% affordable housing requirement in the Project Area. To meet this requirement, the Successor Agency must ensure that the maximum number of affordable units be developed on the Development Parcels (identified as "Agency Transfer Parcels" in the Transbay Implementation Agreement) and on Block 1. Prior to dissolution, the former redevelopment agency acquired, with Low- and Moderate-Income Housing Funds, a portion of Block 1, which includes the Successor Agency's parcel and three adjacent privately-owned parcels. The Transbay Redevelopment Project Area Development Controls and Design Guidelines (the "DCDG") require that the Successor Agency's portion of Block 1, also known as the "Spear Street Parcel," be aggregated with the adjacent private parcels before Block 1 can be developed.

Development of Block 1 with a significant amount of affordable housing is needed to fulfill the affordable housing requirements of Assembly Bill 812, which the Successor Agency estimates as requiring approximately 1,200 below-market-rate units.

On April 15, 2013, DOF determined "finally and conclusively" that Assembly Bill 812 is an enforceable obligation that will not require additional DOF review in the future, although expenditures under Assembly Bill 812 are subject to continuing DOF review.

The Transbay Pledge Agreement. This agreement, another enforceable obligation under Redevelopment Dissolution Law, pledges all of the sales proceeds and all of the net tax increment from the formerly State-owned parcels to fund the TTC. The Transbay Pledge Agreement arose from the Transbay Cooperative Agreement.

On April 15, 2013, DOF determined "finally and conclusively" that the Transbay Pledge Agreement is an enforceable obligation that will not require additional DOF review in the future, although expenditures under the agreement are subject to continuing DOF review.

The Transbay Pledge Agreement, the Transbay Implementation Agreement, and the Transbay Option Agreement all require that the Successor Agency deposit the gross sales proceeds from the sale of the Agency Transfer Parcels into a separate account, which shall be used by the TJPA to help pay the cost of designing and constructing the new TTC.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The Successor Agency currently owns ~~only three~~five Development Parcels in Transbay: ~~Two~~ four Affordable Housing Parcels (~~Block 11A and~~ a portion of Block 1, Block 6, Block 7, and Block 11A), and one Park Parcel (Block 11B). The ~~vast majority of property covered in the Successor Agency's PMP is property the~~ Successor Agency will own several more Development Parcels in Transbay in the future~~.~~: two Market-Rate Parcels (a portion of Block 4 and a portion of Block 8), four Affordable Housing Parcels (Block 2, a portion of Block 4, a portion of Block 8, and Block 12), and one Park Parcel (Block Three). These properties are also ~~shown~~listed on Attachment A (DOF Tracking Sheet for Transbay) and identified on Attachment B (Map of Transbay ~~Property~~Development Parcels).

Date of Acquisition

See Attachment A for acquisition dates for the Market-Rate Parcels, the Affordable Housing Parcels, and the Park Parcels.

Value of Transbay Property at Time of Acquisition

See Attachment A for acquisition values for the Market-Rate Parcels, the Affordable Housing Parcels, and the Park Parcels.

Estimate of the Current Value

See Attachment A for estimated current values for the Market-Rate Parcels. With the possible exception of Block 1, ~~T~~the Affordable Housing Parcels have no monetary value under Redevelopment Dissolution Law due to long-term affordability restrictions and covenants requiring the development of permanently affordable housing on these sites and their future transfer to the City as Housing Successor Agency. The Park Parcels, except for Block 11B, are zoned as public open space, and therefore have no value. Block 11B is too small to be financially feasible as a private development and instead will be developed as a public park, increasing the open space already planned and zoned immediately to the south.

The ~~source~~sources for the values of the Market-Rate Parcels, excluding Block 8, is The Concord Group, a real estate consulting firm, which performed a pro-forma and comparables analysis for all of the formerly State-owned parcels that will be developed with market-rate housing and/or commercial space.

~~Block 1 is the only Development Parcel that is not a formerly State-owned parcel. The value of Block 1 is a pro-rata value based on the recent sale of two of the three adjacent privately-owned parcels, adjusted for the level of affordable housing required on Block 1 to meet the affordable housing obligations for the Project Area. Pursuant to the zoning for the Project Area, Block 1 must be assembled with these three privately-owned parcels to be developed.~~
The value of Block 1 (not a formerly State-owned parcel) is based on a 2014 appraisal from Carneghi-Blum & Partners, Inc. However, when the property is sold, fair market value may consist of restrictions and covenants on the block requiring the development of up to 40% of the total number of units in the project as affordable housing.

The value of Block 8 Market-Rate Parcel is based on the purchase price set forth in the Block 8 DDA.

Purpose for which the Transbay Property was Acquired

The Transbay Property – including the Market-Rate Parcels, the Affordable Housing Parcels, and the Park Parcels – was acquired, or will be acquired, for the purpose of developing a new, transit-oriented neighborhood surrounding the new TTC, to generate revenue to help construct the new TTC and fulfill the affordable housing enforceable obligation. Through an extensive community process, the former redevelopment agency created the zoning for the new neighborhood, which

will be the densest neighborhood in San Francisco at more than 350 residential units per acre. Along with this density, however, the zoning designates certain parcels as open space for the new neighborhood, as described in the Redevelopment Plan and the Streetscape and Open Space Plan.

In addition, Block 1 was acquired from the City in 2003 using affordable housing funds for the purpose of developing affordable housing. The market-rate sale of this property will help fund the affordable housing on Block 1, which is required to meet the Successor Agency's affordable housing obligations in the Project Area.

Address/Location

See Attachment A for the specific addresses for the Market-Rate Parcels, the Affordable Housing Parcels, and the Park Parcels.

These properties are mostly located along Folsom Street, and between Main and Beale Streets north of Folsom Street and south of Mission Street. These areas were formerly occupied by a portion of the Embarcadero Freeway, which was demolished after the 1989 Loma Prieta Earthquake, thus clearing the way for the State, the City and the TJPA to negotiate an agreement to transfer the parcels for the purpose of developing a new neighborhood and generating revenue to help construct the new TTC.

Other parcels, including portions of Blocks 2 and~~,~~ 4~~ and 5 and Parcel F~~, were formerly occupied by the bus ramps to the former terminal before it was demolished. The new TTC will have fewer, more narrow ramps connecting it to Interstate 80, thus freeing up these parcels for development.

Lot Size

See Attachment A for the lot sizes for the Market-Rate Parcels, the Affordable Housing Parcels, and the Park Parcels.

Current Zoning

All of the Development Parcels~~ (except Parcel F)~~ are located within Zone 1 of the Project Area, as shown on the map in Attachment B. The Market-Rate Parcels and the Affordable Housing Parcels are zoned as "Transbay Downtown Residential" in the Redevelopment Plan and the DCDG. Transbay Downtown Residential is a mixed-use, high-density residential district that also provides convenience goods and services to the immediately surrounding neighborhoods, as well as comparison shopping goods for a wider market. There is no maximum residential density for living units. Permitted uses per the Redevelopment Plan include residential (3,~~200~~100 dwelling units), retail businesses and personal services, arts activities and spaces, office and hotel uses, and other ancillary and supporting uses. Tower heights range from 250 to 550 feet.

Block 3, a Park Parcel, is zoned as "Public Open Space" in the Redevelopment Plan and the DCDG. It will be developed as a large neighborhood park and will be surrounded by private development in the future. It will function as a traditional city park.

Block 11B, the other Park Parcel, is zoned "Transbay Downtown Residential." Block 11B, which the Successor Agency owns now, is too small to be financially feasible as a private development. Instead, Block 11B will be developed as a public park, increasing the open space already planned and zoned immediately to the south.

~~Parcel F is located in Zone 2 of the Project Area, which is a special use district under the City's Planning Code. It is zoned as one of the City's Downtown Commercial Districts (C-3-O, or Downtown Office), which allows for high-density office development.~~

Estimate of the Current Value (Including Appraisal Information)

See Attachment A for estimated current values for the Market-Rate Parcels. With the possible exception of Block 1, ~~T~~the Affordable Housing Parcels have no monetary value under Redevelopment Dissolution Law due to long-term affordability restrictions and covenants requiring the development of permanently affordable housing on these sites and future transfer to the City as Housing Successor Agency. The Park Parcels, except for Block 11B, are zoned as public open space, and therefore have no value. Block 11B is too small to be financially feasible as a private development and instead will be developed as a public park, increasing the open space already planned and zoned immediately to the south.

The source for the values of the Market-Rate Parcels, excluding Block 8, is The Concord Group, a real estate consulting firm, which performed a pro-forma and comparables analysis for all of the formerly State-owned parcels that will be developed with market-rate housing and/or commercial space.

~~Block 1 is the only Development Parcel that is not a formerly State-owned parcel. The value of Block 1 is a pro-rata value based on the recent sale of two of the three adjacent privately-owned parcels, adjusted for the level of affordable housing required on Block 1 to meet the affordable housing obligations for the Project Area. Pursuant to the zoning for the Project Area, Block 1 must be assembled with these three privately-owned parcels to be developed.~~The value of Block 1 (not a formerly State-owned parcel) is based on a 2014 appraisal from Carneghi-Blum & Partners, Inc. However, when the property is sold, fair market value may consist of restrictions and covenants on the block requiring the development of up to 40% of the total number of units in the project as affordable housing.

The value of Block 8 Market-Rate Parcel is based on the purchase price set forth in the Block 8 DDA.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

None of the Development Parcels has generated or will generate any revenues, except for the portion of Block 1 that the Successor Agency currently owns. When the former redevelopment agency acquired a portion of Block 1 in October 2003, it was assigned a long-standing lease with a parking operator for $28,000 per month to operate a surface parking lot. The lease revenue received by the former redevelopment agency was deposited into an account for low- and moderate-income housing, since Block 1 was purchased with these same funds. The lease is month-to-month and requires a 90-day notice of termination. Upon dissolution, these revenues have been retained by the Successor Agency and are being used to fund Transbay affordable housing obligations under the Transbay Implementation Agreement. The Successor Agency expects to sell Block 1 at its market value to an adjacent property owner, pursuant to the Redevelopment Plan and the DCDG. This sale is expected to occur in ~~2014~~2016, at which time, the lease with the parking operator will be terminated.

History of Environmental Contamination, Studies, Remediation Efforts

A general survey of environmental conditions was conducted as part of the 2004 Environmental Impact Statement/Environmental Impact Report for the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project (the "EIS/EIR"). The EIS/EIR states: "The proposed project would involve construction within an urbanized area, where hazardous materials/hazardous wastes would be a concern due to past land uses and undocumented releases to the subsurface environment." However, there is no known environmental contamination or hazardous waste on the Development Parcels, and therefore there have not been any remediation efforts to date.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

The Project Area will be the most transit-rich neighborhood on the West Coast and one of the most transit-oriented neighborhoods in the United States, with more than 3,~~000~~100 new housing units and nearly 3.0 million square feet of new commercial space developed on publicly owned land surrounding the new, state-of-the-art, TTC. The new TTC will be built on the site of the former transit terminal and will serve 11 transportation systems: AC Transit, BART, Caltrain, Golden Gate Transit, Greyhound, Muni, SamTrans, WestCAT Lynx, Amtrak, Paratransit and future high-speed rail from San Francisco to Los Angeles/Anaheim. The first phase of the project will create the new TTC with one above-grade bus level, a concourse, and two below-grade rail levels for Caltrain and future high-speed rail. The first phase will also create new bus ramps that will connect the TTC to a new off-site bus storage facility and the San Francisco-Oakland Bay Bridge. The first phase is currently under construction and more than $700 million has been spent by the TJPA to date. The second phase of the TTC consists of the improvements necessary to extend the existing Caltrain rail line that terminates at Fourth and King Streets to the new rail station at the TTC. The current cost estimate for the second phase is $2.5 billion.

The new neighborhood surrounding the TTC will be the densest neighborhood in San Francisco, with more than 350 residential units per acre and towers ranging from 300 to more than 1,000 feet in height. The Transbay Enforceable Obligations require this development not only to generate land sales and tax increment funding for the TTC, but also to provide funding for affordable housing and the construction of a wide range of public improvements to improve the area for pedestrians and bicyclists. The Streetscape and Open Space Plan includes new public

parks, new pedestrian-oriented alleys, and widened sidewalks, as well as new and widened bike lanes along all the major streets. The Transbay Enforceable Obligations require improvements to pedestrian and bicycle safety in the Project Area by widening sidewalks and bike lanes, narrowing streets to slow down traffic, and adding new pedestrian-oriented alleyways lined with residential townhouses. Furthermore, the development of all of the Affordable Housing Parcels fulfills the planning objectives contained in the Transbay Redevelopment Plan, the City's General Plan and the Housing Element, all of which identify a need for ~~-~~permanently affordable housing.

History of Previous Development and Leasing Proposals

The following briefly summarizes the history of previous development and leasing proposals for the Transbay Property:

- Since October 2003, when the former redevelopment agency acquired Block 1 (a portion), it was assigned a long-standing lease with a parking operator for $28,000 per month to operate a surface parking lot. The lease revenue received by the former redevelopment agency was deposited into an account for low- and moderate-income housing, since Block 1 was purchased with these same funds. The lease is month-to-month and requires a 90-day notice of termination. Upon dissolution, these revenues have been retained by the Successor Agency and are being used to fund Transbay affordable housing obligations under the Transbay Implementation Agreement. The Successor Agency expects to sell Block 1 at its market value to an adjacent property owner, pursuant to the Redevelopment Plan and the DCDG. This sale is expected to occur in ~~2014~~2016, at which time, the lease with the parking operator will be terminated.

- In October 2008, the former redevelopment agency released a request for proposals ("RFP") for Block 8. Two proposals were received in early 2009. However, due to the poor state of the economy, the former redevelopment agency, in consultation with the TJPA, decided to suspend the RFP and wait for the economy to improve.

- In July 2011, the former redevelopment agency released an RFP for Blocks 6 and 7. A development team was selected to develop a market-rate and affordable housing development on those parcels. ~~The transaction for Block 6 has been completed, and that parcel was transferred to the market-rate developer in October 2013, prior to the start of construction. Block 6 is listed on the DOF Tracking Sheet because the market-rate developer is required to deed back to the Successor Agency the portion of the parcel on which a 100% affordable housing project will be constructed, which will then be ground leased to the affordable housing developer in order to provide site access to construct the units and to apply long term affordability restrictions. After the 100% affordable housing project on Block 6 is completed in 2015, the Successor Agency will transfer that portion of the parcel to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. The development of Block 7, which will also be a 100% affordable housing project, is anticipated to be completed in 2016, at which point the Successor Agency will transfer the parcel to the City as Housing Successor Agency.~~

~~In September 2012, the Successor Agency released an RFP for Block 9.~~

- In November 2013, the Successor Agency re-released the suspended RFP for Block 8. A development team was selected in ~~April 2013~~2014 to develop a market-rate and affordable housing development on that parcel.

- ~~In November 2013, the Successor Agency re-released the suspended RFP for Block 8. The RFP seeks a development team to develop a market-rate and affordable housing development on that parcel.~~

Disposition of the Transbay Property

Based on the foregoing, the Successor Agency proposes the following disposition plan pursuant to Redevelopment Dissolution Law for the Transbay Property:

- ***Market-Rate Parcels***

  - Future Ownership (~~Blocks~~a portion of Block 4~~, 5, 8, and 9 and Parcel F~~) – Acquire and sell at market value to third-party developers pursuant to the Transbay Implementation Agreement. The estimated acquisition date is 2016 and the estimated sales ~~dates are between 2014 and 2020~~date is 2018.

  - Future Ownership (a portion of Block 8) – Acquire and transfer for fair market value. Pursuant to the Block 8 DDA, the City will convey this property to the Successor Agency, and in the same escrow transaction, the Successor Agency will immediately convey the property to the Block 8 developer. Escrow is expected to close in late 2015 or early 2016. The Block 8 developer is responsible for building a mixed-income residential project consisting of approximately 404 market-rate units, 70 affordable inclusionary units, and 80 Successor Agency-subsidized affordable units. See the Affordable Housing Parcels section below for the disposition plan for the Block 8 Affordable Housing Project.

  - Sales proceeds – Sales proceeds for market-rate housing projects are restricted under the Transbay Pledge Agreement and must be used to help pay the cost of designing and constructing the new TTC (pursuant to the Transbay Pledge Agreement, the Transbay Implementation Agreement, and the Transbay Option Agreement). (ROPS Line No. 102)

- ***Affordable Housing Parcels***

  - Current Ownership (Block 11A) ~~–~~ Retain to fulfill Transbay Enforceable Obligations (i.e., to ensure these parcels are developed into affordable housing to meet the state-mandated 35% affordable housing requirement in Transbay). Once the affordable housing is complete, the Successor Agency will transfer it to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. The estimated transfer date is ~~2014~~2016.

- ~~Current Ownership (a portion of Block 1) – Sell at market value to adjacent property owner pursuant to the Redevelopment Plan and the DCDG, and in furtherance of the affordable housing requirement mandated by AB 812. The estimated sales date is 2014.~~

- Current Ownership (a portion of Block 1) – In furtherance of the affordable housing requirements of AB812, the Successor Agency proposes to sell its portion of Block 1 (acquired in 2003 with tax increment moneys for the purpose of developing affordable housing) for fair market value to the owner of the other four parcels on the block. This owner will assemble all the parcels and master develop the block to include (1) a residential tower (with both market rate units and inclusionary/developer funded affordable units), and (2) a 100% affordable project in a separate podium building. Fair market value may consist of restrictions and covenants on the block requiring the development of up to forty percent of the total number of units in the project as affordable housing. However, in the event that there are actual sales proceeds from the transfer of the Block 1, the Successor Agency will use the funds to subsidize the on-site development of the 100% affordable project as indicated on the Successor ROPS Line No. 392. The estimated sales date is 2016.

- Current Ownership (Block 6) – Transfer to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. In May 2014, pursuant to the Block 6 DDA, the Block 6 developer conveyed this airspace parcel to the Successor Agency for development of 70 affordable units above a portion of a podium and garage to be shared with the market-rate development on Block 6 and a second affordable housing project on Block 7. See Attachment D, Transbay Blocks 6 and 7 Development Program Map, which shows the location of the affordable housing and market-rate developments on Blocks 6 and 7. The Successor Agency plans to transfer this completed, fully occupied affordable housing project on Block 6 to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law, upon completion of the permanent financing conversion in 2016.

- Current Ownership (Block 7) – Transfer to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. In October 2013, the Successor Agency acquired Block 7 (from the TJPA pursuant to the Transbay Enforceable Obligations) for development of a 100% affordable project sharing a garage with the development on Block 6 (see Attachment D). The Successor Agency will continue to own the Block 7 land until the project is completed by its affordable housing developer, and then transfer it to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. The estimated transfer is 2018.

- Future Ownership (~~Portions~~Block 2, a portion of ~~Blocks 2,~~Block 4, ~~6, 7, 8, 9~~ and Block 12) – Acquire and retain to fulfill Transbay Enforceable Obligations (i.e., to receive tax increment financing and develop affordable housing to meet the state-mandated 35% affordable housing requirement in Transbay). The Successor Agency intends to provide the affordable housing developer for each parcel with a ground

lease to provide site access to construct the affordable housing, as well as apply long term affordability restrictions to the project. Once the affordable housing is complete, the Successor Agency will transfer it to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. The estimated acquisition and transfer dates are between ~~2014~~2016 and 2020.

- Future Ownership (a portion of Block 8) – Acquire and transfer to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. Pursuant to the Block 8 DDA, the Block 8 developer will convey an airspace parcel for the Affordable Housing Project back to the Successor Agency (in 2016), the Successor Agency will then lease the airspace parcel to an affiliate of the Block 8 developer (pursuant to the Block 8 DDA), and the affiliate will then construct the Affordable Housing Project in collaboration with the Block 8 developer. After completion of the Affordable Housing Project, the Successor Agency will transfer the project to the City as Housing Successor Agency pursuant to Redevelopment Dissolution Law. The estimated transfer date is 2018.

- ***Park Parcels***

  - Current Ownership (Block 11B) ~~–~~ Retain to fulfill an enforceable obligation (i.e., ensure Block 11B is developed into a park). Pursuant to the Transbay Implementation Agreement, ~~staff~~the Successor Agency will use tax increment to build the park improvements on Block 11B. ~~Once the park is complete, the Successor Agency will transfer it to the City for a governmental purpose (i.e., a public park) and the City can use funds generated from a to-be-formed community benefits district to maintain the park. The estimated transfer date for this park is 2016.~~

  - ~~Future Ownership (Block 3) – Acquire and retain to fulfill an enforceable obligation (i.e., ensure Block 3 is developed into a park). Pursuant to the Transbay Implementation Agreement, staff will use tax increment to build the park improvements on Block 3.~~ Once the park is complete, the Successor Agency will transfer it to the City for a governmental purpose (i.e., a public park) and the City can use funds generated from a to-be-formed community benefits district to maintain the park. The estimated transfer date for this park is 2019.

  - Future Ownership (Block 3) – Acquire and retain to fulfill an enforceable obligation (i.e., ensure Block 3 is developed into a park). Pursuant to the Transbay Implementation Agreement, the Successor Agency will use tax increment to build the park improvements on Block 3. Once the park is complete, the Successor Agency will transfer it to the City for a governmental purpose (i.e., a public park). The estimated acquisition date is 2018 and the estimated transfer date for this park is 2019.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See section above.

Attachment A:	DOF Tracking Sheet for Transbay
Attachment B:	Map of Transbay ~~Property~~Development Parcels
Attachment C:	September 10, 2013 email from Justyn Howard, DOF
Attachment D:	Transbay Block 6 and 7 Development Program Map

Attachment A
DOF Tracking Sheet for Transbay

ATTACHMENT A

Successor Agency: Successor Agency to the Redevelopment Agency of the City and County of San Francisco
County: San Francisco

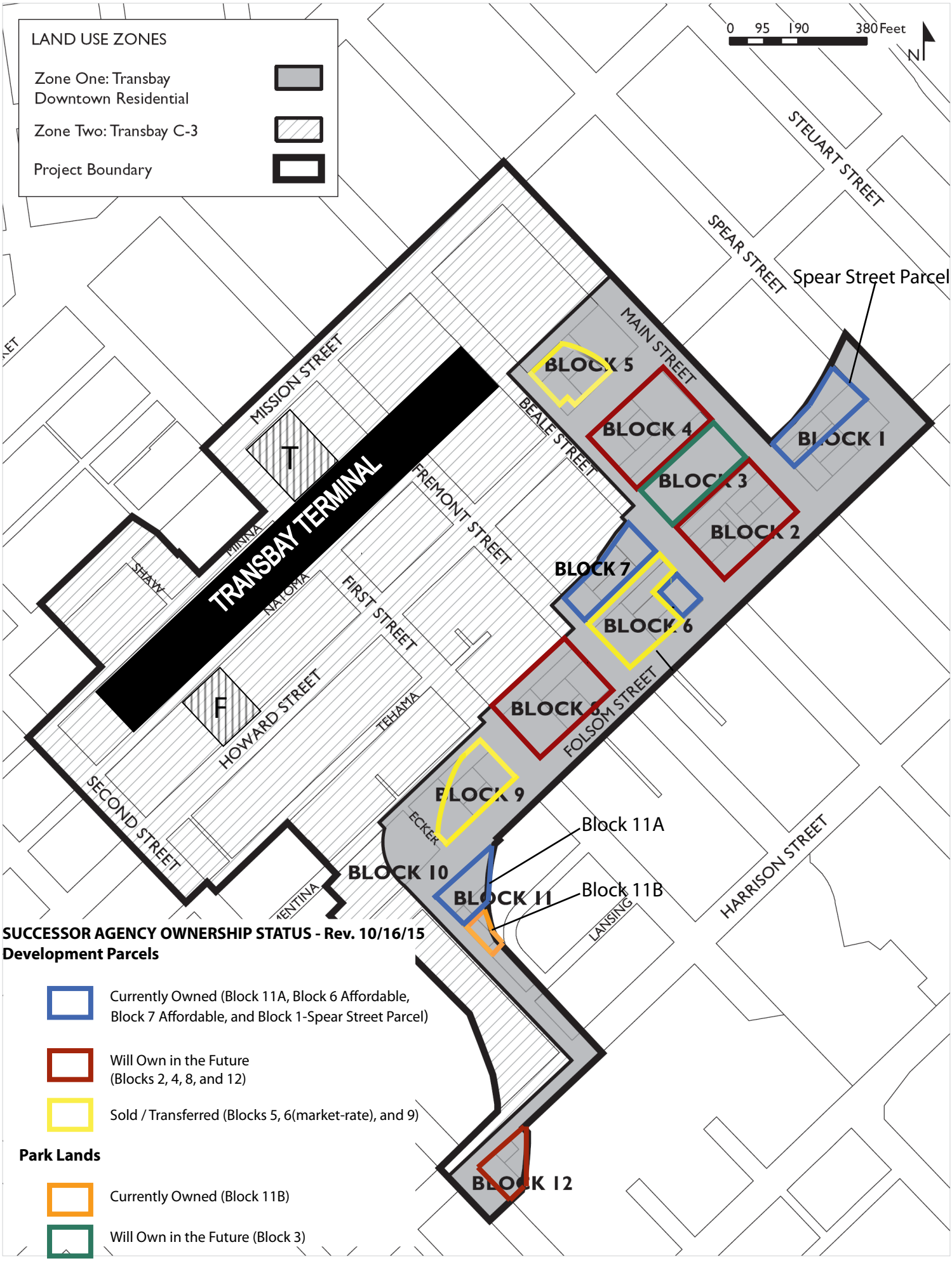
LONG RANGE PROPERTY MANAGEMENT PLAN (PART 2): PROPERTY INVENTORY DATA - TRANSBAY - REVISED

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)(H)
No.	Property Name	Property Type	Permissable Use	Permissable Use Detail	Acquisition Date	Value at Time of Purchase	Estimated Current Value	Value Basis	Date of Estimated Current Value	Proposed Sale Value	Proposed Sale Date	Purpose for which property was acquired	Address	APN #	Lot Size	Current Zoning	Estimate of Current Parcel Value	Estimate of Income/Revenue	Contractual requirements for use of income/revenue	History of environmental contamination, studies, and/or remediation, and designation as a brownfield site	Description of property's potential for transit oriented development	Advancement of planning objectives of the successor agency	History of previous development proposals and activity
Development Parcels																							
	~~**Block 1** (market-rate housing)~~	~~Vacant Lot/Land~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~10/20/2003~~	~~$ 5,052,704~~	~~$ 13,575,000~~	~~Market~~	~~Jul. 2013~~	~~Fair Market Value~~	~~2016~~	~~See narrative~~	~~235 Main Street~~	~~3740-027(p)~~	~~15,701~~	~~Residential~~	~~$ 13,575,000~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
1	**Block 1** ~~(affordable housing)~~	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	10/20/2003	$ 5,931,436	$ 14,740,000 ~~(1)~~	Market	Jul. 2014	Fair Market Value	2016	See narrative	235 Main Street	3740-027(p)	18,432	Residential	$ 14,740,000 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
2	**Block 6** (affordable housing)	Airspace Parcel	Fulfill Enforceable Obligation	See narrative	5/14/2014	$ -	$ - (1)	Market	Jul. 2013	Fair Market Value	2016	See narrative	Fremont/Main north of Folsom	3738-017	18,743	Residential	$ - (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
3	**Block 7** (affordable housing)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	10/10/2013	$ -	$ - (1)	Market	Jul. 2013	Fair Market Value	2018	See narrative	Fremont/Main north of Folsom	3738-013,014	29,209	Residential	$ - (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
4	**Block 11A** (affordable housing)	Residential	Fulfill Enforceable Obligation	See narrative	12/1/2011	$ -	$ - (1)	Market	Jul. 2013	Fair Market Value	2016		25 Essex Street	3749-503	17,191	Residential	$ - (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
5	**Block 2** (affordable housing)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2018	$ -	$ - (1)	Market	Jul. 2013	Fair Market Value	2018	See narrative	Folsom between Beale/Main	3739-004,007,008 (p)	42,625	Residential	$ - (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
6	**Block 4** (market-rate housing)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2016	$ -	$ 65,800,000	Market	Jul. 2013	Fair Market Value	2018	See narrative	South of Howard between Beale/Main	3739-008(p)	32,850	Residential	$ 65,800,000	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
7	**Block 4** (affordable housing)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2016	$ -	$ - (1)	Market	Jul. 2013	Fair Market Value	2018	See narrative	South of Howard between Beale/Main	3739-008(p)	22,150	Residential	$ - (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
	~~Block 5 (commercial office space)~~	~~Vacant Lot/Land~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~2014~~	~~$ -~~	~~$ 117,700,000~~	~~Market~~	~~Jul. 2013~~	~~Fair Market Value~~	~~2015~~	~~See narrative~~	~~North of Howard between Beale/Main~~	~~3718-025(p)~~	~~26,300~~	~~Commercial~~	~~$ 117,700,000~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
8	**Block 8** (market-rate housing)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2015/16	$ -	$ 71,000,000	Market	Jul. 2013	Fair Market Value	2015/16	See narrative	Folsom between First/Fremont	3737-005(p),012(p),027(p)	19,608	Residential	$ 71,000,000	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
9	**Block 8** (affordable housing)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2015/16	$ -	$ - (1)	Market	Jul. 2013	Fair Market Value	2018	See narrative	Folsom between First/Fremont	3737-005(p),012(p),027(p)	23,018	Residential	$ - (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
	~~Block 9 (market-rate housing)~~	~~Vacant Lot/Land~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~2014~~	~~$ -~~	~~$ 43,320,000~~	~~Market~~	~~Jul. 2013~~	~~Fair Market Value~~	~~2014~~	~~See narrative~~	~~Folsom between Ecker/First~~	~~3736-120~~	~~31,559~~	~~Residential~~	~~$ 43,320,000~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
	~~Block 9 (affordable housing)~~	~~Airspace Parcel~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~2014~~	~~$ -~~	~~$ - (1)~~	~~Market~~	~~Jul. 2013~~	~~Fair Market Value~~	~~2014~~	~~See narrative~~	~~Folsom between Ecker/First~~	~~3736-120~~	~~20,800 (airspace parcel footprint)~~	~~Residential~~	~~$ - (1)~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
10	**Block 12** (affordable housing)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2020	$ -	$ - (1)	Market	Jul. 2013	Fair Market Value	2020	See narrative	Harrison at Second	3764-068	13,750	Residential	$ - (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
	~~Parcel F (commercial office and market-rate housing)~~	~~Vacant Lot/Land~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~2015~~	~~$ -~~	~~$ 69,900,000~~	~~Market~~	~~Jul. 2013~~	~~Fair Market Value~~	~~2016~~	~~See narrative~~	~~Natoma between First/Second~~	~~3721-015A~~	~~23,750~~	~~Mixed-Use~~	~~$ 69,900,000~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
Parks																							
11	**Block 11B** (park)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	12/1/2011	$ -	$ -	Market	Nov. 2013	$ -	2019	See narrative	Lansing Street at Essex	3749-504	10,619	Residential	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
12	**Block 3** (park plus Clementina Alley)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2018	$ -	$ -	Market	Nov. 2013	$ -	2019	See narrative	Beale/Main north of Folsom	3739-002,006,008 (p)	53,625	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative

Notes: (1) No value under Redevelopment Dissolution Law due to long-term affordability restrictions and future transfer to the City as Housing Successor Agency.

Attachment B
Map of Transbay Property

Attachment B
Map of Transbay Development Parcels



Attachment C
September 10, 2013 email from Justyn Howard, DOF

Trans Bay Transit Center Property Transactions

Howard, Justyn to: tiffany.bohee@sfgov.org 09/10/2013 09:17 AM

Cc: "Szalay, Steve", "Howard, Justyn"

1 attachment

winmail.dat

Dear Tiffany Bohee and Other Interested Parties (Including Title Companies),

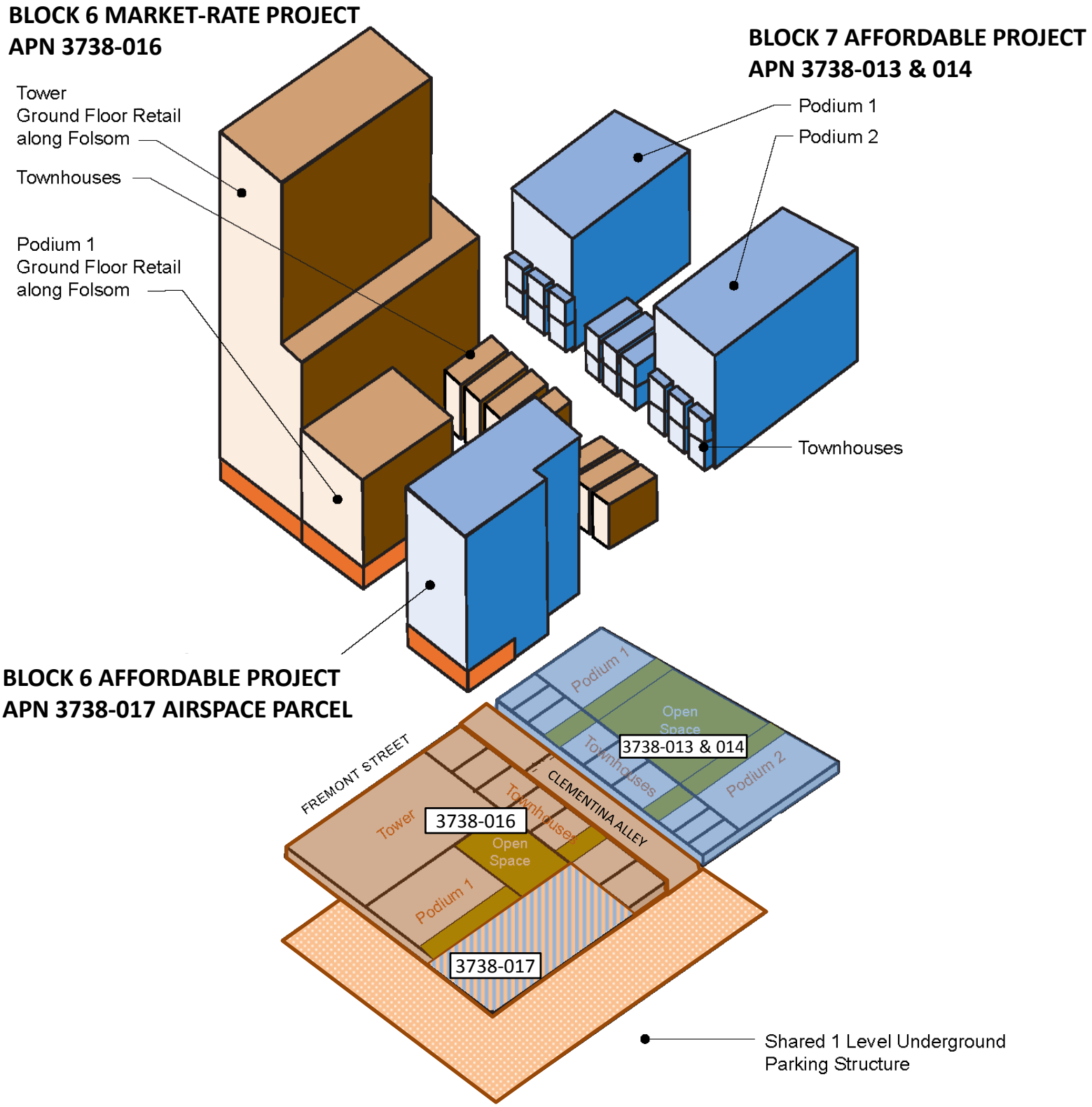
This email confirms that the Department of Finance (Finance) has issued a final and conclusive enforceable obligation determination related to San Francisco's Trans Bay Transit Center Redevelopment Project. As such, any sale, transfer, or conveyance of property related to this project, and as outlined in the project documents, is authorized. These activities would be done in compliance with an approved final and conclusive enforceable obligation. Title companies may rely conclusively on this email from Finance as verification that no objection to any sale, transfer and/or conveyance of property related to this project will be initiated.

Should any parties have further questions related to this San Francisco Successor Agency obligation please do not hesitate to ask.

Regards,
Justyn Howard
Assistant Program Budget Manager
Department of Finance
Local Government Unit
915 L St., 10th Floor
Sacramento, CA 95814
Phone: 916-445-1546
Email: justyn.howard@dof.ca.gov<mailto:justyn.howard@dof.ca.gov>

Attachment D
Transbay Block 6 and 7 Development Program Map

Attachment D
Transbay Blocks 6 and 7 Development Program Map



Block 6	APN	Ownership
Affordable Project	3738-017 (airspace)	Successor Agency
Market-Rate Project	3738-016	Block 6 Joint Venture LLC
Clementina Alley	3738-016	Block 6 Joint Venture LLC
Shared Underground Parking	3738-016	Block 6 Joint Venture LLC
Block 7	**APN**	**Ownership**
Affordable Project	3738-013, 014	Successor Agency

LONG-RANGE PROPERTY MANAGEMENT PLAN
MAJOR APPROVED DEVELOPMENT PROJECT
MISSION BAY

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the disposition of certain real property (the "Mission Bay Property") in the Mission Bay North and South Redevelopment Project Areas (together, the "Mission Bay Project"). The Mission Bay Property includes land that the Successor Agency owns and leases (now and in the future) for parks and affordable housing.

In November 1998, the former redevelopment agency (the "SFRA") and the master developer and owner of most of the land in the Mission Bay Project (the "Developer") entered into Owner Participation Agreements (the "OPAs") authorizing a mixed-use, mixed-income transit-oriented development on 300 acres of land.

Under the OPAs, the Developer is required, among other things, to develop Park Parcels on land owned by the City and County of San Francisco (the "City"). The Successor Agency is required to lease, in phases, the Park Parcels from the City (as they are developed into parks) and maintain them using funds generated from a community facilities district (the "Maintenance CFD"). Under the CFD formation documents, the Successor Agency administers the Maintenance CFD until fiscal year 2043-44. A 2001 Ground Lease with the City, which terminates in 2045, implements the Successor Agency's obligation to lease and maintain the Mission Bay Park Parcels (the "Agency Lease"). To date, the Successor Agency has leased about 13.2 acres under the Agency Lease (the "Completed Parks") and will lease an additional 27.3 acres when they are complete (the "Future Parks").

In addition, the OPAs require the Developer to contribute "building ready" Affordable Housing Parcels to the Successor Agency after the Developer has remediated hazardous materials, graded the sites, and provided infrastructure for the development of affordable housing. The Successor Agency is required to use the Affordable Housing Parcels solely for the development of affordable housing units using tax increment generated from Mission Bay.

In light of the Redevelopment Dissolution Law's wind down of former redevelopment agency activities, the Successor Agency proposes the following disposition plan providing for the early termination of the Agency Lease for the Park Parcels and the transfer of Affordable Housing Parcels to the City as Housing Successor after the Successor Agency fulfills its obligation to fund and develop affordable housing on the parcels:

- ***Park Parcels*** – Terminate the Successor Agency's leasehold interests in the Park Parcels in three phases under the Agency Lease. Phase I will be the Completed Parks (Parks NP1-5, P1, P10, P16-18, and P21) ~~under the Agency Lease by~~ in 2017. The Successor Agency

will ensure completion of all Future Parks (Parks P2-3, P5- 7, P8-9, P11, P11A, P12-13, P15, P19-20, P22-24, and P26-27) in two phases and then terminate its leasehold interests as each phase is completed and transfer the Park Parcels to the City for a governmental purpose (i.e., a cohesive public park system). . The estimated transferlease termination dates are 2019 for the Phase II Future Parks first phase(Parks P2, P3, P5, P6, P8, P11, P11A, P19, P22, P23/34, P26 and P27) is 2019 and with the second and final phase in2022 for the Phase III Future Parks (P7, P9, P12, P13, P15, and P20). 2022.

- ***Affordable Housing Parcels*** – Acquire and/or retain the Affordable Housing Parcels (Blocks 3 East, 4 East, 6 East and West, 7 West, 9 and 9A, and 12 West) to fulfill the Successor Agency's obligation under the OPAs to develop Affordable Housing Parcels and, upon completion of each specific development, transfer it to the City Housing Successor, as required under Redevelopment Dissolution Law. The estimated transfer dates are between 2016 and 2022.

BACKGROUND

During the early-to-mid-1990s, the neighborhood currently known as Mission Bay was an underutilized industrial railyard, primarily owned by one private property owner, Catellus Development Corporation, which was the development arm of the former rail company. Some of the Mission Bay lands were also owned by the City, including portions owned by the Port of San Francisco (the "Port"). Some of the publicly owned lands are under the jurisdiction of the State Lands Commission, as waterfront land held in public trust.

In November 1998, the City's Board of Supervisors approved Redevelopment Plans for Mission Bay North and for Mission Bay South (the "Redevelopment Plans"), establishing the Mission Bay North and South Redevelopment Project Areas, which together cover approximately 300 acres. Mission Bay is a mixed-use, mixed-income transit-oriented development that is well in progress. At full build-out, it will contain up to 6,350 new residential units, including 1,900+ affordable units. The project includes up to 4.4 million square feet of private commercial space, including office space for high-tech companies and laboratory space for biotechnology and life science companies. Importantly, the project has at its center a 43-acre research campus for the University of California, San Francisco ("UCSF") and a new UCSF medical center serving children, women and cancer patients. It also includes neighborhood-serving retail, a new hotel, and other public facilities, such as a new public library, new local fire and police stations, and possibly a new public school.

Also in November 1998, in conjunction with the approval of the Redevelopment Plans, the SFRA and the Developer, Catellus Development Corporation ("Catellus"), entered into the OPAs for the Mission Bay North and South projects. FOCIL-MB, LLC, an entity that Farallon Capital Management controls, is the successor-in-interest to Catellus and holds all of Catellus' rights and obligations as "Owner" under the OPAs. There are separate OPAs for Mission Bay North and Mission Bay South, but the OPAs are substantially similar, particularly as to the

enforceable obligations that are the subject of this PMP.[1] Planning for the Mission Bay North and Mission Bay South projects are closely intertwined and the public's ability to realize the full benefits of each separate project depends on the successful development of both projects.

Also in 1998, the Developer, the City, and the City acting through the Port, executed land transfer agreements to facilitate the appropriate land uses under the Redevelopment Plans (the "Land Transfer Agreements"). The Land Transfer Agreements include the Amended and Restated Mission Bay City Land Transfer Agreement (the "CLTA"), the Amended and Restated Mission Bay Port Land Transfer Agreement (the "PLTA"), and the Amended and Restated Agreement Concerning the Public Trust, which included as a party the State of California (the "Public Trust Agreement").

Both the CLTA and the PLTA require the City and the Port to lease approximately 40 acres of City-owned land designated as parks in the Mission Bay Redevelopment Plan to the SFRA (the "Park Parcels"). Under the CLTA and the PLTA, the SFRA (and now the Successor Agency) must maintain the Park Parcels using funds generated from a community facilities district that runs until 2043 – a date that is 45 years from the adoption of the Mission Bay Redevelopment Plan. The PLTA also includes a term sheet for the Agency Lease.

Mission Bay Enforceable Obligations

Obligations regarding the Park Parcels. Under the OPAs, the Developer is required to finance and build the park improvements on the publicly owned Park Parcels. The OPAs, at Section 7, state that the "Agency shall enter into the Agency Lease" with the City within a certain time period (between 30 and 60 days) after the Developer begins the park improvements on a Park Parcel. In the Financing Plans attached as Attachment E to the OPAs, the former redevelopment agency agreed to form the Maintenance CFD "for the purpose of providing monies to pay the ongoing maintenance" of the Park Parcels. (See Section 7.A.i of the Financing Plan.) The Financing Plan further provided that "[a]ll CFDs established to implement the Financing Plan will be formed by the [Agency] Commission, acting as the legislative body for the CFDs under the [Mello-Roos Community Facilities] Act." (See Section 3.A.i. of the Financing Plan.) Finally, it required the SFRA to use the taxes collected from the Maintenance CFD to "operate, maintain, and repair, or cause to be operated, maintained, and repaired" the Park Parcels for 45 years (i.e., until 2043). The SFRA formed, by Agency Resolution No. 217-99 (Dec. 21, 1999), the Maintenance CFD and approved the Rate and Method of Apportionment of Special Tax.

[1] On January 24, 2014, the State Department of Finance approved a "final and conclusive" determination that the North OPA and the South OPA, as well as several Mission Bay tax pledge agreements, are enforceable obligations under Redevelopment Dissolution Law. In addition, the California State Legislature reaffirmed that the North OPA and the South OPA are finally and conclusively approved as enforceable obligations through the adoption of Senate Bill No. 107, chaptered on September 22, 2015 (Section 271(a)(5)).

To implement the obligations under the OPAs, ~~the former redevelopment agency~~SFRA entered into a Ground Lease with the City (and the City acting through the Port) on November 16, 2001 (the "Agency Lease"). The Agency Lease runs for 45 years, and currently covers the Completed Parks. The rent is $1 per year, to be payable in advance ($45 was paid to the City at lease commencement). The OPA and Agency Lease ~~requires~~require the Successor Agency to add Future Parks to the leasehold after the City and Agency have received the Developer's notice "specifying the portions of the Open Space Development Parcels that the Owner intends to develop as public open space, parks, or plazas in accordance with the Plan documents." (See Ground Lease, Section 2.1 at page 7.)

Obligations regarding Affordable Housing Parcels. The OPAs require the Developer to donate "building ready" land to the Successor Agency for the development of affordable housing. The OPAs and the Tax Increment Allocation Pledge Agreements for Mission Bay North and South require the Successor Agency to use tax increment generated from the Mission Bay Project to finance the affordable housing development. The North OPA (See Attachment C, Housing Program) requires the Developer to contribute between 2.5 and 3.8 acres to the Successor Agency for the development of up to 345 affordable housing units. The South OPA (See Attachment C, Housing Program) requires the Developer to contribute 11.5 acres to the Successor Agency for the development of up to 1,108 affordable housing units. The total 14.9 acres are the "Affordable Housing Parcels." The OPAs require the Developer to record a "memorandum of option" on any Affordable Housing Parcel to be donated to the Successor Agency in the future as each major phase of development is approved. The Successor Agency is required to accept title to the Affordable Housing Parcels once the Successor Agency is ready to start construction on the parcel, assuming the stated preconditions are met. The Successor Agency must ensure that these parcels are developed with affordable housing, using the tax increment that is pledged from the Mission Bay Project. Since dissolution of the former redevelopment agency, the Successor Agency has transferred approximately ~~394~~ 521 units of affordable housing in 4 separate projects to the City Housing Successor as required under Redevelopment Dissolution Law.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The Mission Bay Property is comprised of the Park Parcels (40.5 acres, which includes both the Completed Parks and the Future Parks) and the Affordable Housing Parcels (14.9 acres, which includes ~~eight~~ seven parcels the Successor Agency will own in the future). These properties are also shown on Attachment A (DOF Tracking Sheet for Mission Bay) and Attachment B (Map of Mission Bay Property).

Date of Acquisition

See Attachment A for acquisition dates for the Park Parcels and the Affordable Housing Parcels.

Value of Property at Time of Acquisition

See Attachment A for acquisition values for the Park Parcels and the Affordable Housing Parcels.

Estimate of the Current Value

See Attachment A for estimates of current values for the Park Parcels and the Affordable Housing Parcels. The source of the values for the Park Parcels is based on the current tax rolls. The Affordable Housing Parcels have an estimated value of zero under Redevelopment Dissolution Law due to long-term affordability restrictions and future transfer to the City as Housing Successor Agency.

Purpose for which the Mission Bay Property was Acquired

The Park Parcels are leased by the Successor Agency for the purpose of maintaining the Park Parcels with special taxes that the Successor Agency collects through the Maintenance CFD, as required by the OPAs. The Park Parcels have been designed and developed as a cohesive park system. For example, park maintenance facilities are shared and concentrated in certain areas to cut costs and streamline operations.

The Affordable Housing Parcels will be acquired by the Successor Agency for the purpose of constructing affordable housing, as required by the OPAs. Upon completion of a particular affordable housing development, the Successor Agency will transfer it to the Housing Successor, as required under Redevelopment Dissolution Law.

Address/Location

See Attachment A for the specific addresses/locations of the Park Parcels and the Affordable Housing Parcels. A map of these parcels is attached as Attachment B.

Lot Size

See Attachment A for the lot sizes of the Park Parcels (40.5 acres) and the Affordable Housing Parcels (14.9 acres). A map of these parcels is attached as Attachment B.

Current Zoning

The Park Parcels are zoned MB-RA in the San Francisco Planning Code. The MB-RA zone refers to the Mission Bay Redevelopment Plan which designates the Park Parcels as "Open Space." The Affordable Housing Parcels are also zoned MB-RA in the San Francisco Planning Code. The MB-RA zone refers to the Mission Bay Redevelopment Plan which designates the Affordable Housing Parcels as "Mission Bay South Residential."

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

The Park Parcels currently generate a small amount of revenue (less than $30,000 a year) from special events and facility rental fees. This money is used to offset the cost of those private

events and support public community events, such as kite-day and free concerts. The Affordable Housing Sites are owned by the Developer, so the parcels do not currently generate any revenues for the Successor Agency.

History of Environmental Contamination, Studies, Remediation Efforts

The Mission Bay Property has undergone significant environmental studies over the past several decades. As part of the original approval process, an Environmental Impact Report was prepared in 1998 that addressed environmental contamination within the Mission Bay Project. The area is considered a brownfield site, with low levels of contamination, resulting from the materials used to fill in the bay over the years. A Risk Management Plan ("RMP") was prepared for the Mission Bay Project in 1999. The RMP applies to both the Park Parcels and the Affordable Housing Parcels and includes mitigations to address soil contamination on all sites.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

The Mission Bay Project is a successful example of transit-oriented development. In 2010, the Mission Bay Project was recognized by the California Department of Housing and Community Development as a Gold Catalyst Community (i.e., a great example of how to build a sustainable, economically vibrant community) and has also been designated a Priority Development Area under Plan Bay Area, the Sustainable Growth Strategy for the Bay Area. The design principles embedded in the Mission Bay Redevelopment Plan envision a transit-oriented neighborhood that promotes transit, bicycle, and pedestrian modes of transportation. The development of all of the Affordable Housing Parcels fulfills the planning objectives contained in the Mission Bay South Redevelopment Plan, the City's General Plan and the Housing Element, all of which identify a need for permanently affordable housing.

Specifically, the Mission Bay Project concentrates 6,350 new residential units, 4.4 million square feet of office/bio-tech uses, 400,000 square feet of retail uses, a new 43-acre research campus, 550-bed hospital, and public uses, including a school, police/fire station, police headquarters, and 49-acres of new parkland in an area that is highly served by transit. Specifically, within Mission Bay there is a Caltrain station that provides rail service to the South Bay, two light rail lines, and multiple bus lines connecting to the rest of the City that will be further extended to the southern portion of Mission Bay once the roadways are completed. A private shuttle service is also provided by a Transportation Management Association and additional shuttle service is provided by the University of California, San Francisco to link their Mission Bay campus to their other locations within San Francisco.

History of Previous Development and Leasing Proposals

There have been no other development or leasing proposals put forward for the Park Parcels and the Affordable Housing Parcels.

Disposition of the Mission Bay Property

The Successor Agency has an enforceable obligation to ensure the Park Parcels are developed and maintained as a cohesive, financially self-sustaining park system and to use the funding from the Maintenance CFD for this purpose. Any amendments to this enforceable obligation (including the proposal below) will require the concurrence and written consent of the counterparty under the enforceable obligation (Developer). Such consent has not yet been sought or received, and there is no guarantee Developer will provide consent. Under the existing obligations, the City becomes responsible for managing the Park Parcels after 2043. In light of the Redevelopment Dissolution Law's wind down of former redevelopment agency activities, the Successor Agency proposes a more expedited disposition plan whereby the Successor Agency would ~~transfer~~terminate its leasehold interests in the Park Parcels in phases, as each phase is complete~~, until all the park improvements are complete.~~. The phased ~~transfer~~leasehold termination will ~~expedite disposition~~wind down the Successor Agency's obligation under the OPA related to the Park Parcels while still allowing for single-asset management under the Maintenance CFD. The City, Developer, and Mission Bay community representatives have expressed a preference for the Park Parcels to (1) remain together and continue to be managed as a single asset by a single entity (i.e., either one City entity or a separate non-profit) as a cohesive parks system, (2) continue to be cost-effectively managed and efficiently utilize finite Maintenance CFD financial resources, (3) continue to be professionally managed under a competitive bidding process, and (4) continue to be managed in a way that allows for direct community involvement and oversight.

Accordingly, the PMP proposes the following:

- ***Park Parcels*** – Terminate the Successor Agency's leasehold interests in the Park Parcels under the Agency Lease in three phases. Phase I will be the Completed Parks (Parks NP1-5, P1, P10, P16-18, and P21) ~~under the Agency Lease with the City by~~in 2017. The Successor Agency will ensure completion of all Future Parks (Parks P2-3, P5- ~~7, P8~~-9, P11, P11A, P12-13, P15, P19-20, P22-24, and P26-27) ~~in two phases~~ and then terminate its leasehold interests as each phase is completed. The estimated lease termination dates are 2019 for the Phase II Future Parks (Parks P2, P3, P5, P6, P8, P11, P11A, P19, P22, P23/34, P26 and ~~transfer the~~ P27) and 2022 for the Phase III Future Parks (P7, P9, P12, P13, P15, and P20). The proposed phasing of the leasehold terminations ~~Park Parcels to the City for a governmental purpose (i.e., a cohesive public park system).~~ is summarized in Attachment C. The Successor Agency will continue administering the Maintenance CFD~~.. The proposed phasing of the transfer of the Parks Parcels, including the Future Parks, is shown in Attachment C. The estimated transfer date by which all Park Parcels would be transferred is 2022.~~.

- ***Affordable Housing Parcels*** -- Acquire and/or retain the Affordable Housing Parcels (Blocks 3 East, 4 East, 6 East and West, 7 West, 9 and 9A, and 12 West) to fulfill the Successor Agency's obligation under the OPAs to develop Affordable Housing Parcels. The Successor Agency intends to provide the affordable housing developer for each parcel with a ground lease to provide site access to construct the affordable housing, as well as apply long term affordability restrictions to the project. Upon completion of each specific development, transfer it to the City as Successor Housing Agency, as required under

Redevelopment Dissolution Law. The estimated transfer dates are between 2016 and 2022.

~~The~~The leasehold termination and transfer dates above are estimates based on current market conditions and anticipated phasing of private development within the Mission Bay Project. However, if there is a change in the economy outside the control of the Successor Agency, the timing of the ~~transfer~~disposition of both the Park Parcels and Affordable Housing Parcels may change.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See section above.

Attachment A: DOF Tracking Sheet for Mission Bay
Attachment B: Map of Mission Bay Property
Attachment C:~~-~~ Phasing of Mission Bay ~~Parks Parcels Transfer~~Park Leasehold Terminations

Attachment A
DOF Tracking Sheet for Mission Bay

Successor Agency: Successor Agency to the Redevelopment Agency of the City and County of San Francisco
County: San Francisco

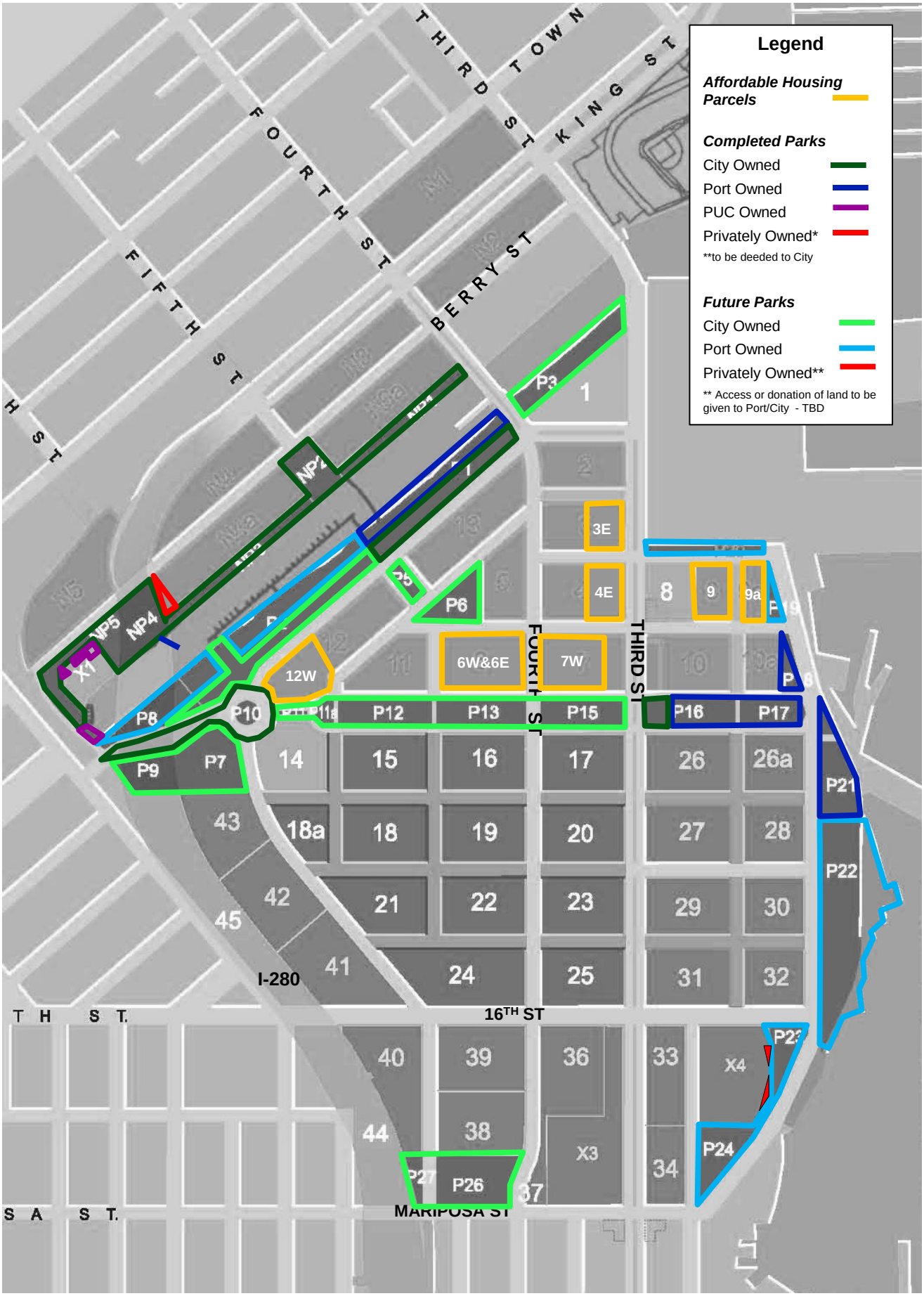
LONG RANGE PROPERTY MANAGEMENT PLAN (PART 2): PROPERTY INVENTORY DATA - MISSION BAY

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)(H)
No.	**Property Name**	**Property Type**	**Permissable Use**	**Permissable Use Detail**	**Acquisition Date**	**Value at Time of Purchase**	**Estimated Current Value**	**Value Basis**	**Date of Estimated Current Value**	**Proposed Sale Value**	**Proposed Sale Date**	**Purpose for which property was acquired**	**Address**	**APN #**	**Lot Size**	**Current Zoning**	**Estimate of Current Parcel Value**	**Estimate of Income/Revenue**	**Contractual requirements for use of income/revenue**	**History of environmental contamination, studies, and/or remediation, and designation as a brownfield site**	**Description of property's potential for transit oriented development**	**Advancement of planning objectives of the successor agency**	**History of previous development proposals and activity**
Mission Bay South - Affordable Housing Parcels																							
1	Block 3 East	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2017	$ -	$0 (1)	Market	2015	$ -	See narrative	See narrative	Northwest corner of 3rd and Mission Rock Streets	8711-026	47,916	Residential	$0 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
2	Block 4 East	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2019	$ -	$0 (1)	Market	2015	$ -	See narrative	See narrative	West side of 3rd Street between Mission Rock and China Basin Streets	8711-029	47,916	Residential	$0 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
3	Block 6 East	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2015~~ 2016	$ -	$0 (1)	Market	2015	$ -	See narrative	See narrative	West side of 4th Street between China Basin Street and Mission Bay Blvd. North	8711-021	65,340	Residential	$0 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
4	Block 6 West	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2019	$ -	$0 (1)	Market	2015	$ -	See narrative	See narrative	East side of Merrimac between China Basin Street and Mission Bay Blvd. North	8711-020	47,916	Residential	$0 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
5	Block 7 West	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2014~~ 2015	$ -	$0 (1)	Market	2015	$ -	See narrative	See narrative	East side of 4th Street between China Basin Street and Mission Bay Blvd. North	8711-031, 032(p)	80,859	Residential	$0 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
6	Block 9	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2021	$ -	$0 (1)	Market	2015	$ -	See narrative	See narrative	West side of Bridgeview between Mission Rock Street and Mission Bay Blvd. North	8719-003	47,439	Residential	$0 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
7	Block 9A	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2021	$ -	$0 (1)	Market	2015	$ -	See narrative	See narrative	East side of Bridgeview between Mission Rock Street and Mission Bay Blvd. North	8719-005	29,939	Residential	$0 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
8	Block 12 West	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2021	$ -	$0 (1)	Market	2015	$ -	See narrative	See narrative	Northeast corner of Channel Street and Mission Bay Drive	8710-006	73,534	Residential	$0 (1)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
Mission Bay South - Park Lands																							
9	Park P1	Park	Fulfill Enforceable Obligation	See narrative	12/30/2005	$ -	0	Market	2015	$ -	See narrative	See narrative	West of 4th Street between Mission Creek and Channel Street	3810-006	139,932	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
10	Park P10	Park	Fulfill Enforceable Obligation	See narrative	4/2/2013	$ -	0	Market	2015	$ -	See narrative	See narrative	Mission Bay Circle	8709-003(p)	40,292	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
11	Park P16	Park	Fulfill Enforceable Obligation	See narrative	12/6/2010	$ -	0	Market	2015	$ -	See narrative	See narrative	East side of Third Street and Mission Bay Blvd. North and South	8720-003,005,004(p),010(p),012(p),013,014(p)	55,321	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
12	Park P17	Park	Fulfill Enforceable Obligation	See narrative	7/20/2009	$ -	0	Market	2015	$ -	See narrative	See narrative	West side of Terry Francois Blvd. between Mission Bay Blvd. North	8720-006(p), 007(p),008(p)	39,204	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
13	Park P18	Park	Fulfill Enforceable Obligation	See narrative	6/20/2009	$ -	0	Market	2015	$ -	See narrative	See narrative	West side of Terry Francois Blvd. between China Basin Street and Mission Bay Blvd. North	8720-008; 8722-005	15,246	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
14	Park P21	Park	Fulfill Enforceable Obligation	See narrative	3/22/2006	$ -	0	Market	2015	$ -	See narrative	See narrative	East side of Terry Francois Blvd. between of Mission Bay Blvd. North and South Street	8721-009(p); 8722-005(p)	21,780	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
15	Park P2	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2016~~ 2017	$ -	0	Market	2015	$ -	See narrative	See narrative	South side of Mission Creek, immediately to the west of Park P1	3810-008	164,657	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
16	Park P3	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2017	$ -	0	Market	2015	$ -	See narrative	See narrative	South side of Mission Creek east of Fourth Street	8714-002	72,745	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
17	Park P5	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2016	$ -	0	Market	2015	$ -	See narrative	See narrative	Between Channel Street, Long Bridge Streets and El Dorado East and West	8711-009(p); 8710/002(p)	16,117	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
18	Park P6	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2014~~ 2015	$ -	0	Market	2015	$ -	See narrative	See narrative	East corner of Long Bridge and China Basin Streets	8711-003; 8711-009(p); 8711/017	48,787	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
19	Park P7	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2018~~ 2021	$ -	0	Market	2015	$ -	See narrative	See narrative	South west corner of Mission Bay Drive and Owens Street	8709-003(p)	85,378	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative

LONG RANGE PROPERTY MANAGEMENT PLAN (PART 2): PROPERTY INVENTORY DATA - MISSION BAY

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)(H)
No.	Property Name	Property Type	Permissable Use	Permissable Use Detail	Acquisition Date	Value at Time of Purchase	Estimated Current Value	Value Basis	Date of Estimated Current Value	Proposed Sale Value	Proposed Sale Date	Purpose for which property was acquired	Address	APN #	Lot Size	Current Zoning	Estimate of Current Parcel Value	Estimate of Income/Revenue	Contractual requirements for use of income/revenue	History of environmental contamination, studies, and/or remediation, and designation as a brownfield site	Description of property's potential for transit oriented development	Advancement of planning objectives of the successor agency	History of previous development proposals and activity
20	Park P8	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2016~~ 2017	$ -	0	Market	2015	$ -	See narrative	See narrative	Between Mission Creek and Mission Bay Drive, partially under under I-280	8709-003(p)	121,532	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
21	Park P9	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2018~~ 2021	$ -	0	Market	2015	$ -	See narrative	See narrative	South of Mission Bay Drive under I-280	8709-002	37,462	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
22	Park P11	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2015~~ 2016	$ -	0	Market	2015	$ -	See narrative	See narrative	Between Mission Bay Blvd N&S, east of Mission Bay Circle	8710-003(p)	10,454	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
23	Park P11A	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2015~~ 2016	$ -	0	Market	2015	$ -	See narrative	See narrative	Between Mission Bay Blvd N&S, east of Mission Bay Circle	8710-003(p)	Included above	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
24	Park P12	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2021	$ -	0	Market	2015	$ -	See narrative	See narrative	West side of Merrimac between Mission Bay Blvd. North and South	8710-003(p)	60,113	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
25	Park P13	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2021	$ -	0	Market	2015	$ -	See narrative	See narrative	East side of Merrimac between Mission Bay Blvd. North and South	8710-003(p)	56,628	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
26	Park P15	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2021	$ -	0	Market	2015	$ -	See narrative	See narrative	East side of 4th Street between Mission Bay Blvd. North and South	8711-005(p); 8732-001(p)	53,143	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
27	Park P19	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2015~~ 2016	$ -	0	Market	2015	$ -	See narrative	See narrative	West side of Terry Francois Blvd. between Mission Rock and China Basin	8722-005	23,958	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
28	Park P20	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2021	$ -	0	Market	2015	$ -	See narrative	See narrative	North side of Mission Rock Street between Third Street and Terry Francois Blvd.	8719-002(p)	14,810	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
29	Park P22	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2020~~ 2018	$ -	0	Market	2015	$ -	See narrative	See narrative	East side of Terry Francois Blvd. between South and 16th Streets	8722-001(p), 005,006, 007, 009(p), 013(p)	235,224	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
30	Park P23	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2015~~ 2016	$ -	0	Market	2015	$ -	See narrative	See narrative	Southwest corner of 16th Street and Terry Francois Blvd.	3940-002(p); 8722-005(p); 3941-001(p); 3940-001(p)	87,120	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
31	Park P24	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2015~~ 2016	$ -	0	Market	2015	$ -	See narrative	See narrative	Northeast corner of Illinois Street and Terry Francois Blvd.	3491-001(p)	Included above	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
32	Park P26	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2015	$ -	0	Market	2015	$ -	See narrative	See narrative	North side of Mariposa between Owens and 4th Streets	8723-003, 004, 006, 007(p)	87,556	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
33	Park P27	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2015	$ -	0	Market	2015	$ -	See narrative	See narrative	Northwest corner of Owens and Mariposa Streets	8723-002	15,246	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
Mission Bay North - Park Lands																							
34	Park NP1	Park	Fulfill Enforceable Obligation	See narrative	8/26/2005	$ -	0	Market	2015	$ -	See narrative	See narrative	North side of Mission Creek west of 4th Street	8708-002(p)	139,392	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
35	Park NP2	Park	Fulfill Enforceable Obligation	See narrative	8/26/2005	$ -	0	Market	2015	$ -	See narrative	See narrative	North side of Mission Creek west of NP1	8708-002(p); 8707-002(p)	Included in NP1	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
36	Park NP3	Park	Fulfill Enforceable Obligation	See narrative	6/4/2008	$ -	0	Market	2015	$ -	See narrative	See narrative	North side of Mission Creek west of NP2	8707-002(p)	Included in NP1	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
37	Park NP4	Park	Fulfill Enforceable Obligation	See narrative	6/4/2008	$ -	0	Market	2015	$ -	See narrative	See narrative	North side of Mission Creek west of NP3	8730-001(p); 8707-003(p)	130,680	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
38	Park NP5	Park	Fulfill Enforceable Obligation	See narrative	6/4/2008	$ -	0	Market	2015	$ -	See narrative	See narrative	North side of Mission creek west of NP4	8730-001(p); 3806-006(p)	Included in NP4	Open Space	$ -	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative

NOTES: (1) No value under Redevelopment Dissolution Law due to long-term affordability restrictions and future transfer to the City as Housing Successor Agency.



Attachment B – Map of Mission Bay Property

Attachment C
Mission Bay LRPMP
Phasing of Mission Bay Park Leasehold Terminations

Phase	**Proposed Lease Termination Date**
Phase I: Completed Parks (Parks NP1-5, P1, P10, P16-18, and P21)	2017
Phase II: Future Parks (Parks P2, P3, P5, P6, P8, P11, P11A, P19, P22, P23/24, P26 and P27)	2019
Phase III: Future Parks (P7, P9, P12, P13, P15, P20)	2022

LONG RANGE PROPERTY MANAGEMENT PLAN
MAJOR APPROVED DEVELOPMENT PROJECT
HUNTERS POINT SHIPYARD/CANDLESTICK POINT

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long Range Property Management Plan ("PMP") for the disposition of real property in the Hunters Point Shipyard/Candlestick Point Redevelopment Project (the "Project"). The Project is comprised of two adjacent areas – the Hunters Point Shipyard and Candlestick Point. The portion of the Project on Hunters Point Shipyard is referred to herein as the "Shipyard," and the portion of the Project on Candlestick Point is referred to herein as "Candlestick" (together, the "Property").

The Shipyard, a former federal naval base, and Candlestick, which contains various vacant lands ~~and~~including the ~~soon-to-be-vacated~~former Candlestick ~~Park~~Stadium site, are together the largest undeveloped acreage in San Francisco. The Project is the subject of two disposition and development agreements that call for about 12,000 new residential units (of which about 32% will be affordable), mixed-use, office space, regional and community-serving retail space, more than 350 acres of parks and open spaces, community facilities, and significant infrastructure improvements, including new roadways, utilities, and pedestrian walkways. The disposition of the Property is required under enforceable obligations, as defined in Section 34171 (d) (1) of the California Health and Safety Code[1] and in a Final and Conclusive Determination by the Department of Finance ("DOF") under Section 34177.5 (i).[2] The development of the Shipyard is divided into two phases:

- Phase 1 covers approximately 75 acres and is commonly known as "Hilltop" and "Hillside." The Phase 1 Property used to be owned by the U.S. Navy (the "Navy"), but is now jointly owned by the Successor Agency and a private developer, HPS Development Co., LP~~,~~ (the "Phase 1 Developer~~")~~"), which is currently constructing the infrastructure improvements under a disposition and development agreement (the "Phase 1 DDA").

- Phase 2 covers more than 700 acres at the Shipyard and at Candlestick. The Phase 2 Shipyard Property is mostly owned by the Navy~~)~~ and ~~-~~the ~~Phase 2~~ Candlestick Property is mostly owned by the ~~City and County of San Francisco (the "City"),~~Successor Agency,

[1] All future statutory references are to the California Health and Safety Code unless otherwise noted.
[2] Letter, S. Szalay, DOF, Local Government Consultant, to Tiffany Bohee, Successor Agency, Executive Director (December 14, 2012) , *available at* http://www.dof.ca.gov/redevelopment/final_and_conclusive/Final_and_Conclusive_Letters/documents/San_Francisco_F&C_EO_Items_67_123_173_&_174.pdf. In addition, through Senate Bill 107, chaptered on September 22, 2015, the State legislature declared and the Department of Finance confirmed that the Hunters Point Shipyard Phase 1 and Candlestick Point-Hunters Point Shipyard Phase 2 Development Disposition Agreements are finally and conclusively approved as enforceable obligations.

the Phase 2 Developer (defined below), the State of California (the "State") and various private land owners. Phase 2 is governed by a second disposition and development agreement (the "Phase 2 DDA") with a second, but affiliated private developer~~.~~, CP Development Co., LP~~,~~ (the "Phase 2 Developer"). The Phase 1 Developer and the Phase 2 Developer are sometimes referred to in this PMP, individually or collectively, as the context requires, as the "Developer."

The Phase 1 and Phase 2 DDAs (individually or collectively as the context requires, the "DDAs") require that (1) the Successor Agency acquire land in the Project in phases from the Navy after the Navy cleans up the land, which has been designated a "Superfund" site under the federal Comprehensive Environmental Response, Compensation and Liability Act~~,~~ ("CERCLA"), and from the State and the City in connection with development,~~–~~ (2) the Successor Agency acquire additional land from the State of California and the City and County of San Francisco, and engage in certain property exchanges to assemble necessary land for the Project, (3) the Successor Agency transfer land to the Developer over time, in phases, for development consistent with the approved land use plan, (4) the Developer acquire, or use good faith efforts to acquire, certain private property within the ~~project~~Project area (the "Private Parcels") for development consistent with the approved land use plan, and (5) the Successor Agency use the tax increment it has committed to the Project for the development of infrastructure, affordable housing and other Project costs.

The Property subject to this PMP includes property in Phase 1 and Phase 2 and immediately adjacent to the Project and is comprised of ~~(1)~~ property the Successor Agency owns or will own in the future and pursuant to the DDAs, will convey ~~to the Developer~~ for private development (i.e., residential and commercial) (the "~~Developer Property")~~Private Disposition Parcels"); (2) property the Successor Agency owns or will own to develop affordable housing (the "Affordable Housing Parcels~~"),~~"); (3) property the Successor Agency owns or will own to develop public parks and open space (the "Park Parcels~~"),~~"); (4) property the Successor Agency owns or will own to develop public streets and transportation networks (the "Street Parcels~~"), and~~"); (5) property the Successor Agency owns or will own to develop community-serving uses (the "Community Facility Parcels"); and (6) the submerged parcel (part of the San Francisco Bay) that the Successor Agency will acquire from the Navy (Navy Parcel F) and transfer to the City for governmental purpose (the "Water Parcel").

Under its enforceable obligations for the Project, the Successor Agency assembles most of the land for the ~~project~~Project (except for certain privately owned parcels to be acquired directly by the Developer), and then must transfer property to the Developer for the private development, and retain the Affordable Housing Parcels, the Park Parcels, the Street Parcels, and the Community Facilities Parcels (collectively, the "Public Property") and ensure they are developed with these public uses consistent with the DDAs. In addition, the Successor Agency has obligations under state law to ensure that certain "public trust ~~land~~lands" are developed and used for purposes consistent with the public trust. The Successor Agency may either transfer the entirety of a Sub-Phase to the Developer for horizontal development, with an obligation by the Developer to transfer back the Public Property once the parks, streets, and lots are completed, or the Successor Agency may retain all of the Public Property in a Sub-Phase and allow the Developer to access the Public Property as required to complete the parks, streets and lots.

The Successor Agency submits the following disposition plan pursuant to Redevelopment Dissolution Law for the Property:

- ***Land Assembly.*** Acquire ~~the~~ property in ~~Phase 2~~the Project from the Navy once the properties have been remediated to their intended land use per the enforceable obligations for the Project and from the City and the State in Phase 2 as needed in connection with the development of the Project, and then transfer them in accordance with the DDAs (with other assembled land from the City and the State) to the Developer for development. The transfer dates are expected to occur between 2016 and 2039.

- ***Private Disposition Parcels.*** Acquire and retain Private Disposition Parcels to fulfill the Successor Agency's enforceable obligations under the DDAs to facilitate private development by the Developer. Under the DDAs, the Successor Agency transfers certain Private Disposition Parcels to the Developer at no cost upon the approval of each Sub-Phase of development. Under the Phase 2 DDA, the Successor Agency is also obligated to acquire one Private Disposition Parcel (Building 813) that it is not obligated to transfer to the Developer. This property will instead be sold at fair market value to facilitate private development. The estimated transfer dates are between 2017 and 2039.

- ***Affordable Housing Parcels.*** ~~Acquire[3] and retain~~Retain Affordable Housing Parcels in Phase 1 and acquire and retain[4] Affordable Housing Parcels in Phase 2 to fulfill the Successor Agency's enforceable obligations under the DDAs to develop the Affordable Housing Parcels. The Successor Agency intends to provide the affordable housing developer for each Affordable Housing Parcel with a ground lease to provide site access to construct the affordable housing, as well as apply long term affordability restrictions to the project. Upon completion of each specific vertical development, the land and the vertical housing project will be transferred to the City as the Housing Successor Agency, as required under Redevelopment Dissolution Law. The estimated transfer dates are between 2016 and 2036.

  In the case of the Affordable Housing Parcels ~~and vertical housing projects~~ associated with the Alice Griffith Public Housing Replacement Project, the Successor Agency ~~will transfer~~transferred the first of these parcels ~~and projects~~ to the San Francisco Housing Authority ("SFHA") for a governmental purpose on February 12, 2015, pursuant to the Project's enforceable obligations. The estimated transfer dates for the remaining Alice Griffith parcels are between 2018 and ~~2039~~2019.

~~[3] One additional Affordable Housing Parcel in Phase 1 (Block 49) will be acquired from the Developer in the future. This transaction is described in more detail in Attachment C.~~

[4] All references in this PMP to the Successor Agency's "retention" of property include the possibility of transfer to the Developer with a mandated transfer back to the Successor Agency when the Developer completes the streets, infrastructure, mapping, and lots, i.e., after the Developer has completed all horizontal obligations.

- ***Park Parcels.*** Retain Park Parcels in Phase 1 and acquire and retain Park Parcels in Phase 2 to fulfill the Successor Agency's enforceable obligations under the DDAs to ensure the Developer completes the park improvements on the Park Parcels. U.S. Department of Commerce's Economic Development Administration ("EDA") grant funds were used in 2011 to construct a community facility building within a Phase 1 park. The building is part of the ~~park's~~parks program. The Successor Agency has an enforceable obligation to ensure the Park Parcels are developed and maintained consistent with the DDA's park designs~~,~~ and the EDA grant, are financially self-sustaining, and to use the funding from the parks operations community facility district set up for this purpose. Upon completion of each specific "major phase and sub phase" of development, the finished interlocking Park Parcels will be transferred to the City for a governmental purpose; provided, however, that if the Park Parcels are subject to the Public Trust, the transfers shall be approved by the State Lands Commission under SB 792; and provided further if the Park Parcels are subject to the Phase 2 DDA, ~~-~~the transfer shall not materially adversely impair the Developer's or a Vertical Developer's performance under the Phase 2 DDA. The estimated transfer dates are between ~~2020~~2021 and ~~2039~~2036.

- ***Street Parcels***. Retain Street Parcels in Phase 1 and acquire and retain Street Parcels in Phase 2 to fulfill the Successor Agency's obligations under the DDAs to ensure the Developer completes the street improvements on the Street Parcels. The DDAs include an Acquisition Agreement under which the Developer will construct, and the City will accept, infrastructure ~~which~~that includes but is not limited to utilities, roads, sidewalks, street furniture, and components of transportation systems. Upon completion of each specific "major phase and sub phase" of development, the finished Street Parcels will be transferred to the City for a governmental purpose consistent with the requirements for acquisition and payment of Street Parcels in the DDAs. The estimated transfer dates are between ~~2015~~2018 and 2039.

- ***Community Facilities Parcels***
  - Vacant Land. Retain the vacant land in Phase 1, and acquire and retain additional ~~raw~~ land in Phase 2, all of which has been designated for community facilities (including but not limited to school and fire station properties). Upon completion of each specific "major phase and sub phase" of development, these Community Facilities Parcels will be transferred to the City as finished developable lots for future development potentially with a community development corporation, community land trust, public entity, or not~~-~~-for-~~-~~profit organization with the requirement that the City facilitate the timely development of these facilities in a manner consistent with the DDAs. The estimated transfer dates are between ~~2015~~2021 and 2039.

  - Artist ~~Studios~~Complex. Retain Building 101, and acquire and retain a site for construction of a new replacement artist studio ~~building~~and commercial kitchen (the "Artist Replacement ~~Building"), both of~~ Buildings"), which have been designated as a permanent artist studio ~~space~~complex to ensure the Developer completes the Artist Replacement ~~Building~~Buildings and the permanent infrastructure serving ~~both~~the buildings. Upon completion of the Developer's obligations (and once artists have moved into the Artist Replacement Building), these Artist Replacement Buildings

will be transferred to the City to ensure continued affordability of the Artist Studios as required by the Phase 2 DDA. The estimated transfer ~~dates are between 2015 and~~date is 2022.

- ~~Building 813~~***Water Parcel***. Acquire ~~and rehabilitate Building 813 as described in the Phase 2 DDA. Upon the completion of the Developer's obligation~~this submerged parcel from the Navy (Navy Parcel F) pursuant to ~~construct infrastructure~~the Successor Agency's enforceable obligations. The Water Parcel, which is subject to ~~serve~~ the ~~building, Building 813~~Public Trust, will be transferred to the City ~~so that the City may oversee the development of a center~~ for ~~the incubation of emerging businesses and technologies.~~governmental purpose. The transfer shall be approved by the State Lands Commission under SB 792. The estimated transfer ~~dates are~~date is between ~~2014~~2021 and ~~2026.~~ 2039.

The Successor Agency also leases ~~a number of buildings~~and will lease property from the Navy and the State for temporary facilities (~~i.~~e.g., artist studios, storage/construction staging, and for the San Francisco Police Department) (the "Temporary Facilities"). The Successor Agency will continue leasing the Temporary Facilities until the applicable land is conveyed to the Successor Agency or the Developer for development as described above~~.~~, or the Temporary Facility is no longer needed to assist in the development of the Project. Lease terminations are expected to occur between 2016 and ~~2021~~2039.

Under the DDA, the Agency is prohibited from transferring Property where the transfer would materially and adversely impair Developer's (or any "Vertical Developer's") performance under the DDA. Accordingly, the foregoing is subject to Developer's (and any Vertical Developer's) rights under the DDA.

BACKGROUND

For decades, the Navy operated a large naval facility at the Shipyard. At its peak, the Shipyard employed 17,000 civilian and military personnel, many of whom lived in the adjacent neighborhood. But by 1974, the Shipyard had outlived its usefulness as a naval facility and was closed. The state legislature[5] has described the Project in these terms:

> "Together, [the Shipyard and Candlestick Point] comprise approximately 760 acres and make up the largest area of underused land in the city. The shipyard, once a source of economic opportunity for the surrounding Bayview-Hunters Point community, has stood dilapidated and abandoned for over 30 years and now stands as a barrier to public health, open space, and the waterfront, and remains a blight on one of San Francisco's poorest communities. The revitalization of Candlestick Point has been contemplated for over 10 years to create much needed economic and public benefits, affordable housing

[5] Statutes 2009, Chapter 203, § 1 (f) (granting to the San Francisco Redevelopment Agency the state's interest in public trust lands at the Shipyard and Candlestick Point)

for Bayview Hunters Point residents, and other tangible benefits to the Bayview Hunters Point community. The stadium at Candlestick Point is nearing the end of its useful life and is in need of replacement, the nearby public housing development at Alice Griffith requires a complete rebuilding, and the restoration and improvement of the adjoining state recreation area has been a long-time goal of the state, the city, and the Bayview Hunters Point community."

In the summer of 1997, the City designated the Shipyard as a redevelopment project area (amending it in August 2010) and approved the Shipyard Redevelopment Plan (the Candlestick Point portion of the Project is subject to a separate but related redevelopment plan called the Bayview Hunters Point Redevelopment Plan). Pursuant to Section 33492.9 of the California Health and Safety Code specific to the redevelopment of former military installations, the Shipyard's Redevelopment Plan expires in 2042. In 1991, the U.S. Congress passed legislation that ordered the Navy to convey its land at no cost to the City or its designated local reuse authority, pursuant to a to-be-negotiated conveyance agreement ("Conveyance Agreement"). Concurrently, the City designated the former San Francisco Redevelopment Agency (the "SFRA") as its local reuse authority and directed it to accept the Navy's property. The following briefly describes each enforceable obligation for the Project that stemmed from these actions:

1. ***The Conveyance Agreement.*** In April 2004, the SFRA's Commission approved the Conveyance Agreement with the Navy, which established a framework and orderly process for the SFRA to receive remediated land from the Navy in phases. Under the Conveyance Agreement, the Navy must complete the environmental remediation of its land (which has been designated a federal "Superfund" site) to a level consistent with the intended re-use of the property. Once the environmental remediation is complete, the Navy must transfer the property to the SFRA (now the Successor Agency). To date, ~~75~~89 acres of land has been transferred to the Successor Agency ~~("Phase 1")~~ under the Conveyance Agreement~~ in 2004~~. The Developer is required to provide property management services for the~~ Phase 1~~ Property that the Successor Agency currently owns and certain property that the Successor Agency currently leases from the Navy under a lease with the Successor Agency (the "Interim Lease").

2. ***Hunters Point Shipyard Redevelopment Plan (the "HPS Plan").*** In 1997, the SFRA Commission and the City's Board of Supervisors approved the HPS Plan for the Shipyard (it was amended in 2010). Among other things, the HPS Plan identifies uses for property identified in the DDAs and includes a list of public improvements and public facilities, attached as Attachment B ("Authorized Public Improvements") to the HPS Plan. (See Section III.I (Public Improvements and Public Facilities) of the HPSY Plan). Under the HPS Plan, the list of Authorized Public Improvements includes projects and facilities that are to be developed and/or rehabilitated (as the case may be) under the HPS Plan and the DDAs. (The Redevelopment Plan for the Bayview-Hunters Point Redevelopment Project Area, as amended, also identifies projects considered public improvements.)

3. ***The Phase 1 DDA.*** In December 2003, the SFRA Commission approved the Phase 1 DDA with the Phase 1 Developer for 75 acres at the Shipyard. Under the Phase 1 DDA, the SFRA is required to (1) transfer all the land designated for private uses to the Phase 1

Developer, and (2) retain all the land designated for affordable housing, parks, and community facilities. Under the Phase 1 DDA, the Developer is required to finance and build the horizontal improvements and some of the public uses (i.e., parks) and to transfer land on which private residential and commercial uses are to be constructed by Vertical Developers. The SFRA (and now the Successor Agency) is required to finance and build the affordable housing and assist with financing the rest of the community facilities. More information about the Phase 1 DDA, along with specific excerpts detailing the Successor Agency's enforceable obligations, can be found in Attachment C.

4. ***Other Conveyance Agreements*.** In October 2009, the state legislature approved Senate Bill 792 (2009 Statutes, Chapter 203) ("SB 792"), which allowed land owned by the State Department of Parks and Recreation ("State Parks") at Candlestick to be improved and reconfigured as part of the Project. It permits the exchange of certain public trust lands and the reconfiguration and improvement of the Candlestick Point State Recreation Area, a currently under-resourced public open space owned by State Parks. In furtherance of SB 792, land exchange agreements were executed in 2010-2011 between the SFRA (now the Successor Agency) and State Parks (the "State Parks Agreement") and the State Lands Commission (the "Trust Exchange Agreement"). In addition, as part of the approval of the Project and as approved by the City's voters under Proposition G, SFRA (now the Successor Agency) and the City, acting through its Parks and Recreation Department entered into a "City Land Transfer Agreement" related to the land on which the former Candlestick ~~Park currently stands.~~Stadium stood. The Developer is a third party beneficiary of the City Land Transfer Agreement. Property under the City Land Transfer Agreement was conveyed to the Developer and Successor Agency in December 2014. These agreements are sometimes referred to herein as the "Other Conveyance Agreements", which require the Successor Agency to accept title to land owned by State Lands, State Park, and the City in furtherance of the Project.

5. ***The Phase 2 DDA*.** In June 2010, the SFRA Commission approved the Phase 2 DDA with the Phase 2 Developer for the Phase 2 Property at the Shipyard and Candlestick. More information about the Phase 2 DDA, along with specific excerpts detailing the Successor Agency's enforceable obligations, can be found in Attachment C.

The Phase 1 and 2 DDAs, together with a number of related binding agreements attached to or referenced in the text of both DDAs, establish a comprehensive set of enforceable obligations that collectively govern the completion of the Project. The Phase 1 and 2 DDAs remain in effect until the Project is complete or until the applicable redevelopment plan has expired, whichever is earlier. On December 14, 2012, the Department of Finance issued a Final and Conclusive Determination that the DDAs were enforceable obligations.[6]

More information about these enforceable obligations, including the provisions that relate to the ~~Developer Property, the~~ Private Disposition Parcels, Affordable Housing Parcels, ~~the~~ Park

[6] See footnote 2, above.

Parcels, ~~the~~ Street Parcels, ~~and~~ the Community Facilities Parcels, and the Water Parcel is contained in Attachment C.

LONG RANGE PROPERTY MANAGEMENT PLAN

The Project's Property and various uses are generally described on Attachment A (DOF Tracking Sheet for the Project and Attachment B (Map of Property).

Date of Acquisition

See Attachment A for anticipated acquisition dates for the ~~Developer, the~~ Private Disposition Parcels, Affordable Housing Parcels, ~~the~~ Park Parcels, ~~the~~ Street Parcels, ~~and the~~ Community Facilities Parcels, and Water Parcel. Also, see Attachment A for the lease start dates for the Successor Agency's leasehold interests in the Temporary Facilities.

Value of Property at Time of Acquisition

See Attachment A for the estimated acquisition values for the ~~Developer Property, the~~Private Disposition Parcels, Affordable Housing Parcels, ~~the~~ Park Parcels, ~~the~~ Street Parcels, ~~and the~~ Community Facilities Parcels, and Water Parcel. Also, see Attachment A for the acquisition values for the Successor Agency's leasehold interests in the Temporary Facilities.

Estimate of the Current Value

See Attachment A for estimated current values for the ~~Developer Property~~Private Disposition Parcels, the Affordable Housing Parcels, the Park Parcels, the Street Parcels, ~~and~~ the Community Facilities Parcels, and the Water Parcel. Also, see Attachment A for the estimated current values for the Successor Agency's leasehold interests in the Temporary Facilities. The ~~source~~sources of these values ~~is~~are appraisals and market value.

Purpose for which the Property was Acquired

Revitalizing the Shipyard~~,~~ and Candlestick~~,~~ is one of the City's highest priorities, as this area~~—~~-- part of the Bayview-Hunters Point neighborhood -- has suffered economically ever since the federal naval base was closed in 1974. Toward that end, federal, state and local entities have executed the various binding legal documents mentioned in this PMP (including the Phase 1 DDA and the Phase 2 DDA) all of which are designed to redevelop feasibly and comprehensively the largest area of under-utilized land in San Francisco.

The ~~Developer Property~~Private Disposition Parcels have been or will be acquired from the Navy, City and State for the purposes of transferring them to the Developer for the development included in the Project, pursuant to the Phase 1 and Phase 2 DDAs. Also pursuant to the Phase 2 DDA, the Private Disposition Parcel (Building 813) the Successor is obligated to acquire, but not obligated to transfer to the Developer, will be sold to a private party at fair market value.

The Affordable Housing Parcels, ~~the~~ Park Parcels, ~~the~~ Street Parcels, ~~and the~~ Community Facilities Parcels, and Water Parcel (again collectively, the "Public Property") all were, and shall be, acquired for the purposes of constructing the various affordable housing and public uses at the Project, pursuant to the Phase 1 and Phase 2 DDAs.

The Temporary Facilities were leased to provide temporary facilities for artists and public safety personnel until permanent facilities were built. The Developer is building permanent facilities for the artists and the City is building permanent facilities for the public safety personnel off-site. The Temporary Facilities ~~were~~are also leased for storage and construction staging purposes.

Address/Location

See Attachment A for the specific addresses for the ~~Developer Property~~Private Disposition Parcels, the Affordable Housing Parcels, the Park Parcels, the Street Parcels, ~~and~~ the Community Facilities Parcels, and the Water Parcel. Also, see Attachment A for the specific addresses for the Successor Agency's leasehold interest in the Temporary Facilities. A map of all these parcels is attached as Attachment B.

Lot Size

See Attachment A for the estimated lot sizes for the ~~Developer Property, the~~ Private Disposition Parcels, Affordable Housing Parcels, ~~the~~ Park Parcels, ~~the~~ Street Parcels, ~~and the~~ Community Facilities Parcels, and Water Parcel. Also, see Attachment A for the lot sizes for the Successor Agency's leasehold interest in the Temporary Facilities. A map of all these parcels is attached as Attachment B.

Current Zoning

The zoning or land uses for the Project are codified in the Shipyard Redevelopment Plan and the Bayview Hunters Point Redevelopment Plan. Since all the land in the Project is being assembled and reconfigured, the land uses described in the two redevelopment plans are under an umbrella of land use districts. Each land use district has a range of allowed uses to allow for a mixed use community to develop over time. As such, each land use district has portions of land that allows for residential, retail, and commercial uses, and in some cases office, multi-media/digital arts, and or industrial uses (i.e. Private Lands and Affordable Housing). Each land use district also has portions of land set aside for recreation/park, civic/community facility, arts/cultural, public safety, educational, and social services uses (i.e. Community Facilities, Parks, and Streets). Some of the lands (i.e. Parks ~~and~~, Streets, and Water Parcel) are subject to the State public trust and must be used for purposes of commerce, navigation, and fisheries, and for other public trust purposes, subject to SB 792.

Estimate of the Current Value (Including Appraisal Information)

See Attachment A for estimated current values for ~~the Developer Property (Buildings 808), the~~ Private Disposition Parcels, Affordable Housing Parcels, ~~the~~ Park Parcels, ~~the~~ Street Parcels, ~~and the~~ Community Facilities Parcels, and the Water Parcel. Also, see Attachment A for the estimated current values for the Successor Agency's leasehold interests in the Temporary Facilities. The ~~source~~sources of these values ~~is~~are appraisals and market value.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

The Interim Lease covers portions of the Phase 1 and Phase 2 Property that the Successor Agency currently owns and certain property that the Successor Agency currently leases from the Navy and allows the Developer to sublease certain buildings (indirectly) to about 300 subtenants. The Interim Lease is anticipated to remain in effect until the leased or owned premises are transferred to Developer, the DDA terminates as to the leased premises without transfer, or Developer's obligations for the leased premises are satisfied. The revenue generated by the Successor Agency under the Interim Lease currently covers only the basic costs of managing these buildings, but not capital costs. Any future revenues generated by the Successor Agency will be used for deferred maintenance and capital repairs, as required under the Interim Lease.

History of Environmental Contamination, Studies, Remediation Efforts

As mentioned, the Shipyard has been designated as a "Superfund" site by the U.S. Environmental Protection Agency ("EPA"). Significant hazardous materials exist at the Shipyard, resulting from the activities of the Navy and its contractors and tenants during the decades between 1940 and 1986. In 1992, the Navy, EPA and the State executed an agreement that required the Navy to investigate and remediate hazardous materials at the Shipyard according to a specified process and schedule. In October 2004, various state and federal regulatory bodies deemed the Phase 1 Property at the Shipyard remediated for its intended land uses, and authorized the transfer of Phase 1 from the Navy to the SFRA.

The Navy continues to remediate other areas of the Shipyard, under the supervision of various federal, state and local agencies. The Navy has completed numerous specific reports and analyses for areas of potential contamination on the Shipyard. Based on those reports, specific cleanup plans have been developed and many have already been completed. After specific cleanup actions are finished, additional confirmatory testing is done to ensure the cleanup was effective and the Shipyard Phase 1 Property can be used safely.

To date, the Navy has spent or obligated more than $~~850~~875 million on the cleanup of the Shipyard. The types of contamination that are being remediated by the Navy include but are not limited to, contaminated groundwater, soil based volatile organic compounds, low-level radiological materials, naturally occurring asbestos, abrasive blast material, naturally occurring metals, lead-based paint, mercury, arsenic, iron, manganese, nickel, and PCB's.

A final environmental impact report ("Phase 1 EIR") pursuant to the California Environmental Quality Act, or CEQA, was completed for the Phase 1 Project and certified by the San Francisco Planning Commission and the SFRA Commission in February 2000. In addition a, final environmental impact report ("Phase 2 EIR") pursuant to CEQA, was completed for the Phase 2

Project and certified by the San Francisco Planning Commission in June 2010. (Acting on an appeal of the Planning Commission decision, the San Francisco Board of Supervisors upheld the certification of the Final EIR in July 2010.) In addition, certain components of the Project have been reviewed under the National Environmental Protection Act ("NEPA"), including the Alice Griffith Parcels.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

In 2010 the Association of Bay Area Governments, or ABAG, designated the Project as a "Priority Development Area" or PDA. The PDA designation is one way that ABAG encourages future growth near transit and in the existing communities that surround the San Francisco Bay. To be eligible to become a PDA, an area has to be within an existing community, near existing or planned fixed transit or served by comparable bus service, and planned for more housing. The Project is surrounded by some of the region's most important transportation infrastructure (i.e., Caltrain, BART, Interstate 280, Highway 101, Muni light rail, etc.). However, a major planning objective of the Project's Shipyard Redevelopment Plan, the Bayview Hunters Point Redevelopment Plan and other planning documents is to better link residents to transportation networks so they have better access to jobs, healthcare services, and other critical community services. As such, transportation improvements in the Project focus on creating a multi-modal system of streets, transit facilities, pedestrian paths, and dedicated bicycle lanes to link the Project to the transportation infrastructure that exists beyond the Project's borders. Infrastructure improvements are designed to give priority to buses (i.e., exclusive transit right-of-ways and transit signal priority) and there will be dedicated bike lanes and roadways, paving, landscaping and lighting improvements designed for sustainability and expansion flexibility.

Some of the other specific ways the Project is a "transit-oriented" development include (1) its compact land use pattern organized around rapid/express bus service, (2) dedicated bike paths to attract both commuter and recreational users, (3) a fine-grained street grid which is linked to the surrounding City grid and built to the City's "better streets" standards to promote walking, (4) a high jobs/housing ratio, meaning a mix of employment, retail, entertainment and community uses within walking distance of homes, (5) pedestrian upgrades to plazas and rail-stop waiting areas, (6) the reconfiguration of local truck routes to decrease conflicts with light-rail, buses, cars, bikes and pedestrians, and (7) a specialized transportation demand management program which will use programs (such as mandatory transit passes for each household), incentives (such as free car share parking) and amenities) such as showers in all commercial buildings) to encourage alternative modes of transportation.

One of the specific components of the Project that will benefit from these transportation improvements is the Alice Griffith Replacement Project, which was awarded a Choice Neighborhoods Initiative Implementation ("CNI") grant of $30.5 million in 2011 from the U.S. Department of Housing and Urban Development ("HUD"). The CNI program supports locally driven strategies to address struggling neighborhoods with distressed public or HUD-assisted housing through a comprehensive approach to neighborhood transformation. The Alice Griffith Replacement in the Project fulfills the planning objectives of the CNI program by replacing a distressed public housing project with a network of low-rise buildings situated around a central park. Furthermore, the development of all of the Affordable Housing Parcels fulfills the

planning objectives contained in the Bayview Hunters Point and Shipyard Redevelopment Plans, the City's General Plan and the Housing Element, all of which identify a need for permanently affordable housing.

History of Previous Development and Leasing Proposals

In 1997, the City designated the Shipyard as a redevelopment project area and approved the Shipyard Redevelopment Plan, which served as the guiding framework for the development initiatives and agreements that followed (i.e., the Phase 1 DDA and the Phase 2 DDA). In 1998, the SFRA issued a Request for Qualifications and five proposals to redevelop the Shipyard were received. Three development teams were interviewed and Lennar/BVHP, LLC was selected as the Developer. The Phase 1 Developer and the Phase 2 Developer are the successors to Lennar/BVHP, LLC.

Disposition of the Property

Based on the foregoing, and the information contained in Attachment ~~D~~C, the Successor Agency submits the following disposition plan pursuant to Redevelopment Dissolution Law for the Property:

- ***Land Assembly.*** Acquire the ~~property~~properties in the Project under the Conveyance Agreement from the Navy once they have been remediated to their intended land use per enforceable obligations for the Project and under the Other Conveyance Agreements from the City and the State as needed in connection with the development of the Project, and then transfer these parcels to the Developer for development pursuant to the Phase 2 DDA enforceable obligations. The estimated transfer dates are expected to occur between 2016 and ~~2033~~2039.

- ***Private Disposition Parcels.*** Acquire and retain Private Disposition Parcels to fulfill the Successor Agency's enforceable obligations under the DDAs to facilitate private development. Under the DDAs, the Successor Agency transfers to the Developer certain Private Disposition Parcels required for each sub phase of development. Pursuant to the DDAs, these parcels transfer to the Developer at no cost upon each sub phase approval. Under the Phase 2 DDA, the Successor Agency is also obligated to acquire one additional Private Disposition Parcel (Building 813) that it is not obligated to transfer to the Developer. The estimated transfer dates for the Private Disposition Parcels are between 2017 and 2039.

  - Parcels Required to be Conveyed to Developer

    - Shipyard Phase 1 Private Disposition Parcels. All of the Phase 1 parcels to be used for private development have already transferred from the Successor Agency to the Developer, and residential construction is underway on a portion of these parcels.

- Shipyard Phase 2 Private Disposition Parcels. The Navy has transferred several parcels to the Successor Agency that must be conveyed to the Developer, including Building 808, to be developed for research and development and office uses; UC-1 and D-2 (exclusive of Building 813) to be developed for research and development uses; and portions of UC-2 to be developed into residential uses. In the future, the Successor Agency will acquire an additional approximately 220 acres to be conveyed to the Developer. Estimated dates for conveyance to Developer are 2017–2036.

- Candlestick Point Private Disposition Parcels. The Successor Agency recently acquired several parcels on the former Stadium site and in the Arelious Walker right-of-way to be conveyed to the Developer for mixed-use and residential development. In the future, the Successor Agency will acquire approximately 20 acres to be conveyed to the Developer for residential, mixed-use, and retail development. Estimated dates for conveyance to Developer are 2017–2039.

- Parcel Required to be Sold at Fair Market Value

  - Building 813. On September 16, 2015, the Successor Agency acquired Building 813 and the land upon which it is situated, as described in the Phase 2 DDA. Per the Phase 2 DDA, the Developer "shall reasonably cooperate" with the Successor Agency, the City, and the community to facilitate the rehabilitation of Building 813 and its use "as a center for the incubation of emerging businesses and technologies, including, but not limited to, clean tech, biotech, green business, arts and digital media." Furthermore, the Developer "shall reasonably cooperate with the [Successor] Agency to ensure the timely availability of interim and permanent infrastructure to support the renovated building." The Phase 2 DDA requires the infrastructure serving Building 813 to be completed by no later than 2025. The Phase 2 DDA, however, does not provide financing for the renovation of Building 813. When the infrastructure is complete, Building 813 will be sold at fair market value. Fair market value may consist of restrictions and covenants on the property in order to fulfill the obligation of the Phase 2 DDA cited above. Given that the Developer is not required to complete the construction of the infrastructure serving the building until 2025 at the latest, the estimated sale date of the building is no later than 2026.

- ***Affordable Housing Parcels.*** ~~Acquire and retain~~Retain Affordable Housing Parcels in Phase 1 and acquire and retain Affordable Housing Parcels in Phase 2 to fulfill the Successor Agency's enforceable obligations under the DDAs to fund and develop the Affordable Housing Parcels. The Successor Agency intends to provide the affordable housing developer for each Affordable Housing Parcel with a ground lease to provide site access to construct the affordable housing, as well as apply long-term affordability restrictions to the project. Upon completion of each specific development, the property and ground lease will be transferred to the City as the Housing Successor Agency, as required under Redevelopment Dissolution Law. The estimated transfer dates are between 2016 and 2036.

In the case of the Affordable Housing Parcels associated with the Alice Griffith Public Housing Replacement Project, the Successor Agency ~~will transfer these~~ transferred the first of the parcels to the SFHA for a governmental purpose on February 12, 2015, pursuant to ~~Shipyard~~the Project's enforceable obligations ~~[~~. The estimated transfer dates for the remaining Alice Griffith parcels are between 2018 and ~~subject to the approval of the Developer pursuant to the DDAs].~~ 2019.

- ***Park Parcels.*** Retain Park Parcels in Phase 1 and acquire and retain Park Parcels in Phase 2 to fulfill the Successor Agency's enforceable obligations under the DDAs to ensure the Developer completes the park improvements on the Park Parcels. The Successor Agency has an enforceable obligation to ensure the Park Parcels are developed and maintained consistent with the DDA's park designs, the EDA grant, are financially self-sustaining, and to use the funding from the parks operations community facility district set up for this purpose. Upon completion of each specific "major phase and sub phase" of development, the finished interlocking Park Parcels will be transferred to the City for a governmental purpose provided, however, that if the Park Parcels are subject to the Public Trust, the transfers shall be approved by the State Lands Commission under SB 792; and provided further if the Park Parcels are subject to the Phase 2 DDA, the transfer shall not materially adversely impair the Developer's or a Vertical Developer's performance under the Phase 2 DDA. The estimated transfer dates are between 2021 and 2036.

- ***Street Parcels***. Retain Street Parcels in Phase 1 and acquire and retain Street Parcels in Phase 2 to fulfill the Successor Agency's enforceable obligations under the DDAs to ensure the Developer completes the street improvements on the Street Parcels. The DDAs include an Acquisition Agreement that describes a process by which the Developer will construct and the City will accept infrastructure ~~which~~that includes, but is not limited to, utilities, roads, sidewalks, street furniture, and components of transportation systems. Upon completion of each specific "major phase and sub phase" of development, the finished Street Parcels will be transferred to the City for a governmental purpose consistent with the DDAs' requirements for acquisition and payment of Street Parcels. The estimated transfer dates are between 2018 and 2039.

- ***Community Facilities Parcels***

  - Vacant Land. Retain the vacant land in Phase 1, and acquire and retain additional ~~raw~~ land in Phase 2 that has been designated for community facilities, to fulfill the Successor Agency's enforceable obligations under the DDAs to ensure the Developer completes the permanent infrastructure serving these parcels. Upon completion of each specific "major phase" of development, these Community Facilities Parcels will be transferred to the City, subject to the determination that the transfer shall not materially adversely impair the Developer's or a Vertical Developer's performance under the Phase 2 DDA, as finished developable lots for future development potentially with a community development corporation, community land trust, public entity, or not-~~-~~for-~~-~~profit organization with the requirement that the City facilitate the timely development of these parcels in a manner consistent with the DDAs and the

uses described in the HPS Plan. The estimated transfer dates are between 2021 and 2039.

- Artist ~~Studios.~~ Complex. Retain Building 101, and ~~construct~~acquire and retain a site for construction of a new replacement artist ~~studios~~studio and commercial kitchen (the "Artist Replacement ~~Building"), both of~~Buildings"), which have been designated as permanent ~~affordable artist studio space, to fulfill the Successor Agency's enforceable obligations under the DDAs~~artist studio complex to ensure the Developer completes the Artist Replacement ~~Building~~Buildings and the permanent infrastructure serving ~~both~~the buildings. Upon completion of the Developer's ~~development~~ obligations (and once artists have moved into the Artist Replacement ~~Building~~Buildings), these Community Facilities will be transferred to the City. The transfer is subject to the determination that it shall not materially adversely impair the Developer's or a Vertical Developer's performance under the Phase 2 DDA. In accordance with dissolution law, transfer to the City will enable the City to fulfill the obligation for Public Improvements under the HPS Plan and ensure compliance with the Phase 2 DDA's requirement that Artist Studio rents do not exceed the costs for operation and maintenance of the Shipyard Artist Studios. The estimated transfer date is 2022.

- ~~Building 813.~~ ***Water Parcel***. Acquire ~~and rehabilitate Building 813 as described in the Phase 2 DDA to fulfill~~this submerged parcel from the Navy pursuant to the Successor Agency's enforceable obligations~~ under~~ . The Water Parcel, which is subject to the ~~HPS Plan. Upon the completion of the Developer's obligation to construct infrastructure to serve the building, Building 813~~Public Trust, will be transferred to the City ~~so that the City may fulfill the HPS Plan's Public Improvements section to rehabilitate historic buildings and create a job training center, in this case~~ for ~~the community serving~~a government purpose~~ of a center for the incubation of emerging businesses and technologies.~~ . The transfers shall be approved by the State Lands Commission under SB 792. The estimated transfer date is between 2021 and 2039.

The Successor Agency ~~also~~ leases ~~a number of buildings from the Navy for~~ and will lease property from the Navy and the State for temporary facilities (e.g., artist studios, storage/construction staging, and for the San Francisco Police Department) (the "Temporary Facilities~~.~~"). The Successor Agency will continue leasing the Temporary Facilities until the applicable ~~property~~land is ~~transferred~~conveyed to the Successor Agency or the Developer for development ~~consistent with the DDA. In connection with any such transfer, the Successor Agency will terminate its leases on~~as described above, or the Temporary ~~Facilities.~~Facility is no longer needed to assist in the development of the Project. Lease terminations are expected to occur between 2016 and ~~2021~~2039.

Under the DDA, the Agency is prohibited from transferring Property where the transfer would materially and adversely impair Developer's (or any Vertical Developer's) performance under the DDA. Accordingly, the foregoing is subject to Developer's (and any Vertical Developer's) rights under the DDA.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See section above.

Attachment A:	DOF Tracking Sheet for the Hunters Point Shipyard/Candlestick Point
Attachment B:	Map of Property
Attachment C:	Summary of Shipyard Enforceable Obligations

Attachment A
DOF Tracking Sheet for the Hunters Point Shipyard/Candlestick Point

ATTACHMENT A

Successor Agency: Successor Agency to the Redevelopment Agency of the City and County of San Francisco
County: San Francisco

HUNTERS POINT SHIPYARD (PHASES 1 AND 2) AND CANDLESTICK POINT

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B	HSC 34191.5 (c)(1)(C)				C 34191.5 (c)(1)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)(H)
No.	Property Name	Property Type	Permissible Use	Permissible Use Detail	Acquisition Date	Value at Time of Purchase	Estimated Current Value	Value Basis	Date of Estimated Current Value	Proposed Sale Value	Proposed Sale Date	Purpose for which property was acquired	Address	APN #	Lot Size	Current Zoning	Estimate of Current Parcel Value	Estimate of Income/ Revenue	Contractual requirements for use of income/revenue	History of environmental contamination, studies, and/or remediation, and designation as a brownfield site	Description of property's potential for transit oriented development	Advancement of planning objectives of the successor agency	History of previous development proposals and activity
CURRENT PROPERTY OWNERSHIP HUNTERS POINT SHIPYARD AND CANDLESTICK POINT (as of November 2015)																							
Affordable Housing Parcels-Current Property Ownership																							
1	Hilltop - Development Site (Block 54)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	$0	$0 (1)	Appraised	9/1/2013	$0	2020-2023	See narrative	Fronting Friedell Street between Hudson & Innes Avenues	4591C-043	7,136	Hunters Point Hill Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
2	Hilltop - Development Site (Block 54)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Friedell Street between Hudson & Innes Avenues	4591C-044	2,725	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
3	Hilltop - Development Site (Block 54)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Freidell Street between Hudson & Innes Avenues	4591C-047	2,725	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
4	Hilltop - Development Site (Block 54)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Friedell Street between Hudson & Innes Avenues	4591C-048	7,136	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
5	Hilltop - Development Site (Block 56)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	$0	$0 (1)	Appraised	9/1/2013	$0	2020-2023	See narrative	Corner of Coleman Street & Innes Court	4591C-084	7,213	Hunters Point Hill Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
6	Hilltop - Development Site (Block 56)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Corner of Coleman Street & Innes Court	4591C-085	7,213	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
7	Hilltop - Development Site (Block 56)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Corner of Coleman Street & Innes Court	4591C-086	7,151	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
8	Hilltop - Development Site (Block 56)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Corner of Coleman Street & Innes Court	4591C-087	7,213	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
9	Hilltop - Development Site (Block 52)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	$0	$0 (1)	Appraised	9/1/2013	$0	2020-2023	See narrative	Fronting Friedell Street between Jerrold & Kirkwood Avenues	4591C-104	7,278	Hunters Point Hill Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
10	Hilltop - Development Site (Block 52)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Friedell Street between Jerrold & Kirkwood Avenues	4591C-105	2,779	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
11	Hilltop - Development Site (Block 52)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Friedell Street between Jerrold & Kirkwood Avenues	4591C-108	2,779	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
12	Hilltop - Development Site (Block 52)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Friedell Street between Jerrold & Kirkwood Avenues	4591C-109	7,278	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
13	Hillside - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	$0	$0 (1)	Appraised	9/1/2013	$0	2020-2023	See narrative	Fronting Oakdale Street	4591D-094	9,546	Hunters Point Hill Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
14	Hillside - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Oakdale Street	4591D-095	9,530	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
15	Hillside - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Oakdale Street at Griffith Street	4591D-096	7,694	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
16	Hillside - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	$0	$0 (1)	Appraised	9/1/2013	$0	2020-2023	See narrative	Fronting Navy Road at Earl Street	4591D-132	6,024	Hunters Point Hill Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
17	Hillside - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Navy Road at Earl Street	4591D-133	4,482	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
18	Hillside - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Navy Road at Earl Street	4591D-134	5,242	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
19	Hillside - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Appraised	9/1/2013	Included above	2020-2023	See narrative	Fronting Navy Road at Earl Street	4591D-135	8,435	Hunters Point Hill Residential	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
~~20~~	~~Alice Griffith Parking Lot~~	~~Vacant Lot/Land~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~6/18/08~~	~~$ 5,840,000~~	~~$0 (1)~~	~~Appraised~~	~~9/1/2013~~	~~$0~~	~~2014-2016~~	~~See narrative~~	~~Southeast corner of Arelious Walker Drive & Gilman Ave.~~	~~4884-027~~	~~102281~~	~~Hunters Point Hill Residential~~	~~$0~~	~~$37,709~~	~~Used to fund affordable housing predev. costs pursuant to Phase 2 DDA affordable~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
20	Hilltop Development Site (Block 49)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	7/11/2014	$0	$0	Appraised	6/23/2014	$0	2016-2017	See narrative	Fronting Donahue Street between Jerrold & Kirkwood Avenues	4591C-103	19,722	Hunters Point Hill Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative

NOTES: (1) No value under Dissolution Law due to long-term restrictions on site uses as Parks, Streets, Community Facilities, or in the case of affordable housing, restrictions and future transfer to the City as Housing Successor Agency.
(2) Pursuant to the Phase 2 DDA, properties transfer to the Developer at no cost upon the approval of each sub-phase.

ATTACHMENT A

HUNTERS POINT SHIPYARD (PHASES 1 AND 2) AND CANDLESTICK POINT

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)(H)
No.	Property Name	Property Type	Permissible Use	Permissible Use Detail	Acquisition Date	Value at Time of Purchase	Estimated Current Value	Value Basis	Date of Estimated Current Value	Proposed Sale Value	Proposed Sale Date	Purpose for which property was acquired	Address	APN #	Lot Size	Current Zoning	Estimate of Current Parcel Value	Estimate of Income/ Revenue	Contractual requirements for use of income/revenue	History of environmental contamination, studies, and/or remediation, and designation as a brownfield site	Description of property's potential for transit oriented development	Advancement of planning objectives of the successor agency	History of previous development proposals and activity
Parks and Open Space-Current Property Ownership																							
21	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Galvez Avenue (portion)	4591C-007	9,063	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
22	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Hillside above Spear Avenue	4591C-009	739,288	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
23	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Innes Avenue between Friedell and Coleman Streets	4591C-021	4,680	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
24	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Innes Avenue between Donahue and Friedell Streets	4591C-033	4,322	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
25	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Innes Avenue between Friedell and Coleman Streets	4591C-041	3,538	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
26	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Coleman Street between Jerrold and Inness Avenues	4591C-083	21,476	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
27	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Donahue Street	4591C-102	6,049	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
28	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Kirkwood Avenue	4591C-143	3,012	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
29	Hilltop - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/09	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Kirkwood Avenue	4591C-165	3,240	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
30	Hillside - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Below Kiska Road/Kirkwood Avenue	4591D-008	118,670	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
31	Hillside - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Above Crisp Road	4591D-049	7,463	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
32	Hillside - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Above Crisp Road	4591D-056	11,937	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
33	Hillside - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Above Crisp Road	4591D-063	7,138	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
34	Hillside - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Crisp Road	4591D-136	146,601	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
35	Hillside - Open Space	Vacant Lot/Land	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	Fronting Crisp Road	4591D-137	45,587	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
36	Hilltop Open Space & Modular Building Site	Public Building	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	2022	See narrative	451 Galvez Avenue	4591C-008	30,215	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
37	Alice Griffith Parks	Vacant Lot/Land	Governmental Use	See narrative	2/12/2015	$0	$0 (1)	Market	Feb. 2015	$0	2021	See narrative	Bounded by Carroll, Arelious Walker, Fitzgerald, Griffith	4884-032* 4884-033* 4884-034* 4884-036 * Portion	35,005	Alice Griffith Parks	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
38	Candlestick Old Stadium Site Parks and Open Space	Vacant Lot/Land	Governmental Use	See narrative	12/5/2014	$0	$0 (1)	Market	Dec. 2014	$0	2023-2032	See narrative	Southeastern corner of Jamestown Ave. and Harney Way	5000-012, 013, 014, 015, 016, 020	314,613	Candlestick Parks	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative

NOTES: (1) No value under Dissolution Law due to long-term restrictions on site uses as Parks, Streets, Community Facilities, or in the case of affordable housing, restrictions and future transfer to the City as Housing Successor Agency.
(2) Pursuant to the Phase 2 DDA, properties transfer to the Developer at no cost upon the approval of each sub-phase.

ATTACHMENT A

HUNTERS POINT SHIPYARD (PHASES 1 AND 2) AND CANDLESTICK POINT

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)(H)
No.	**Property Name**	**Property Type**	**Permissible Use**	**Permissible Use Detail**	**Acquisition Date**	**Value at Time of Purchase**	**Estimated Current Value**	**Value Basis**	**Date of Estimated Current Value**	**Proposed Sale Value**	**Proposed Sale Date**	**Purpose for which property was acquired**	**Address**	**APN #**	**Lot Size**	**Current Zoning**	**Estimate of Current Parcel Value**	**Estimate of Income/ Revenue**	**Contractual requirements for use of income/revenue**	**History of environmental contamination, studies, and/or remediation, and designation as a brownfield site**	**Description of property's potential for transit oriented development**	**Advancement of planning objectives of the successor agency**	**History of previous development proposals and activity**
Community Facilities-Current property Ownership																							
39	Hilltop - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~-2022	See narrative	Fronting Galvez at Donahue Street	4591C-003	14,654	Shipyard Village Center Cultural	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
40	Hilltop - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Market	Nov. 2013	Included above	~~2015~~-2022	See narrative	Fronting Galvez at Donahue Street	4591C-004	18,132	Shipyard Village Center Cultural	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
41	Hilltop - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Market	Nov. 2013	Included above	~~2015~~-2022	See narrative	Fronting Galvez at Donahue Street	4591C-005	5,198	Shipyard Village Center Cultural	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
42	Hilltop - Development Site	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	8/12/2009	Included above	Included above	Market	Nov. 2013	Included above	~~2015~~-2022	See narrative	Fronting Galvez at Donahue Street	4591C-006	16,501	Shipyard Village Center Cultural	Included above	Included above	See narrative	See narrative	See narrative	See narrative	See narrative
43	Building 101 - Fee (portion of land is future site of Arts Center)	Public Building	Fulfill Enforceable Obligation	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~-2022	See narrative	100 Horn Avenue	4591C-010	~~120,000~~ 146,165.5	Shipyard Village Center Cultural	$0	~~See narrative~~ $479,526	See narrative	See narrative	See narrative	See narrative	See narrative
44	Building 110 - Fee	Public Building	Fulfill Enforceable Obligation	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~-2022	See narrative	Horn Avenue between Spear Avenue and Robinson Street	4591C-010	~~18,225~~ 146,165.5	Shipyard Village Center Cultural	$0	~~See narrative~~ Included in Item No. 41 above	See narrative	See narrative	See narrative	See narrative	See narrative
45	Current Artist Studios (Buildings 103, 104, 115, 116, 117 & 125) - Leasehold	Public Building	Fulfill Enforceable Obligation	See narrative	8/1/2008	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~-2022	See narrative	Multiple locations	4591A-079 (por)	37,000	Shipyard Village Center Cultural	$0	~~See narrative~~ Included in Item No. 41 above	See narrative	See narrative	See narrative	See narrative	See narrative
46	Building 606 - Leasehold	Public Building	Fulfill Enforceable Obligation	See narrative	1997	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~-2022	See narrative	250 Manseau	4591A-079 (por)	~~276,916~~ 124,600	Shipyard South Multi-Use	$0	~~See narrative~~ $147,904	See narrative	See narrative	See narrative	See narrative	See narrative
Streets-Current Property Ownership																							
47	Innes Ave (Earl to Donahue)	Roadway/Walkway	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~ 2018-2022	See narrative	Innes Ave (Earl to Donahue)	4591C-175	46,049	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
48	Donahue St (Galvez to Innes)	Roadway/Walkway	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~ 2018-2022	See narrative	Donahue St (Galvez to Innes)	4591C-176	43,687	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
49	Donahue St (Innes to Jerrold ~~Kirkwood~~)	Roadway/Walkway	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~ 2018-2022	See narrative	Donahue St (Innes to Kirkwood)	4591C-177	14,426	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
50	Galvez Widening Lot	Roadway/Walkway	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~ 2018-2022	See narrative	Galvez Avenue (por)	4591C-209 (por)	19,031	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
51	Hunters Pt. Blvd @ Galvez	Roadway/Walkway	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~ 2018-2022	See narrative	Hunters Pt. Blvd @ Galvez	4591C-210	4,202	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
52	Galvez Ave (por.)	Roadway/Walkway	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~ 2018-2022	See narrative	Galvez Ave (por.)	4591C-211	65,299	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
53	Former Griffith St @ Navy	Roadway/Walkway	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~ 2018-2022	See narrative	Griffith Street	4591D-140	854	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
54	Griffith, Exist (Oakdale to Navy)	Roadway/Walkway	Governmental Use	See narrative	8/12/2009	$0	$0 (1)	Market	Nov. 2013	$0	~~2015~~ 2018-2022	See narrative	Griffith Street	4591D-141	12,773	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
55	Alice Griffith Streets	Vacant Lot/Land	Governmental Use	See narrative	2/12/2015	$0	$0 (1)	Market	Feb. 2015	$0	2021	See narrative	Within area bounded by Carroll, Arelious Walker, Fitzgerald, Griffith	4884-028*, 029*, 030*, 031, 035, 037*, 038* * portion	172,896	Alice Griffith Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
56	Candlestick Old Stadium Site Streets	Vacant Lot/Land	Governmental Use	See narrative	12/5/2014	$0	$0 (1)	Market	Dec. 2014	$0	2021-2032	See narrative	Within area bounded by Jamestown, Griffith, Gilman, Hunters Point Expressway	5000-003, 008, 010, 017, 018, 019, 022, 024	390,205	Candlestick Park Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
57	Candlestick Old Stadium Site Streets	Vacant Lot/Land	Governmental Use	See narrative	12/5/2014	$0	$0 (1)	Market	Dec. 2014	$0	2021-2032	See narrative	Southeastern corner of Jamestown Ave. and Harney Way	No APN as yet	169,884	Candlestick Park Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Private Disposition Parcels-Current Property Ownership																							
58	Building 808 - Fee Future Private Development (convey to Developer)	Commercial	Fulfill Enforceable Obligation	See narrative	8/1/2008	$ 248,367	$0 (2)	Appraised	2005	~~$1.00~~ $0	2023-2032	See narrative	Fronting Crisp Road	4591C-173 and 4591C-174	~~74,613~~ 116,728	Shipyard South Multi-Use	$0 (2)	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
59	UC-1 and UC-2 (por.) Future Private Development (convey to Developer)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	9/16/2015	$0	$0 (2)	Market	Sept. 2015	$0	2017-2036	See narrative	Spear Ave and Fisher Ave fronting Spear	No APNs as yet. Formerly 4591A-079 (portion)	319,496	HPS Center & Shipyard South	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
60	D-2 (exclusive of Building 813) Future Private Development (convey to Developer)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	9/16/2015	$0	$0 (2)	Market	Sept. 2015	$0	2017-2036	See narrative	Spear Street (cross Hussey Street)	No APNs as yet. Formerly 4591A-079 (portion)	263,184 (includes Building 813 footprint)	HPS Center & Shipyard South	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative

NOTES: (1) No or minimal value under Dissolution Law due to long-term restrictions on site uses as Parks, Streets, Community Facilities, or in the case of affordable housing, restrictions and future transfer to the City as Housing Successor Agency.
(2) Pursuant to the Phase 2 DDA, properties transfer to the Developer at no cost upon the approval of each sub-phase.

ATTACHMENT A

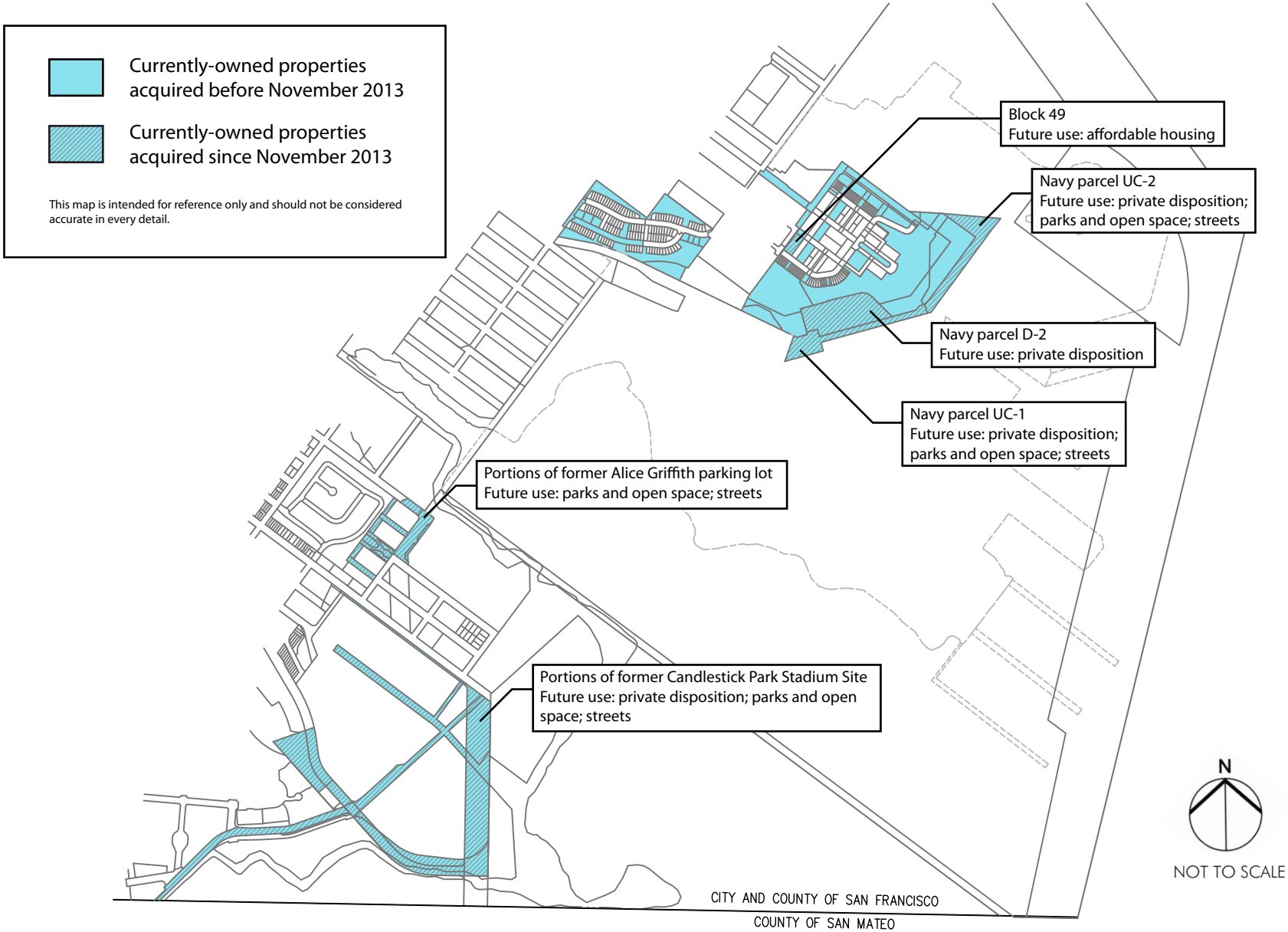
HUNTERS POINT SHIPYARD (PHASES 1 AND 2) AND CANDLESTICK POINT

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)(H)
No.	**Property Name**	**Property Type**	**Permissible Use**	**Permissible Use Detail**	**Acquisition Date**	**Value at Time of Purchase**	**Estimated Current Value**	**Value Basis**	**Date of Estimated Current Value**	**Proposed Sale Value**	**Proposed Sale Date**	**Purpose for which property was acquired**	**Address**	**APN #**	**Lot Size**	**Current Zoning**	**Estimate of Current Parcel Value**	**Estimate of Income/ Revenue**	**Contractual requirements for use of income/revenue**	**History of environmental contamination, studies, and/or remediation, and designation as a brownfield site**	**Description of property's potential for transit oriented development**	**Advancement of planning objectives of the successor agency**	**History of previous development proposals and activity**
61	Candlestick Future Private Development (convey to Developer)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	12/5/2014	$0	$0 (2)	Market	Dec. 2014	$0	2023-2032	See narrative	Between Gilman and Jamestown; along Arelious Walker	4886-009 (por), 5000-007, 009, 011, 021,	401,768	Candlestick Center Mixed Use	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
62	Building 813 - Vacant Warehouse/Office Future Private Development (sell at market value to private party)	Commercial	Fulfill Enforceable Obligation	See narrative	9/16/2015	$0	negligible (1)	Market	Sept. 2015	negligible	not later than 2026	See narrative	Spear Street (cross Hussey Street)	No APNs as yet. Formerly 4591A-079 (portion)	Included above	Shipyard South Multi-Use	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
FUTURE PROPERTY OWNERSHIP - HUNTERS POINT SHIPYARD (PHASE 1)																							
Affordable Housing Parcels																							
54	~~Hilltop Development Site (Block 49)~~	~~Residential~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~2013-2014~~	~~$0~~	~~$0 (1)~~	~~Market~~	~~Nov. 2013~~	~~$0~~	~~2015-2017~~	~~See narrative~~	~~Fronting Donahue Street between Jerrold & Kirkwood Avenues~~	~~4591C-103~~	~~19,722~~	~~Hunters Point Hill Residential~~	~~$0~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
FUTURE PROPERTY OWNERSHIP - HUNTERS POINT SHIPYARD (PHASE 2)																							
Affordable Housing Parcels-Future Property Ownership Hunters Point Shipyard Phase 2																							
63	Future Affordable Housing	Residential	Fulfill Enforceable Obligation	See narrative	~~2014-2021~~ 2016-2021	$0	$0 (1)	Market	Nov. 2013	$0	~~2022-2039~~ 2022-2036	See narrative	Multiple locations	4591A-079 (por)	179,032	Shipyard North Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Parks and Open Space-Future Property Ownership Hunters Point Shipyard Phase 2																							
64	Future Parks and Open Space	Park	Governmental Use	See narrative	~~2014-2021~~ 2016-2021	$0	$0 (1)	Market	Nov. 2013	$0	~~2022-2039~~ 2026-2036	See narrative	Multiple locations	4591A-079 (por)	9,583,200	HPS Shoreline Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Community Facilities-Future Property Ownership Hunters Point Shipyard Phase 2																							
65	Future Community Facilities	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2014-2021~~ 2016-2021	$0	$0 (1)	Market	Nov. 2013	$0	2022-2039	See narrative	Multiple locations	4591A-079 (por)	252,648	Shipyard South Multi-Use	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Streets-Future Property Ownership Hunters Point Shipyard Phase 2																							
66	Future Streets	Vacant Lot/Land	Governmental Use	See narrative	~~2014-2021~~ 2016-2021	$0	$0 (1)	Market	Nov. 2013	$0	2022-2039	See narrative	Multiple locations	4591A-079 (por)	unknown	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Private Disposition Parcels-Future Property Ownership Hunters Point Shipyard Phase 2																							
67	Phase 2 Future Private Development (convey to Developer)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2016-2039	$0	$0 (2)	Market	Nov. 2013	$0	2017-2039	See narrative	various locations in Phase 2 area	4591A-079 (por)	approx 220 acres	Various	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Water Parcel-Future Property Ownership Hunters Point Shipyard Phase 2																							
68	Water Parcel	Vacant Lot/Land	Governmental Use	See narrative	2020-2039	$0	$0 (1)	Market	Nov. 2013	$0	2021-2039	See narrative	Underwater parcel surrounding Shipyard land to the north, south and east	4591A-079 (por) no APNs as yet	437 acres	N/A	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Market																							
59	~~Building 813 - Vacant Warehouse/Office~~	~~Commercial~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~2014-2021~~	~~$0~~	~~$0 (1)~~	~~Market~~	~~Nov. 2013~~	~~$0 (1)~~	~~2014~~	~~See narrative~~	~~Spear Street (cross Hussey Street)~~	~~4591A-079~~	~~276,916~~	~~Shipyard South Multi-Use~~	~~$0~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
FUTURE PROPERTY OWNERSHIP - CANDLESTICK POINT																							
Affordable Housing Parcels-Future Property Ownership Candlestick Point																							
69	Future Affordable Housing	Residential	Fulfill Enforceable Obligation	See narrative	~~2014-2031~~ 2016-2031	$0	$0 (1)	Market	Nov. 2013	$0	~~2016-2023~~ 2017-2034	See narrative	Multiple locations	Not yet assigned	702,187	Candlestick Mixed-Use Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Parks and Open Space-Future Property Ownership Candlestick Point																							
70	Future Parks and Open Space	Park	Governmental Use	See narrative	~~2014-2034~~ 2016-2034	$0	$0 (1)	Market	Nov. 2013	$0	~~2016-2034~~ 2021-2034	See narrative	Multiple locations	Not yet assigned	352,836	Open Space	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Community Facilities-Future Property Ownership Candlestick Point																							
71	Future Community Facilities	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	~~2014-2018~~ 2016-2018	$0	$0 (1)	Market	Nov. 2013	$0	~~2016-~~2021	See narrative	Multiple locations	Not yet assigned	58,370	Candlestick Mixed-Use Residential	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Streets-Future Property Ownership Candlestick Point																							
72	Future Streets	Vacant Lot/Land	Governmental Use	See narrative	~~2014-2036~~ 2016-2034	$0	$0 (1)	Market	Nov. 2013	$0	~~2014-2039~~ 2021-2034	See narrative	Multiple locations	Not yet assigned	unknown	Streets	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative
Private Disposition Parcels-Future Property Ownership Candlestick Point																							
73	Candlestick Future Private Development (convey to Developer)	Vacant Lot/Land	Fulfill Enforceable Obligation	See narrative	2016-2039	$0	$0 (2)	Market	Nov. 2013	$0	2017-2039	See narrative	Multiple locations	Not yet assigned	approx 20 acres	Various	$0	$0	See narrative	See narrative	See narrative	See narrative	See narrative

NOTES: (1) No value under Dissolution Law due to long-term restrictions on site uses as Parks, Streets, Community Facilities, or in the case of affordable housing, restrictions and future transfer to the City as Housing Successor Agency.
(2) Pursuant to the Phase 2 DDA, properties transfer to the Developer at no cost upon the approval of each sub-phase.

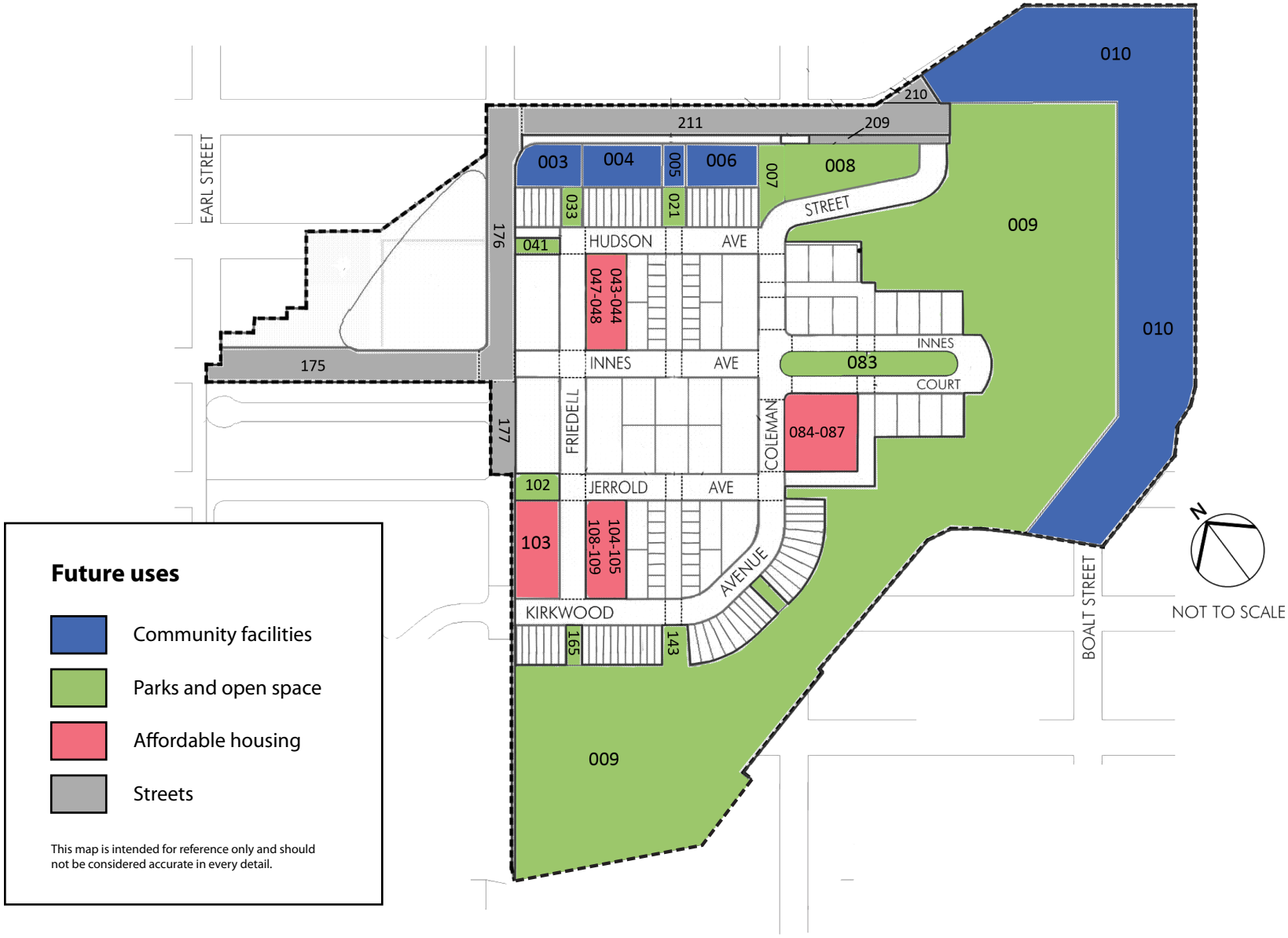
Attachment B
Map of Property

Attachment B-1: Map of Currently-Owned Successor Agency Properties as of November 2015 - Hunters Point Shipyard and Candlestick Point



Attachment B-2: Map of Successor Agency-Owned Properties - Shipyard Phase 1 Hillside

Attachment B-3: Map of Successor Agency-Owned Properties - Shipyard Phase 1 Hilltop



Attachment B-4: Map of Successor Agency Properties Currently Owned and To Be Owned In Future - Hunters Point Shipyard Phase 2 and Candlestick Point

Attachment C
Summary of Shipyard Enforceable Obligations

Under the Project's enforceable obligations, the Successor Agency is required to transfer ~~the Developer Property~~certain of the Private Disposition parcels to the Developer for the private development, and retain the Affordable Housing Parcels, the Park Parcels, the Street Parcels and the Community Facilities Parcels and ensure they are developed with these public uses. The Project's enforceable obligations include but are not limited to:

Enforceable Obligations to Acquire Property

- The 2004 Conveyance Agreement between the Successor Agency and the Navy (the "Conveyance Agreement"); and

- The 2010 Agreement for Transfer of Real Estate between the City and the Successor Agency (the "City Land Transfer Agreement").

- The 2011 Hunters Point Shipyard/Candlestick Point Title Settlement, Public Trust Exchange and Boundary Line Agreement between the State Lands Commission, the State Department of Parks and Recreation, the Successor Agency, the City, and the Port of San Francisco (the "Trust Exchange Agreement"); and

- The 2011 Candlestick Point State Recreation Area Reconfiguration, Improvement and Transfer Agreement between the State Lands Commission, the State Department of Parks and Recreation, and the Successor Agency (the "State Parks Agreement"); and

Enforceable Obligations to Retain Property for Development

- The 2003 Phase 1 Disposition and Development Agreement between the Successor Agency and the Phase 1 Developer (the "Phase 1 DDA"); and

- The 2004 Interim Lease between the Successor Agency and the Developer (the "Interim Lease"); and

- The 2010 Candlestick Point Hunters Point Shipyard Phase 2 Disposition and Development Agreement between the Successor Agency and the Phase 2 Developer (the "Phase 2 DDA").

- The 2010 Hunters Point Shipyard Redevelopment Plan (the "HPS Plan").

Each of these enforceable obligations is discussed in greater detail below.

The Conveyance Agreement. Under the Conveyance Agreement, the Successor Agency is "obligated to accept title" to any property that the Navy transfers to the Successor Agency, assuming the Navy has met the closing conditions, including remediating the property consistent with its intended land use (See Article 3(e)) pursuant to the Shipyard Redevelopment Plan. The Navy's property is comprised of all the land in Phase 1 and Phase 2, except Candlestick Point.

The Trust Exchange Agreement, the State Parks Agreement, and the City Land Transfer Agreement. These three agreements were executed as a result of the passage of SB 792 and Proposition G. The 1) Trust Exchange Agreement and the 2) State Parks Agreement provide for the exchange of public lands at Candlestick (which the Navy does not own) and the Shipyard. These agreements require the Successor Agency to accept and exchange title to lands under the jurisdiction and or ownership of the State Lands Commission and the State Department of Parks and Recreation in both Candlestick and the Shipyard for the development of the public uses of the Project, including parks, streets, and community facilities.

In a similar fashion, the 3) City Land Transfer Agreement requires the Successor Agency to accept title to land currently owned by the City, acting by and through the Park and Recreation Department. Under the City Land Transfer Agreement, "the City agrees to convey to the (Successor) Agency, and the (Successor) Agency agrees to accept from the City, the City's interest in the real property" at Candlestick (See Section 1.1). Furthermore, the Successor Agency is required "to use and dispose" of this land pursuant to the Phase 2 DDA (discussed below) and Proposition G, a voter-approved proposition passed in 2008 that requires the Developer to provide new open space areas at least equal in size to the portion of the City's property that must be used for non-recreational purposes (See Section 1.2).

Hunters Point Shipyard Redevelopment Plan. Among other things, the HPS Plan identifies uses for property for projects identified in the DDAs and describes public improvements and public facilities ("Authorized Public Improvements") in Attachment B to the HPS Plan. (See Section III.I (Public Improvements and Public Facilities) of the HPSY Plan). Under the HPS Plan, the list of Authorized Public Improvements includes projects and facilities that are to be developed and/or rehabilitated (as the case may be) as part of the redevelopment of the Shipyard. The HPS Plan's list of Authorized Public Improvements include (1) public open spaces and park facilities, (2) street improvements, utilities, and infrastructure improvements, and (3) community facilities, including arts facilities and community centers, public art installations and interpretive signage, education and job training centers, libraries, improvements to historic buildings, police and fire stations, and school facilities. The Community Facilities Parcels (which consist of vacant land and buildings, more fully described below) are Authorized Public Improvements that are required to be developed and or rehabilitated (as the case may be) under the HPS Plan as well as the DDAs and, therefore, in accordance with Redevelopment Dissolution Law, should transfer to the City to ensure their development and use as Community Facilities Parcels.

All agreements governing real property are to comply with the HPS Plan "to provide adequate safeguards to ensure that the provisions of this (HPS) Plan will be carried out … ." (See Section III.L of the HPS Plan.) As a result, the Phase 1 and Phase 2 DDAs comply with the HPS Plan, and serve to implement the redevelopment program and land uses contained in the HPS Plan.

The Phase 1 DDA. The Phase 1 DDA only governs a portion (i.e., the Hilltop and Hillside properties) of the Shipyard. The following discusses what the Phase 1 DDA states about how the various parcels slated for private development, affordable housing, parks, streets, and community facilities in Phase 1 are to be developed and managed over the long-term:

- Land Assembly. Once the SFRA accepted title to the Hilltop and Hillside properties from the Navy pursuant to the Conveyance Agreement, it was required under the Phase 1 DDA to "convey the Project Site" to the Phase 1 Developer "for the purposes of developing and constructing" the infrastructure so that the improved land could be sold to other developers (See Section 6.1 of the Phase 1 DDA). The "Project Site" is defined as all the Phase 1 land except the "Agency Parcels." The Agency Parcels include the Park Parcels, the Affordable Housing Parcels, and the Community Facilities Parcels. Thus, the SFRA was required to transfer all the land slated for private development to the Phase 1 Developer and retain all the land slated for public development (i.e., parks, community facilities, and affordable housing).

- The Affordable Housing Parcels. The Affordable Housing Parcels are defined in the Phase 1 DDA as "parcels to be retained by the Agency and designated" for affordable housing to be built by the Successor Agency (See Section 1.1). Further, in Section 11, the Successor Agency "shall commence and complete construction" of the affordable housing projects on these parcels, in accordance with future development agreements. Under the Sixth Amendment to the Phase 1 DDA, the Phase 1 Developer is required to give the Successor Agency, at no cost, one additional Affordable Housing Parcel (Block 49) for the development of 60 affordable housing units (See Section 1 of the Sixth Amendment to the Phase 1 DDA). Block 49 transferred to the Successor Agency on July 11, 2014. The Developer is also required to finance the construction of the 60 affordable housing units on Block 49.

- The Park Parcels. The Park Parcels are defined in the Phase 1 DDA as "parcels retained by the (Successor) Agency and designated for parks, public recreation and other open space uses …." (See Section 1.1). The Developer is required to finance and build the park improvements on the Successor Agency's land as part of its overall obligation to build the horizontal infrastructure in Phase 1 at the Shipyard. Thus, the Successor Agency is required to retain these parcels and ensure the Developer constructs the park improvements on them in accordance with the Phase 1 DDA, subject to approval of the State Lands Commission pursuant to SB 792 and the Developer pursuant to the Phase 1 DDA. In 2008, the SFRA established a community facilities district so that a funding stream would be available for the maintenance of the Shipyard Park Parcels in Phase 1, but the district has yet to levy or collect any special taxes.

  Federal EDA grant funds were used in 2011 to construct a community facility building within a Phase 1 park. The building is part of the park's program. These grant funds carry with them certain restrictions that run with the land for 20 years. These restrictions require that the building be used to further the implementation of an "arts and technology district" in the park at the Shipyard, even if the building is sold within the 20-year restriction period. There is no funding source to maintain this building, other than rental revenue generated from the building. It is currently vacant and the park is incomplete.

- The Street Parcels. In the Phase 1 DDA, all the land designated for street systems and street improvements within the Project Area are part of the property conveyed to the Phase 1 Developer who is responsible for constructing all the infrastructure, or horizontal

improvements, in Hilltop and Hillside. These improvements include street systems and street improvements, wet utilities, dry utilities, public open space and other improvements (See Section 1.1). However, three Street Parcels — that were part of the Navy's conveyance to the SFRA – were located outside the boundaries of the Shipyard Redevelopment Project Area and served existing private properties. As such, they were not transferred to the Phase 1 Developer. The Phase 1 Developer is responsible for improving these three parcels as part of the Phase 1 DDA. The DDA includes an Acquisition Agreement under which the Developer will construct and the City will accept infrastructure which includes but is not limited to utilities, roads, sidewalks, street furniture, and components of transportation systems. These streets are dedicated to the City as public rights of way once they are improved by the Developer.

- The Community Facilities Parcels. The Community Facilities Parcels (1.2 acres) are defined in the Phase 1 DDA as "parcels retained by the (Successor) Agency and designated for ultimate disposition for community development or community facilities." As to uses, the Phase 1 DDA states that the Shipyard Community Facilities Parcels "will be used to provide, preserve and leverage such critical local resources as social services, education and other community services as determined by the (Successor) Agency in collaboration with the CAC and the Bayview Hunters Point Representative Entity (Note: The Bayview Hunters Point Representative Entity is today known as Legacy Foundation for Bayview Hunters Point). See Section 1.1 of Attachment 23 to the Phase 1 DDA.

  Under the Phase 1 DDA, the Phase 1 Developer is not required to build the improvements on the Community Facilities Parcels. Before dissolution, the SFRA intended to use the Phase 1 tax increment to finance the development of these parcels. The Phase 1 DDA requires the Successor Agency to "identify certain land use restrictions, based on land uses determined in consultation" with the community for the Shipyard Community Facilities Parcels "which shall ensure that such parcels shall be dedicated to community purposes in perpetuity. The development of the Community Facilities Parcels will be determined by the (Successor) Agency as part of the collaborative planning process with the surrounding community (See Section 1.3 of Attachment 23 to the Phase 1 DDA).

The Interim Lease. Anticipating that the SFRA would acquire property as it was remediated, but have no funds to manage it, the Phase 1 DDA requires the Developer to maintain and manage Phase 1 Property that the Successor Agency currently owns and certain property that the Successor Agency currently leases from the Navy. The Interim Lease was amended on September 11, 2015 to include Phase 2 properties as they are conveyed to the Successor Agency. The Interim Lease requires the Developer to provide, at no cost to the Successor Agency, certain "baseline services" and "active services, which may include site management, operations, utilities, security, fencing, maintenance and repair services, and to indemnify the Successor Agency for certain losses caused by the Developer in performing its obligations under the Interim Lease. The Interim Lease is anticipated to remain in effect until the leased premises are transferred to Developer, the DDA terminates as to the leased premises without transfer, or Developer's obligations for the leased premises are satisfied. The Interim Lease does not cover Candlestick.

The Phase 2 DDA. The Phase 2 DDA governs the rest of the Shipyard and Candlestick, both of which together span more than 760 acres. The following discusses what the Phase 2 DDA states about how the various parcels slated for private development, affordable housing, parks, streets, and community facilities in Phase 2 are to be developed and managed over the long-term:

- Land Assembly. Once the Successor Agency has accepted title to the Navy's property in Phase 2, then the Successor Agency must "convey to Developer all real property" the Agency owns (or acquires as contemplated herein) that is part of the Sub-phase, other than real property that is subject to the Public Trust and or is the "Public Property)." (See Section 3.4.2 of the Phase 2 DDA) The definition of Public Property includes the Park Parcels, the Affordable Housing Parcels, and the Community Facilities Parcels. It also includes property for other uses, such as land held in "Public Trust" under the jurisdiction of the State Lands Commission.

  The Successor Agency is required to transfer all the land slated for private development to the Phase 2 Developer, and retain all the land slated for public development in Phase 2 (i.e., parks, streets, community facilities, and affordable housing). The Phase 2 DDA requires that the property reserved for the public uses be developed along the same schedule as the private development (See Section 1.5 of the Phase 2 DDA).

- The Affordable Housing Parcels. The Affordable Housing Parcels are defined in the Phase 2 DDA as part of the Public Property the Successor Agency retains for development of affordable housing (See Section 3.4.2). The Successor Agency "shall use good faith efforts to construct (or cause to be constructed by qualified housing developers)" up to 1,140 units of affordable housing (See Section 4.1 of Exhibit F to the Phase 2 DDA).

  These parcels include parcels slated for a public housing project that is to replace the dilapidated "Alice Griffith" public housing project in Candlestick (the "Alice Griffith Parcels"). The current Alice Griffith public housing project, which sits on 22.5 acres, is owned by the SFHA. The Phase 2 DDA requires that a new housing project comprised of a one-for-one replacement of the 256 existing public housing units and 248 new affordable housing units, be built on land owned by the SFHA, the Successor Agency, and State Parks (the "Alice Griffith Replacement Project"). Pursuant to the Phase 2 DDA, the Successor Agency "shall convey" any property it owns needed for the Alice Griffith Replacement Project to the SFHA on or before the Alice Griffith Replacement Project is completed (See Section 6.2.3(a)). On February 12, 2015, the Successor Agency transferred the first of these affordable housing parcels to the SFHA for a governmental purpose. Any property owned by the Successor Agency not needed for the Alice Griffith Replacement Project shall be conveyed to the Developer for the purposes of constructing the infrastructure (See Section 6.2.3(a)). The property the Successor Agency will convey to the SFHA and the Developer is the "Alice Griffith Parcels."

- The Park Parcels. The Park Parcels are defined in the Phase 2 DDA as part of the "Public Property" the Successor Agency retains for development of the public open spaces at the Shipyard (See Section 3.4.2). Again, the Developer is required to finance and build the

park improvements on the Successor Agency's land as part of its overall obligation to build the horizontal infrastructure on Phase 2 at the Shipyard. Thus, the Successor Agency is required to retain these parcels and ensure the Developer constructs the park improvements on them in accordance with the Phase 2 DDA subject to approval of the State Lands Commission pursuant to SB 792 and the Developer pursuant to the Phase 2 DDA. (See e.g. Section 7.8.6 of the Phase 2 DDA (requiring Developer to complete all surface improvements for the Open Space Lots in accordance with the Parks and Open Space Plan)). An additional community facilities district is envisioned as the funding mechanism for the maintenance of these parcels. (See Section 2.7 of Attachment H (Financing Plan) attached to and made part of the Phase 2 DDA).

- The Street Parcels. The Street Parcels are defined in the Phase 2 DDA as part of the "Public Property" the Successor Agency retains for development of the public rights of way (See Section 3.4.2). These Street Parcels may then be conveyed to the Phase 2 Developer for construction of the roads and utilities (See Section 1.1). The DDA includes an Acquisition Agreement under which the Developer will construct and the City will accept infrastructure which includes but is not limited to utilities, roads, sidewalks, street furniture, and components of transportation systems. Once complete, the Street Parcels are accepted by the City through the City's subdivision map process for the Project, subject to approval of the State Lands Commission pursuant to SB 792 and the Developer pursuant to the Phase 2 DDA.

- The Community Facilities Parcels. The Community Facilities Parcels (5.8 acres) are defined in the Phase 2 DDA as part of the "Public Property" the Successor Agency retains for development of the community facilities at the Shipyard. The Community Facilities Parcels include vacant land and buildings reserved for community-serving uses:

- Vacant Land. This land "shall be provided in fee to the (Successor) Agency at no cost to the (Successor) Agency" and "shall be used" in a way that complies with the Shipyard's planning and development documents, including the Shipyard Redevelopment Plan and the Phase 2 DDA (See Section 3.3 of Exhibit G to the Phase 2 DDA). Furthermore, the Successor Agency "shall use commercially reasonable efforts to (i) select the use of such land and the identity of such transferee as soon as reasonably feasible and (ii) secure the maximum feasible amount of third-party, local, state, and federal funding to pay for the completion of such selected uses so as to ensure that the benefits" to the Bayview-Hunters Point community "may be realized in a timely fashion." The Successor Agency owns some of this land now (the land already conveyed by the Navy on the Hilltop in Phase 1), but will own more land in the future as the Phase 2 lands are conveyed by the Navy.

  In addition, the Developer is required to donate 15,000 to 30,000 square feet of its land to the Successor Agency for the future development of an arts center within the existing land area of Building 101 (the "Arts Center"). (See Section 3.4 of Exhibit G to the Phase 2 DDA.) The Developer is also required to complete the infrastructure serving the Arts Center. The Project includes the development of the Arts Center because the HPS Plan specifies that this use will be developed as part of the redevelopment of the Shipyard.

The HPS Plan's land use objectives for the Shipyard Village Center Cultural District (where the Arts Center is located) state that this District shall "provide space dedicated for artists and arts related uses … ."

Neither the Phase 2 DDA nor its Tax Allocation Pledge Agreement, however, commits property tax revenue (i.e. former tax increment) to the development of all this vacant land. All of the tax increment in Phase 2 is pledged pursuant to enforceable obligations to affordable housing and to the Developer to reimburse it for the construction of the infrastructure.

- Buildings. The community-serving buildings discussed in Section 3.4 of Exhibit G to the Phase 2 DDA include (1) Artist Studios (i.e., Building 101, and a new building the Developer is required to build adjacent to Building 101 (the "Artist Replacement Building"), and (2) Building 813, a 260,000-square-foot building slated for a clean-tech business incubator. Each of these is discussed below:

  (1) Artist ~~Studios~~Complex. The Artist Studios include Building 101 and the Artist Replacement Building. The Project includes the development of these arts-related buildings because the HPS Plan specifies that these uses will be developed as part of the redevelopment of the Shipyard. The HPS Plan's land use objectives for the Shipyard Village Center Cultural District (where the Artist Studios are located) state that this District shall "provide space dedicated for artists and arts related uses … ." As a result, the Phase 2 DDA (See Section 3.4 of Exhibit G) requires the Developer and the Successor Agency to provide this space, as follows:

  Building 101. The Successor Agency already owns Building 101, which is being used as permanent artist studio space, and spent federal grant dollars recently to renovate it. The Developer is required to "complete the infrastructure" serving Building 101. The Successor Agency is required to lease Building 101 at rents "necessary to reimburse the (Successor) Agency for its costs, including any operation and maintenance costs, reserves and any administrative fees, but the (Successor) Agency shall not charge more than is required to reimburse such costs to the (Successor) Agency."

  The Artist Replacement Building. The Artist Replacement Building (which includes a ~~culinary arts facility~~commercial kitchen) will be built by the Developer on land the Successor Agency already owns, pursuant to the Phase 2 DDA. Once built, the Developer "shall convey to the (Successor) Agency, at no cost to the (Successor) Agency, fee title to new permanent artist studio space … ." The Successor Agency Commission is required to approve a relocation plan before artists are asked to relocate and/or move into the Artist Replacement Building. The Successor Agency Commission is also required to approve a management agreement before artists move into the Artist Replacement Building (the "Management Agreement"). Under the Management Agreement "the (Successor) Agency shall lease" the Artist Replacement Building at rents "necessary to reimburse the (Successor) Agency for its costs, including any

operation and maintenance costs, reserves and any administrative fees, but the (Successor) Agency shall not charge more than is required to reimburse such costs to the (Successor) Agency."

(2) *Building 813.* The HPS Plan specifies the use and development of job training facilities~~ as well as the retention and rehabilitation of historic structures.~~. Building 813 is ~~a historic structure and~~ to be used as a center for the incubation of emerging businesses and technologies, which will serve as a job training facility. Per the Phase 2 DDA, the Developer "shall reasonably cooperate" with the Successor Agency, the City, and the community ~~"~~to facilitate the rehabilitation of Building 813 ~~… for~~and its use "as a center for the incubation of emerging businesses and technologies, including, but not limited to, clean tech, biotech, green business, arts and digital media." Furthermore, the Developer "shall reasonably cooperate with the ~~(~~[Successor~~)~~] Agency to ensure the timely availability of interim and permanent infrastructure to support the renovated building." The Phase 2 DDA requires the infrastructure serving Building 813 to be completed by no later than 2025. The Phase 2 DDA, however, does not provide financing for the renovation of Building 813. When the infrastructure is complete, Building 813 will be sold at fair market value. Fair market value may consist of restrictions and covenants on the property in order to fulfill the obligation of the Phase 2 DDA cited above.

- Water Parcel. Acquire submerged parcel within San Francisco Bay pursuant to the Successor Agency's enforceable obligations. The Water Parcel, which is subject to the Public Trust, will be transferred to the City. The transfer shall be approved by the State Lands Commission under SB 792. The estimated transfer date is between 2021-2039.

LONG-RANGE PROPERTY MANAGEMENT PLAN
YERBA BUENA GARDENS

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the disposition of a group of real property assets commonly known as Yerba Buena Gardens (the "YBG Properties"). The YBG Properties are located in the central three blocks ("Central Block One or "CB-1," Central Block Two or "CB-2" and Central Block Three or "CB-3") of the former Yerba Buena Center Redevelopment Project Area D-1 (the "Project Area"), which was duly adopted in accordance with Community Redevelopment Law, and which expired by its own terms on January 1, 2011. See Attachment A, Department of Finance ("DOF") Tracking Sheet for Yerba Buena Gardens for a detailed list of the YBG Properties and Attachment B, Map of Yerba Buena Gardens for the approximate location of the YBG Properties.

The former San Francisco Redevelopment Agency ("SFRA") implemented a redevelopment program in the Project Area that centered on destination cultural facilities, public open spaces, museums, hotels, and market-rate and affordable housing. Since January 1, 2011, upon the expiration of the Project Area, no new development could be initiated and the SFRA moved into an asset management role for both its real property assets as well as other contractual obligations.

The YBG Properties are a collection of urban mixed-use spaces that include private uses (i.e., commercial and retail properties) and public uses (i.e., cultural facilities, performance venues, recreational venues, and vast amounts of public open space that includes garden areas, plazas, children's play areas, artwork, a historic carousel, and fountains). The YBG Properties function as a self-financing set of properties, where the private uses are required to financially support the maintenance of the public uses and also the operations of the cultural facilities. For example, lease revenue from the ground leases with the Marriott Hotel and the Metreon is contractually obligated for this governmental purpose.

The Successor Agency proposes to transfer the YBG Properties to the City and County of San Francisco (the "City") for a governmental purpose (i.e., parks, recreational facilities, children's facilities, cultural facilities), since the properties were acquired and constructed with public funds and used for a public purpose. The City's Office of the City Administrator has agreed to accept the YBG Properties for a governmental purpose and to manage them as a single, unified set of properties using a restricted revenue source generated from the YBG Properties (defined below). The Successor Agency's restricted revenue stream and related enforceable obligations (also defined below) will be transferred along with the YBG Properties to the City, so the City can continue to fulfill the Successor's Agency's long-term obligations. Since the YBG Properties will be transferred to the City for a governmental purpose, the transfer value is zero dollars.

The YBG Properties are by far the largest and most complicated portfolio of properties that the Successor Agency owns and manages. Therefore, the Successor Agency is estimating the transfer date of the YBG Properties in either ~~2014~~2016 or ~~2015~~2017.

BACKGROUND

The YBG Properties were constructed by the SFRA between 1993 and 2008 with bond and land sale proceeds, and represent a civic investment of about $175 million. The YBG Properties are a collection of urban mixed-use spaces that include commercial and retail properties, cultural facilities, performance venues, recreational venues, a child development center, and vast amounts of public open space that includes garden areas, plazas, children's play areas, artwork, a historic carousel, and fountains - including the Martin Luther King Jr. Memorial Fountain. Attachment C defines the YBG Properties in greater detail and has photographs of a few of the YBG Properties.

For almost thirty years, the SFRA and now the Successor Agency ~~has~~have owned and managed these public assets as an intact portfolio of financially self-sustaining properties and the Successor Agency is proposing to transfer the entire portfolio of YBG Properties intact as a group, along with a restricted long-term source of funding, to the City to fulfill a governmental purpose. The dedicated funding stream itself is an enforceable obligation of the Successor Agency's pursuant to an interlocking set of agreements[1] with the Successor ~~Agency's~~Agency long-term tenants (e.g., the Marriott Hotel, the Metreon, and an affiliate of Millennium Partners) and other Yerba Buena Gardens stakeholders. See Attachment D, Enforceable Obligations Document Excerpts, for a summary of the provisions which define the Successor Agency's obligations in the governing documents listed in ~~the f~~Footnote 1 below. These long-term agreements (ranging from 78 to 90 years) require the Successor Agency to operate, maintain, and program the open space, and fund cultural operations at Yerba Buena Gardens. The agreements also require the Successor Agency to deposit lease revenue and developer exactions funds from all Yerba Buena Gardens sources into a restricted, segregated account (the "Separate Account").

Additionally, the governing documents define and restrict expenditures from the Separate Account according to a distinct priority (first, to fund maintenance, operations, and security of Yerba Buena Gardens~~,~~ and activation of the open space, and second, to fund cultural operations in Yerba Buna Gardens). The former SFRA Commission solidified and funded this single ownership/management structure in its many actions over the years, and the underlying legal documents reflect this structure and its self-financing mechanism. The PMP disposition section below also discusses the Successor Agency's plan for these enforceable obligations.

[1] Documents defining the Successor Agency's enforceable obligations include the (1) Central Block 2 Entertainment and Retail Lease dated May 9, 1997 between the Successor Agency and Yerba Buena Entertainment Center LLC, (2) Yerba Buena Gardens Amended and Restated Construction, Operation and Reciprocal Easement Agreement and Agreement Creating Liens dated March 31, 1998 between the Successor Agency and YBG Associates LLC, and (3) Central Block 1 Retail Lease dated March 31, 1998 between the Successor Agency and CB-1 Entertainment Partners LP.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

Date of Acquisition

Land: From 1967 to 1983, the SFRA acquired~~ and assembled~~, with federal urban renewal funds, land for development of the Yerba Buena Properties on CB-1, CB-2 and CB-3.

Improvements: Construction of SFRA-owned improvements on CB-1, CB-2, and CB-3 was completed between 1993 and 2008. The Successor Agency is using completion of construction as the "acquisition date" for its improvements, since that date is when an asset was placed into service for accounting purposes.

See Attachment A, the DOF Tracking Sheet for Yerba Buena Gardens for acquisition dates by property.

Value of Property at Time of Acquisition

The value of a property at the time of acquisition is based on (1) the land acquisition costs paid by SFRA when it purchased a property, and (2) construction costs incurred by SFRA to build its Yerba Buena Gardens improvements. See Attachment A, the DOF Tracking Sheet for Yerba Buena Gardens, for acquisition costs by property.

Estimate of the Current Value

See the "Estimate of Current Value" section below and Attachment A, the DOF Tracking Sheet for Yerba Buena Gardens for estimated current values for the YBG Properties.

Purpose for which the YBG Properties were Acquired

The YBG Properties were acquired for the purpose of satisfying the objectives of the ~~Project Area~~Redevelopment Plan. The SFRA originally acquired the YBG Properties with urban renewal funds provided through a federal Contract for Loan and Capital Grant dated December 2, 1966 (Contract No. Calif. R-59) and approved by the U.S. Department of Housing and Urban Renewal (the "HUD Contract"). Under the HUD Contract, the SFRA was required to use the federal funds to carry out redevelopment activities in accordance with the ~~Project Area plan~~Redevelopment Plan and the federal standards for urban renewal under Title I of the Housing Act of 1949.

Address/Location

See Attachment A, the DOF Tracking Sheet for Yerba Buena Gardens, for addresses/locations of the YBG Properties. A map showing the approximate location of the YBG Properties is attached as Attachment B, Map of Yerba Buena Gardens.

Lot Size

See Attachment A, the DOF Tracking Sheet for Yerba Buena Gardens, for the YBG Properties lot sizes.

Current Zoning

- ***CB-1.*** Since January 1, 2011, when the ~~plan for the Project Area~~Redevelopment Plan expired, CB-1 has been subject to the zoning controls established by the City Planning Code within the Downtown Retail (C-3-R) District. The C-3-R District is a regional center for comparison shopper retailing and direct consumer services. The base Floor-Area-Ratio, or FAR, in the C-3-R District is 6.0 to 1. The base FAR can be increased to a maximum FAR of 9.0 to 1 with the purchase of transferable development rights.

- ***CB-2 and CB-3.*** Since January 1, 2011, when the ~~plan for the Project Area~~Redevelopment Plan expired, CB-2 and CB-3 have been subject to the zoning controls established by the City Planning Code within the Downtown Support (C-3-S) District. The C-3-S District includes San Francisco's Convention Center, hotels, museums and cultural facilities, housing, retail, and offices arranged around public gardens and plazas. The base Floor-Area-Ratio, or FAR, in the C-3-S District is 5.0 to 1. The base FAR can be increased to a maximum FAR of 7.5.0 to 1 with the purchase of transferable development rights.

Estimate of the Current Value (Including Appraisal Information)

The estimate of current values for the individual YBG Properties are based on one of the following: (1) the book value reflected in the Successor Agency's annual audited financial statements; (2) fair market value based on recent comparable sales of local commercial properties and an analysis of retail value per square foot related to the comparables; ~~and~~or, (3) in the case of the improvements, the replacement values reflected in the property insurance schedule provided by the Successor Agency's insurance provider. According to the insurance provider, replacement values are based on periodic internal appraisals of the properties.

See Attachment A for estimates of current values for each property. The Successor Agency does not have current third-party appraisals for any of the YBG Properties.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

As noted above, revenues generated by the YBG Properties come from existing short- and long-term commercial and ground leases, operating leases, and development exactions/fees~~.~~ (reflected as "Other Income" on the Successor Agency's Recognized Obligation Payment Schedule ("ROPS")). Pursuant to the Yerba Buena Center Redevelopment Project Closeout Agreement ("YBC Closeout Agreement"), executed in 1983 by the SFRA and the City with HUD concurrence, this revenue stream is restricted and must be treated as program income under the Community Development Block Grant ("CDBG") program.

The Successor Agency maintains a Separate Account for these restricted funds pursuant to the enforceable obligations with its long-term tenants and other Yerba Buena Gardens stakeholders~~.~~

~~This revenue can only be used for maintenance, operations, and security, and open space programming, as well as funding for the Successor Agency's cultural operators. Additionally, the Successor Agency will use a portion of these funds for capital improvement projects (explained below).~~, and to track the CDBG program income pursuant to the YBC Closeout Agreement.

Revenue estimates range annually but in recent years have been between $8.7 million and $9.2 million depending on how well the economy is doing (i.e., Marriott Hotel rent is based on a percentage of room and beverage sales). The private entities contributing the most to Yerba Buena Garden's operating revenues are the Marriott Hotel and the Metreon, which together contribute ~~about $5.5 million a year. The only public entity that contributes to~~roughly 88% of Yerba Buena ~~Garden's~~Gardens annual operating revenues~~ is the Moscone Convention Center (North), which contributes $870,000 a year (these payments will expire in 2018).~~. Yerba Buena ~~Garden's operating revenues and~~ Gardens expenses have typically ranged from $7.4 to $8 million annually (without capital expenses) over the past few years~~. Revenues are able to cover all current operations,~~, and are paid from ROPS Item No. 141 (Property Management); Item No. 142 (Children's Creativity Museum); Item No. 143 (Yerba Buena Center for the Arts); Item No. 144 (Yerba Buena Arts and ~~a $590,000 contribution to the Yerba Buena Gardens capital reserve.~~Events); Item No. 145 (CBD Assessment); and, Item No. 147 (Legal Fees).

~~In the approved Yerba Buena Gardens budget for fiscal year 2013/2014, the Successor Agency estimates about $9.2 million in projected revenue from the YBG Properties (from leases and development fees) and will use about $293,000 in prior year lease revenue reserves for a total budget of $9.5 million. This year's operating revenue projections are higher than previous years due to rents tied to a percentage of hotel and retail sales (which are tied to an improving economy). See Attachment E, Fiscal Year 2013/2014 Budget Chart, for a breakout of revenues and expenses.~~

In 1999, the SFRA established a capital reserve for Yerba Buena Gardens to ensure that adequate funds would be available to replace, repair, and renovate the public facilities at Yerba Buena Gardens over the coming decades. In the past, capital ~~improvements~~reserves were ~~financed~~funded with periodic infusions of tax increment (which is no longer available) and a $590,000 annual set-aside from operating revenues, which ~~is~~was not enough to cover the expected cost of future capital improvements at Yerba Buena Gardens (estimated at ~~around $30 million over the next 20 years). There is currently about $5.5 million in the capital reserve, but the Successor Agency plans to spend $2.7 million of it this fiscal year, leaving $3.4 million as of July 1, 2014. The Successor Agency has hired a consultant to research potential funding mechanisms for future capital improvements.~~ close to $30 million through fiscal year 2032/33). The Successor Agency currently funds the capital reserve from excess operating revenue (if available), which is classified as "Other Income" on the Successor Agency's ROPS, and restricted Due Diligence Review of Non-Housing Assets ("DDR") reserve funds, which are classified as "Reserve Balances" on the ROPS. Capital improvements are paid from Other Income and Reserve Balances (until depleted) as identified on ROPS Item No. 140.

History of Environmental Contamination, Studies, Remediation Efforts

A general survey of environmental conditions was conducted as part of the 1995 Environmental Impact Report for the Yerba Buena Center ("EIR"), including the YBG Properties. The EIR identified that the area has an industrial past and there has been the use of unknown sources of fill dirt over the years to level the area. As a result of these past uses and practices, there could be soil contamination and other hazards, such as underground storage tanks, which are common in an urban setting. However, the EIR did not find that there were any known superfund sites in the area or other significant hazards requiring major remediation. As a result, the primary hazards for the YBG Properties are associated with the excavation and disposal of contaminated groundwater and soil. The EIR included mitigation measures to implement when the YBG Properties were redeveloped to ensure that if contamination was found at unsafe levels the appropriate remediation would be completed.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

The ~~YBC~~YBG Properties were developed as a transit-oriented development and is well-served by public transit, with both local and regional service provided nearby. Local service is provided by the Muni bus lines, which can be used to access regional transit. Service to and from the East Bay is provided by BART, AC Transit, and ferries; service to and from the North Bay is provided by Golden Gate Transit buses and ferries; service to and from the Peninsula and South Bay is provided by Caltrain, SamTrans, and BART.

Under the City Planning Code, C-3-R Districts and C-3-S Districts are compact in area and easily traversed on foot. They are well-served by City and regional transit. In order to encourage pedestrian activity and minimize conflicts between pedestrians and vehicles, parking facilities tend to be located at the periphery of C-3-R Districts.

History of Previous Development and Leasing Proposals

In the late 1960s, the SFRA developed conceptual plans for the development of the Project Area's central blocks, sought proposals, and selected Schlesinger-Arcon/Pacific as the master developer. However, the development never materialized, due to delays caused by ongoing legal challenges/lawsuits related to the development.

Beginning in the mid-1970s, the SFRA, together with the City and the community, resumed what turned out to be a lengthy planning process for the development of Yerba Buena Gardens. In the early 1980s, the SFRA selected Olympia and York Equity Corporation as the master developer for Yerba Buena Gardens. The plan for the central three blocks included a mixed-use neighborhood of office buildings, hotels, amusement/recreational uses, cultural uses, open spaces, parking, commercial retail spaces, and a convention center. However, by 1993, due to economic reasons and defaults by Olympia and York, only the Marriott Hotel at Fourth and Mission Streets had been completed. As a result, the SFRA severed its ties with Olympia and York and took on a more direct role in the development of Yerba Buena Gardens.

The SFRA entered into long-term leases (75 to 90 years) for most of its land in Yerba Buena Gardens, which are still in effect today, except for two small café spaces on Central Block 2. Due to ~~the~~a challenging second-floor location with low foot-traffic and difficulties with past

tenants, the spaces remained empty for some time in the mid-2000s. In 2006, the SFRA hired a retail broker to market the café spaces to viable café/retail tenants. Since then, the café spaces have been leased pursuant to 10-year leases~~ with provisions for extended terms.~~, which were recently extended, with DOF's approval[2], for an additional ten-year term.

Disposition of the YBG Properties

As mentioned above, the YBG Properties are a collection of urban mixed-use spaces that include private uses (i.e., commercial and retail properties) and public uses (i.e., cultural facilities, performance venues, recreational venues, and vast amounts of public open space that includes garden areas, plazas, children's play areas, artwork, a historic carousel, and fountains). The YBG Properties function as a self-financing set of properties, where the private uses are required to financially support the maintenance of the public uses and also the operations of the cultural facilities. For example, lease revenue from the ground leases with the Marriott Hotel and the Metreon is contractually obligated for this governmental purpose.

The Successor Agency proposes to transfer the YBG Properties, related enforceable obligations, and associated capital and operating reserve accounts (i.e., the Separate Account funds) to the City for a governmental purpose (i.e., parks, recreational facilities, children's facilities, cultural facilities). With the City's prior consent, the YBG Properties were funded with public dollars for a public purpose (for the benefits and amenities provided to the Project Area and the City). The City further contemplated that the YBG Properties would be publically owned assets. See Attachment F, Board of Supervisors ("BOS") Resolution 917-84, which was adopted by the BOS on December 3, 1984, for additional historical background on the City's position on the YBG Properties.

Today, the City's Office of the City Administrator has agreed to accept the YBG Properties for a governmental purpose and, in principal, to manage as a single, unified set of properties using the fees and payments currently generated from the YBG Properties. As mentioned earlier in this PMP, the Successor Agency has enforceable obligations related to the YBG Properties' CDBG-restricted long-term revenue stream and the Separate Account funds. The Successor Agency's enforceable obligations and Separate Account funds will be transferred along with the YBG Properties to the City, so the City can continue to fulfill the Successor's Agency's long-term obligations. ~~–~~In accepting the YBG Properties, the City will also be bound by the YBC Closeout Agreement requirements imposed on the revenue stream.

~~Several ownership/management structures~~ The City and YBG community stakeholders are currently ~~under discussion~~ working together to determine the best management structure for the YBG Properties. ~~One~~ The community has expressed a strong preference for a management model that involves a newly created community-based non-profit entity~~, controlled by the City, which would manage~~ managing the YBG Properties ~~on behalf of the City~~ under a master lease/ground lease with the City~~. Another involves the~~; the City and community stakeholders are

[2] Letter dated October 20, 2015 to Sally Oerth, Successor Agency Deputy Director, from Justyn Howard, Program Budget Manager, approving Successor Agency Oversight Board Resolution Nos. 2015-9 and 2015-10.

currently negotiating a term sheet based on this model. The City transferring the YBG Properties to a separate public entity formed by the City (i.e., some kind of authority or trust), which would own and manage the YBG Properties. Still another involves a City department, such as the Department of Real Estate, coordinating the management of the YBG Properties.

Community stakeholders have expressed a strong preference in the ownership/management models involving a separate non-profit or separate public entity and have written many lettersexpects to the Successor Agency and the City stating that preference. The City is considering a variety of management models. The final management structure will be determined by the City at a later date, after the Successor Agency's PMP has been submitted to DOF for approval.finalize this process by summer 2016.

Transfer Value: The YBG Properties will be transferred to the City for a governmental purpose and therefore the transfer value is zero.

Transfer Date: The YBG Properties are by far the largest and most complicated portfolio of properties that the Successor Agency owns and manages. As a result, closing a real estate transaction of this magnitude will require a significant amount of time (drafting transfer documents and completing title work, etc.). Therefore, the Successor Agency is estimating the transfer date of the YBG Properties in either 2014 2016 or 2015early 2017.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See section above.

Attachment A:	DOF Tracking Sheet for Yerba Buena Gardens
Attachment B:	Yerba Buena Gardens Map
Attachment C:	YBG Properties and Photographs
Attachment D:	Enforceable Obligations Document Excerpts
Attachment E:	Fiscal Year 2013/14 Budget ChartIntentionally Omitted
Attachment F:	1984 Board of Supervisors Resolution

Attachment A
DOF Tracking Sheet for Yerba Buena Gardens

Successor Agency: Successor Agency to the Redevelopment Agency of the City and County of San Francisco
County: San Francisco

LONG RANGE PROPERTY MANAGEMENT PLAN (PART 2): PROPERTY INVENTORY DATA - REVISED - YERBA BUENA GARDENS

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)(H)
No.	Property Name	Property Type	Permissible Use	Permissible Use Detail	Acquisition Date	Value at Time of Purchase	Estimated Current Value	Value Basis	Date of Estimated Current Value	Proposed Sale Value	Proposed Sale Date	Purpose for which property was acquired	Address	APN #	Lot Size	Current Zoning	Estimate of Current Parcel Value	Estimate of Income/Revenue	Contractual requirements for use of income/revenue	History of environmental contamination, studies, and/or remediation, and designation as a brownfield site	Description of property's potential for transit oriented development	Advancement of planning objectives of the successor agency	History of previous development proposals and activity
Central Block 1 (CB-1)																							
	Land (Fee)																						
1	Jessie Square Plaza	Park	Governmental Use	See Narrative	10/19/1967-12/2/1971	$ 977,570	$0	Market	2/1/2012	$0	2016-2017	See Narrative	Fronting Mission Street between 3rd & 4th Streets	3706-277 (por)	46,528	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
2	Yerba Buena Lane	Roadway/Walkway	Governmental Use	See Narrative	4/17/1967-8/11/1983	Reflected in Marriott Hotel land value (line 8)	$0	Market	2/1/2012	$0	2016-2017	See Narrative	Mid-block pathway linking Market and Mission Streets	3706-119	3,177	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
3	"	"	"	See Narrative	"	"	$0	Market	2/1/2012	$0	2016-2017	See Narrative	"	3706-120	17,177	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
4	"	"	"	See Narrative	"	"	$0	Market	2/1/2012	$0	2016-2017	See Narrative	"	3706-121	993	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
5	"	"	"	See Narrative	"	"	$0	Market	2/1/2012	$0	2016-2017	See Narrative	"	3706-122	454	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
6	"	"	"	See Narrative	"	"	$0	Market	2/1/2012	$0	2016-2017	See Narrative	"	3706-123	137	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
7	"	"	"	See Narrative	"	"	$0	Market	2/1/2012	$0	2016-2017	See Narrative	"	3706-124	9	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
8	Marriott Hotel	Commercial	Governmental Use	See Narrative	4/17/1967 - 8/11/1983	$ 18,460,227	$ 19,415,000	Book	2/1/2012	$0	2016-2017	See Narrative	55 Fourth Street	3706-96 (por.)	127,000	3-C-R	$19,415,000	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
	Improvements																						
9	Jessie Square Plaza	Park	Governmental Use	See Narrative	2008	$ 5,858,226	$0	Market	2/1/2012	$0	2016-2017	See Narrative	Fronting Mission Street between 3rd & 4th Streets	3706-277 (por)	46,528	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
10	Yerba Buena Lane	Roadway/Walkway	Governmental Use	See Narrative	2005	Included in the plaza construction costs on Line 9 above	$0	Market	2/1/2012	$0	2016-2017	See Narrative	Mid-block pathway linking Market and Mission Streets	3706-119, 120, 121, 122, 123, 124	21,947	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
	Airspace Parcels																						
11	First Floor Marriott Retail Spaces	Commercial	Governmental Use	See Narrative	5/12/1970-8/11/1983	Reflected in Marriott Hotel land value (line 8)	$ 2,345,460	Market	2/1/2012	$0	2016-2017	See Narrative	760A - 760C Mission Street; 773B - 773H Mission Street; 773 Market Street	3706-103	9,009	3-C-R	$2,345,460	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
12	"	"	"	See Narrative	"	"	"	Market	2/1/2012	$0	2016-2017	See Narrative	"	3706-104	6,500	3-C-R	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
13	"	"	"	See Narrative	"	"	"	"	2/1/2012	$0	2016-2017	See Narrative	"	3706-105	658	3-C-R	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
14	"	"	"	See Narrative	"	"	"	"	2/1/2012	$0	2016-2017	See Narrative	"	3706-106	2,278	3-C-R	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
15	"	"	"	See Narrative	"	"	"	"	2/1/2012	$0	2016-2017	See Narrative	"	3706-107	240	3-C-R	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
16	"	"	"	See Narrative	"	"	"	"	2/1/2012	$0	2016-2017	See Narrative	"	3706-108	959	3-C-R	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
17	"	"	"	See Narrative	"	"	"	"	2/1/2012	$0	2016-2017	See Narrative	"	3706-109	406	3-C-R	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
18	First Floor Marriott Retail Spaces	"	"	See Narrative	"	"	"	"	2/1/2012	$0	2016-2017	See Narrative	"	3706-099	3,150	3-C-R	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
19	First Floor Marriott Retail Spaces	"	"	See Narrative	"	"	"	"	2/1/2012	$0	2016-2017	See Narrative	"	3706-100	136	3-C-R	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
20	Second Floor Marriott classroom spaces	Commercial	Governmental Use	See Narrative	8/18/1969-8/11/1983	Reflected in Marriott Hotel land value (line 8)	$ 1,676,160	Market	2/1/2012	$0	2016-2017	See Narrative	55 Fourth Street	3706-110	10,784	3-C-R	$1,676,160	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
21	"	"	"	See Narrative	"	"	included above	"	2/1/2012	$0	2016-2017	See Narrative	"	3706-111	6,496	3-C-R	included above	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
22	Four Seasons Hotel Retail Spaces	Commercial	Governmental Use	See Narrative	10/17/2003	$ 1.00	$ 5,313,660	Market	2/1/2012	$0	2016-2017	See Narrative	757 Market Street; 20 Yerba Buena Lane	3706-272	59,160	3-C-R	$5,313,660	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
23	BART spaces under Market Street	Roadway/Walkway	Governmental Use	See Narrative	5/10/1971	Reflected in Marriott Hotel land value (line 8)	$0	Market	2/1/2012	$0	2016-2017	See Narrative	N/A	3706-101	2,952	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
24	"	"	"	See Narrative	5/10/1971	"	$0	"	2/1/2012	$0	2016-2017	See Narrative	N/A	3706-102	3,708	3-C-R	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
Central Block 2 (CB-2)																							
	Land (Fee)																						
25	All of the land on CB-2	Mixed-Use	Governmental Use	See Narrative	3/13/1967-7/13/1970	$ 7,065,658	$ 7,639,429	Book	2/1/2012	$0	2016-2017	See Narrative	N/A	3723-113 3723-114 3723-115 3723-116 3723-117	487,481	3-C-S	$7,639,429	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
26	Open Spaces	Park	"	See Narrative	"	Acquisition value is reflected above in line 23	Included in Line 23 above	Book	2/1/2012	$0	2016-2017	See Narrative	N/A	3723-115 (por)	Included in line 23 above	3-C-S	Included in Line 23 above	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
27	Metreon	Commercial	"	See Narrative	"	"	"	Book	2/1/2012	$0	2016-2017	See Narrative	101 Fourth Street	3723-114 3723-115 (por)	"	3-C-S	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
28	Marriott Hotel (ballroom, loading dock, Mission Street tunnel)	Commercial	"	See Narrative	"	"	"	Book	2/1/2012	$0	2016-2017	See Narrative	55 Fourth Street	3723-113 3723-115 (por) 3723-116 3723-117	"	3-C-S	"	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
	Improvements: Open Spaces & Support Facilities																						
29	Gardens & Support Facilities	Park	Governmental Use	See Narrative	1993	$ 35,190,544.00	$ 40,773,620	Appraised	2/1/2012	$0	2016-2017	See Narrative	750 Howard Street	3723-115 (por)	239,580	3-C-S	$40,773,620	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
30	East Garden	Park	Governmental Use	See Narrative	1993	included above in line 27	$ 2,254,019	Appraised	2/1/2012	$0	2016-2017	See Narrative	Mid-block garden fronting Third Street	3723-115 (por)	21,780	3-C-S	$2,254,019	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
	Improvements: Cultural Facilities																						
31	Yerba Buena Center for the Arts - Forum Building	Other	Governmental Use	See Narrative	10/1993	$ 10,889,000	$ 15,817,024	Appraised	2/1/2012	$0	2016-2017	See Narrative	701 Mission Street	3723-115 (por)	55,000	3-C-S	$15,817,024	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative

LONG RANGE PROPERTY MANAGEMENT PLAN (PART 2): PROPERTY INVENTORY DATA - REVISED - YERBA BUENA GARDENS

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)H)
No.	Property Name	Property Type	Permissible Use	Permissible Use Detail	Acquisition Date	Value at Time of Purchase	Estimated Current Value	Value Basis	Date of Estimated Current Value	Proposed Sale Value	Proposed Sale Date	Purpose for which property was acquired	Address	APN #	Lot Size	Current Zoning	Estimate of Current Parcel Value	Estimate of Income/Revenue	Contractual requirements for use of income/revenue	History of environmental contamination, studies, and/or remediation, and designation as a brownfield site	Description of property's potential for transit oriented development	Advancement of planning objectives of the successor agency	History of previous development proposals and activity
32	Yerba Buena Center for the Arts - Theatre Building	Other	Governmental Use	See Narrative	10/1993	$ 8,249,000	$ 17,436,513	Appraised	2/1/2012	$0	2016-2017	See Narrative	700 Howard Street	3723-115 (por)	46,800	3-C-S	$17,436,513	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
	Improvements: Commercial Space																						
33	East Café (B Restaurant)	Commercial	Governmental Use	See Narrative	1993	included above in line 27	$ 363,719	Appraised	2/1/2012	$0	2016-2017	See Narrative	720 Howard Street	3723-115 (por)	2,096	3-C-S	$363,719	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
34	West Café (Samovar Restaurant)	Commercial	Governmental Use	See Narrative	1993	included above in line 27	$ 437,990	Appraised	2/1/2012	$0	2016-2017	See Narrative	730 Howard Street	3723-115 (por)	2,524	3-C-S	$437,990	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
Central Block 3 (CB-3)																							
	Land (Fee & Leasehold)																						
35	LEASEHOLD: Rooftop Surface	Mixed-Use	Governmental Use	See Narrative	7/1/1996	$1.00	$0	Market	2/1/2012	$0	2016-2017	See Narrative	N/A	3734-091 (por)	218,500	3-C-S	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
36	FEE: Tunnel under Howard Street	Roadway/Walkway	Governmental Use	See Narrative	7/13/1988	$0.00	$0	Market	2/1/2012	$0	2016-2017	See Narrative	N/A	3734-091 (por)	2,415	3-C-S	$0	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
	Improvements: Open Space																						
37	The Children's Garden: Open Space, Playground Areas, Gardens	Park	Governmental Use	See Narrative	1998	$ 12,655,314	$ 14,946,796	Appraised	2/1/2012	$0	2016-2017	See Narrative	N/A	3734-091 (por)	130,000	3-C-S	$14,946,796	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
	Improvements: Children's Facilities																						
38	Child Development Center	Other	Governmental Use	See Narrative	1998	$ 46,530,130	$ 3,063,923	Appraised	2/1/2012	$0	2016-2017	See Narrative	790 Folsom Street	3734-091 (por)	10,000	3-C-S	$3,063,923	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
39	Children's Creativity Museum	Other	Governmental Use	See Narrative	1998	included above in line 36	$ 11,464,317	Appraised	2/1/2012	$0	2016-2017	See Narrative	221 Fourth Street	3734-091 (por)	41,000	3-C-S	$11,464,317	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
	Improvements: Recreational																						
40	Bowling Center	Commercial	Governmental Use	See Narrative	1998	included above in line 36	$ 2,779,657	Appraised	2/1/2012	$0	2016-2017	See Narrative	750 Folsom Street	3734-091 (por)	10,000	3-C-S	$2,779,657	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative
41	Ice Skating Center	Commercial	Governmental Use	See Narrative	1998	included above in line 36	$ 8,690,692	Appraised	2/1/2012	$0	2016-2017	See Narrative	750 Folsom Street	3734-091 (por)	32,000	3-C-S	$8,690,692	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative	See Narrative

Attachment B
Yerba Buena Gardens Map

Yerba Buena Gardens

Attachment C
The YBG Properties and Photographs

The YBG Properties and Photographs

The YBG Properties are defined below by the original central block designations (CB-1, CB-2 and CB-3) used by the SFRA in the 1960s to describe the Project Area. The YBG Properties have many leases, operating agreements, reciprocal agreements, and other legal documents/enforceable obligations are associated with the properties. See Exhibit 1 to this Attachment C for a list of these documents.

Central Block One ("CB-1")

The Successor Agency owns significant property on this block and leases most of it to affiliates of Millennium Partners and Marriott Corporation, which operate large hotels and commercial properties on this block. The properties OCII owns on this block includes:

Jessie Square Plaza – Completed in 2008, Jessie Square Plaza is improved with an expansive fountain, outdoor seating, and landscaping and is used frequently for public events.

Yerba Buena Lane – This landscaped public footpath linking Mission and Market Streets was completed in 2005 and is adjacent to Jessie Square Plaza.

The Marriott Hotel Land and Second Floor Classroom Parcels – The Marriott Hotel sits on about 127,000 square feet of land owned by the Successor Agency, along with about 17,000 square feet of space on the second floor of the hotel used for classroom/conference space. The land and the second floor space are leased to the hotel operator.

Commercial Airspace Parcels – The Successor Agency owns a group of airspace parcels scattered around CB-1 and leases (along with Yerba Buena Lane) to a single tenant. These parcels include retail spaces in the Four Seasons Hotel, retails spaces under the Marriott Hotel fronting Yerba Buena Lane, and parcels under Market Street that were going to provide access to local transit stops from Yerba Buena Gardens.

Central Block Two ("CB-2")

CB-2 is home to the biggest concentration of public open space amenities in the surrounding Yerba Buena neighborhood. The Successor Agency owns all the land and buildings on this entire block, except for the Metreon building at the corner of Fourth and Mission Streets~~.~~, and the mostly below-ground Moscone Center North Convention Center, which is owned by the City. The Successor Agency either maintains these properties as open space and support facilities, or leases them to cultural operators, restaurants, and other private parties. These properties include:

Public Open Space and Support Facilities – This six-acre public open space and gardens, with a large central grassy knoll, includes several terraced gardens, plazas and fountains, an upper terrace loggia, associated outdoor furnishings and artwork, an outdoor performance area and stage, and an elevated pedestrian bridge connecting CB-2 and CB-3. Open spaces of this magnitude require supporting facilities and these include administration offices, a green room

and dressing rooms for performers, public restrooms, and numerous underground rooms that house mechanical equipment, engineering offices, fountain equipment, and supplies/materials.

Yerba Buena Center for the Arts – The Successor Agency owns the Forum and Theatre buildings at Yerba Buena Center for the Arts and has ~~an~~a long-term operating agreement with a non-profit cultural institution to operate the center. The Forum is a two-story building that includes three galleries, a media screening room, administrative offices, and a multi-use forum space used for performances, dancing, lectures, meetings, and special events. The building has full theatrical lighting and sound, stages, audio visual equipment, backstage dressing rooms, and a box office.

The Theater Building is a 755-seat proscenium theater with dual-level lobbies, a stage, orchestra pit, projection room, and an extensive technical inventory. The improvements also include backstage dressing rooms with restrooms and showers, a green room, a wardrobe room, a rehearsal studio, and amenities such as a wet bar, concession stand, box office, and coat check room.

Café Spaces – The Successor owns and leases two small café spaces (about 2,000 square feet each) on the upper terrace above the MLK Memorial Fountain.

The Land under the Metreon Building and an Underground Section of Mission Street – The Successor Agency owns the land ~~under~~ the Metreon building sits on and leases it to the owners of the Metreon building. The property below the Metreon is leased to Marriott Corporation for access to its hotel loading dock and ballroom space. The Successor Agency's pedestrian tunnel under Mission Street is also leased to the hotel, creating a continuous link between the hotel's CB-1 and CB-2 properties.

Central Block Three ("CB-3")

The Successor Agency leases a portion of the rooftop of the Moscone Convention Center (South) from the City. On this leased land, the SFRA constructed various improvements, mostly designed for children. The Successor Agency continues to own and operate these improvements, described below:

The Children's Garden – The Children's Garden, is located in the center of CB-3, and includes about 100,000 square feet of outdoor space with grassy areas, gardens, a child-size labyrinth made of hedges, an outdoor amphitheater, play circles, a sand circle, a play stream, and assorted playground equipment.

The Children's Creativity Museum – The Children's Creativity Museum is a two-story building that includes a 200-seat theatre, 3,000 square feet of exhibition/gallery space, several classrooms, digital/sound/animation studios, screening room, patio areas, and administration offices. The Successor Agency has an operating agreement with a nonprofit to run the museum, which also includes a separate gift shop, snack bar space, and a 1906 Charles Looff Carousel.

The Bowling Center – The Bowling Center is a two-story building with 12-lanes, a snack bar, and a full service restaurant and terrace area on second story. The building also has mechanical

and equipment rooms and storage rooms.

The Ice Skating Center – The Ice Skating Center is located next to the Bowling Center and includes a regulation-sized ice rink and spectator seating for 300, a snack bar, pro shop, locker area, dressing rooms, and mechanical equipment and storage rooms. The Successor Agency has an operating lease with an entity that manages both centers.

The Child Development Center – The Child Development Center is a three-story, building with a large landscaped courtyard in the center. The facilities also include a free-standing pavilion with multi-purpose activity space for children, meeting space, many small-scale rooms, classrooms with private landscaped courtyards, a kitchen and laundry room, offices and a staff lounge. The Successor Agency has an operating agreement with a nonprofit to run the center.

Additionally, the Successor Agency owns a fee interest in an underground portion of Howard Street that is used as an access tunnel between CB-2 and CB-2 and serves the loading docks for the Yerba Buena Gardens, the Metreon, and the Marriott Hotel on CB-2.

Exhibit 1 to Attachment C
List of Legal Documents/Enforceable Obligations

	Doc. Date	Document Title	Other Party/Parties	Property/Site
1	8/26/1986	Lease for the Yerba Buena Center Hotel	YBG Associates LLC	Marriott Hotel
~~2~~	~~3/1/1988~~	~~1988 Project Lease~~	~~City and County of San Francisco~~	~~Moscone Convention Center North~~
~~3~~2	3/1/1988	1988 Coordination Agreement	City and County of San Francisco	CB-3
~~4~~3	3/1/1988	1988 Reciprocal Easement Agreement	City and County of San Francisco	CB-3
~~5~~4	7/13/1988	Second Amendment to Project Lease	City and County of San Francisco	Tunnel under Howard Street
~~6~~	~~8/6/1993~~	~~Lease between the Redevelopment Agency of the City and County of San Francisco and Marriott Corporation~~ [Expired. Premises now included in lease listed on line #1.]	~~Marriott Corporation~~	~~Marriott Hotel – Second Floor Commercial Airspaces~~
~~7~~5	7/1/1996	Yerba Buena Gardens Central Block Three Agency Rooftop Surface Lease	City and County of San Francisco	CB-3 Rooftop Surface
~~8~~6	7/1/1996	Yerba Buena Gardens Central Block Three Coordination Agreement	City and County of San Francisco	CB-3
~~9~~7	7/1/1996	Amendment to 1988 Reciprocal Easement Agreement and Restatement of Certain Provisions of the 1988 REA, as Amended, and Further Definition of Certain Other Existing Easements Pertaining to Central Block Three (CB-3)	City and County of San Francisco	CB-3
~~10~~ 8	5/9/1997	Central Block 2 Entertainment and Retail Lease	Star-West	Metreon
~~11~~ 9	7/11/1997	Operating Agreement Youth Arts and Education Center Yerba Buena Gardens	Yerba Buena Gardens Studio for Technology and the Arts	Children's Creativity Museum
~~12~~ 10	8/19/1997	Agreement for Working Capital Funding and Operation of a Child Care Center (Yerba Buena Gardens)	South of Market Child Care, Inc.	Child Development Center
~~13~~ 11	3/31/1998	Yerba Buena Gardens Amended and Restated Construction, Operation and Reciprocal Easement Agreement and Agreement Creating Liens	YBG Associates LLC; CB-1 Entertainment Partners LP; The Contemporary Jewish Museum	CB-1, CB-2, CB-3
~~14~~ 12	3/31/1998	Central Block 1 Retail Lease	CB-1 Entertainment Partners LP	First Floor Marriott Caves, Yerba Buena Lane, Market Street Retail Parcel, BART Parcels, Connector Parcels
~~15~~ 13	5/19/1998	Operating Lease	VSC Sports, Inc.	Ice Rink/Bowling Center
~~16~~ 14	1/10/1999	Sublease Agreement	YBG Associates	Marriott Corridor Parcel
~~17~~ 15	5/25/1999	Disposition and Development Agreement (St. Regis Hotel)	CC California LLC	CB-1, CB-2, CB-3
~~18~~ 16	7/11/2000	Yerba Buena Gardens Programming Agreement	Yerba Buena Arts and Events	CB-1, CB-2, CB-3
~~19~~ 17	6/15/2004	Amended and Restated Agreement for Operation of Cultural Facilities	Yerba Buena Center for the Arts	Yerba Buena Center for the Arts
~~20~~ 18	10/18/2005	Commercial Retail Lease	Samovar Tea Lounge Yerba Buena, LLC	West Café
~~21~~ 19	1/17/2006	Commercial Retail Lease	Gourmet Provisions, LLC	East Café
~~22~~ 20	7/1/2009	Personal Services Contract	MJM Management Group	CB-2, CB-3
~~23~~	~~12/20/2011~~	~~License Agreement~~	~~City and County of San Francisco~~	~~CB-3~~
~~24~~ 21	7/16/2013	Agreement for Purchase and Sale of Real Estate	706 Mission Street Co LLC	CB-1, CB-2, CB-3

The documents listed above are the primary documents that comprise the Successor Agency's enforceable obligations related to the YBG Properties. This list does not include amendments and other ancillary legal documents to these primary documents (such as assignments, etc.), deeds, legally-binding side letters, or any other documents that might be discovered during a comprehensive title search.

Attachment D
Enforceable Obligations Document Excerpts

Yerba Buena Gardens Separate Account

The Successor Agency's obligation to establish the "Separate Account" is set forth in the following governing documents:

1. CB-2 Entertainment and Retail Lease ("Metreon Lease") – May 9, 1997
2. CB-1 Retail Lease (for the Yerba Buena Lane commercial parcels) – March 31, 1998
3. Amended and Restated Construction, Operation and Reciprocal Easement Agreement and Agreement Creating Liens ("CB-1 REA") – March 31, 1998

The Separate Account is a restricted, segregated ~~bank~~ account, into which ~~certain~~Yerba Buena Gardens lease revenue and developer exactions are deposited~~.~~, and from which funds are disbursed. The Separate Account ~~is~~and restrictions on use of its funds are defined in the following excerpts from the governing documents:

~~**The Metreon Lease**~~

THE METREON LEASE

Section 2.14(b):

"Because of the integrated nature of the development of CB-2 and the CB-3 Gardens Parcel; and because of the importance to the Landlord that the uses on such real property be successfully operated as part of the integrated development; and because appropriate operation of the cultural activities by Landlord's cultural subtenants and sub-subtenants, and the appropriate operation, maintenance and security of the Gardens Parcels is necessary to the integration and feasibility of the development, directly benefits Tenant and is important to Tenant, and, in the opinion of the parties, essential to the ultimate commercial and noncommercial success of the uses and CB-2 and the CB-3 Gardens Parcel, Landlord shall establish a separate bank account (the **"Separate Account")** into which:

(i) Tenant, shall pay its share of the GMOS, as provided in Section 2.15;
(ii) Tenant shall pay Rent;
(iii) Landlord shall deposit all rent received from the tenant under the Hotel Lease [Marriott Lease] or other tenants of the CB-2 Hotel Parcel; and
(iv) Other tenants of Landlord may deposit rent and other sums.

~~**The CB-1 Retail Lease**~~

~~Section 2.7(b):~~

~~"Because of the integrated nature of the development of CB-1 and the Gardens Parcels; and because of the importance to the Landlord that the uses on such real property be successfully operated as part of the integrated development; and because appropriate operation of the cultural activities by Landlord's cultural subtenants and sub-subtenants, and the appropriate operation, maintenance and security of the Gardens Parcels is necessary to the integration and feasibility of the development, directly benefits Tenant and is important to Tenant, and, in the opinion of the parties, essential to the ultimate commercial and noncommercial success of the uses and CB-1, CB-2 and the Gardens Parcels, Landlord shall, in accordance with term and provisions of the CB-2 Lease, establish a separate bank account (the **"Separate Account")** into which:~~

~~(i) Tenant, shall pay its share of the GMOS, as provided in Section 2.8;~~
~~(ii)(i) Tenant shall pay Rent;~~
~~(iii)(i) Landlord shall deposit all rent received from the tenant under the Hotel Lease [Marriott Lease] or other tenants of the CB-1; and~~
~~(iv)(i) Other tenants of Landlord may deposit rent and other sums.~~

~~**The CB-1 REA**~~

~~Section 7.7.(2):~~

~~"A separate account (the "**Separate Account**") shall be established by SFRA at a bank or trust company designated by SFRA having an office in San Francisco, California, and which has capital and surplus of at least Fifty Million Dollars ($50,000,000), into which SFRA shall deposit all amounts received by it which comprise Net Cash Flow [i.e., rent revenue, any revenue in connection with the use of any portion of the CB-1 Real Property, or any portion of CB-2 or CB-3, and interest earnings]."~~

~~***Funds are disbursed from the Separate Account for the following restricted uses:***~~

~~**Metreon Lease**~~

Section 2.14(e): "Until the same [GMOS] has been in full for any calendar year, the Landlord shall pay the **CMO** (Agency's annual payments to Agency's cultural tenants or operators…for operating, maintaining and securing the Agency-owned Cultural Parcels) and the **GMOS** (annual expenditure of maintenance costs for the Gardens for the maintenance, operation and security of the Gardens Parcels … and costs of Promotional Events in the Gardens) from the Separate Account and shall not use funds in the Separate Account for any other purpose. Until GMOS for any Lease Year has been paid in full, Landlord shall use that portion of the GMOS paid to Landlord by Tenant solely for uses required by this Lease."

Section 2.14(f): "After payment in full of the applicable CMO and GMOS for any calendar year, at the option of the Landlord, unexpended and legally uncommitted amounts remaining in the Separate Account may be paid to Landlord or carried forward."

Section 2.14(g): "Landlord shall maintain, repair and operate the Gardens Parcels as a first-class open space, consistent with the level of maintenance, repair and operation required of Tenant with respect to the Premises."

~~The~~THE CB-1 ~~Retail Lease~~RETAIL LEASE

Section 2.7(b): "Because of the integrated nature of the development of CB-1 and the Gardens Parcels; and because of the importance to the Landlord that the uses on such real property be successfully operated as part of the integrated development; and because appropriate operation of the cultural activities by Landlord's cultural subtenants and sub-subtenants, and the appropriate operation, maintenance and security of the Gardens Parcels is necessary to the integration and feasibility of the development, directly benefits Tenant and is important to Tenant, and, in the opinion of the parties, essential to the ultimate commercial and noncommercial success of the uses and CB-1, CB-2 and the Gardens Parcels, Landlord shall, in accordance with term and provisions of the CB-2 Lease, establish a separate bank account (the **"Separate Account")** into which:

(i) Tenant, shall pay its share of the GMOS, as provided in Section 2.8;
(ii) Tenant shall pay Rent;
(iii) Landlord shall deposit all rent received from the tenant under the Hotel Lease [Marriott Lease] or other tenants of the CB-1; and
(iv) Other tenants of Landlord may deposit rent and other sums.

Section 2.7(a)(i): "GMOS means the [Agency's] annual expenditure of maintenance costs for the Gardens Parcels to be made pursuant to the Gardens Budget for maintenance, operation and security of the Gardens Parcels necessary to maintain, operate and secure the Gardens Parcels in a first-class condition, and costs of promotional, marketing, cultural and recreational evens in the Gardens Parcels limited, however, to the funds annually available for such purposes from the Separate Account.

Any income from promotional, marketing, cultural and recreational events in the Gardens Parcels shall be utilized to offset the costs thereof and any excess after the payment of such costs shall be deposited into the Separate Account.

Section 2.7(e): "…the Landlord shall pay the GMOS from the Separate Account and shall not use funds in the Separate Account for any other purpose. Until GMOS for any Lease Year has

been paid in full, Landlord shall use that portion of the GMOS paid to Landlord by Tenant solely for uses required by this Lease."

Section 2.7(f): "After payment in full of the applicable GMOS for any calendar year, at the option of the Landlord, unexpended and legally uncommitted amounts remaining in the Separate Account may be paid to Landlord or carried forward."

Section 2.7(g): "…Landlord shall maintain, repair and operate the Gardens Parcels as a first-class open space, consistent with the level of maintenance, repair and operation …"

~~The~~THE CB-1 REA

Section 7.7.(2): "A separate account (the "**Separate Account**") shall be established by SFRA at a bank or trust company designated by SFRA having an office in San Francisco, California, and which has capital and surplus of at least Fifty Million Dollars ($50,000,000), into which SFRA shall deposit all amounts received by it which comprise Net Cash Flow [i.e., rent revenue, any revenue in connection with the use of any portion of the CB-1 Real Property, or any portion of CB-2 or CB-3, and interest earnings]."

Section 7.7(2~~)~~

): "Funds from the Separate Account shall be applied by SFRA in the following order and priority, to the extent that SFRA does not pay such obligations from sums obtained from other sources:

(a) First, to the payment of all costs of maintenance, operation and security of gardens and open space uses developed by SFRA on CB-2 and CB-3;
(b) Then, to the payment of SFRA to SFRA's cultural tenants or operators, in such amount as SFRA shall be obligated to pay such cultural tenants and/or operators for operating, maintaining, repairing and securing SFRA-owned cultural parcels and/or SFRA's subleased property located on CB-2;
(c) Then, to the payment by SFRA of its Allocable Share of Allocable Costs as Owner under this Section 7.7(2), first to the extent of any unpaid portion thereof for the Accounting Period preceding the current Accounting Period…, and thereafter to its Allocable Share of Allocable Costs for the current Accounting Period;
(d) Then, to the payment of rent to the City and County of San Francisco, if applicable, under SFRA's lease of all portions of CB-3;
(e) Then in such manner as SFRA shall determine in its sole and absolute discretion."

Attachment E

~~Fiscal Year 2013/14 Budget Chart~~

INTENTIONALLY OMITTED

Attachment F
1984 Board of Supervisors Resolution

Office of the Clerk of
BOARD OF SUPERVISORS
City Hall

San Francisco, California

To: REDEVELOPMENT AGENCY

Your attention is hereby directed to the following passed by the Board of Supervisors of the City and County of San Francisco:

STATE OF CALIFORNIA
City and County of San Francisco

I, John L. Taylor, Clerk of the Board of Supervisors of the City and County of San Francisco do hereby certify that the annexed Res. No. 917-84; Approved 12-3-84 is a full, true and correct copy of the original thereof on file in this office.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed the official seal of the City and County this 14th day of December, 1984

JOHN L. TAYLOR
Clerk of the Board of Supervisors
City and County of San Francisco

By Jean Lum

4148A

FILE NO. 91-84-10 RESOLUTION NO. 917-84

[YERBA BUENA]

FINDING THAT CULTURAL FACILITIES AND OTHER IMPROVEMENTS AND FACILITIES ARE OF BENEFIT TO THE YERBA BUENA CENTER APPROVED REDEVELOPMENT PROJECT AREA D-1 AND THAT NO OTHER REASONABLE MEANS OF FINANCING THESE FACILITIES AND IMPROVEMENTS IS AVAILABLE TO THE COMMUNITY EXCEPT FINANCING BY THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO

WHEREAS, The Redevelopment Agency of the City and County of San Francisco (the "Agency") is implementing the Redevelopment Plan (the "Plan") for the Yerba Buena Center Redevelopment Project (the "Project") pursuant to, and in accordance with, the Community Redevelopment Law of the State of California; and

WHEREAS, The Agency is the owner of various parcels of land in the Project, and has received and accepted, (subject to certain conditions) an offer to purchase, lease and develop certain of said parcels from YBG Associates, a California limited partnership of which Olympia & York California Equities Corp., a Delaware corporation, and the Marriott Corporation, a Delaware corporation, are the general partners, which Limited Partnership is hereinafter called the "Developer"; and

WHEREAS, The Developer's offer is contained in a proposed Disposition and Development Agreement ("DDA") which has been executed by the Developer and approved by the Agency (subject to certain conditions), attached to which are descriptions of the parcels of land the Developer has offered to purchase, lease and develop; and

WHEREAS, All significant environmental effects attendant the proposed development described in the DDA and other aspects of the development in the Project have been fully and

adequately analyzed in the environmental documentation referenced in Resolution No. 915-84, adopted by this Board on November 26, 1984 at which time this Board also adopted findings including environmental mitigation measures which form part of said Resolution No. 915-84. Resolution No. 915-84 is incorporated herein by reference. This Board has considered the environmental effects described in said documentation as they relate to the findings and determinations and approvals in this resolution; and

WHEREAS, Under the DDA the Agency obligates itself to use purchase price proceeds received from the Developer to construct (i) a portion of the landscaped open space on the block between Mission, Howard, Third and Fourth Streets (CB-2) and a pedestrian bridge over Mission Street ("CB-2 Gardens") which CB-2 Gardens are located and described in the DDA, and (ii) also on CB-2, a portion of the cultural facilities located and described in the DDA, which CB-2 Gardens and cultural facilities will be publicly owned; and

WHEREAS, The Agency has also stated its intent to use other funding available to it after meeting outstanding obligations particularly from additional purchase price proceeds received by it from the Developer and others in the entire Project to complete the CB-2 Gardens and the cultural facilities on CB-2 and landscaped open space on the block between Howard, Folsom, Third and Fourth Streets (CB-3) and one or two pedestrian bridges over Howard Street ("CB-3 Gardens") which CB-3 Gardens and cultural facilities will be publicly owned; and

WHEREAS, Said cultural facilities will consist of buildings, structures and other improvements and said Gardens will

include a fountain and may include other appropriate improvements, structures and buildings; and

WHEREAS, Said publicly owned Gardens and cultural facilities are of benefit to the development contemplated by the DDA and to the Project and thus to the area in which the Project is being implemented ("Project Area") and to the City and County of San Francisco not only by reason of the benefits and amenities they will provide the public but also because certain CB-2 retail, amusement, recreational and entertainment development obligations of the Developer specified in the DDA are conditioned upon the financing and construction of that portion of the CB-2 Gardens and cultural facilities specified in the DDA, and similar obligations of the Developer on CB-3 are conditioned upon the financing and construction of the CB-3 Gardens; and

WHEREAS, It appears from the foregoing that the Agency has or will be able to obtain the financing for these Gardens and cultural facilities and no other reasonable means of financing them is available to the community; and

WHEREAS, The Agency has found and determined that said publicly owned facilities described above "Gardens and Cultural" will be of benefit to the Project Area and that there are not other reasonable means available for the financing thereof by the community except by the Agency as noted above, which findings were made pursuant to the California Community Redevelopment Law Section 33445; now, therefore, be it

RESOLVED, That the Board of Supervisors hereby finds and determines that the provision of the cultural buildings, structures, improvements and facilities and other public improvements and facilities (including the CB-2 and CB-3

Gardens) by the Agency pursuant to the DDA is of benefit to the Project Area and that no other reasonable means of financing such facilities is available to the community, and the Agency is hereby authorized to pay for all of the costs, of land for and the installation and construction of such cultural buildings, structures, improvements and facilities and other public improvements and facilities (including the CB-2 and CB-3 Gardens), and that such findings and determinations are based upon the DDA, the financial information prepared and submitted by the Agency, and upon other material, all on file with this Board; and be it

FURTHER RESOLVED, That the Agency be, and it is hereby authorized to pay for all of the costs of installation and construction of such cultural buildings, structures, improvements and facilities and other public improvements and facilities (including the CB-2 and CB-3 Gardens) described in the DDA which will be publicly owned.

APPROVED AS TO FORM:

GEORGE AGNOST, CITY ATTORNEY

By: Robert A. Venezley

LONG-RANGE PROPERTY MANAGEMENT PLAN
FILLMORE HERITAGE CENTER
GARAGE AND COMMERCIAL AIR RIGHTS PARCEL

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the disposition of a 112-space public parking garage (the "Garage Parcel") and 50,000 square feet of commercial space (the "Commercial Air Rights Parcel") (together, the "Property") in the Fillmore Heritage Center in the former Western Addition A-2 Redevelopment Project Area, which expired on January 1, 2009.

The Fillmore Heritage Center is an $80.5 million public-private partnership that includes 80 condominiums, the Commercial Air Rights Parcel, and the Garage Parcel. Of that $80.5 million, about 35% ($28.1 million) was financed using public funds from the City and County of San Francisco (the "City") and the former San Francisco Redevelopment Agency (the "SFRA"). The public investment of dollars built the Garage Parcel and the Commercial Air Rights Parcel, both of which were intended to help revitalize the lower Fillmore Street commercial corridor.

The City financed the construction of the Commercial Air Rights Parcel by borrowing $5.5 million from the U.S. Department of Housing and Urban Development, or HUD (the "HUD Loan") and then loaning that money to the commercial developer ("FDC") to build the Commercial Air Rights Parcel (the "FDC Loan"). The SFRA financed the construction of the Garage Parcel ($5.6 million) and also contributed the land ($6.6 million), and allowed FDC to pay the purchase price for the land over time under a ground lease on the Commercial Air Rights Parcel (the "Ground Lease'). FDC ~~subleases~~then subleased the Commercial Air Rights Parcel to two subtenants, a jazz club/restaurant (Yoshi's San Francisco) and a second restaurant~~.~~ (1300 on Fillmore). The SFRA provided these two subtenants with tenant improvement loans totaling $10.4 million.

The Successor Agency continues to own the Commercial Air Rights Parcel and the Garage Parcel. ~~FDC is currently in default on the FDC Loan and owes the City about $1.4 million. In addition, the main tenant in the Commercial Air Rights Parcel (Yoshi's San Francisco) is in bankruptcy and will likely not continue operating in this space for much longer~~The main tenant in the Commercial Air Rights Parcel (Yoshi's San Francisco) declared bankruptcy in 2012 and closed its doors in 2014. As part of the bankruptcy proceedings, FDC and its investors took over the jazz club and operated it as The Addition from July 2014 to January 2015. In January 2015, FDC ceased operations of The Addition. Since then, the Commercial Air Rights Parcel has remained vacant. FDC was formally put in default under the Ground Lease, as well as the FDC Loan. In June 2015, the Successor Agency terminated the Ground Lease with FDC and the City exercised its rights as a lender under the Ground Lease to become the master tenant of the commercial space.

Disposition Plan. The disposition plan for the Garage Parcel is a ~~sale at market value. Because the land~~ transfer to the City for a governmental purpose – that is ~~part~~, a public parking garage – pursuant to Section 34181(a)(1) of the ~~Garage Parcel, any proceeds from a sale will be considered Community Development Block Grant ("CDBG") program income because~~California Health and Safety Code. Since the ~~land was purchased~~closure of The Addition, the monthly operating deficit of the garage has increased to approximately $10,000. OCII has been backfilling this deficit with ~~federal urban renewal grant~~property tax funds~~.~~[1] authorized by the Oversight Board and the State Department of Finance ("DOF").

The disposition plan for the Commercial Air Rights Parcel is a transfer to the City ~~to continue enforcing the Ground Lease with FDC. The Ground Lease has a 35-year term, and allows FDC to pay the remaining balance of the purchase price for the land (about $3.0 million) to the Successor Agency over the term of the Ground Lease, after FDC pays off the FDC Loan to the City. Any payments the Successor Agency receives pursuant to the Ground Lease would be available for purposes consistent with~~ for future development pursuant to Section 34191.5(c)(2)(A)(i)-(ii) of the California Health and Safety Code. Development of the Property was included in the Redevelopment ~~Dissolution Law.~~ Agency's Implementation Plans prior to its dissolution and remains a high priority of the City in light of the closure of Yoshi's San Francisco and The ~~Successor Agency believes a governmental purpose exists in this case because of~~ Addition, which has negatively impacted the area. As further explained below, a transfer to the City will: (1) ensure that the ~~significant investment of federal funds in~~ original community development purpose for acquiring the Property continues to be met and ~~the obligation to repay the City's HUD Loan.~~

~~In the likely event~~(2) ensure that ~~the City forecloses on its leasehold interest in the Commercial Air Rights Parcel, the Successor Agency will sell the Commercial Air Rights Parcel at market value with the proceeds distributed first to the City to repay the HUD Loan and second to the Successor Agency~~SFRA's economic development goals for ~~purposes consistent with Redevelopment Dissolution Law~~the Property are met.

BACKGROUND

The Fillmore Heritage Center can be divided into three components: (1) the residential units, which were entirely privately financed, (2) the Commercial Air Rights Parcel, which was financed with both private and public funds, and (3) the Garage Parcel, which was entirely publicly financed. Each of these components is discussed in more detail below.

- **Residential Units.** The Fillmore Heritage Center includes 80 condominiums, including 12 affordable condominiums. The construction of these units was completely privately

~~[1] See Closeout Agreement by and between the Redevelopment Agency and the City Relating to Western Addition Area Two Redevelopment Project (June 16, 2982) which requires that all "proceeds from the sale or lease of such property after financial settlement . . . shall be treated as program income to the Community Development Block Grant Program" (the "Closeout Agreement").~~

financed with about $35 million from a pension fund. No public dollars went into the residential component of the Fillmore Heritage Center. All the units have been sold to individual homeowners, and the proceeds were used to pay back the private construction lender and the SFRA for a portion ($3.5 million) of the $6.6 million land value. The condo owners operate a homeowners' association, which manages the residential space, a separate residential garage, and the common areas within the Fillmore Heritage Center (the "HOA"). All the condo owners pay common area maintenance fees to the HOA.

- **Commercial Air Rights Parcel.** The Fillmore Heritage Center also includes about 50,000 square feet of commercial space on the ground floor of the building (the "Commercial Air Rights Parcel"). The City financed the construction of the commercial space. To do this, the City, acting through the Mayor's Office of Housing ("MOH"), borrowed $5.5 million from HUD in the form of a securitized Section 108 loan, which is backed by the City's federal CDBG fund allocation (the "HUD Loan"). The City then gave these federal dollars to FDC, an affiliate of the developer, Fillmore Development Associates ("FDA"), in the form of a construction loan, so that FDC could build the commercial space (the "FDC Loan"). The SFRA also contributed about $10.4 million in loan funds for the tenant improvements.

  The Successor Agency owns the Commercial Air Rights Parcel and master ~~leases~~leased the entire 50,000 square feet under ~~a ground lease~~the Ground Lease to FDC. The ground lease structure was used as a financing mechanism to allow the developer to pay the $6.6 million purchase price for the land over time instead of in one lump sum upfront. FDC, as master tenant, ~~subleases~~subleased the commercial space to two tenants: (1) Yoshi's San Francisco, a jazz club/restaurant, and (2) Food for Soul, which operates another restaurant called "1300 on Fillmore". These subtenants were supposed to pay rent and common area maintenance fees to FDC, who ~~is~~was then supposed to (a) pass the rent through to the City as a debt service payment on the FDC Loan, and (b) pass the common area maintenance payments through to the HOA. ~~FDC, however, has~~This process did not ~~recently made payments~~happen on a regular basis~~ to the City and the HOA. FDC is about $1.4 million~~. FDC fell in in arrears on the FDC Loan with the City and ~~about $120,000 behind on~~ its common area maintenance payments to the HOA~~.~~, as well as its property tax payments.

  FDC ~~is~~was required to pay the common area maintenance charges under its ground lease with the Successor Agency; however, the Successor Agency is ultimately liable for these charges, as owner of the Commercial Air Rights Parcel, under a separate project document. ~~The Successor Agency has paid the outstanding amount to the HOA with reserve balances authorized under the Successor Agency's Recognized Obligations Payment Schedule III and 13-14A, both approved by the Oversight Board and the State Department of Finance ("DOF"). Staff has asked for new property tax funds to cover some common area maintenance payments going forward (in the event the space currently occupied by Yoshi's San Francisco doesn't generate enough income to pay them) on the Successor Agency's Recognized Obligations Payment Schedule 13-14B, which still needs approval from the Oversight Board and DOF.~~The Successor Agency has

received authorization to pay the common area maintenance charges from the Oversight Board and DOF (Recognized Obligations Payment Schedule ("ROPS") Line 126).

The main tenant in the Commercial Air Rights Parcel, Yoshi's San Francisco, declared bankruptcy in 2012 and closed its doors in 2014. As part of the bankruptcy proceedings, FDC and its investors took over the space and operated The Addition from July 2014 to January 2015. In January 2015, FDC ceased operations of The Addition and the Commercial Air Rights Parcel remains vacant. FDC was formally put in default under the Ground Lease, as well as the FDC Loan. In June 2015, the Successor Agency terminated the Ground Lease with FDC and the City exercised its rights as a lender under the Ground Lease to become the master tenant of the commercial space.

- **Garage Parcel.** The Fillmore Heritage Center also includes the Garage Parcel, which is a 112-space public parking garage~~ (the "Garage Parcel").~~. The SFRA financed the construction of this garage using $5.6 million in tax exempt bond proceeds. The SFRA also used about $860,000 in federal grant funds for site preparation/environmental remediation. The Successor Agency still owns the Garage Parcel and operates it through a garage management agreement with a private garage operator. The garage also pays common area maintenance fees to the HOA.

  The garage's performance is dependent on the performance of the commercial tenants in the Fillmore Heritage Center. Before bankruptcy proceedings started, the garage was operating with a small deficit. Since the closure of The Addition, the monthly operating deficit of the garage has increased to approximately $10,000. The Successor Agency has been backfilling this deficit with property tax funds authorized by the Oversight Board and DOF (ROPS Line 119).

In sum, the public investment went into the land, site preparation, and building the Garage Parcel and the Commercial Air Rights Parcel. The SFRA contributed the land, which was valued at about $6.6 million, and accepted a payback plan on the purchase price of the land over time ($3.5 million has been paid to date). The SFRA contributed an additional $5.6 million in grant funds for construction of the Garage Parcel. ~~And a~~About $16 million in SFRA/City loan funds went into building the Commercial Air Rights Parcel.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The following presents the information requested pursuant to Section 34191.5 of the California Health and Safety Code for the Garage Parcel and the Commercial Air Rights Parcel. These properties are also shown on Attachment A (Photo of Fillmore Heritage Center) and Attachment B (DOF Tracking Sheet for Other Properties) as Nos. 1 and 2.

Date of Acquisition

The SFRA purchased the 52,938-square-foot lot on which the Fillmore Heritage Center now sits (which was an assemblage of 12 different lots) between April 1967 and April 1969 with urban renewal grant funds from the federal government (explained in more detail below).

Value of Property at Time of Acquisition

The sum the SFRA paid to purchase the 12 different lots was $939,450.

Current Value of the Property

The estimated current value for the Garage Parcel is $~~4.0~~2.2 million and the estimated current value for the Commercial Air Rights Parcel is $~~7.8~~9.0 million~~. More information about these values,~~ based on a July 6, 2015 appraisal by R. Blum and ~~restrictions on sales proceeds, is described in sections below.~~Associates.

Purpose for which the Property was Acquired

During the 1960s and 1970s, redevelopment agencies across the country were buying up huge tracts of land for the purposes of implementing redevelopment programs, using urban renewal grant funds from the federal government. This program was generally referred to as the "Urban Renewal Program" authorized by the U.S. Congress, which set federal standards for urban renewal under Title I of the Housing Act of 1949. This program, which displaced thousands of people from their homes and businesses, also occurred in San Francisco, most dramatically in the former Western Addition A-2 Redevelopment Project Area.

The SFRA originally acquired the land on which the Fillmore Heritage Center now sits with urban renewal funds provided through a federal Loan and Grant Contract dated December 27, 1956 (Contract No. Calif. 2-2 (LG)), which was approved by the U.S. Department of Housing and Urban Renewal (the "HUD Contract"). Under the HUD Contract, the SFRA was required to use the federal funds to carry out redevelopment activities in accordance with the local redevelopment plan and the federal urban renewal standards.

In 1982, the City and the SFRA executed, with HUD concurrence, a Closeout Agreement for the Western Addition Area Two Redevelopment Project (Calif. R-54) in which the land that was developed for the Property is identified as Parcel 732-A. (See the Closeout Agreement, Exhibit A at page 3.) The Closeout Agreement states: "All remaining undisposed properties acquired by the Agency in the redevelopment area are shown in Exhibit A hereto. All the proceeds from the sale or lease of such property after financial settlement of the Program shall be treated as program income to the Community Development Block Grant Program under the provisions of 24 C.F.R. 570.506." (See the Closeout Agreement at p. 2.)

In 2015, HUD determined that a portion of any proceeds from a sale of the Garage Parcel (which includes the land) would be restricted as CDBG program income because the land was purchased with federal urban renewal grant funds and is subject to the Closeout Agreement described

above.[2] Any proceeds from the sale of the Commercial Air Rights Parcel must first go to the City to pay off the City's $5.5 million HUD Loan.

Address/Location

The Garage Parcel and the Commercial Air Rights Parcel are both located at the Fillmore Heritage Center at 1310 Fillmore Street.

Lot Size

The Garage Parcel (0732-32) is approximately 50,000 square feet, and includes 112 parking stalls and miscellaneous parking equipment. The Commercial Parcel (0732-33) is also 50,000 square feet, and includes (1) a 28,000-square-foot jazz club/restaurant ("Yoshi's San Francisco") (2) a 6,300-square-foot restaurant/music lounge ("1300 on Fillmore"), and (3) a gallery, screening room, and common areas.

Current Zoning

Both the Garage Parcel and the Commercial Parcel are zoned under the San Francisco Planning Code as ~~NC-3, a moderate-scale neighborhood commercial district. This designation is intended in most cases to offer a wide variety of comparison and specialty goods and services to a population greater than the immediate neighborhood, additionally providing convenience goods and services to the surrounding neighborhoods. These districts are linear districts located along heavily trafficked thoroughfares which also serve as major transit routes. They include some of the longest linear commercial streets in the City, some of which have continuous retail development for many blocks. Large-scale lots and buildings and wide streets distinguish these districts from smaller-scaled commercial streets, although NC-3 districts may include small as well as moderately scaled lots. Buildings typically range in height from two to four stories with occasional taller structures. Moderately large commercial uses and buildings are permitted.~~ NCT - Fillmore Street Neighborhood Commercial Transit District. This district extends along Fillmore Street between Bush and McAllister Streets. Fillmore Street's dense mixed-use character consists of buildings with residential units above ground-story commercial use. Buildings range in height from one-story commercial buildings to high-rise towers. Fillmore Street and Geary Boulevard are important public transit corridors. The commercial district provides convenience goods and services to the surrounding neighborhoods as well as shopping, cultural, and entertainment uses that attract visitors from near and far. This designation is intended to encourage and promote development that enhances the walkable, mixed-use character of the corridor and surrounding neighborhoods. Rear yard requirements at residential levels preserve open space corridors of interior blocks. Housing development in new buildings is encouraged above the ground story. Existing residential units are protected by limitations on demolition and upper-story conversions.

[2] The portion that would be treated as CDBG program income is 57.14%, because 57.14% of the total project costs for the Garage Parcel (as determined by HUD) were funded with federal funds. Email from R. Cedillos, HUD Senior CPD Officer, to K. Wyatt, DOF Local Government Unit Analyst, February 20, 2015.

~~A wide variety of uses are~~ Consistent with Fillmore Street's existing mixed-use character, new commercial development is permitted ~~with special emphasis on~~ at the ground and second stories. Most neighborhood- and visitor-serving businesses~~.~~ are strongly encouraged. Eating ~~and~~, drinking, and entertainment~~, financial service and certain auto~~ uses ~~generally~~ are ~~permitted with certain limitations at~~confined to the ~~first and~~ground story. The second ~~stories. Other~~story may be used by some retail ~~businesses~~stores, personal services, and medical, business, and professional offices. Parking and hotels are ~~permitted~~monitored at all stories ~~of new buildings. Limited storage and administrative service activities are permitted with some restrictions.~~. Limits on drive-up facilities and other automobile uses protect the livability within and around the district and promote continuous retail frontage.

Estimate of the Current Value (Including Appraisal Information)

Garage Parcel. A recent appraisal by ~~Carneghi~~ R. Blum and Associates, dated July ~~19, 2010~~6, 2015, valued the Garage Parcel ~~as of August 2012~~ at $~~4.0~~2.2 million. As noted previously, the garage's performance, and by extension its value, is dependent on the performance of the commercial tenants in the Fillmore Heritage Center. In its appraisal, ~~Carneghi~~ R. Blum ~~stated~~and Associates noted that the ~~Garage Parcel "is well positioned within the Lower Fillmore area parking market, and will offer growth opportunities that parallel the area's growth prospects once the regional and national economies resume job creation. Lack~~"future of this garage is tied to the future use of the subject commercial space. It appears that operation of a daily garage is not profitable in this location at the present time and there would be minimal demand from an investor for that use given the limited current return...If new demand and development ~~land, structural limitations on new parking development and municipal policy is restricting new supply~~occurs in the area, income in the future might justify operation as a for-profit parking garage."

Commercial Air Rights Parcel. ~~Another recent~~The July 6, 2015 appraisal by ~~Carneghi~~ R. Blum ~~dated December 3, 2012 valued a smaller but similar jazz club/restaurant just down the street from~~and Associates also included the Commercial Air Rights ~~Parcel. In that appraisal, the smaller jazz club/restaurant~~ parcel, which was valued at ~~approximately $325 per square foot as of November 2012. The comparable properties analyzed in the appraisal ranged from about $227 to $331 per square foot of building area. Using the low end of this range to value the revenue-producing square footage in the Commercial Air Rights Parcel, the value would be approximately $7.8 million~~$9,000,000.

~~In its December 3, 2012 appraisal of the smaller jazz club, Carneghi-Blum states, "Like restaurants, the economics of the business are difficult and sometimes the operations are not operated in a business-like manner. However, San Francisco has a strong tradition of nightlife, and the ability to open new nightclubs and bars in most areas of the City is difficult. Therefore, areas which allow these uses and buildings which currently house them do have an advantage in terms of leasing or selling the facilities to new operators. The future outlook for entertainment, bar, and nightclub venues in the subject neighborhood is considered stable."~~

~~*Restricted Funds*. Any proceeds from the sale of the Garage Parcel (which includes the land) is restricted and must be used as CDBG program income because the land was purchased with federal urban renewal grant funds and is subject to the Closeout Agreement described above. Any proceeds from the sale of the Commercial Air Rights Parcel must first go to the City to pay off the City's $5.5 million HUD Loan.~~

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

Garage Parcel. ~~The~~With the closure of the jazz club, the Garage Parcel currently generates ~~on~~an average ~~between $25,000 and $27,000~~of $18,500 a month, after parking taxes. That revenue goes toward reimbursing the garage operator for the expenses incurred in running the garage, per the Garage Management Agreement between the Successor Agency and Pacific Park Management Inc. dated May 1, 2011 (the "Management Agreement"). Per the Management Agreement, the Successor Agency must reimburse the garage operator for any operating deficits every six months. The garage's performance is ~~very~~ dependent on the performance of the commercial tenants in the Fillmore Heritage Center. Currently, the garage is running a deficit of about $~~2~~10,000 a month on average~~, which is a significant improvement from just three years ago, when the average deficit was about $8,000 a month. Thus, the~~. The Successor Agency ~~requested~~ has been backfilling this deficit with property tax funds ~~("RPTTF") to cover the expected deficit, along with replenishment of the garage's operating~~authorized by the Oversight Board and ~~capital reserve,~~DOF through ~~the Recognized Obligations Payment Schedule 13-14B lines 120 and 126.~~ .approval of its ROPS (Line No. 119).

~~If surplus revenues are generated, the Management Agreement requires the operator to set aside $4,000 a month for an operating/capital reserve. The operator is also entitled per the Management Agreement to a modest incentive fee if surplus revenues are generated.~~

Commercial Air Rights Parcel. As mentioned, the Commercial Air Rights Parcel is currently ground leased to ~~FDC, who in turn subleases it to two subtenants: Yoshi's San Francisco and "~~the City. With the closure of The Addition, the only income currently generated under the Ground Lease is from 1300 on Fillmore~~."~~. The monthly rent ~~from these two subtenants totals about $58,000 a month. FDC uses this rental income to make its debt service payment to the City~~due from 1300 on ~~the FDC Loan, per its loan agreement with the City. The City then uses that money to make its debt service payment~~Fillmore is approximately $10,000; however, 1300 on ~~the HUD Loan, per its loan agreement with the federal government.~~Fillmore is currently in arrears on these payments.

History of Environmental Contamination, Studies, Remediation Efforts

Baseline Environmental Consulting prepared reports on the land on which the Fillmore Heritage Center sits in May 1996 and July 2000. These reports concluded that the property contains lead- and petroleum-contaminated soils to a depth of approximately four feet. Historical land uses include a storage company, upholstery shop, furniture store, printing shop, sign painter, paved and unpaved parking areas, and construction staging area, all of which may have contributed to the contamination. The report recommended that the contaminated soil be excavated and properly disposed of in a hazardous waste facility. The consultants estimated the cost of

excavation to be between $600,000 and $840,000. As a result, the SFRA applied for and received a grant from the California Environmental Protection Agency of $860,000 to remediate the site when construction began on the Fillmore Heritage Center in 2005.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

As mentioned, both the Garage Parcel and the Commercial Parcel are zoned under the San Francisco Planning Code as ~~NC-3, a moderate-scale neighborhood commercial district. These districts are linear districts located along heavily trafficked thoroughfares which also serve as major transit routes. Due to its centralized location within San Francisco, the lower Fillmore Street commercial corridor is served by several municipal bus routes.~~NCT - Fillmore Street Neighborhood Commercial Transit District. This district extends along Fillmore Street between Bush and McAllister Streets. Fillmore Street's dense mixed-use character consists of buildings with residential units above ground-story commercial use. Fillmore Street and Geary Boulevard are important public transit corridors. See San Francisco General Plan, Transportation Element, Map 9 (Transit Preferential Streets), available at http://www.sf-planning.org/ftp/General_Plan/images/I4.transportation/tra_map9.pdf.

In the RFQ ~~that sought a developer~~ for the ~~land on which the Fillmore Heritage Center now sits~~Property, the SFRA emphasized that its development~~ of the property~~ was "pivotal to the successful revitalization of the lower Fillmore (Street) commercial corridor," which is the center of the Fillmore Jazz Preservation District (the "Jazz District"). The Jazz District was established by the SFRA Commission to focus resources on reestablishing a vibrant commercial district along lower Fillmore Street that reflects the historical and cultural heritage of the area. ~~A key component~~Key components of this economic development strategy ~~was~~were to: (1) develop catalyst sites to draw people from a wide geographic area, so that existing businesses would benefit from the increased customer base and new businesses would be created~~.~~; and (2) create employment opportunities for residents of the community . The land on which the Fillmore Heritage Center sits was such a catalyst site, given its location, size and development potential. Developing it with destination entertainment/retail uses fulfilled these planning objectives. However, with the closure of The Addition in January 2015, further redevelopment of the site is necessary.

History of Previous Development and Leasing Proposals

The land on which the Fillmore Heritage Center now sits sat vacant for more than 30 years. Various development proposals were floated over the years but nothing ever materialized into a development agreement. Finally, in 1989, the SFRA entered into an Agreement for Disposition of Land for Private Development (the "LDA") with Fillmore Renaissance Associates, L.P. ("Renaissance Associates"). Due to unfavorable market conditions and other factors, Renaissance Associates was not able to proceed with the residential development originally planned for the land. Years later, in 1995, the LDA was amended to permit a multi-screen cinema complex, a jazz and supper club, and a parking garage. For the next six years, Renaissance Associates attempted to sign leases with tenants and put the financing together to build the project, but was ultimately unsuccessful.

In June 2001, the SFRA began the solicitation process for a new developer. This solicitation resulted in the selection of Fillmore Development Associates, or FDA, which built the Fillmore Heritage Center (An affiliate of FDA, Fillmore Development Commercial, or FDC, built the Commercial Air Rights Parcel). The Fillmore Heritage Center opened in 2007.

Disposition of the Property

Based on the foregoing, the Successor Agency proposes the following disposition plan for the Garage Parcel and the Commercial Air Rights Parcel.

Garage Parcel. The disposition plan for the Garage Parcel is a ~~sale at market value. Because~~transfer to the ~~land~~City for a governmental purpose – that is ~~part~~, a public parking garage – pursuant to Section 34181(a)(1) of the ~~Garage Parcel, any proceeds from a sale will be considered CDBG program income~~California Health and Safety Code. The Garage Parcel meets the definition of a parking facility dedicated solely to public parking because ~~the land was purchased with federal urban renewal grant funds.[3]~~it does not "generate revenues in excess of reasonable maintenance costs." Section 34181 (a) (2) of the California Health and Safety Code.

Commercial Air Rights Parcel. The disposition plan for the Commercial Air Rights Parcel is a transfer to the City ~~to~~for future redevelopment pursuant to Sections 34191.5(c)(2)(A)(i)-(ii) of the California Health and Safety Code. Consistent with these Sections, the development of the Property was included in SFRA's 1999-2004 and 2004-2009 Implementation Plans for the Western Addition A-2 Redevelopment Project Area. A transfer to the City will: (1) ensure that the original community development purpose for acquiring the Property continues to be met and (2) ensure that SFRA's economic development goals for the Property – that is, the development of the Property as a catalyst to the successful revitalization of the lower Fillmore Street commercial corridor and the creation of employment opportunities for the community – continue ~~enforcing the Ground Lease with FDC. The Ground Lease has a 35-year term, and allows FDC to pay the remaining balance of the purchase price for the land (about $3.0 million) to~~to be met.

Under Section 34191.5(c)(2)(A)(i)-(ii) of the California Health and Safety Code, the Oversight Board or the Department of Finance may require approval of a compensation agreement, as described in Section 34180(f), prior to the transfer of property that the City retains for future redevelopment activities. The compensation agreement requires the City and other taxing entities to reach agreement on payments proportionate to their share of base property taxes for the value of the property retained. In this case, the Successor Agency ~~over the term of the Ground Lease, after FDC pays off the FDC Loan to the City. Any payments the Successor Agency receives pursuant to the Ground Lease would be available for~~is recommending that the payments under the compensation agreement consist of covenants and conditions on the parcel

~~[3] See Closeout Agreement by and between the Redevelopment Agency and the City Relating to Western Addition Area Two Redevelopment Project (June 16, 2982) which requires that all "proceeds from the sale or lease of such property after financial settlement . . . shall be treated as program income to the Community Development Block Grant Program" (the "Closeout Agreement").~~

restricting its use and any future disposition to purposes consistent with ~~Redevelopment Dissolution Law. The Successor Agency believes a governmental purpose exists in this case because of the significant investment of federal funds in the Property and the obligation to repay the City's HUD Loan.~~the CDBG program and with the original economic development objectives for the Property, namely its redevelopment as a catalyst to the revitalization of the lower Fillmore Street commercial corridor and the creation of employment opportunities for the community. In light of the existing restrictions on the parcel and the long-standing City and community-wide interest in revitalizing the parcel, these conditions and covenants constitute a significant value in lieu of the payment of money.

~~In the likely event that the City forecloses on its leasehold interest in the Commercial Air Rights Parcel, the Successor Agency will sell the Commercial Air Rights Parcel at market value with the proceeds distributed first to the City to repay the HUD Loan and second to the Successor Agency for purposes consistent with Redevelopment Dissolution Law.~~

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See above section.

Attachment A: Photo of Fillmore Heritage Center
Attachment B: DOF Tracking Sheet --Other Properties

Attachment A
Photo of Fillmore Heritage Center

Attachment B
DOF Tracking Sheet – Other Properties

(See Tab ~~L~~I)

LONG-RANGE PROPERTY MANAGEMENT PLAN
345 WILLIAMS AVENUE

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the disposition of Block 5423A, Lot 009, commonly known as 345 Williams Avenue (the "Site"). The Site is a 92,209-square-foot lot improved with surface parking and a 29,000-square-foot Foodsco supermarket leased to and operated by The Kroger Company ("Kroger"), potentially until 2031. The former San Francisco Redevelopment Agency ("SFRA") acquired the Site with federal Community Development Block Grant ("CDBG") funds in 1990 specifically for the development of a full-service supermarket in Bayview Hunters Point~~,~~ ("BVHP"), an under-served neighborhood.

The lease is an enforceable obligation that could remain in effect until 2031 if Kroger, in its sole discretion, chooses to exercise each of its remaining lease options. The Successor Agency proposes to transfer the Site to the City and County of San Francisco (the "City") ~~so the City can assume the obligation of managing the property and the lease.~~for future redevelopment pursuant to Section 34191.5(c)(2)(A)(i)-(ii) of the California Health and Safety Code. A transfer to the City would ensure that the original economic development purpose for acquiring the Site – that is, to develop a full-service supermarket in an underserved neighborhood – continues to be met, particularly in the event that Kroger does not exercise its remaining options.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The following presents the information requested pursuant to Section 34191.5 of the California Health and Safety Code for the Site. This property is also shown on Attachment A (Map of 345 Williams Avenue) and Attachment B (DOF Tracking Sheet for Other Properties), as No. 3.

Date of Acquisition

Pursuant to Resolution No. 249-90, adopted September 18, 1990, the SFRA acquired the Site on September 27, 1990 for the stated purpose of developing a full-service supermarket.

Value of Property at Time of Acquisition

The SFRA acquired the Site for $4,000,000 pursuant to Resolution No. 249-90, which authorized the purchase of the Site for a full-service supermarket and allocated the expenditure of funds from the SFRA's Economic Development budget. The SFRA's Economic Development budget included $4,000,000 in federal CDBG funds allocated by the San Francisco Board of Supervisors for fiscal year 1990-1991 specifically for acquisition of the Site.

Estimate of the Current Value

The estimated current value of the Site is $3,800,000, as determined by a January 4, 2011 appraisal of the SFRA's leased fee interest in the Site by Hamilton, Ricci & Associates, Inc.

Purpose for which the Property was Acquired

Safeway operated a supermarket at 345 Williams Avenue until its closure in 1988. At that time, Safeway was the only supermarket serving the 30,000 BVHP residents~~ of Bayview Hunters Point~~. After closure of Safeway, residents were cut off from easy access to nutritious, competitively priced food. Residents instead had to patronize smaller, independent inner-city stores with poorer selection, and prices as much as 40% higher. ~~Bayview Hunters Point~~BVHP residents identified a supermarket as the area's highest priority, and requested that the SFRA assist in its development. With assistance from the Mayor's Office of Business and Economic Development, the SFRA assessed multiple locations, and determined that the Site, which already contained a vacant supermarket building, would allow a new supermarket to be developed in the most cost effective way.

Address/Location

The Site is located at 345 Williams Street in ~~Bayview Hunters Point~~the BVHP and the former Bayview Hunters Point Redevelopment Survey Area and includes one parcel: Block 5423A, Lot 009. A map of the Site is attached as Attachment A.

Lot Size

The Site is a 92,209-square-foot lot improved with a 29,000-square-foot supermarket structure and surface parking.

Current Zoning

Pursuant to the San Francisco Planning Code, the Site is located in the Neighborhood Commercial, Shopping Center (NC-S) zoning district and the 65-J Height and Bulk District. NC-S districts are intended to serve as small shopping centers or supermarket sites which provide retail goods and services for primarily car-oriented shoppers.

Estimate of the Current Value (Including Appraisal Information)

The estimated current value of the Site is $3,800,000, as determined by a January 4, 2011 appraisal of the SFRA's leased fee interest in the Site by Hamilton, Ricci & Associates, Inc.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

In 1991, pursuant to Resolution No. 95-91, the SFRA entered into a lease with Cala Foods, Inc. (now Kroger) to develop and operate a full-service supermarket on the Site. The lease commenced on October 29, 1991 with an initial term of ten years, with six renewable option periods of five years each. The lease is now in its third option period, which expires in 2016. Lease payments are comprised of (i) base rent and (ii) percentage rent of 1.25 percent of annual gross sales less offsets for the base rent, insurances and taxes. Per the appraisal by Hamilton, Ricci & Associates, the percentage rent collected under the lease is approximately 50% of market rents. In 2012, the base rent was $308,312 and the percentage rent was $7,988, for a total rent of $316,300. The lease payments are CDBG program income, and can only be used for CDBG eligible purposes.

History of Environmental Contamination, Studies, Remediation Efforts

The Site has no known history of environmental contamination. However, the Site is located within the ~~Bayview Hunters Point~~BVHP area, which has historically been the industrial center of the City of San Francisco. ~~Bayview Hunters Point~~BVHP is home to the Southeast Water Pollution Control Plant that treats 80 percent of the City's sewage. The PG&E Hunters Point Power Plant was also located within the ~~Bayview Hunters Point~~BVHP community until its recent closure. The area is also subject to heavy traffic, with the adjacent Interstate 280 and US 101 routing the main flow of traffic from the south of the Bay along the area's eastern boundary. The site of the former Hunters Point Naval Shipyard, also located in ~~Bayview Hunters Point~~the BVHP, has areas of heavy contamination and has been designated a Superfund site by the United States Environmental Protection Agency. Remediation efforts at the Shipyard are ongoing.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

The Site is about six blocks (.35 miles) west of Third Street, a commercial thoroughfare served by light rail. The Site is directly served by one bus route, and an additional eight bus routes are located within .5 miles of the Site.

History of Previous Development and Leasing Proposals

Safeway operated a supermarket at 345 Williams Avenue until its closure in 1988. At that time, Safeway was the only supermarket serving the 30,000 BVHP residents~~ of Bayview Hunters Point.~~. Working with the Mayor's Office of Business and Economic Development and the ~~Bayview Hunters Point~~BVHP community, the SFRA purchased the Site on September 27, 1990 for the stated purpose of developing of a full-service supermarket.

In 1991, the SFRA entered into the lease with Cala Foods (now Kroger) that included improvements to the existing building and premises. The lease commenced on October 29, 1991 with an initial ten-year term and six, five-year options. The lease is now in its third option period, which expires in 2016. If Kroger decides, in its sole discretion, to exercise each of its remaining options, the lease would remain in effect until 2031.

Disposition of the Property

As discussed above, the lease is an enforceable obligation that could remain in effect until 2031 if Kroger exercises each of its remaining options. The Successor Agency could attempt to sell the Site at fair market value, with the lease in place. It is very unlikely, however, that there would be interest in the Site given that it is encumbered, potentially until 2031, with a below-market lease. If a buyer was found, the proceeds from the sale would be considered CDBG program income because the land was purchased with CDBG funds, and would not be distributable to the taxing entities.

~~Given these restrictions, the Successor Agency has a property management function that preserves the community development purposes for the Site, a function that the City could assume as the administrator of the CDBG program.~~ Accordingly, the Successor Agency proposes transferring the Site to the City ~~so the City can assume the obligation of managing the property~~for future redevelopment pursuant to Section 34191.5(c)(2)(A)(i)-(ii) of the California Health and ~~the lease~~Safety Code. Transferring the Site to the City would~~ also~~ ensure that the original economic development purpose for acquiring the Site – that is, to develop a full-service supermarket in an underserved neighborhood – continues to be met, particularly in the event that Kroger does not exercise its remaining options. Preservation of the supermarket on the Site remains critical and a high priority for the City.[1] Even with Foodsco in operation on the Site, portions of the ~~Bayview Hunters Point~~BVHP neighborhood still have very limited access to fresh, healthy and affordable food. Approximately half of the neighborhood has been designated as a "food desert" by the U.S. Department of Agriculture ("USDA").[2] Similarly, the City's Department of Public Health gave the ~~Bayview Hunters Point~~BVHP neighborhood a Food Market Score of only 33 out of 100, one of the lowest in the City.[3] In addition, the City's 2014-2015 Action Plan[4] (1) identifies "improved access to healthy food options" as a persistent need in the BVHP neighborhood and (2) sets a five-year goal of stimulating the development of a new grocery store in the BVHP.

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[1] In September 2013, the San Francisco Board of Supervisors adopted the ~~Health~~Healthy Food Retailer Ordinance, the goal of which is to protect "public health by ensuring that healthy, fresh, sustainable, and affordable food is accessible to all residents of the City, particularly those living in neighborhoods with high rates of obesity, poverty and chronic disease, a high concentration of seniors and families with children, and/or a relative lack of public transit."

[2]Food Deserts are defined by the USDA as "as urban neighborhoods and rural towns without ready access to fresh, healthy, and affordable food. Instead of supermarkets and grocery stores, these communities may have no food access or are served only by fast food restaurants and convenience stores that offer few healthy, affordable food options." http://apps.ams.usda.gov/fooddeserts/foodDeserts.aspx.

[3] The Food Market Score is a combined measure of the quality, quantity, and proximity of all retail food resources near any one point. A high Food Market Score indicates that a neighborhood is geographically close to a range of different food store types. http://www.sustainablecommunitiesindex.org/city_indicators/view/45

[4] See City and County of San Francisco, 2014-2015 Action Plan, page 38, *available at* http://sf-moh.org/modules/showdocument.aspx?documentid=8555 (identifying specific programs and projects that have been recommended for funding for the 2014-2015 program year with CDBG and other federal funds). The Action Plan is submitted to the United States Department of Housing and Urban Development annually and constitutes an application for funds under the four federal funding sources.

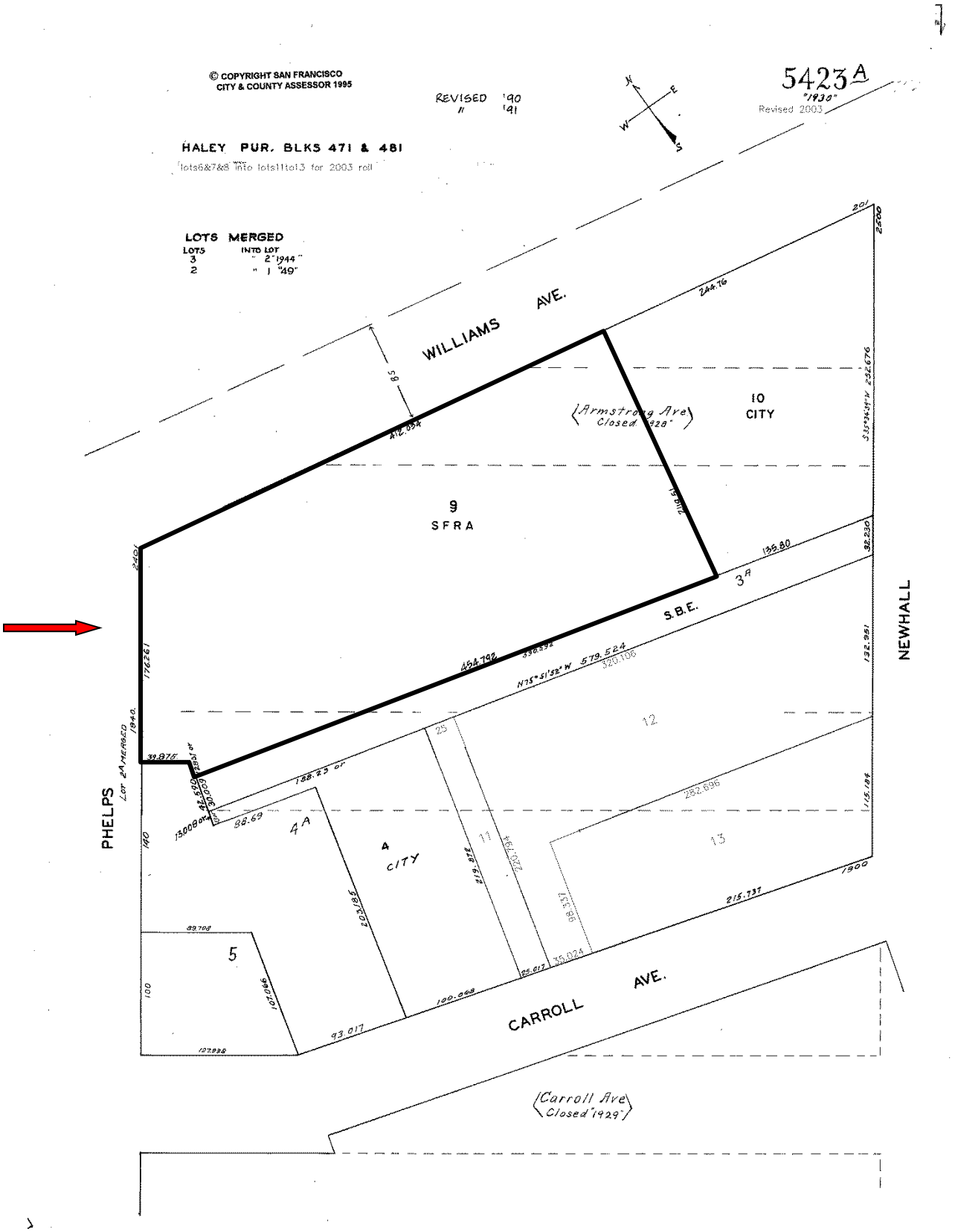
Under Section 34191.5(c)(2)(A)(i)-(iii) of the California Health and Safety Code, the Oversight Board or the Department of Finance may require approval of a compensation agreement, as described in Section 34180(f), prior to the transfer of property that the City retains for future redevelopment activities. The compensation agreement requires the City and other taxing entities to reach agreement on payments proportionate to their share of base property taxes for the value of the property retained. In this case, the Successor Agency is recommending that the payments under the compensation agreement consist of covenants and conditions on the Site restricting its use and any future disposition to purposes consistent with the CDBG program and with the original economic and community development objectives for the Site, namely the development of a full-service supermarket in an underserved neighborhood. In light of the existing restrictions on the Site and the long-standing community interest in access to a supermarket, these conditions and covenants constitute a significant value in lieu of the payment of money.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See section above.

Attachment A: Map of 345 Williams Avenue
Attachment B: DOF Tracking Sheet for Other Properties

Attachment A
Map of 345 Williams Avenue (Block 5423A, Lot 009)



Attachment B
DOF Tracking Sheet – Other Properties

(See Tab ~~L~~I)

LONG-RANGE PROPERTY MANAGEMENT PLAN
REMNANT PARCELS

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the disposition of remnant parcels in the expired India Basin Industrial Park Redevelopment Project Area, Yerba Buena Center Approved Redevelopment Project Area D-1, and Western Addition Redevelopment Project Area A-2.

The Successor Agency proposes the following disposition plan for these remnant parcels:

India Basin Industrial Park

- Burke Street Parcels (Block 5203, Lots 037 and 044) – Transfer to the City for a governmental purpose (i.e. streets).
- Cargo Way Sidewalk Parcels (Block 4570, Lots 020, 021 and 028) – Transfer to the City for a governmental purpose (i.e. sidewalks).

Yerba Buena Center

- Senior Housing Parcels (Block 3733, Lots 096 and 098) – Sell at fair market value to owner(s) of adjacent senior housing projects.
- Bonifacio and Rizal Sidewalk Parcels (Block 3751, Lots 167 and 168) – Transfer to the City for a governmental purpose (i.e. sidewalks).

Western Addition

- Ellis Street Driveway Parcel (Block 0725, Lot 026) – Sell at fair market value.

LONG-RANGE PROPERTY MANAGEMENT PLAN

The following presents the information requested pursuant to Section 34191.5 of the California Health and Safety Code for the Remnant Parcels. These properties are also shown on Attachments A1-A5 (Maps of Remnant Parcels) and Attachment B (DOF Tracking Sheet for Other Properties), as Nos. 4 through 13.

Date of Acquisition

See Attachment B, Nos. 4 through 13, for acquisition dates.

Value of Property at Time of Acquisition

See Attachment B, Nos. 4 through 13, for values at time of acquisition.

Estimate of the Current Value

- ***India Basin Industrial Park***
  - Burke Street Parcels – As remnant street parcels, the fair market value is $0
  - Cargo Way Sidewalk Parcels – As remnant sidewalk parcels, the fair market value is $0.

- ***Yerba Buena Center***
  - Senior Housing Parcels – As undevelopable remnant parcels, the fair market value is $0.
  - Bonifacio and Rizal Sidewalk Parcels – As remnant sidewalk parcels, the fair market value is $0.

- ***Western Addition***
  - Ellis Street Driveway Parcel – $10,000, as determined by a September 14, 2011 appraisal by Carneghi-Blum and Partners, Inc. This parcel is encumbered by easements in favor of adjacent property owners for emergency vehicle access. Development of the site is further restricted in that footings and foundations cannot be installed on or beneath the surface. Thus, this site utility is limited to access for the adjacent sites.

Purpose for which the Agency Property was Acquired

- ***India Basin Industrial Park***
  - Burke Street Parcels – Consistent with provisions of the Redevelopment Plan for the India Basin Industrial Park, the City vacated a number of streets in India Basin and transferred the land to the RDA in 1974. The RDA realigned the street grid, and ultimately transferred the streets back to the City, with the exception of these remnant parcels.
  - Cargo Way Sidewalk Parcels – In the 1970s, consistent with the purposes of the Redevelopment Plan for the India Basin Industrial Park, the RDA purchased hundreds of parcels in India Basin with federal urban renewal funds, including all of the parcels along Cargo Way between Jennings Street and Mendell. The parcels were reassembled, and typically sold off for private development. The Cargo Way Sidewalk Parcels were held back by the RDA for completion of sidewalks along Cargo Way, and for unknown reasons were not transferred to the City upon completion of the sidewalks.

- ***Yerba Buena Center***
  - Senior Housing Parcels – In 1967, the RDA acquired Block 3733, Lots 087 and 045 in Yerba Buena. In 1970, Lots 087 and 045 were sold off as part of the larger Agency Disposition Parcel 3733-A, B, and C but for two small two small slivers of land that were retained by the RDA for unknown reasons. These slivers become Lots 096 and 098, which are still owned by the Successor Agency.

Agency Disposition Parcel 3733-A, B, and C was sold to Yerba Buena Developers for the construction of a turnkey senior housing project, which was completed in 1971. Upon completion, the property and the completed project, Clementina Towers, were transferred to the San Francisco Housing Authority. Block 3733, Lot 098 is a .323 foot by 80 foot strip of land that runs immediately adjacent to the Clementina Towers project.

In 1998, the San Francisco Housing Authority entered into an agreement with Tenant and Owners Development Corporation ("TODCO") to lease to TODCO approximately 11,625-square feet of undeveloped real property connected with Clementina Towers for the purpose of constructing a senior housing project. TODCO constructed the Eugene Coleman Community House, which includes 85 units of rental housing for very low-income seniors. Block 3733, Lot 096 is a .75 foot by 155 foot strip of land that runs immediately adjacent to the Eugene Coleman Community House.

- Bonifacio and Rizal Sidewalk Parcels – In the 1960s, consistent with the purposes of the Redevelopment Plan for the Yerba Buena Center Approved Redevelopment Project Area D-1, the RDA purchased large swaths of land in Yerba Buena with federal urban renewal funds. Most of the parcels were reassembled and sold off for economic development purposes or retained for public purposes. These parcels were retained by the RDA for completion of sidewalks along Bonifacio and Rizal Streets, and for unknown reasons were not transferred to the City upon completion of the sidewalks.

- ***Western Addition***
  - Ellis Street Driveway Parcel – The City transferred this parcel to the RDA in 1982 as part of a larger land assemblage for commercial and residential uses.

Address/Location

See Attachment B, Nos. 4 through 13, for specific addresses. Maps of the parcels are attached as Attachments A1-A5.

Lot Size

See Attachment B, Nos. 4 through 13, for the lot sizes of the parcels. Maps of the parcels are attached as Attachments A1-A5.

Current Zoning

India Basin Industrial Park

- Burke Street Parcels – Zoned Core Production Distribution and Repair (PDR-2) under the San Francisco Planning Code. PDR-2 promotes the introduction, intensification, and protection of a wide range of light and contemporary industrial activities.

- Cargo Way Sidewalk Parcels – Zoned Core Production Distribution and Repair (PDR-2) under the San Francisco Planning Code. PDR-2 promotes the introduction, intensification, and protection of a wide range of light and contemporary industrial activities.

Yerba Buena Center

- Senior Housing Parcels – Zoned Residential–Commercial High Density (RC-4). RC-4 provides for a mixture of high-density dwellings with supporting commercial uses.
- Bonifacio and Rizal Sidewalk Parcels – Zoned Mixed Use-Residential (MUR). MUR serves as a buffer between the higher-density, predominantly commercial area of Yerba Buena Center to the east and the lower-scale, mixed use service/industrial and housing area west of Sixth Street.

Western Addition

- Ellis Street Driveway Parcel – Zoned Moderate Scale Neighborhood Commercial (NC-3). NC-3 offers a wide variety of comparison and specialty goods and services to a population greater than the immediate neighborhood, additionally providing convenience goods and services to the surrounding neighborhoods.

Estimate of the Current Value (Including Appraisal Information)

- ***India Basin Industrial Park***
  - Burke Street Parcels – As remnant street parcels, the fair market value is $0.
  - Cargo Way Sidewalk Parcels– As remnant sidewalk parcels, the fair market value is $0.

- ***Yerba Buena Center***
  - Clementina Commons Parcels – As undevelopable remnant parcels, the fair market value is $0.
  - Bonifacio and Rizal Sidewalk Parcels – As remnant sidewalk parcels, the fair market value is $0.

- ***Western Addition***
  - Ellis Street Driveway Parcel – $10,000, as determined by a September 14, 2011 appraisal by Carneghi-Blum and Partners, Inc. This parcel is encumbered by easements in favor of adjacent property owners for emergency vehicle access. Development of the site is further restricted in that footings and foundations cannot be installed on or beneath the surface. Thus, this site utility is limited to access for the adjacent sites.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

No revenues are generated from any of the remnant parcels.

History of Environmental Contamination, Studies, Remediation Efforts

- ***India Basin Industrial Park***
  - Burke Street Parcels and Cargo Street Sidewalk Parcels – The Successor Agency was not able to locate information related to the history of environmental contamination on these parcels. In general, prior to redevelopment, India Basin Industrial was a one hundred twenty-six acre blighted area which included: 25 acres of automobile wrecking yards, 19 acres of general industrial uses, 7 acres of vacant land, 35 acres of unimproved streets and 16 acres devoted to remnants of "Old Butchertown" meat packing businesses.

- ***Yerba Buena Center***
  - Senior Housing Parcels and Bonifacio and Rizal Sidewalk Parcels – The Successor Agency was not able to locate information related to the history of environmental contamination on these parcels. A general survey of environmental conditions was conducted as part of the 1995 Environmental Impact Report for the Yerba Buena Center ("EIR"). The EIR noted the industrial past of the area and that unknown sources of fill dirt have been used over the years to level the area. As a result of these past uses and practices, there could be soil contamination and other hazards, such as underground storage tanks, which are common in an urban setting. However, the EIR did not find any known superfund sites in the area or other significant hazards requiring major remediation.

- ***Western Addition***
  - Ellis Street Driveway Parcel – The Successor Agency was not able to locate information related to the history of environmental contamination on this parcel. However, Baseline Environmental Consulting prepared reports on the land immediately adjacent to this parcel in May 1996 and July 2000. These reports concluded that the adjacent property contained lead- and petroleum-contaminated soils to a depth of approximately four feet. Historical land uses include a storage company, upholstery shop, furniture store, printing shop, sign painter, paved and unpaved parking areas, and construction staging area, all of which may have contributed to the contamination. The report recommended that the contaminated soil be excavated and properly disposed of in a hazardous waste facility.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

There is no potential for transit-oriented development on any of the Remnant Parcels. All of the India Basin and Yerba Buena Center parcels are too small to be developed. Development of the Ellis Street Driveway parcel is prohibited due to a restriction imposed by the City for access to the utilities underneath the parcel.

History of Previous Development and Leasing Proposals

There is no history of previous development and leasing proposals, as these remnant parcels are not developable.

Disposition of the Agency Property

India Basin Industrial Park

- Burke Street Parcels – The Successor Agency proposes to transfer these parcels to the City for a governmental purpose (i.e. public streets).
- Cargo Way Sidewalk Parcels – The Successor Agency proposes to transfer these parcels to the City for a governmental purpose (i.e. public sidewalks).

Yerba Buena Center

- Senior Housing Parcels – The Successor Agency proposes to sell these parcels at fair market value to the owners of Clementina Towers and Eugene Coleman Community House. As undevelopable remnant parcels, the fair market value is $0.
- Bonifacio and Rizal Sidewalk Parcels – The Successor Agency proposes to transfer these parcels to the City for a governmental purpose (i.e. public sidewalks).

Western Addition

- Ellis Street Driveway Parcel (Block 0725, Lot 026) – The Successor Agency proposes to sell this parcel at fair market value. The Successor Agency intends to use the proceeds to satisfy enforceable obligations, namely to offset disposition and legal costs associated with property the Successor Agency still owns in the former Western Addition A-2 Redevelopment Project Area. The funds from the sale of the Ellis Street Driveway will be applied to ROPS Item 373, "Asset Management & Disposition Costs." Currently, these costs are largely being funded with Redevelopment Property Tax Trust Fund ("RPTTF") dollars.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

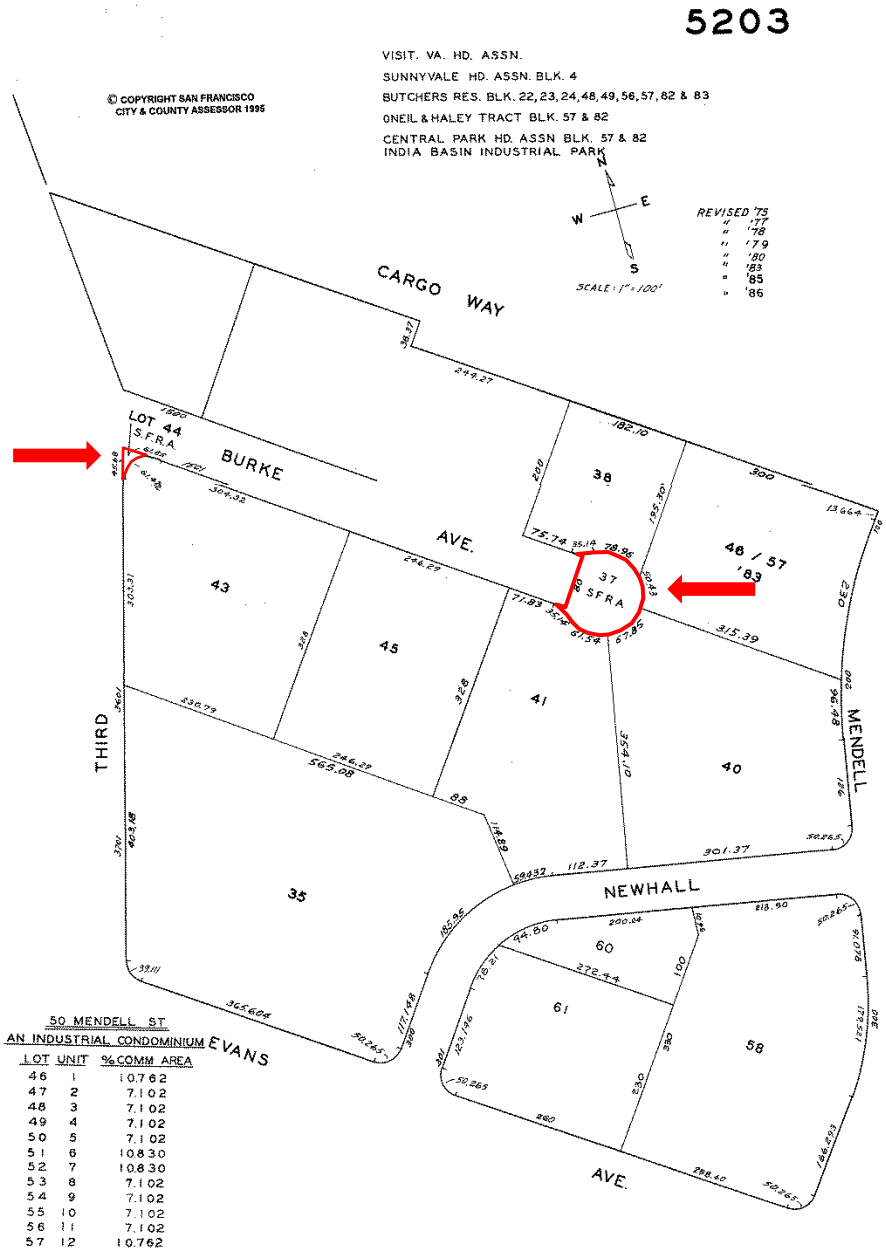
See above section.

Attachment A-1: Map of Burke Street Parcels
Attachment A-2: Map of Cargo Way Sidewalk Parcels
Attachment A-3: Map of Senior Housing Parcels

Attachment A-4:	Map of Bonifacio and Rizal Sidewalk Parcels
Attachment A-5	Map of Ellis Street Driveway
Attachment B:	DOF Tracking Sheet – Other Properties

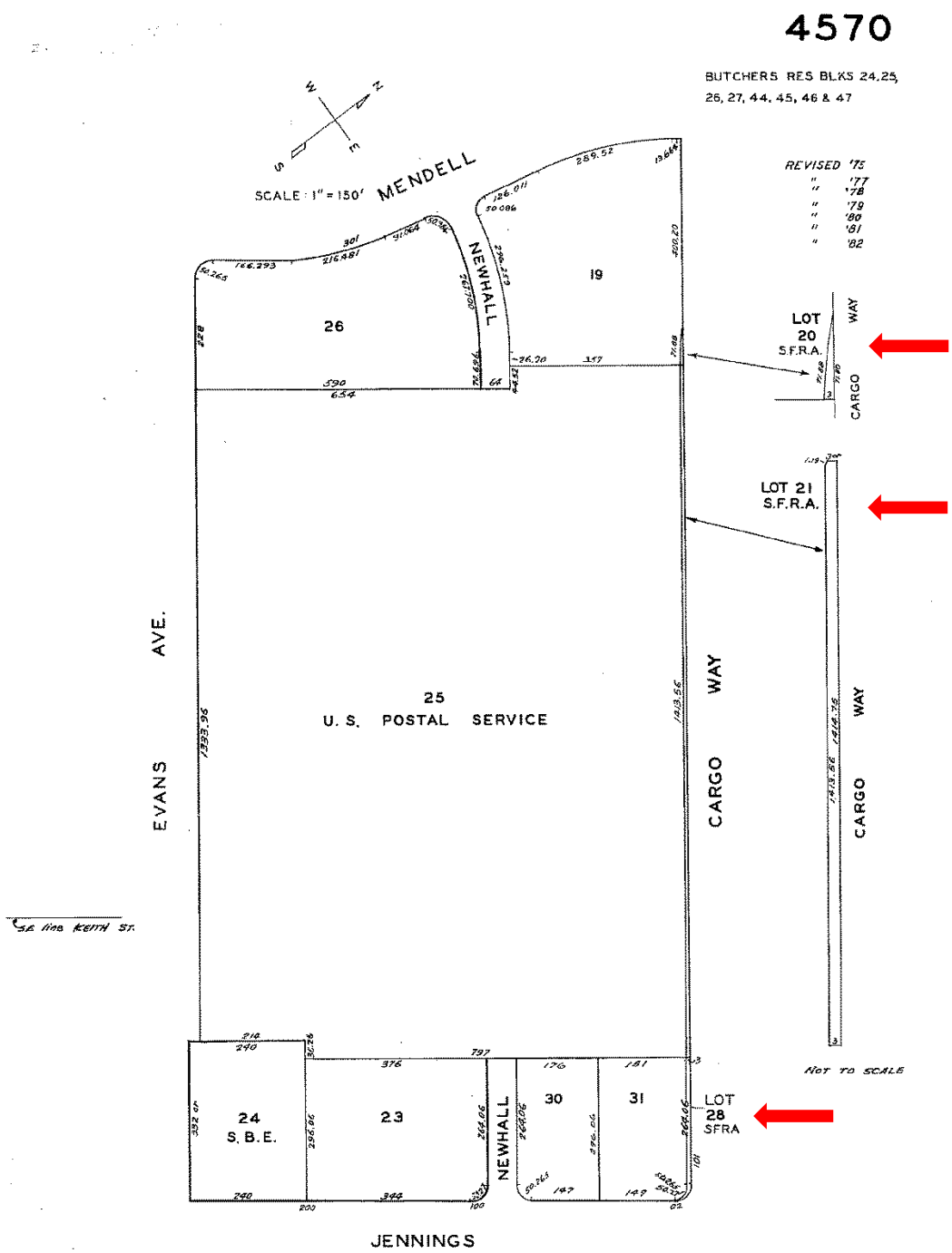
Attachment A-1

Map of Burke Street Parcels



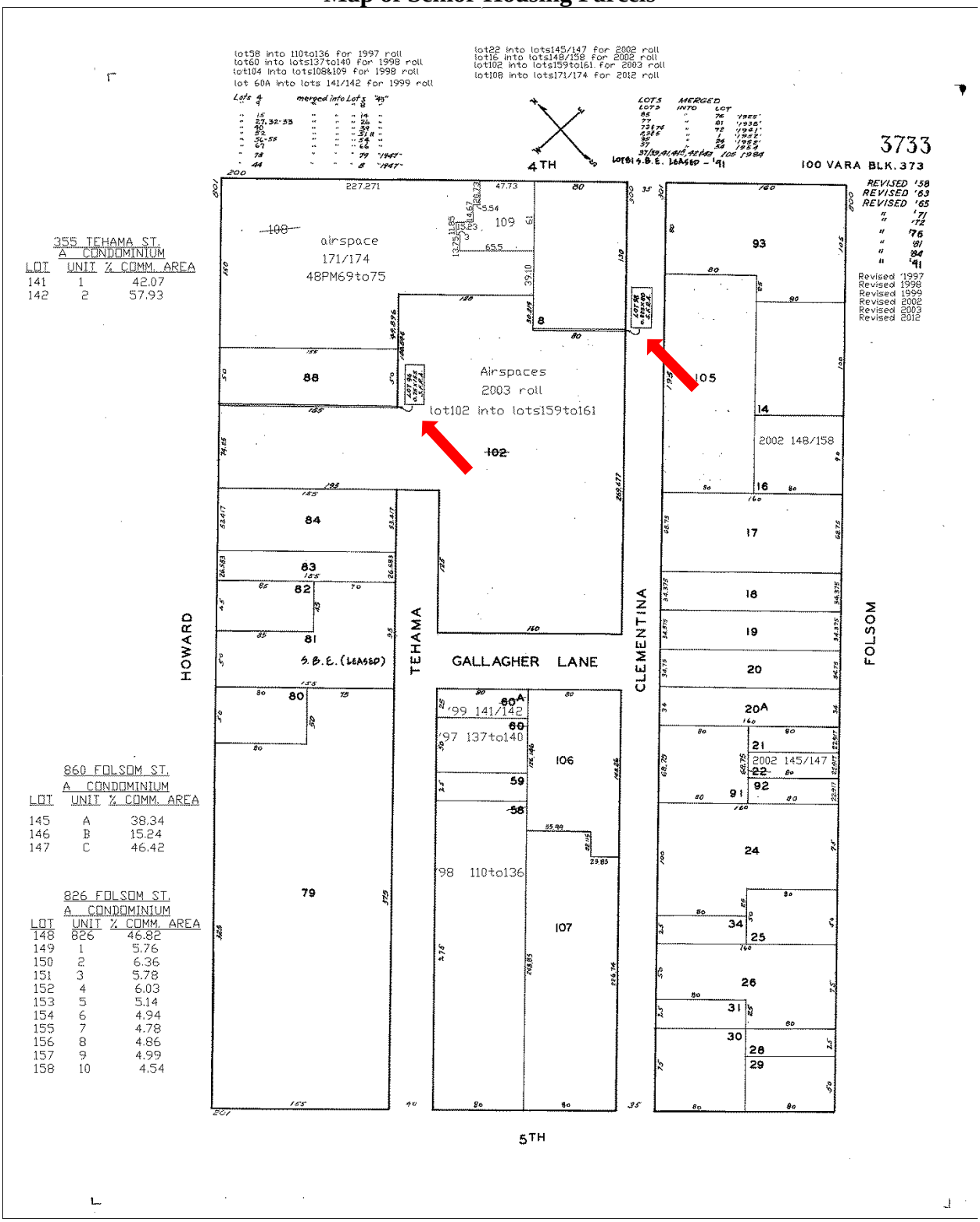
Attachment A-2

Map of Cargo Way Sidewalk Parcels



Attachment A-3

Map of Senior Housing Parcels



355 TEHAMA ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
141	1	42.07
142	2	57.93

860 FOLSOM ST.
A CONDOMINIUM

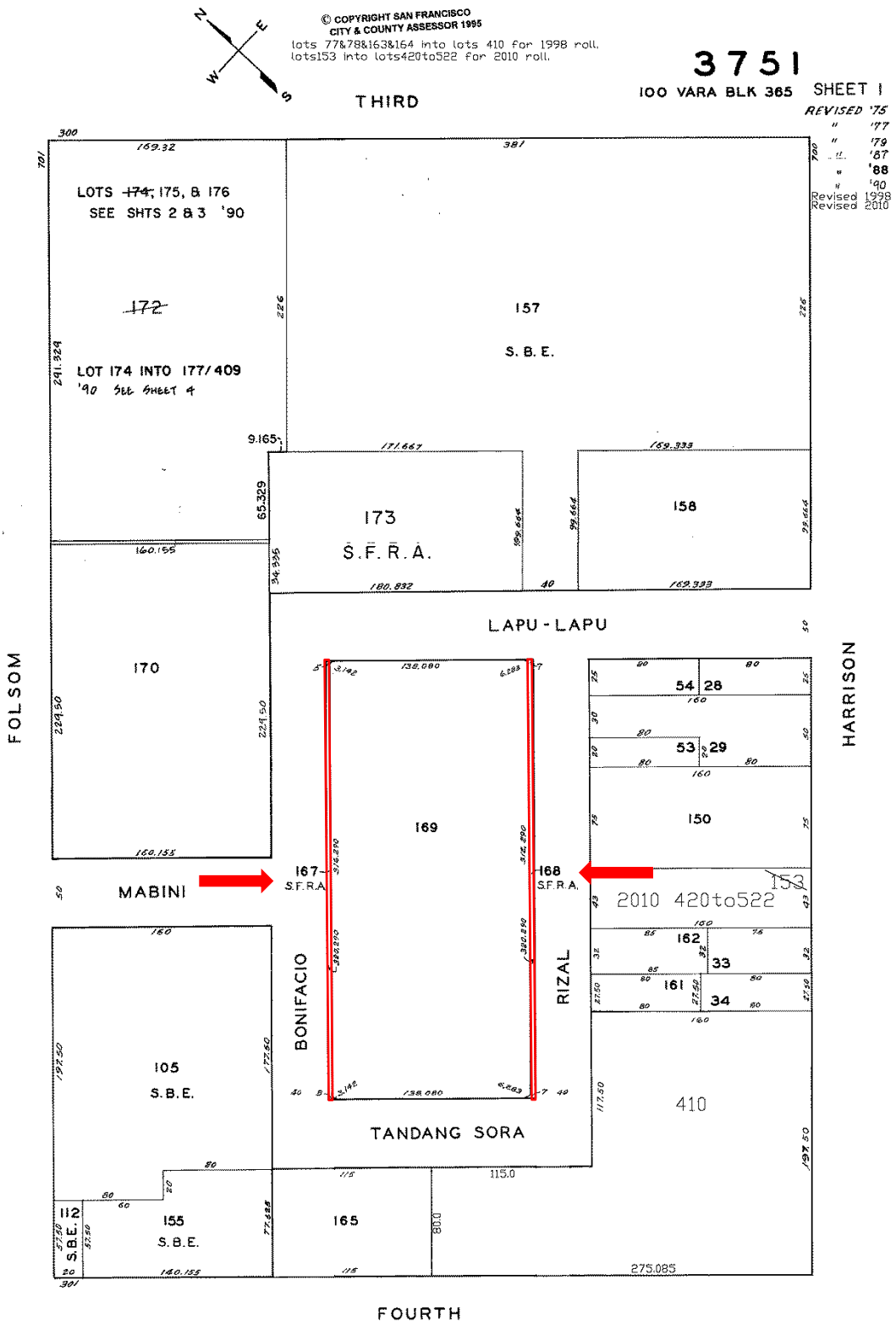
LOT	UNIT	% COMM. AREA
145	A	38.34
146	B	15.24
147	C	46.42

826 FOLSOM ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
148	826	46.82
149	1	5.76
150	2	6.36
151	3	5.78
152	4	6.03
153	5	5.14
154	6	4.94
155	7	4.78
156	8	4.86
157	9	4.99
158	10	4.54

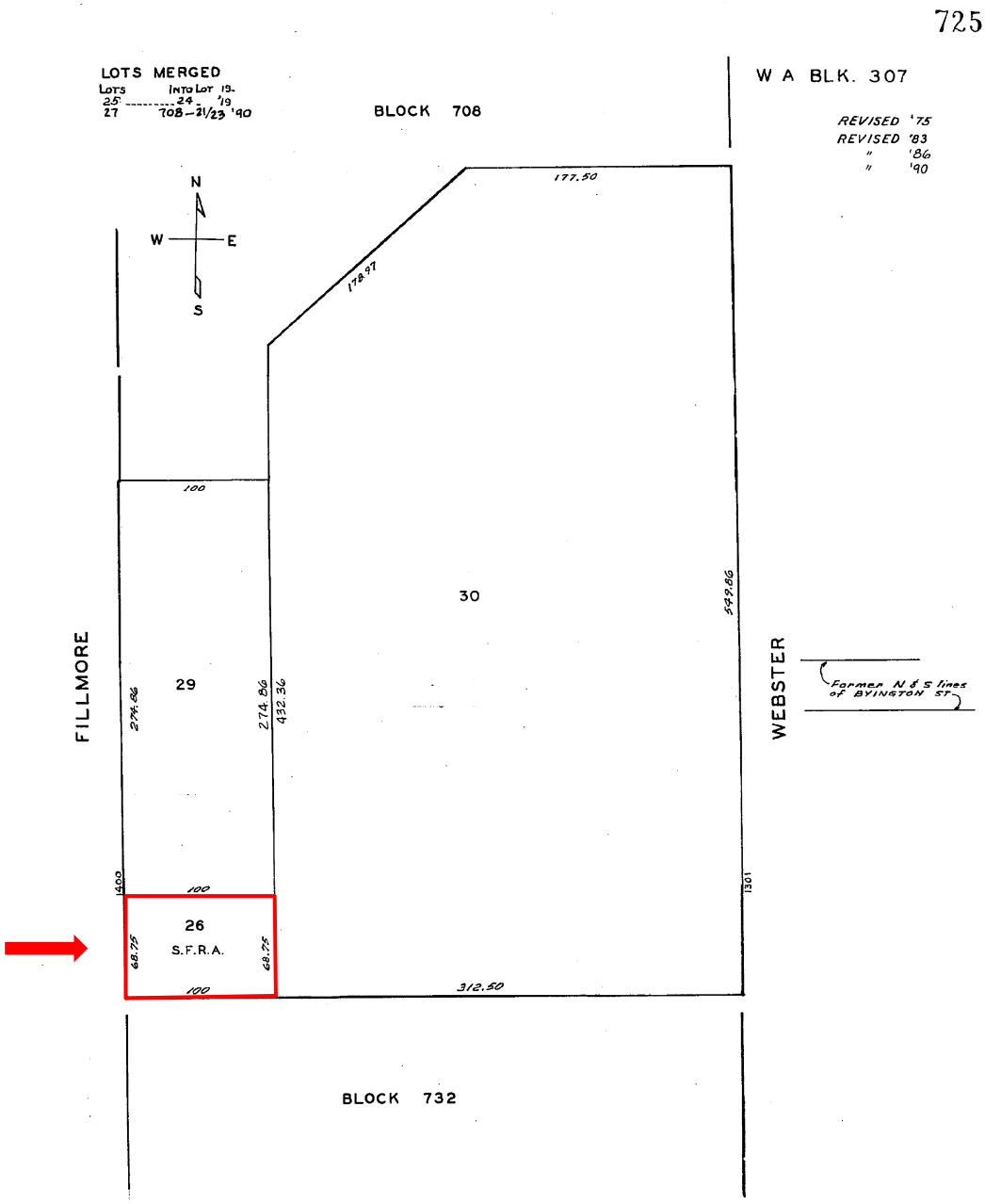
Attachment A-4

Map of Bonifacio and Rizal Sidewalk Parcels



Attachment A-5

Map of Ellis Street Driveway



Attachment B
DOF Tracking Sheet – Other Properties

(See Tab ~~L~~I)

LONG-RANGE PROPERTY MANAGEMENT PLAN
WESTBROOK PLAZA
GARAGE AND HEALTH CLINIC PARCELS

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the transfer to the Housing Successor Agency of the City and County of San Francisco two parcels located at 227-255 Seventh ~~Avenue~~Street in the former South of Market Redevelopment Project Area that comprise a portion of Westbrook Plaza, a mixed-use project containing affordable housing and a neighborhood-serving health clinic. Westbrook Plaza contains three parcels: (1) Block 3731, Lot 240, which is currently owned by the Successor Agency and includes land and an underground garage serving the project; (2) Block 3731, Lot 241, an airspace parcel currently owned by the Successor Agency that is leased to and contains the South of Market Health Center ("SMHC"); and (3) Block 3731, Lot 242, an airspace parcel that is owned by the Housing Successor Agency, leased to Mercy Housing California ("Mercy Housing ") and contains 48 units of affordable housing for low-income families.

The Successor Agency proposes to transfer Block 3731, Lot 240 and 241 (the "Site") to the City's Housing Successor Agency pursuant to Section 34176 (f) of the Redevelopment Dissolution Law.

BACKGROUND

In 2008, the former San Francisco Redevelopment Agency (the "SFRA") acquired Block 3731, Lot 235, which was subsequently subdivided into Lots 240, 241, 242, from Mercy Housing and SMHC for financing purposes. The SFRA then leased an airspace parcel (Lot 241) back to SMHC, for the purpose of constructing a health clinic to provide medical assistance to low-income, homeless and medically underserved residents in the South of Market Redevelopment Project Area (the "Project Area"). A second airspace parcel (Lot 242) was leased back to Mercy Housing for the construction of 48 units of permanent, affordable housing for low-income families. The SFRA retained the land and garage (Lot 240) under the airspace parcels. The mixed-use project, Westbrook Plaza, was completed in 2010. Westbrook Plaza is a four-story building constructed atop a subsurface parking garage. The health clinic occupies the first two levels of the building, while the affordable housing development occupies the balance.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The following presents the information requested pursuant to Section 34191.5 of the California Health and Safety Code for the Site. The Site is also shown on Attachment A (Map of South of

Market Health Center) and Attachment B (DOF Tracking Sheet for Other Properties), as Nos. ~~30~~14 and ~~31~~15.

Date of Acquisition

SMHC and Mercy Housing purchased the Site in 2003. In 2008, the SFRA acquired what is currently Block 3731, Lot 240 from SMHC and Mercy and leased a portion (Block 3731, Lot 241) back to SMHC to construct the health clinic. At the same time, a separate lease was executed with Mercy Housing for Lot 242.

Value of Property at Time of Acquisition

The total cost to the SFRA of acquiring the property, including the land and the airspace parcels for both the health clinic and the affordable housing, was $5,578,801. The value of the portion that was leased back to SMHC, determined at the use and with the conditions, covenants, and development costs required by the lease, was $1,600,000.

Estimate of the Current Value

The use of Block 3731, Lot 241 is limited by the ground lease to "the construction and operation of an approximately 20,000-square-foot health clinic." ~~(Article 8.02(a))~~ (Article 8.02(a)). The current value of $4,367,542 is based on fair market value as reflected in the Successor Agency's Due Diligence Review of Non-Housing Assets submitted to the State Department of Finance.

The use of Block 3741, Lot 240, is restricted by the Declaration Established Reciprocal Easements and Covenants Running with the Land ("REA") to parking for the health clinic and the affordable housing. SMHC pays rent to the Successor Agency of $1 per year. Because the use is restricted, ~~the Site~~this parcel has no current value.

Purpose for which the Property was Acquired

The SFRA acquired the property in order to assist in the creation of the new health clinic to promote continuing medical care to residents of the Project Area, and to provide affordable housing.

Address/Location

The Site is located at 227-255 Seventh ~~Avenue~~Street in the South of Market neighborhood and includes two parcels: Block 3731, Lots 240 and 241. Lot 240 is entirely below ground. Lot 241 is directly above Lot 240 and is adjacent to and below Block 3731, Lot 242, which is occupied by the affordable housing development.

Lot Size

According the City's Assessor-Recorder's Office, Block 3731, Lot 240 contains approximately ~~22,618~~46,274 square feet of underground garage space~~.~~, and Block 3731, Lot 241 contains approximately ~~18,580~~62,335 square feet of health clinic space.

Current Zoning

Under the San Francisco Planning Code, the Site is zoned RED (South of Market Residential Enclave) with a height limit of 65 feet.

Estimate of the Current Value (Including Appraisal Information)

The use of Block 3731, Lot 241 is limited by the ground lease to "the construction and operation of an approximately 20,000-square-foot health clinic." (Article 8.02(a~~)))~~). The ~~use~~current value of ~~Block 3741, Lot 240,~~$4,367,542 is ~~restricted by the REA to parking for the health clinic and the affordable housing. SMHC pays rent to~~based on fair market value as reflected in the Successor ~~Agency of $1 per year. Because the use is restricted, the Site has no current value.~~Agency's Due Diligence Review of Non-Housing Assets submitted to the State Department of Finance.

The use of Block 3741, Lot 240, is restricted by the Declaration of Established Reciprocal Easements and Covenants Running with the Land ("REA") to parking for the health clinic and the affordable housing. SMHC pays rent to the Successor Agency of $1 per year. Because the use is restricted, this parcel has no current value.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

Under the ground lease, SMHC pays rent of $1 per year to the Successor Agency.

History of Environmental Contamination, Studies, Remediation Efforts

The Site has no significant history of environmental contamination.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

The Site is within the dense, transit-rich South of Market neighborhood in Downtown San Francisco. The health clinic is within easy walking distance of several thousand residential units and is accessible by Bay Area Rapid Transit (BART) trains (2 blocks to Civic Center BART Station) and San Francisco Municipal Transportation Agency (MTA) buses and trains.

History of Previous Development and Leasing Proposals

The development of the Site was completed in 2010.

Disposition of the Property

The Successor Agency is proposing to transfer the Site to the Housing Successor Agency pursuant to Redevelopment Dissolution Law. Section 34176 (f) of the Redevelopment Dissolution Law states: "If a development includes both low- and moderate-income housing that meets the definition of a housing asset under subdivision (e) and other types of property use, including, but not limited to, commercial use, governmental use, open space, and parks, the oversight board shall consider the overall value to the community as well as the benefit to taxing entities of keeping the entire development project intact or dividing the title and control over the property between the housing successor and the successor agency or other public or private agencies."

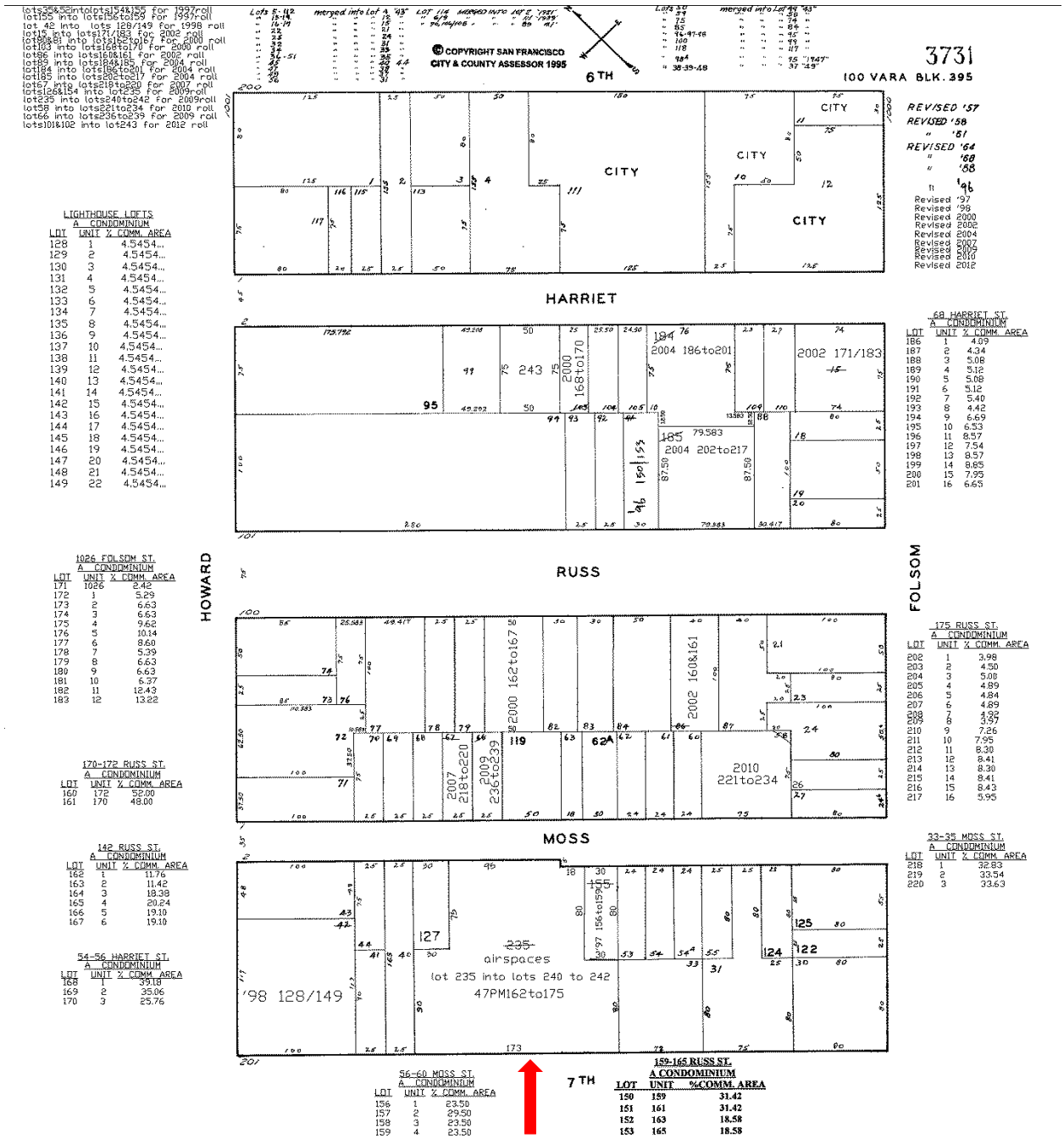
The City's Housing Successor Agency already owns Block 3731, Lot 242, the airspace parcel that includes the affordable housing development. Transferring Block 3731, Lots 240 and 241, to the Housing Successor Agency would keep the entire development project intact. The overall value of Westbrook Plaza is enhanced by keeping it intact as was originally intended. The affordable housing complements the vision of the health clinic to serve the needs of low-income households, and the residents of the affordable housing benefit from having the clinic within their building. In addition, because the two uses share various operating expenses, having the entire development owned by a single entity will result in greater management efficiency.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See above section.

Attachment A: Map of Westbrook Plaza
Attachment B: DOF Tracking Sheet – Other Properties

Attachment A
Map of Westbrook Plaza



lots35&52into lots154&155 for 1997roll
lot155 into lots156to159 for 1997roll
lot 42 into lots 128/149 for 1998 roll
lot15 into lots121/183 for 2002 roll
lots80&81 into lots165to167 for 2000 roll
lot183 into lots168to170 for 2000 roll
lot86 into lots160&161 for 2002 roll
lot89 into lots184&185 for 2004 roll
lot184 into lots186to201 for 2004 roll
lot185 into lots202to217 for 2004 roll
lot67 into lots218to220 for 2007 roll
lots26&154 into lot235 for 2009roll
lot235 into lots240to242 for 2009roll
lot58 into lots221to234 for 2010 roll
lot66 into lots236to239 for 2009 roll
lots101&102 into lot243 for 2012 roll

LIGHTHOUSE LOFTS
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
128	1	4.5454...
129	2	4.5454...
130	3	4.5454...
131	4	4.5454...
132	5	4.5454...
133	6	4.5454...
134	7	4.5454...
135	8	4.5454...
136	9	4.5454...
137	10	4.5454...
138	11	4.5454...
139	12	4.5454...
140	13	4.5454...
141	14	4.5454...
142	15	4.5454...
143	16	4.5454...
144	17	4.5454...
145	18	4.5454...
146	19	4.5454...
147	20	4.5454...
148	21	4.5454...
149	22	4.5454...

1026 FOLSOM ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
171	1026	2.42
172	1	5.29
173	2	6.63
174	3	6.63
175	4	9.62
176	5	10.14
177	6	8.60
178	7	5.39
179	8	6.63
180	9	6.63
181	10	6.37
182	11	12.43
183	12	13.22

170-172 RUSS ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
160	172	52.00
161	170	48.00

142 RUSS ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
162	1	11.76
163	2	11.42
164	3	18.38
165	4	20.24
166	5	19.10
167	6	19.10

54-56 HARRIET ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
168	1	39.18
169	2	35.06
170	3	25.76

68 HARRIET ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
186	1	4.09
187	2	4.34
188	3	5.08
189	4	5.12
190	5	5.08
191	6	5.12
192	7	5.40
193	8	4.42
194	9	6.69
195	10	6.53
196	11	8.57
197	12	7.54
198	13	8.57
199	14	8.65
200	15	7.95
201	16	6.65

175 RUSS ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
202	1	3.98
203	2	4.50
204	3	5.00
205	4	4.89
206	5	4.84
207	6	4.89
208	7	4.92
209	8	3.97
210	9	7.26
211	10	7.95
212	11	8.30
213	12	8.41
214	13	8.30
215	14	8.41
216	15	8.43
217	16	5.95

33-35 MOSS ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
218	1	32.83
219	2	33.54
220	3	33.63

56-60 MOSS ST.
A CONDOMINIUM

LOT	UNIT	% COMM. AREA
156	1	23.50
157	2	23.50
158	3	23.50
159	4	23.50

159-165 RUSS ST.
A CONDOMINIUM

LOT	UNIT	%COMM. AREA
150	159	31.42
151	161	31.42
152	163	18.58
153	165	18.58

Attachment B
DOF Tracking Sheet – Other Properties

(See Tab ~~L~~I)

LONG-RANGE PROPERTY MANAGEMENT PLAN
HUNTERS POINT MINI-PARKS

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") which includes the disposition of seven mini-parks located in the former Hunters Point Redevelopment Project Area (the "Mini-Parks"). The seven Mini-Parks are identified by their former redevelopment disposition parcel names (i.e., D-2, DD-4~~,~~ (Shoreview Park), E-2, E-4, F-2, FF-7~~,~~ (Adam Rogers Park), and HH-2).

The Mini-Parks were developed to serve adjacent affordable housing projects in the early 1970s. The former San Francisco Redevelopment Agency (the "SFRA") acquired the Mini-Parks as part of a larger land acquisition from the San Francisco Housing Authority ("SFHA") and the City and County of San Francisco (the "City") to fulfill the redevelopment program contained in the Hunters Point Redevelopment Plan (the "HP Plan"). The land was acquired at little or no cost and then sold to residential developers to create the new Hunters Point community. New open spaces and parks were also built, and the SFRA was able to transfer other park lands it owned to adjacent property owners. ~~It~~However, it was unable to transfer the seven Mini-Parks for a variety of reasons and continues to own them. Due to their irregular shapes and topographical challenges, the Mini-Parks are not useable for anything other than open space. They were all improved with open space areas, pedestrian walkways and stairs, and parks, and are currently maintained by either the City and County of San Francisco (the "City") or the adjacent property owners. Only one Mini-Park (DD-4), otherwise known as Shoreview Park, is still maintained by the Successor Agency.

Disposition Plan. Two Mini-Parks (~~DD-4~~Shoreview Park and ~~FF-7~~Adam Rogers Park) function as traditional city parks, and one (Adam Rogers Park) is adjacent to a park owned and maintained by the City. These two Mini-Parks will be transferred to the City for a governmental purpose. The remaining five Mini-Parks (D-2, E-2, E-4, F-2, and HH-2) primarily serve as open space and walkways for the adjacent affordable housing projects. These Mini-Parks will be sold at fair market value to the adjacent property owners. The fair market value is estimated to be zero because they have no development potential and have already been improved with open space areas, pedestrian walkways and stairs.

BACKGROUND

In the 1960s and 1970s, the SFRA acquired large blocks of land in the Hunters Point Redevelopment Project Area ("Hunters Point") from the SFHA and the City, acting through the San Francisco Unified School District, to implement the redevelopment program envisioned in the HP Plan, which primarily consisted of new affordable residential development and open

spaces. All of the land the SFRA acquired (except the Mini-Parks) was sold or transferred to developers to construct the residential units and associated open spaces.

The U.S. Department of Housing and Urban Development, or HUD, provided low-cost construction financing to some of the affordable housing developers. Due to HUD's statutory mortgage limits, operating costs at these projects had to be substantially reduced. Operating costs included property management costs for the open spaces surrounding the affordable housing projects. As a result, the SFRA had to retain ownership of five of the Mini-Parks~~,~~ (D-2, E-2, E-4, F-2, and HH-2), and pay for their upkeep, to keep the operating costs down for the affordable housing projects.

The Mini-Parks are comprised primarily of irregularly shaped lots with moderate to very steep sloping terrain. Some include usable open space/parkland. The majority of the Mini-Parks have limited street frontage and are undevelopable for anything other than open spaces and pedestrian walkways. The following provides a detailed description of each Mini-Park:

- **Mini-Park D-2** – Stairwells and walkways between existing residential units, with a small seating plaza off of McKinnon Avenue (0.36 acres); maintained by adjacent property owner.
- **Mini-Park DD-4** – Shoreview Park, a small neighborhood park with children's play equipment and grassy area (approximately .5~~.0~~ acres); maintained by Successor Agency.
- **Mini-Park E-2** – A staircase running between residential buildings, connecting Commer Court to an overlook and grassy area (0.27 acres); maintained by adjacent property owner.
- **Mini-Park E-4** – A small triangular grassy area with a trash enclosure serving the adjacent, surrounding residential buildings (0.06 acres); maintained by adjacent property owner.
- **Mini-Park F-2** – Stairs and pathways located between existing residential buildings (0.36 acres); maintained by adjacent property owner.
- **Mini-Park FF-7** – A landscaped parcel that has been incorporated into the publically-owned Adam Rogers Park, which directly abuts Mini-Park FF-7 (0.16 acres); maintained by City.
- **Mini-Park HH-2** – Small grassy area between existing residential buildings and Ingalls Street (0.18 acres); maintained by adjacent property owner.

The SFRA was unable to transfer the Mini-Parks despite repeated attempts to do so over the years. The City and adjacent property owners expressed concerns in the past over liability, capital improvement costs, and property management costs.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The following presents the information requested pursuant to Section 34191.5 of the California Health and Safety Code for the Mini-Parks. These properties are also shown on Attachment A (Map of Hunters Point Mini-Parks) and Attachment B (DOF Tracking Sheet for Other Properties), as Nos. ~~32~~ 16 through ~~38~~22.

Date of Acquisition

The Mini-Parks were acquired in 1969 and 1972 as part of large land acquisitions from the SFHA and the City. See Attachment B for acquisition dates for the Mini-Parks.

Value of Property at Time of Acquisition

The SFRA acquired the land from the SFHA for $0. The SFRA acquired the land from the City (which included the land for Shoreview Park) for $125,169, which was an amount negotiated between the SFRA, the City, and HUD, and does not reflect the land's market value at the time.

Purpose for which the Mini-Parks were Acquired

As mentioned, the land on which the Mini-Parks now sit was acquired as part of two large land acquisitions by the SFRA to implement the redevelopment program contained in the HP Plan. The HP Plan called for a new Hunters Point community with new affordable residential development, new streets, and new parks and open spaces. The land was acquired at little or no cost and then sold to residential developers to create the new Hunters Point community. New open spaces and parks were also built, and the SFRA was able to transfer other park lands it owned to adjacent property owners. The SFRA retained ownership of ~~the~~ Mini-Parks D-2, E-2, E-4, F-2, and HH-2 at the time to reduce operating costs for the adjacent affordable housing projects so that HUD's statutory mortgage requirements could be met. The remaining two mini-parks, DD-4 (Shoreview Park) and FF-7 (Adam Rogers Park), were constructed by the SFRA specifically to be fully-functioning, stand-alone, neighborhood parks, instead of open spaces integrated into adjacent residential developments like all of the rest of the mini-parks. Over the years, the SFRA attempted to transfer the Mini-Parks to adjacent property owners and/or the City but was unsuccessful.

Address/Location

See Attachment B for the specific locations of the Mini-Parks. A map of the Mini-Parks is attached as Attachment A.

Lot Size

See Attachment B for the lot sizes of the Mini-Parks. A map of the Mini-Parks is attached as Attachment A.

Current Zoning

All of the Mini-Parks are zoned for residential uses, consistent with the abutting residential land uses. Specifically, the following is a description of the maximum residential development allowed under each of the three residential zoning districts that apply to the Mini-Parks:

- RH-1 (House, One Unit) – Applies to Mini-Park FF-7 and allows one residential dwelling unit per lot, up to one unit per 3,000 square feet of lot area (maximum of three units) with conditional use approval.
- RH-2 (House, Two Units) – Applies to Mini-Parks D-2, DD-4, E-2, E-4, and F-2 and allows two residential dwelling units per lot, up to one unit per 1,500 square feet of lot area (maximum of three units) with conditional use approval.
- RM-1 (Mixed Apartments/Houses - Low Density) – Applies to Mini-Park HH-2 and allows three dwelling units per lot or one dwelling unit per 800 square feet of lot area.

Estimate of the Current Value (Including Appraisal Information)

Due to their irregular shapes and topographical challenges, the Mini-Parks are not useable for anything other than open space. The fair market value is estimated to be zero because they have no development potential and have already been improved with open space areas, pedestrian walkways and stairs. No appraisal information is available.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

None of the Mini-Parks has ever generated any revenues.

History of Environmental Contamination, Studies, Remediation Efforts

According to a Phase I and II Environmental Site Assessment Study (the "ESA") prepared for Mini-Park DD-4 ("Shoreview Park") in June 2006, the Mini-Parks are located on land that generally was unoccupied until about World War II (1941-1945) when Hunters Point was developed with military housing. The ESA did find elevated levels of nickel, chromium and cobalt in the soils of Mini-Park DD-4, which they attribute to the fact that the soils are derived from the native serpentine bedrock at the site, which usually contains slightly elevated levels of these metals. The levels were within the range of naturally occurring metals in serpentine rock. The other Mini-Parks may also have been built on similar serpentine rock due to their proximity to Mini-Park DD-4, so they also could be expected to have elevated levels of these metals. No other significant contaminates were identified by the ESA. The ESA recommended additional studies of Mini-Park DD-4 and additional safety precautions when working with exposed serpentine bedrock.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

Hunters Point is well-served by several municipal bus lines, and is near the City's light-rail system that runs along Third Street.

History of Previous Development and Leasing Proposals

No previous development or leasing proposals for the Mini-Parks exist.

Disposition of the Mini-Parks

Two Mini-Parks currently function as traditional city parks. Mini-Park DD-4, Shoreview Park, is surrounded by residential development and Mini-Park FF-7 is a portion of Adam Rogers Park, which is a park the City already owns and manages. These two Mini-Parks will be transferred to the City for a governmental purpose. The transfer date is expected in ~~2014/2015~~2016/2017.

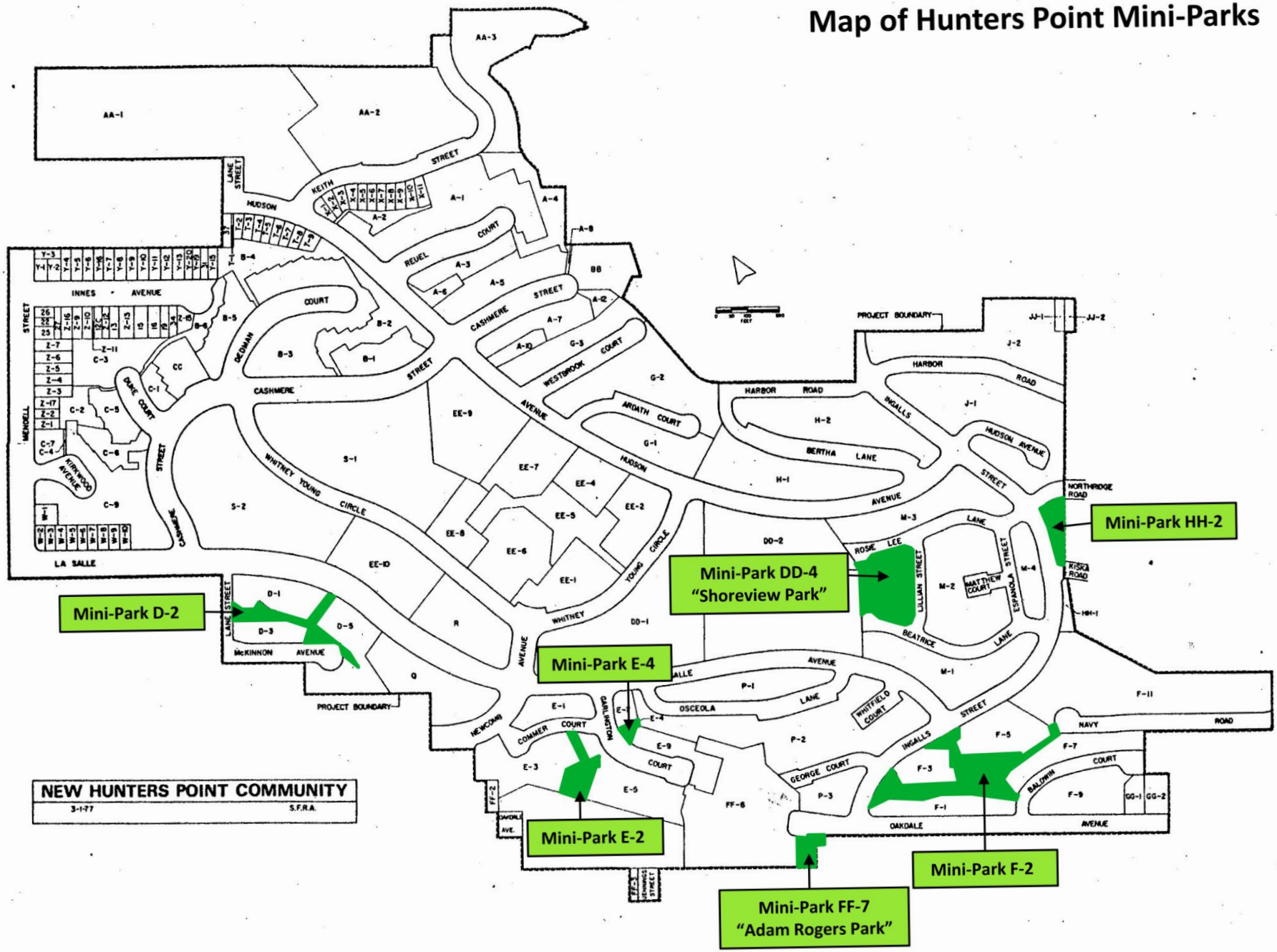
The remaining five Mini-Parks (D-2, E-2, E-4, F-2, and HH-2) primarily serve as open space and walkways for the adjacent affordable housing projects. These Mini-Parks will be sold at fair market value to the adjacent property owners. However, in the event that the adjacent property owners are unwilling to acquire the Mini-Parks, the Successor Agency would transfer the Mini-Parks to the City for a governmental purpose (i.e., open space and walkways for the adjacent affordable housing projects). The fair market value is estimated to be zero because they have no development potential and have already been improved with open space areas, pedestrian walkways and stairs. The transfer date is expected in ~~2014/2015~~2016/2017.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

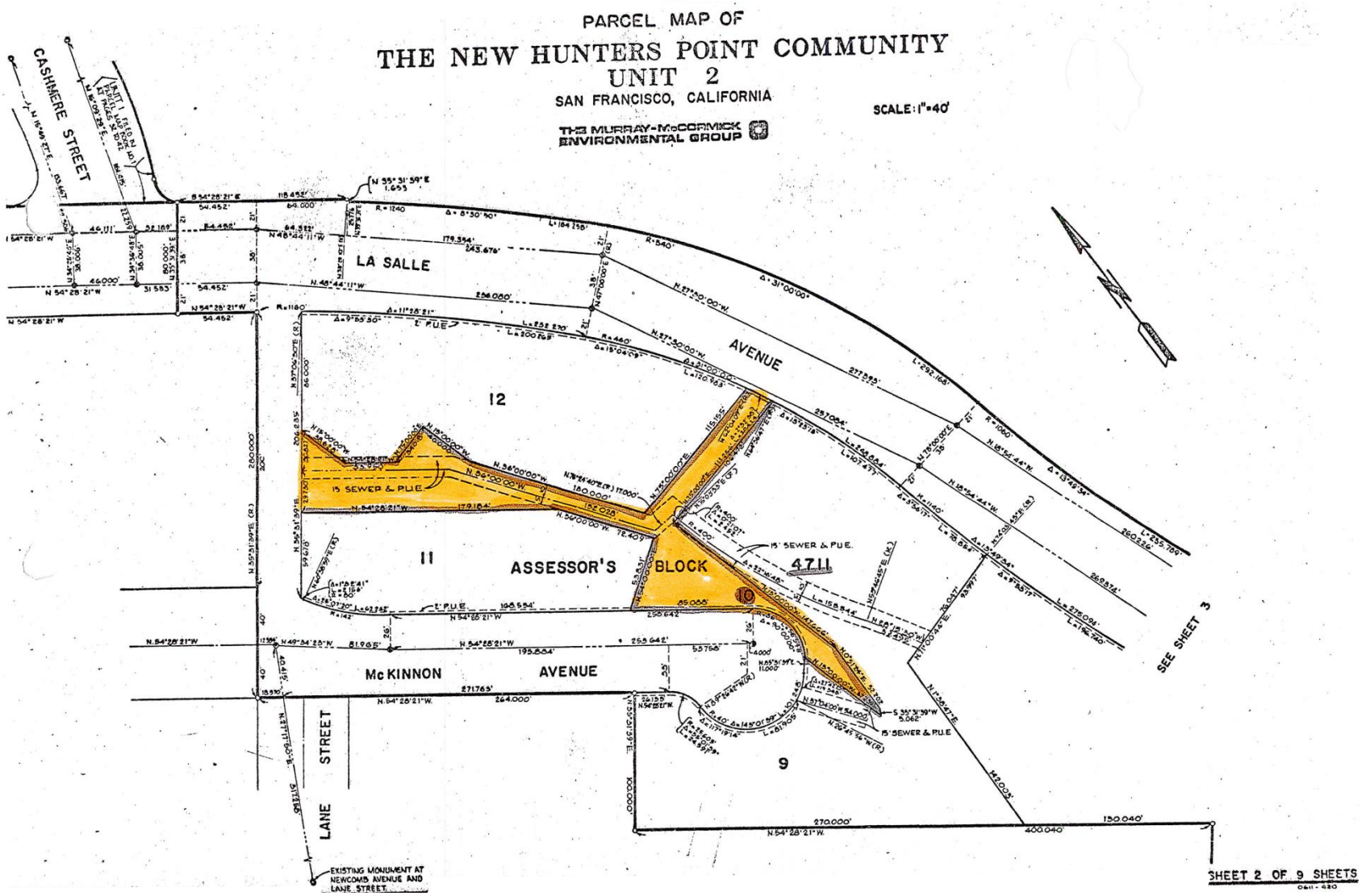
See above section.

Attachment A: Map of Hunters Point Mini-Parks
Attachment B: DOF Tracking Sheet – Other Properties

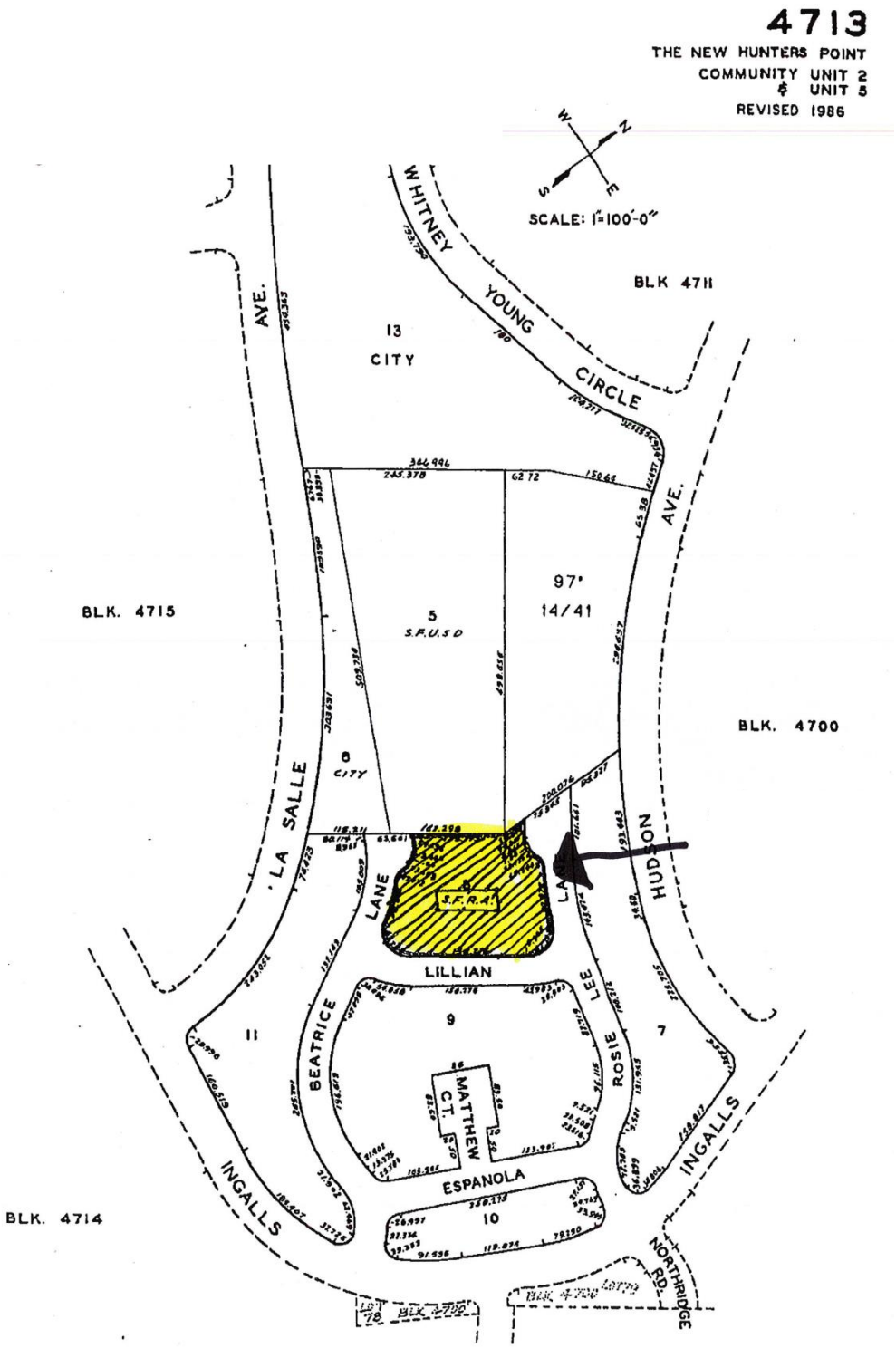
Attachment A
Map of Hunters Point Mini-Parks



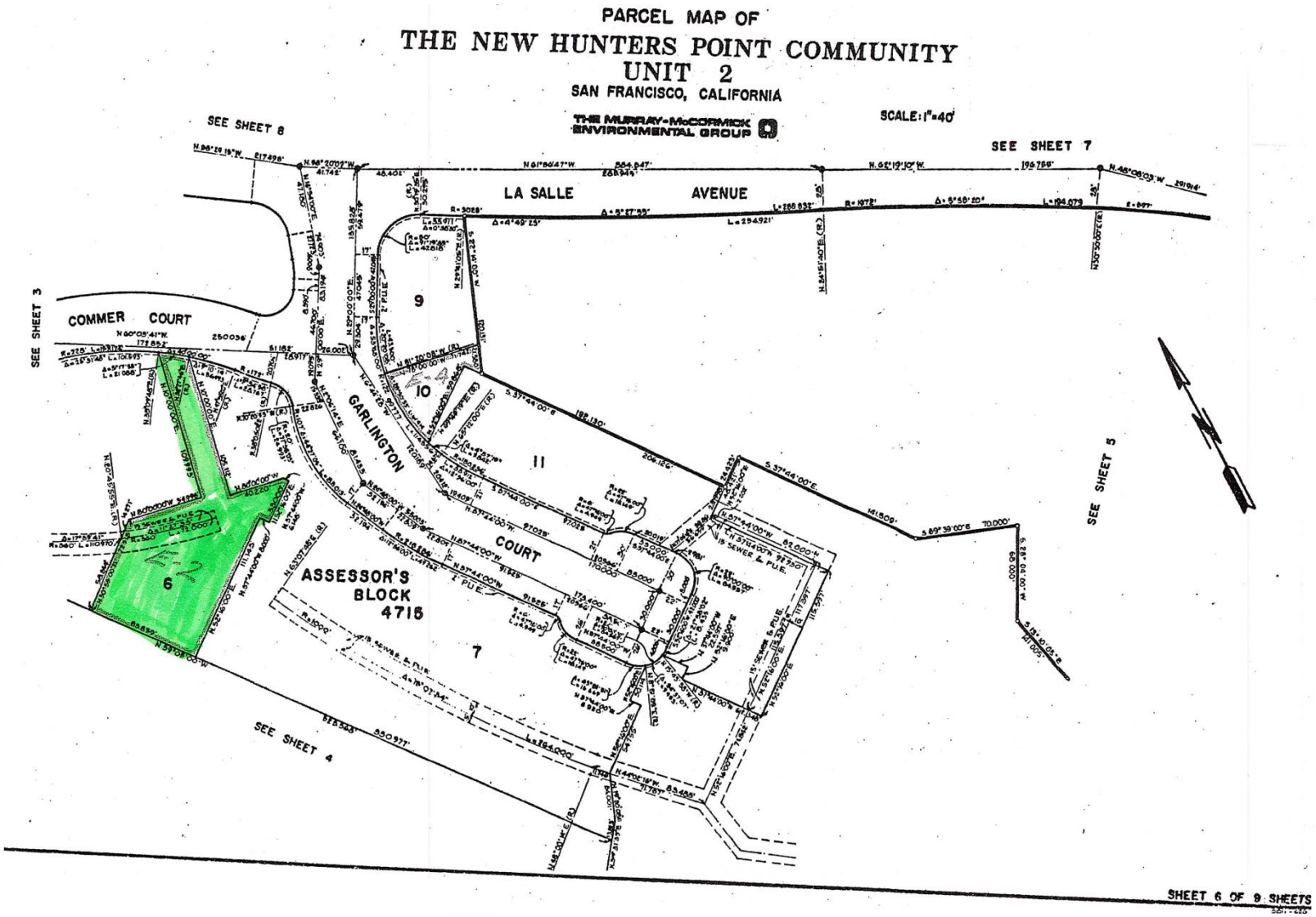
Mini-Park D-2


PARCEL MAP OF
THE NEW HUNTERS POINT COMMUNITY
UNIT 2
SAN FRANCISCO, CALIFORNIA
SCALE: 1" = 40'
THE MURRAY-McCORMICK ENVIRONMENTAL GROUP
CASHMERE STREET
LA SALLE
AVENUE
12
15' SEWER & P.U.E.
11
ASSESSOR'S BLOCK
4711
10
McKINNON AVENUE
LANE STREET
9
SEE SHEET 3
EXISTING MONUMENT AT NEWCOMB AVENUE AND LANE STREET.
SHEET 2 OF 9 SHEETS

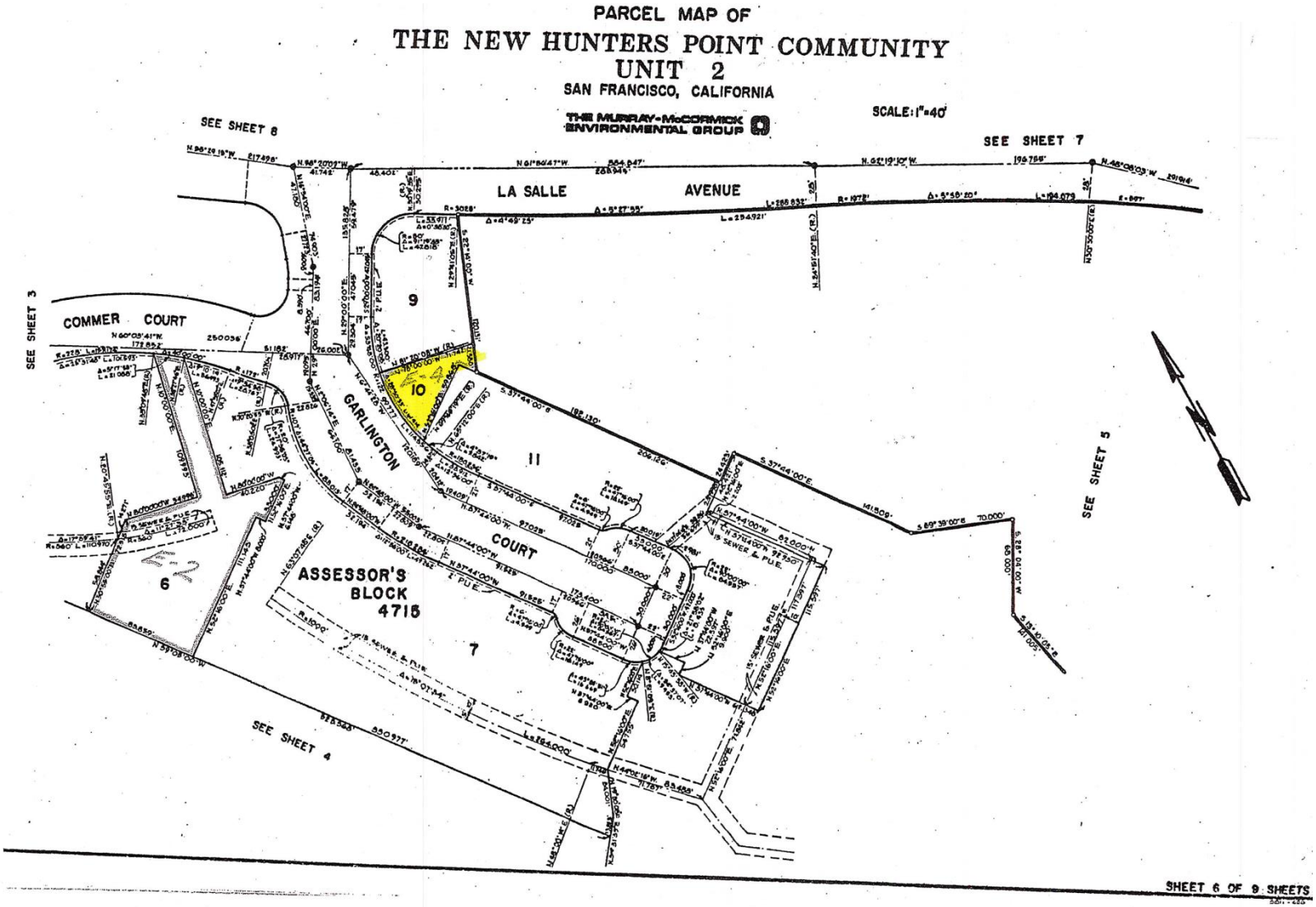
Mini-Park DD-4 (Shoreview Park)



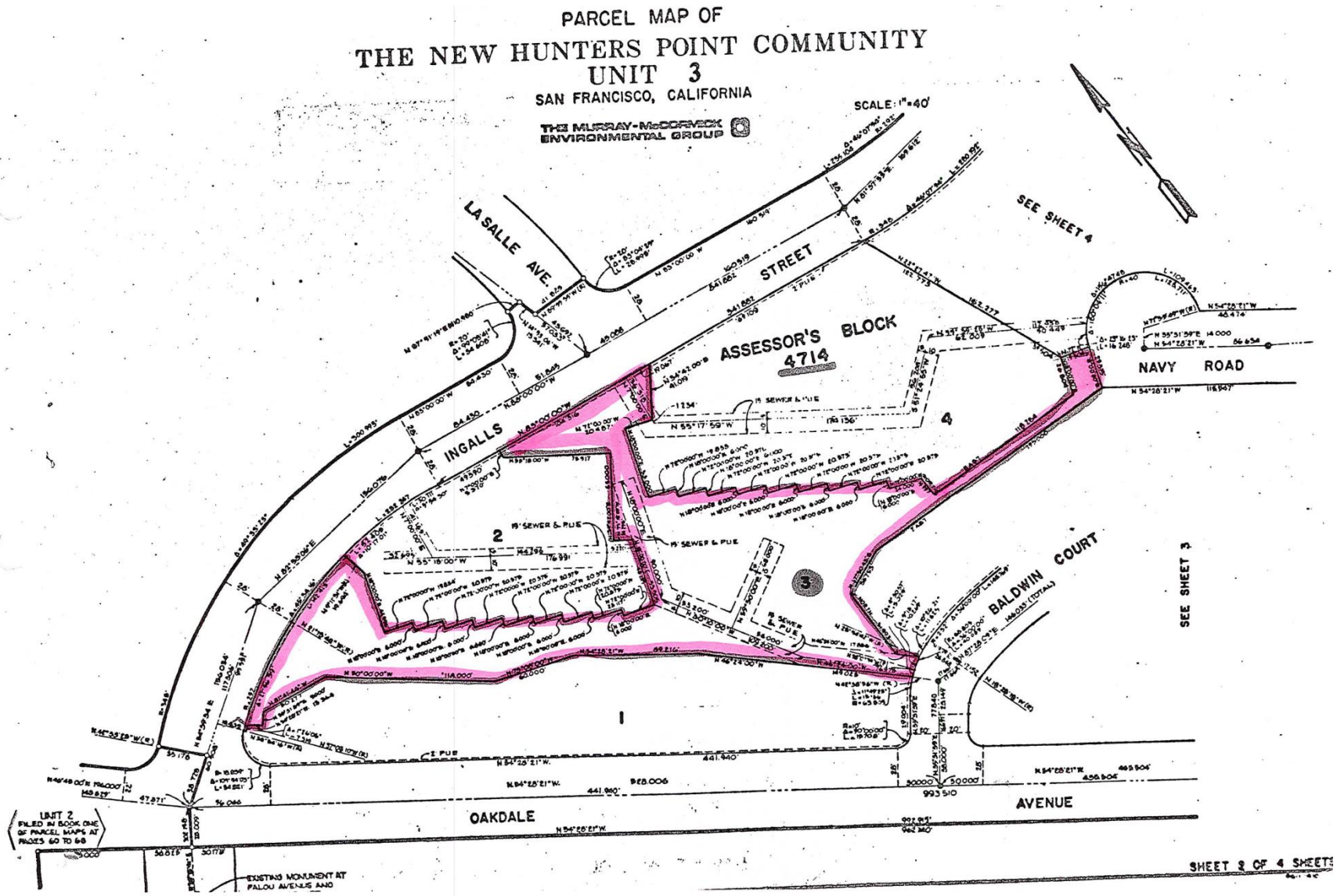
Mini-Park E-2


PARCEL MAP OF
THE NEW HUNTERS POINT COMMUNITY
UNIT 2
SAN FRANCISCO, CALIFORNIA
THE MURRAY-McCORMICK ENVIRONMENTAL GROUP
SCALE: 1" = 40'
SEE SHEET 8
SEE SHEET 7
SEE SHEET 3
SEE SHEET 5
SEE SHEET 4
LA SALLE AVENUE
COMMER COURT
GARLINGTON COURT
ASSESSOR'S BLOCK 4715
6
7
9
10
11
SHEET 6 OF 9 SHEETS

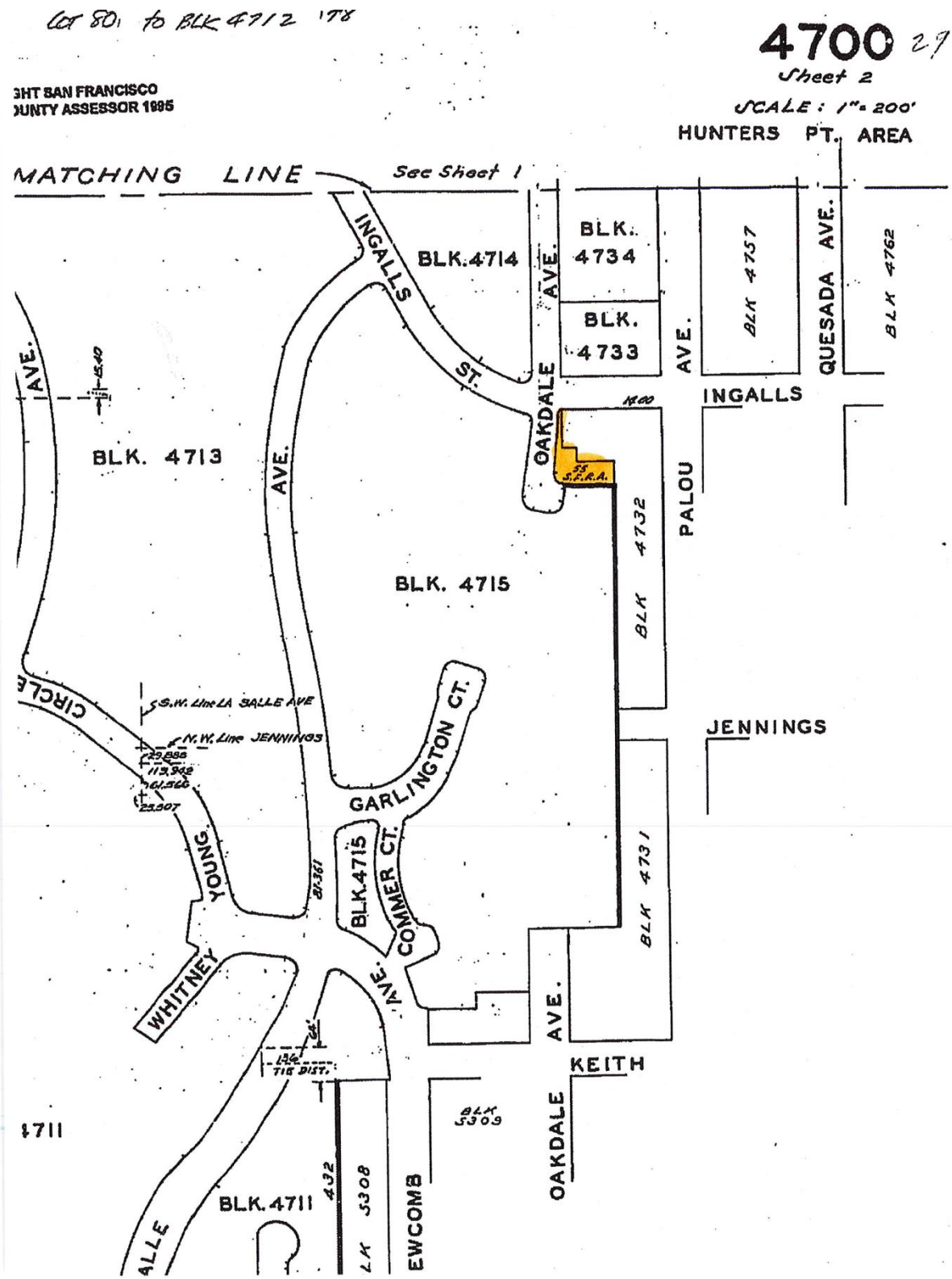
Mini-Park E-4


PARCEL MAP OF
THE NEW HUNTERS POINT COMMUNITY
UNIT 2
SAN FRANCISCO, CALIFORNIA
THE MURRAY-McCORMICK ENVIRONMENTAL GROUP
SCALE: 1" = 40'
SEE SHEET 8
SEE SHEET 7
SEE SHEET 3
SEE SHEET 5
SEE SHEET 4
LA SALLE AVENUE
COMMER COURT
GARLINGTON COURT
ASSESSOR'S BLOCK 4715
9
10
11
6
7
E-4
E-2
SHEET 6 OF 9 SHEETS

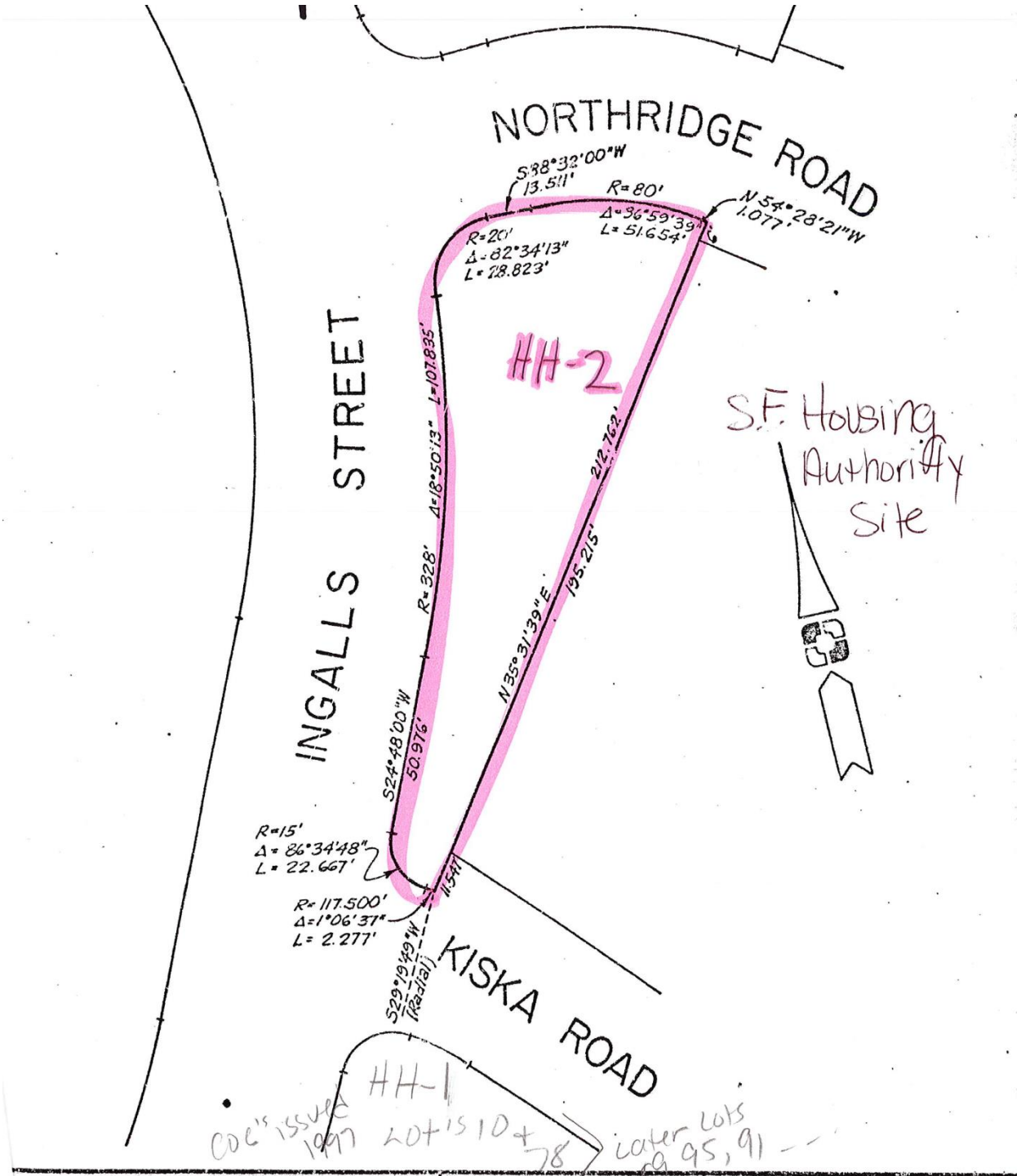
Mini-Park F-2


PARCEL MAP OF
THE NEW HUNTERS POINT COMMUNITY
UNIT 3
SAN FRANCISCO, CALIFORNIA
SCALE: 1" = 40'
THE MURRAY-McCORMICK ENVIRONMENTAL GROUP
LA SALLE AVE.
STREET
ASSESSOR'S BLOCK
4714
SEE SHEET 4
NAVY ROAD
INGALLS
BALDWIN COURT
SEE SHEET 3
OAKDALE
AVENUE
UNIT 2
FILED IN BOOK ONE OF PARCEL MAPS AT PAGES 60 TO 68
EXISTING MONUMENT AT PALOU AVENUE AND
SHEET 3 OF 4 SHEETS

Mini-Park FF-7 (Adam Rogers Park)



Mini-Park HH-2



HE MURRAY-McCORMICK NVIRONMENTAL GROUP SYSTEMS ANALYSIS · PLANNING · SURVEYING · ENGINEERING	DRAWN BY PRB DESIGNED BY MDM CHECKED BY JEY DATE Feb. 19, 1976 SCALE 1" = 40'	SFHA INGALLS STREET PARCEL

on Bruning 40-107

File No. 1843-090

Attachment B
DOF Tracking Sheet – Other Properties

(See Tab ~~L~~I)

LONG-RANGE PROPERTY MANAGEMENT PLAN
MUSEUM AIRSPACE PARCEL
ABOVE AND BELOW THE CONTEMPORARY JEWISH MUSEUM

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") which includes the disposition of an airspace parcel that is located both above and below the Contemporary Jewish Museum (the "Jewish Museum") (the "Museum Airspace Parcel"). The former redevelopment agency ("SFRA") originally acquired the land on which the Jewish Museum sits during the 1960s and 1970s with federal urban renewal funds, and was required to use the federal funds to carry out redevelopment activities in accordance with the Yerba Buena Center Redevelopment Plan (the "YBC Plan") and the federal standards for urban renewal under Title I of the Housing Act of 1949.

Toward that end, the SFRA entered into a disposition and development agreement with the Jewish Museum in 1995 for the development of a 63,000-square-foot museum on the site, which included a historic brick power station, known as the "Jessie Street Substation" (as amended and restated, the "DDA"). In 2006, the SFRA sold the land and the airspace for the future Jewish Museum to the Jewish Museum, but retained ownership of the Museum Airspace Parcel. The Jewish Museum opened in 2008, and included space in the renovated Jessie Street Substation and new construction (See Attachment A).

Disposition Plan. The Successor Agency proposes to sell the Museum Airspace Parcel to the Jewish Museum, as the only interested buyer, for fair market value. The Museum Airspace Parcel has no market value, as more fully discussed below. The Jewish Museum has expressed an interest in purchasing the Museum Airspace Parcel with use restrictions that allow museum and ancillary uses only.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The following presents the information requested pursuant to Section 34191.5 of the California Health and Safety Code for the Museum Airspace Parcel. This property is also shown on Attachment A (Photo of Contemporary Jewish Museum) and Attachment B (DOF Tracking Sheet for Other Properties), as No. ~~39~~23.

Date of Acquisition

The lots that comprise the land on which the Jewish Museum sits were acquired between 1967 and 1971. The associated subterranean and air rights associated with those lots were acquired at the same time. See Attachment B for additional details.

Value of Property at Time of Acquisition

The value of the land (which included the subterranean and air rights) on which the Jewish Museum sits was $445,549 at the time of acquisition.

Estimate of the Current Value

The estimated current value of the Museum Airspace Parcel is zero. The airspace above the Jewish Museum is not developable. All of the development rights ~~above~~(236,000 square feet) associated with the Jewish Museum site were ~~sold, pursuant to the DDA~~transferred as transferable development rights ("TDR"), to offset the cost of rehabilitating the historic Jessie Street Substation and constructing the Jewish Museum. The TDRs were distributed to the following transfer sites:

1. 246 Second Street (29,000 sf)
2. Jessie Square Garage (23,575)
3. 301 Mission Street (168,300)
4. Jewish Museum site (15,125)

The airspace below the Jewish Museum is not accessible~~,~~; the distance between the Jewish Museum's basement floor and ~~therefore~~its below grade property line is about 11 feet. Existing within that 11-foot section of land is the Jewish Museum's foundation structure and solid earth. Therefore, the Successor Agency's land below the Jewish Museum's property is not accessible from the museum's basement and is not developable. ~~Its use is limited to storage for the Jewish Museum.~~

Purpose for which the Museum Airspace Parcel was Acquired

As mentioned in the Executive Summary, the SFRA originally acquired the land on which the Jewish Museum sits during the 1960s and 1970s with federal urban renewal funds, and was required to use the federal funds to carry out redevelopment activities in accordance with the YBC Plan and the federal standards for urban renewal under Title I of the Housing Act of 1949.

Address/Location

The Museum Airspace Parcel is located above and below the Jewish Museum, which is located at 736 Mission Street. A photo of the Jewish Museum is attached as Attachment A.

Lot Size

The footprint of the Jewish Museum is approximately 20,300 square feet. The Museum Airspace Parcel includes (1) the airspace above the top of the Jewish Museum to infinity, and (2) the airspace from the bottom of the Jewish Museum to the center of the earth.

Current Zoning

The Museum Airspace Parcel falls under the zoning controls established in the City Planning Code within the Downtown Retail (C-3-R) District. The C-3-R District is a regional center for comparison shopper retailing and direct consumer services. The base Floor-Area-Ratio, or FAR, in the C-3-R District is 6.0 to 1. The base FAR can be increased to a maximum FAR of 9.0 to 1 with the purchase of transferable development rights. Building heights are limited to 400 feet.

Estimate of the Current Value (Including Appraisal Information)

As mentioned above, the estimated current value of the Museum Airspace Parcel is zero. No appraisal information is available.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

Neither the SFRA nor the Successor Agency has received any revenue from the Museum Airspace Parcel.

History of Environmental Contamination, Studies, Remediation Efforts

A general survey of environmental conditions was conducted as part of the 1995 Environmental Impact Report for the Yerba Buena Center Redevelopment Project Area (the "EIR"), including the land on which the Jewish Museum now sits. The EIR noted the area's industrial past and the use of unknown sources of fill dirt over the years. As a result, the EIR noted that soil contamination and other hazards, such as underground storage tanks, were likely to be found during construction. When the Jewish Museum and surrounding improvements were constructed, various mitigation measures were implemented according to recommendations contained in the EIR, such as excavating and disposing of contaminated groundwater and soil.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

The Jewish Museum is well-served by public transit, with both local and regional service provided nearby. Local service is provided by the Muni bus lines, which can be used to access regional transit. Service to and from the East Bay is provided by BART, AC Transit, and ferries; service to and from the North Bay is provided by Golden Gate Transit buses and ferries; service to and from the Peninsula and South Bay is provided by Caltrain, SamTrans, and BART. Under the City Planning Code, C-3-R Districts are compact in area and easily traversed on foot. They are well-served by City and regional transit. To encourage pedestrian activity and minimize conflicts between pedestrians and vehicles, parking facilities tend to be located at the periphery of C-3-R Districts.

The disposition of the Museum Airspace Parcel for ancillary uses associated with the Jewish Museum fulfills the planning objectives contained in the YBC Plan.

History of Previous Development and Leasing Proposals

No previous development or leasing proposals for the Museum Airspace Parcel have been made.

Disposition of the Museum Airspace Parcel

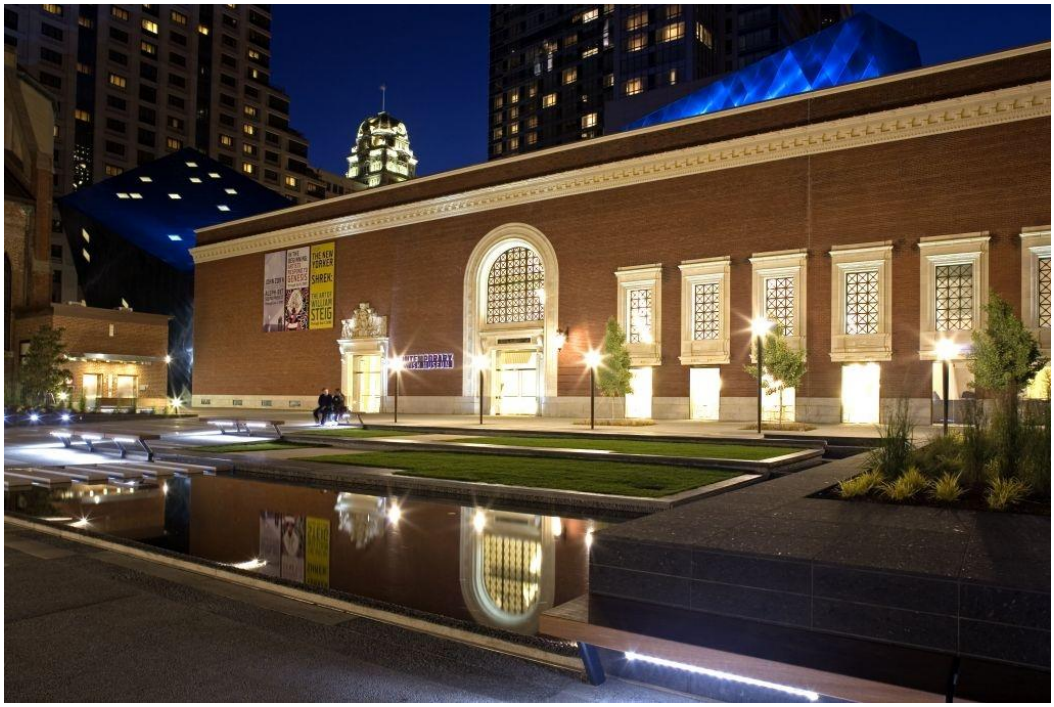
The Successor Agency proposes to sell the Museum Airspace Parcel to the Jewish Museum, as the only interested buyer, for fair market value. The Museum Airspace Parcel has no value, because it is not developable. The Jewish Museum has expressed an interest in purchasing the Museum Airspace Parcel with use restrictions that allow museum and ancillary uses only.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

N/A

Attachment A: Photo of Contemporary Jewish Museum
Attachment B: DOF Tracking Sheet – Other Properties

Attachment A
Contemporary Jewish Museum at Night



Attachment B
DOF Tracking Sheet – Other Properties

(See Tab ~~L~~I)

LONG-RANGE PROPERTY MANAGEMENT PLAN

BLOCK 201 EASEMENT FOR UNDERGROUND TELEPHONE LINES

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the disposition of an Easement for Underground Telephone Lines, reserved by the former San Francisco Redevelopment Agency (the "SFRA) on behalf of Pacific Telephone and Telegraph, recorded October 16, 1964 as Instrument No. N32945, Book A830, Page 550 of Official Records of San Francisco (the "Easement" or the "Property"). The Easement was covered by the Embarcadero-Lower Market Approved Redevelopment Plan (Golden Gateway), which expired by its own terms on January 1, 2011.

AT&T, the successor-in-interest to Pacific Telephone & Telegraph Company, does not maintain facilities within the easement and has no future requirements for its use. ~~Nonetheless, the~~The use of the Easement property ~~is~~was restricted under the terms of a 2012 Purchase and Sale Agreement between the Port and San Francisco Waterfront Partners approved by the Port Commission (Resolution No. 12-47) and the Board of Supervisors (No. 226-12). Under ~~these approved agreements~~this agreement, the area subject to the Easement ~~must~~had to be dedicated as a public street for park and open space purposes only. Subsequently, the Board of Supervisors' approval of the Purchase and Sale Agreement was rescinded in response to a court order and the project is currently undergoing further assessment. It is likely, however, that a similar dedication of the Easement property as a public street for park and open spaces purposes would be required for any redevelopment of the site. The Successor Agency therefore proposes to transfer the Easement to the City for a governmental use purpose. However, if redevelopment of the site does not occur, the Successor Agency could sell the Easement to the current owner of Block 201, Golden Gate Center, for fair market value.

BACKGROUND

The SFRA, and now the Successor Agency, holds the above-referenced easement on behalf of Pacific Telephone & Telegraph Company and its successor-in-interest, AT&T (collectively, "AT&T"). The ~~Property~~Easement consists of a 32' foot wide by 129.25' long strip of land located on Assessors Block 201, between the Embarcadero to the east, Washington Street to the south, and Drumm Street to the west. The Easement runs along a portion of former Jackson Street that was vacated in the early 1960s.

The only purpose of the Easement was to preserve rights on behalf of AT&T, should AT&T have a need to install telephone lines and related facilities within the former street area. To preserve that right on behalf of AT&T, the SFRA created the Easement through a reservation in the grant deed of Block 201 from the SFRA to the current owner, Golden Gate Center, a

California limited partnership, dated October 26, 1964. The Successor Agency itself has no other property interest in Block 201 or the surrounding blocks.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The following presents the information requested pursuant to Section 34191.5 of the California Health and Safety Code for the Block 201 Easement. This property is also shown on Attachment A (Map of Block 201 Easement) and Attachment B (DOF Tracking Sheet for Other Properties).

Date of Acquisition

The Agency acquired the property affected by the Easement in connection with site acquisition to implement the Embarcadero-Lower Market Approved Redevelopment Plan (Golden Gateway) on October 17, 1963. The area of former Jackson Street was conveyed to the Agency by the City after the street was vacated by an act of the San Francisco Board of Supervisors.

Value of Property at Time of Acquisition

The value of the Easement is zero ($0). At the time of acquisition, the Easement was located wholly within the former Jackson Street right-of-way. The purpose for its creation was to continue the rights that the beneficiary, AT&T, would have had in the public right-of-way. Because of the Easement's location within the former right-of-way and its limited use, the Property would have had a market value of $0 at the time of acquisition.

Estimate of the Current Value

The Property consists only of the Easement, held on behalf of AT&T. On January 4, 2013, AT&T issued a letter stating that it does not maintain facilities within the easement, has no future requirements for its use, and does not object to the easement being vacated. AT&T is the only party to which the easement potentially has any value and it has clearly indicated that the easement is valueless. The underlying property is owned by Golden Gate Center, and the Agency holds no other property interest in Block 201.

The underlying land was ~~recently~~ entitled in 2012 for a mixed-use development project, including 134 residential units, commercial space, a health club, parks and open space, and an underground parking garage (the "**Project**"). ~~Although one of the Project entitlements (a rezoning increasing the height on a portion of the Project site) was recently reversed by a voter referendum, the agreements approved by the Board of Supervisors (Resolution No. 226-12) and Port Commission (Resolution No. 12-47) that would restrict the Easement area to a public right-of-way remain intact.~~As part of these entitlements, the area subject to the Easement had to be dedicated as a public street for park and open space purposes only. The City's approval of the entitlements was subsequently rescinded in response to a court order and the Project is currently undergoing further assessment. However, a similar action would likely be required for any redevelopment of the site.

Purpose for which the Property was Acquired

The Easement was created through the Grant Deed reservation, described above, the purpose of which was to provide AT&T with the right to construct, operate, maintain and repair underground telephone lines. The Easement burdens a portion of Block 201 that was originally acquired by the SFRA and then transferred to Golden Gate Center in partial implementation of the Embarcadero-Lower Market Approved Redevelopment Plan (Golden Gateway) (the "Redevelopment Plan"). The purpose of the Redevelopment Plan was for the clearance and reconstruction of slum and blighted areas in the Redevelopment Plan project area. Other than the Easement held on behalf of AT&T, the SFRA holds no other property on Block 201 and the Golden Gateway Redevelopment Plan has expired.

Address/Location

Assessor Block 201 (also known as 8 Washington), and "within the limits of an easement owned by the City and County of San Francisco for its sewer and utilities within a strip of land 32 feet wide, the center line thereof being the center line of the vacated portion of the former Jackson Street, between Drumm Street and The Embarcadero." A map of the Easement is attached as Attachment A.

Lot Size

The size of the Easement is 4,136 square feet (32 foot wide x 129.25 long strip of land).

Current Zoning

The Property is subject to the zoning controls established by the San Francisco Planning Code within Residential-Commercial-Combined, High Density (RC-4) Districts. RC-4 districts encourage a combination of high-density dwellings, with compatible commercial uses on the ground floor to protect and enhance neighborhoods with mixed use character. ~~The proposed Project has a height limit of 84 feet. In connection with the Project entitlements, the Board of Supervisors approved a height rezoning of a portion of the Project site in 2012 (Ordinance No. 104-12, approved June 19, 2012). The height rezoning did not affect the portion of the Project covered by the Easement area. In the general election of November 5, 2013, the voters rejected the height rezoning; as a result, the existing 84' height limitation remains in place.~~The Property has a height limit of 84 feet.

~~The use of the Easement property is further restricted under the terms of a Purchase and Sale Agreement between the Port and San Francisco Waterfront Partners approved by the Port Commission (Resolution No. 12-47) and the Board of Supervisors (No. 226-12). Under these approved agreements, the area subject to the Easement must be dedicated as a public street for park and open space purposes only.~~

Estimate of the Current Value (Including Appraisal Information)

The estimate of the current value of the Easement is $0. As indicated above, AT&T is the only party to which the easement potentially has any value and it has indicated that the easement is valueless.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

No revenue is generated by the Property currently or in the past. ~~Under its entitlement for park and open space purposes, no~~No future revenue is anticipated to be derived from the underlying property.

History of Environmental Contamination, Studies, Remediation Efforts

In connection with the proposed Project, a Phase I and Limited Phase II Environmental Site Assessment ("**ESA**") was conducted for the project site. Some of the key findings from the ESAs, are briefly summarized below:

- *Permitted hazardous material uses.* Although the environmental database review identified seven permitted hazardous materials uses and environmental cases within approximately 1,100 feet of the project site, these are all either small-quantity generators of hazardous waste, permitted underground storage tank (UST) sites with no documented releases, leaking underground storage tank (LUST) sites that have received regulatory closure, or LUST sites with a low potential to affect soil or groundwater quality at the project site.

- *Site groundwater quality*. A gasoline station was on the site of the Project until 1993, but the concentration of petroleum hydrocarbons in the groundwater have declined over time. Nonetheless, there is the potential for petroleum products and metals to be present in the groundwater.

- *Potential exposure to hazardous materials in soil and groundwater during construction*. Soil borings revealed that cyanide is present in the soil at levels that mean workers and the public could be exposed to hazardous materials in the soil and groundwater during construction, potentially resulting in adverse health effects. Additionally, flammable vapors could be present that could pose a fire or explosion risk during construction if ignited.

- *Soil disposal requirements and groundwater discharge*. Some of the fill materials could require disposal as a California hazardous waste because of high soluble lead concentration.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

The Property is well-served by public transit, with both local and regional service provided nearby. Local service is provided by the Muni bus lines, which can be used to access regional transit. Service to and from the East Bay is provided by BART, AC Transit, and ferries; service to and from the North Bay is provided by Golden Gate Transit buses and ferries; service to and from the Peninsula and South Bay is provided by Caltrain, SamTrans, and BART.

~~The Project is poised to take full advantage of the property's proximity to transit, by developing a high-density, mixed-use project on the site.~~ The proposed quitclaim of the Property ~~will~~could ultimately facilitate the overall development of the property as a transit-oriented project.

History of Previous Development and Leasing Proposals

Currently, the Golden Gateway Tennis and Swim Club are located on the site. The site has hosted a variety of uses in the past. Until the 1906 earthquake and fire destroyed all the buildings on the property, the site was used for coal yards and a coppersmith. The site was quickly redeveloped and housed a sheet metal workshop, machine shops, metal products assembly areas, and an automobile repair shop through 1965. As mentioned, a gasoline service station was located on the site until approximately 1993. Several development projects have been proposed for the site. In 2004, Embarcadero Capital Partners proposed an eight-story residential building on the property; however, this proposal was never approved by the Board of Supervisors. Most recently, the Planning Commission, Board of Supervisors and Port Commission approved the Project that would include the property affected by the Easement, as described above. ~~Because the Project approvals related to height were rejected by referendum, implementation~~The City's approval of the Project ~~will require amended approvals by these City agencies to reflect the decrease~~was subsequently rescinded in ~~height. However, the existing approvals, or any amendments thereto, will not affect the proposed use or zoning~~response to a court order and it is currently undergoing further assessment. It is likely, however, that a similar dedication of the ~~area affected by the~~ Easement~~, which would remain designated~~ property as a public ~~right-of-way~~street for park and open ~~space use.~~spaces purposes would be required for any redevelopment of the site.

Disposition of the Property

The Successor Agency is proposing to transfer the Property to the City as a governmental use purpose because under ~~City agreements~~any proposed redevelopment of the ~~area subject to~~site would likely require that the Easement ~~must~~Property be dedicated as a public street for park and open space purposes only. If redevelopment of the site does not occur, the Successor Agency could alternatively sell the Easement to the current owner of Block 201.

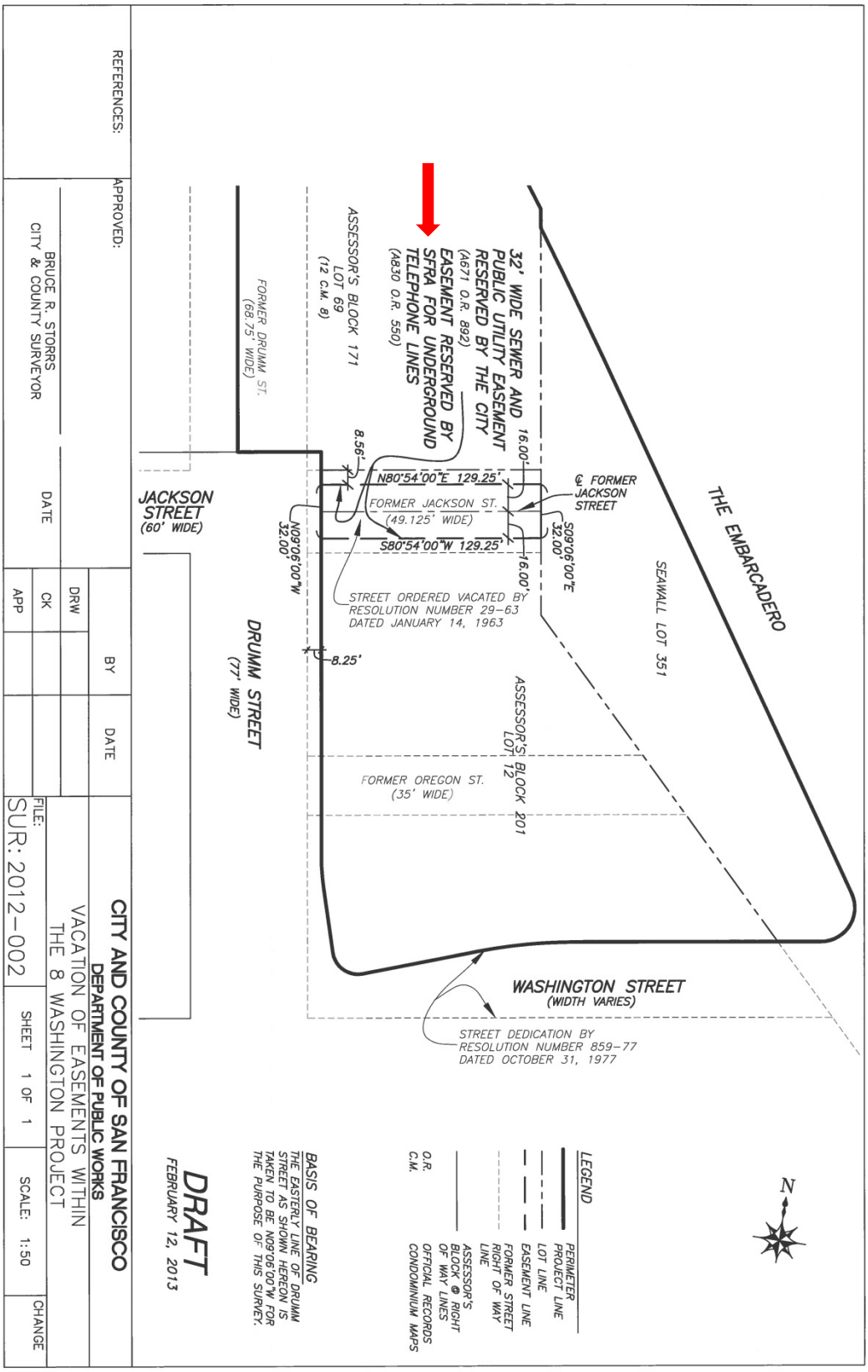
The sales price for the Property is Zero Dollars ($0), which reflects the fair market value of the easement.

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See above section.

Attachment A: Map of Block 201 Easement
Attachment B: DOF Tracking Sheet – Other Properties

Attachment A
Map of Block 201 Easement



Attachment B
DOF Tracking Sheet – Other Properties

(See Tab ~~L~~I)

LONG-RANGE PROPERTY MANAGEMENT PLAN
5800 3RD/CARROLL AVENUE SENIOR HOUSING SITE

EXECUTIVE SUMMARY

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") submits its Long-Range Property Management Plan ("PMP") for the disposition of an approximately 64,360 square foot unimproved parcel on Carroll Avenue at 3rd Street that will be developed into 121 units of very low-income senior rental housing (the "5800 3rd/Carroll Avenue Senior Housing Site"). The former San Francisco Redevelopment Agency ("SFRA") acquired the site using funding from the Low and Moderate Income Housing Fund ("LMIHF") for the purpose of developing it into affordable housing serving low- and very-low income households.

The development the 5800 3rd/Carroll Avenue Senior Housing Site fulfills the Successor Agency's obligations under the Hunters Point Shipyard Phase II/Candlestick Point Development and Disposition Agreement ("HPSY Phase 2 DDA"), which includes the procurement of outside funds, along with a pledge of tax increment, to fulfill the obligation to replace the severely distressed Alice Griffith Public Housing development ("Alice Griffith Replacement Projects"). SFRA, along with the San Francisco Housing Authority and McCormack Baron Salazar ("MBS"), the developer of the Alice Griffith Replacement Projects sought and received outside funding from the U.S. Department of Housing and Urban Development's ("HUD") Choice Neighborhood Initiatives Grant ("CNI Grant"). HUD designated the 5800 3rd/Carroll Avenue Senior Housing project as the first phase of the revitalization plan under the CNI Grant, and the project must be completed to meet CNI Grant requirements and fulfill the HPSY Phase 2 DDA.

The Successor Agency intends to provide the selected affordable housing developer with a ground lease to provide it with access to the site to build the affordable housing and to impose long term affordability restrictions, and then, upon completion of the project, transfer the property, the ground lease, and any related loan agreements to the City and County of San Francisco (the "City"), as the Housing Successor under California Health and Safety Code Section 34181(c) (All future statutory references are to the California Health and Safety Code unless otherwise noted.) The Housing Successor Agency will then perform long term asset management duties in compliance with Section 34176(b)(3)(c).

Disposition Plan. Retain the property to fulfill the enforceable obligation to fund and complete the project, and provide the affordable housing developer, ~~Bayview Supportive Housing LLC~~Carroll Avenue Senior Homes, LP, with a ground lease to provide site access to construct 121 units of senior rental housing available to very low-income households over the age of 62 years, as well as provide long term affordability restrictions to the project. Upon completion of the project, currently estimated in ~~2015~~February 2016, the Successor Agency will transfer the fee interest in the land, the ground lease, and the related loan agreement to the City as Housing Successor under Section 34181(c).

BACKGROUND

The 5800 3rd St/Carroll Ave Senior Housing Site is Lot 3 of a parcel located at 5800 3rd Street, located at the intersection of Carroll Avenue. Once the project is completed the final address of Lot 3 will be 1751 Carroll Avenue (see the tentative final map, Attachment A). However, since this project has appeared on all of the Successor Agency's prior ROPS as "5800 3rd Street, Carroll Avenue Senior Construction Funding" (*see e.g.* Item Numbers 165 and 166 in ROPS 13-14A), the PMP uses the "5800 3rd/Carroll Avenue Senior Housing Site" designation to be consistent with the ROPS name.

The Department of Finance ("DOF") selected this project for review during ROPS III (then known as Item Number 123.04 in the previous ROPS numbering system), initially determining that the Successor Agency lacked the authority to amend this existing loan agreement to add more funding. Through the Meet and Confer process, the Successor Agency submitted information describing the nature of the Successor Agency's enforceable obligation, which is summarized below. The documents referenced below were included in the Meet and Confer Request, but can be provided again to DOF if needed.

Specifically, the HPSY Phase 2 DDA obligates the Successor Agency to rebuild the severely distressed Alice Griffith Public Housing project ("Alice Griffith Replacement Projects"). The HPSY Phase 2 DDA and its Tax Increment Allocation Pledge Agreement ("Pledge Agreement") commit the Successor Agency to use property tax revenue for the Successor Agency's housing obligation, pursuant to Sections 3.1 (c) and 3.2 (c) of Pledge Agreement. The Phase 2 DDA also contemplates that the Successor Agency will seek other sources of funding to fulfill its housing obligation, including "federal, state or other local funds," (Exhibit F to HPSY Phase 2 DDA, Section 5.4 (d) at p. F-35), and further requires that the Successor Agency and Developer "will work together to seek appropriate Project Grants for the Project." (Exhibit H to HPSY Phase 2 DDA, Section 4.3 at p. H-35). To the extent that the Successor Agency obtains sources of funds other than property tax revenue, it will reduce reliance on the Redevelopment Property Tax Trust Fund and expedite completion of the ~~Project~~project.

Soon after the approval of the HPSY Phase 2 DDA, the San Francisco Housing Authority ("SFHA") and McCormack Baron Salazar ("MBS"), the affordable housing developer of the Alice Griffith project, submitted in October 2010 an application to the U.S. Department of Housing and Urban Development ("HUD") for Choice Neighborhoods Initiative ("CNI") Grant funding for the Alice Griffith Replacement Projects. As part of the application, SFRA entered into a Partnership Memorandum of Understanding with the HPSY Phase 2 DDA developer and others ("Partnership MOU") whereby the SFRA agreed to be a Principal Team Member for the purpose of "taking full responsibility for implementing the Neighborhood component of the Transformation Plan." (Partnership MOU at p. 3, Oct. 26, 2010).

In March 2011, HUD selected SFRA's revitalization plan for the Alice Griffith Replacement Projects as a finalist for funding. Subsequently SFRA, in collaboration with other parties to the Partnership MOU, submitted an application for the second round. In the second round, the Agency certified its funding of the 5800 3rd/Carroll Avenue Senior Housing Project as a

commitment to, and implementation of, the Transformation Plan required under the CNI Grant application. On May 26, 2011, SFRA entered into the Choice Neighborhood Implementation Agreement with MBS, SFHA and other parties identified in the Partnership MOU ("Implementation Agreement"). SFRA agreed to "be responsible for the implementation of the Neighborhood Component of the Transformation Plan in order to improve the Alice Griffith/East Bayview neighborhood." Implementation Agreement, Section IV. A at p. 6. It also agreed to "work with the Lead Applicant and Principal Team Members to seek development projects and social services that meet the need of Alice Griffith/ East Bayview. Specifically, Redevelopment Agency will . . . [i]mplement projects that will be leveraged by the redevelopment of the target neighborhood, including . . . [a]dditional Affordable Housing." Implementation Agreement, Section IV (B) at p. 7-8.

On August 31, 2011, HUD awarded a $30,500,000 grant to fund the Alice Griffith Replacement Projects. In March 2012, HUD executed the FY2010 Choice Neighborhoods Implementation Grant Agreement with MBS and the San Francisco Housing Authority as the Grantees for the implementation of the Transformation Plan identified in the Grant Agreement. On April 12, 2012, HUD confirmed that the 5800 Third Street senior housing project constitutes the first phase of the Alice Griffith revitalization, and as such, serves as a required deliverable of the Choice Neighborhoods Implementation Grant. Under section III.D.5 of the Choice Neighborhoods Grant Agreement, rehabilitation or construction of the first phase of replacement housing must begin within 18 months of the Grant Agreement execution date. HUD requires this adherence to this schedule as a condition of the Choice Neighborhoods grant in order to ensure timely completion of the Transformation Plan activities. (Letter, Dominique Blom, Deputy Assistant Secretary, HUD, to Yusef Freeman, V. President, MBS (April 12, 2012).)

In April 2013 HUD extended the deadline to start construction on the project until December 31, 2013 and MBS ~~is currently in the process of requesting an~~ requested, and received, approval for an additional extension to ~~ensure the financial closing is consistent with the timeframes of the California Debt Limit Allocation Committee ("CDLAC"), to which~~May 2014. This additional extension allowed the project ~~has applied for an allocation of tax-exempt mortgage revenue bonds (described below).~~

~~In the final ROPS III Meet and Confer Determination letter dated December 14, 2012, DOF removed it's objection and approved that the funding for the 5800 3rd/Carroll Avenue Senior Housing project. DOF then approved additional funding, requested through ROPS 13-14A, to provide up to $20 million for the~~ to successfully close its construction ~~of the project (Item #166). Subsequently DOF provided assurances to CDLAC, which approved the project at its November 13, 2013 allocation meeting, that there were no pending issues with the funding of the project (See Attachment C, Email, Justyn Howard, Assistant Program Budget Manager, DOF to Sean Spear, Executive Director, CDLAC, dated October 14, 2013).~~

~~Once a project receives an allocation from CDLAC, the project has 90 days to secure site control and close all~~ financing~~. To ensure the project can meet the CDLAC and CNI Grant timeframes, the Successor Agency is seeking Oversight Board approval of the ground lease between the Successor Agency and Bayview Supportive Housing, LLC simultaneously with the PMP. This provides an opportunity for the ground lease~~ on April 23, 2014. Construction started on May 4,

2014, and is expected to be ~~approved within the CDLAC 90-day timeframe should the PMP review still be pending at that time~~completed in February 2016.

LONG-RANGE PROPERTY MANAGEMENT PLAN ("PMP")

The following presents the information requested pursuant to Section 34191.5 of the California Health and Safety Code for the 5800 3rd/Carroll Avenue Senior Housing Site. This property is also shown on Attachment A (Map of 5800 3rd/Carroll Avenue Senior Housing Site) and Attachment B (DOF Tracking Sheet for Other Affordable Housing Properties).

Date of Acquisition

September 21, 2010

Value of Property at Time of Acquisition

$8,380,733

Estimate of the Current Value

$5,810,000

The Estimated Current Value is based on a May 15, 2013 appraisal of the property performed by John R. Kaeuper, MAI that was completed for ground lease purposes, however there is no actual value under Dissolution Law due to long term affordability restrictions and the future transfer of the property to the City as Housing Successor.

Purpose for which the Property was Acquired

The parcel was acquired for the purpose of developing senior rental housing serving households over the age of 62 that is affordable to households earning up to 50% of Area Median Income, including an on-site senior community center. The project was designated as the first phase of the Alice Griffith public housing revitalization under the Federal CNI Grant.

Address/Location

A map of the 5800 3rd/Carroll Avenue Senior Housing Site is attached as Attachment A. The final address upon completion of the project will be 1751 Carroll Avenue. See Attachment B for further information.

Lot Size

A map of the 5800 3rd/Carroll Avenue Senior Housing Site is attached as Attachment A. See Attachment B for the lot size for 5800 3rd/Carroll Avenue Senior Housing Site.

Current Zoning

The 5800 3rd/Carroll Avenue Senior Housing Site is zoned M-1 (Light Industrial), which allows industrial, retail, office and residential. The height limit is 65 feet.

Estimate of the Current Value (Including Appraisal Information)

See above section.

Estimate of Revenues Generated (Including Contractual Requirements for Use of Funds)

The 5800 3rd/Carroll Avenue Senior Housing Site is currently vacant and is generating no revenue.

History of Environmental Contamination, Studies, Remediation Efforts

A 2005 Treadwell and Rollo Geotechnical Report of the entire site stated that soils at the site consisted of 4-5.5 feet of fill over clayey marsh deposits underlain by medium dense to very dense sand and some clay. Deeper soils consist of weathered shale bedrock.

A Phase I Site Assessment was completed in January 2010. The Assessment revealed no evidence of recognized environmental conditions in connection with the site. However, naturally-occurring asbestos in the soil was noted, but is not a recognized environmental condition as defined by the American Society of Testing and Materials ("ASTM") methodology.

Naturally-occurring asbestos and cadmium are present in the soil within the site. However a letter dated September 17, 2009, from the Department of Public Health, Occupational and Environmental Health Division states: "cadmium and arsenic levels were acceptable as background concentrations and that the deed restriction (requiring building foundations, clean fill and paved areas to act as a cap to health exposure) was rescinded." Additionally, the letter states that no further action is required at the site prior to development as a residential use. (Pg. 29, SCA Environmental Site Assessment-January 2010). Dust control mitigation measures must be followed during the construction phase of development.

A Phase II Site Assessment was completed on May 17, 2012. A Soil, Groundwater, and Soil Gas Report was completed on May 29, 2012. No odors or discolorations were noted in any of the borings for: soil, soil adjacent to the railroad, elevator pit sampling; or underground storage tank areas. Soil analysis indicates that all detected metals came in at levels below acceptable levels, with the exception of arsenic and vanadium. The higher arsenic and vanadium levels are most likely representative of background concentrations of metals at the target area and the San Francisco Bay Area. "The distribution of arsenic and vanadium appears to be random and concentrations observed in the soil samples are within similar magnitudes of concentrations suggesting that the reported concentrations are likely due to natural occurring metals." Soils slated for excavation and removal during construction should be disposed of as non-hazardous waste, at a Class II landfill. No current or anticipated beneficial use of groundwater.

Recommendations include ensuring any future soils sampling and/or geologic evaluations include sampling of soils at various depths for naturally occurring asbestos. A dust control plan and site specific safety and health plan are required in accordance with Article 22B of the City and County of San Francisco Municipal Code prior to construction. Draft Dust Control and Site Mitigation Plans have been submitted to the Department of Public Health for their review and approval.

Potential for Transit-Oriented Development; Advancement of Planning Objectives

The 5800 3rd/Carroll Avenue Senior Housing Site is well-served by public transit, with both local and regional service provided nearby. Local service is provided by the Third Street – T-Line (Muni Metro line), which runs in the median of Third Street, and can be used to access more regional transit. Service to and from the East Bay is provided by BART, AC Transit, and ferries; service to and from the North Bay is provided by Golden Gate Transit buses and ferries; service to and from the Peninsula and South Bay is provided by Caltrain, SamTrans, and BART.

Third Street is the neighborhood's primary route. The Third Street corridor is developed with various industrial/commercial buildings, retail, service-retail, wholesale, multi-family, and some single family homes. The front portion of 5800 Third Street, has been developed into market rate condominiums and a ground floor retail space.

The development of the site into 121 units of affordable rental housing for low and very low income seniors fulfills the planning objectives contained in the Bayview Hunters Point Redevelopment Plan, the City's General Plan and Housing Element, the Transformation Plan of HUD's Choice Neighborhood Initiatives Grant, and the CDBG Neighborhood Strategy Revitalization Area, ~~-~~all of which identify a need for~~-~~ permanently affordable housing.

History of Previous Development and Leasing Proposals

The 5800 3rd/Carroll Avenue Senior Housing Site is located on Lot 3 of the larger 5800 3rd parcel. SF Third Street Equity Partners, LLC, who was the owner of the original larger 5800 3rd parcel and developer of Lot 1, a market rate housing parcel fronting 3rd Street, entered into a Purchase and Sale Agreement in December 2008 with Bayview Hunters Point Multipurpose Senior Services ("BHPMSS"), a local nonprofit. BHPMSS selected MBS, the Alice Griffith Replacement Housing Projects developer, as ~~a~~ their co-developer and together created Bayview Supportive Housing LLC to act as the 5800 3rd/Carroll Avenue Senior Housing Site development entity. BHPMSS assigned the Purchase and Sale Agreement to SFRA, and SFRA purchased Lot 3 in September 2010 for the purpose of developing 121 units of affordable senior rental housing. SFRA provided a loan for predevelopment activities to Bayview Supportive Housing, LLC in 2011. In April 2012, HUD designated the 5800 3rd/Carroll Avenue Senior Housing project as the first phase under the Transformation Plan of the CNI Grant. Most recently the Successor Agency provided a~~-~~ loan agreement for construction funds in September 2013 using funds approved on Item #166 on ROPS 13-14A.

Disposition of the Property

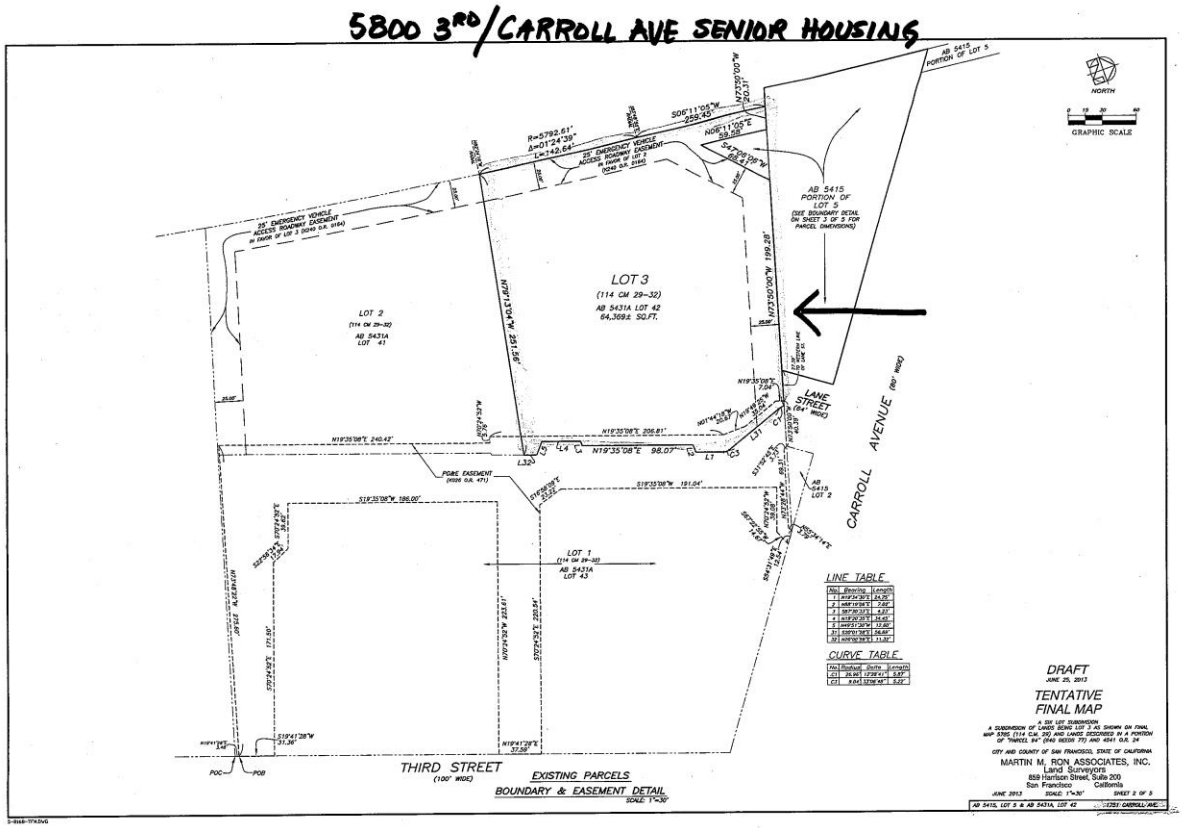
The Successor Agency is proposing to retain the property to fulfill the enforceable obligation to develop the 5800 3rd/Carroll Avenue Senior Housing Site as the first phase of the CNI Grant, thereby fulfilling the Successor Agency's obligation to the Alice Griffith Replacement Projects under the HPSY Phase 2 DDA. The Successor Agency intends to provide the affordable housing developer, ~~Bayview Supportive Housing LLC~~Carroll Avenue Senior Homes, LP, with a ground lease to provide site access to construct 121 units of senior rental housing available to very low-income households over the age of 62 years, as well as apply long term affordability restrictions to the project. Due to the deadlines for commencing the project related to the CDLAC tax-exempt mortgage revenue bond allocation and the CNI Grant, the Successor Agency is seeking Oversight Board approval of the ground lease through a separate resolution to be submitted simultaneously with the PMP. Upon completion of the project, currently estimated in ~~2015~~February 2016, the Successor Agency's obligation related to the development of this site will be complete, and thus the fee interest in the land, the ground lease, and the related loan agreement will be transferred to the Housing Successor under Section 34181(c).

Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See above section.

Attachment A:	Map of 5800 3rd/Carroll Avenue Senior Housing Site
Attachment B:	DOF Tracking Sheet – Other Affordable Housing Properties
Attachment C:	Email, Justyn Howard, DOF to Sean Spear, CDLAC, dated 10/14/13

Attachment A
Map of 5800 3rd/Carroll Avenue Senior Housing



Attachment B
DOF Tracking Sheet – Other Properties

(See Tab ~~L~~I)

Attachment C

Email, Justyn Howard, DOF to Sean Spear, CDLAC, dated 10/14/13

Bohee, Tiffany

From: Howard, Justyn <Justyn.Howard@dof.ca.gov>
Sent: Monday, October 14, 2013 10:07 AM
To: Spear, Sean (Sean.Spear@treasurer.ca.gov)
Cc: Bohee, Tiffany
Subject: San Francisco

Hi Sean,

We wanted to give you a heads up that San Francisco's project related to item #166 on their ROPS 13-14A is fine with the Department of Finance. However, there will be no final and conclusive for this project, as the project is utilizing restricted bond proceeds. Nevertheless, since San Francisco has their Finding of Completion they can spend these proceeds on the purposes for which they were issued/derived. As such, we have no issues on our end. Please let me know if you have any questions.

Regards,
Justyn Howard
Assistant Program Budget Manager
Department of Finance
Local Government Unit

Attachment B
DOF Tracking Sheet - Other Properties

Successor Agency: Successor Agency to the Redevelopment Agency of the City and County of San Francisco
County: San Francisco

LONG RANGE PROPERTY MANAGEMENT PLAN (PART 2): PROPERTY INVENTORY DATA - OTHER PROPERTIES

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)H)
No.	Property Name	Property Type	Permissable Use	Permissable Use Detail	Acquisition Date	Value at Time of Purchase	Estimated Current Value	Value Basis	Date of Estimated Current Value	Proposed Sale Value	Proposed Sale Date	Purpose for which property was acquired	Address	APN #	Lot Size	Current Zoning	Estimate of Current Parcel Value	Estimate of Income/Revenue	Contractual requirements for use of income/revenue	History of environmental contamination, studies, and/or remediation, and designation as a brownfield site	Description of property's potential for transit oriented development	Advancement of planning objectives of the successor agency	History of previous development proposals and activity
NON HOUSING PROPERTIES																							
1	Garage Parcel -- Fillmore Heritage Center	Parking Lot/Structure	Governmental Use	See narrative	Between 4/12/1967 and 4/22/1969	$939,450	$2,200,000	Appraised	8/1/2012	$0	2016	See narrative	1310 Fillmore Street	0732-32	54,000	Moderate Scale Neighborhood Commercial (NC-3)	$2,200,000	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
2	Commercial Air Rights Parcel -- Fillmore Heritage Center	Commercial	Future Development	See narrative	Between 4/12/1967 and 4/22/1969	(Included in acquisition price for Garage Parcel)	$9,000,000	Appraised	Nov. 2013	$0	2016	See narrative	1310 Fillmore Street	0732-33	50,000	Moderate Scale Neighborhood Commercial (NC-3)	$9,000,000	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
3	Land Leased to Kroger's (Foodsco)	Commercial	Future Development	See narrative	9/27/1990	$4,000,000	$3,800,000	Appraised	1/4/2011	$0	2016/2017	See narrative	345 Williams Avenue	5423A-009	92,209	Neighborhood Commercial Shopping (NCS)	$3,800,000	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
4	Burke Avenue Cul de sac	Roadway/Walkway	Governmental Use	See narrative	8/14/1974	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	0 Burke Avenue	5203-037	11,400	Core Production Distribution and Repair (PDR-2)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
5	Burke Avenue (portion)	Roadway/Walkway	Governmental Use	See narrative	8/14/1974	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	N/A	5203-044	500	Core Production Distribution and Repair (PDR-2)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
6	Sidewalk fronting Cargo Way (portion)	Roadway/Walkway	Governmental Use	See narrative	12/10/1970 - 10/4/1972	$523	$0	Market	Nov. 2013	$0	2016/2017	See narrative	N/A	4570-020	108	Core Production Distribution and Repair (PDR-2)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
7	Sidewalk fronting Cargo Way (portion)	Roadway/Walkway	Governmental Use	See narrative	12/10/1970 - 10/4/1972	$20,531	$0	Market	Nov. 2013	$0	2016/2017	See narrative	N/A	4570-021	4,242	Core Production Distribution and Repair (PDR-2)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
8	Sidewalk fronting Cargo Way (portion)	Roadway/Walkway	Governmental Use	See narrative	12/10/1970 - 10/4/1972	$4,196	$0	Market	Nov. 2013	$0	2016/2017	See narrative	100 Jennings Street	4570-028	867	Core Production Distribution and Repair (PDR-2)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
9	Sidewalks fronting Bonifacio Street	Roadway/Walkway	Governmental Use	See narrative	2/1/1968 - 3/2/1970	$15,771	$0	Market	Nov. 2013	$0	2016/2017	See narrative	N/A	3751-167	1,600	Mixed Use-Residential (MUR)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
10	Sidewalks fronting Rizal Street	Roadway/Walkway	Governmental Use	See narrative	8/9/1966 - 10/6/1970	$22,854	$0	Market	Nov. 2013	$0	2016/2017	See narrative	N/A	3751-168	2,240	Mixed Use-Residential (MUR)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
11	Remainder senior housing parcel (Eugene Coleman)	Roadway/Walkway	Sale of Property	See narrative	8/7/1967	$2,694	$0	Market	Nov. 2013	$0	2016/2017	See narrative	N/A	3733-096	116	Residential - Commercial, High Density (RC-4)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
12	Remainder senior housing parcel (Clementina Towers)	Roadway/Walkway	Sale of Property	See narrative	11/2/1967	$417	$0	Market	Nov. 2013	$0	2016/2017	See narrative	316 Clementine Street	3733-098	25	Residential - Commercial, High Density (RC-4)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
13	Ellis Street Driveway	Roadway/Walkway	Sale of Property	See narrative	4/6/1982	$0	$10,000	Appraised	9/14/2011	Fair Market Value	2016/2017	See narrative	N/A	725-026	6,875	Moderate Scale Neighborhood Commercial (NC-3)	$10,000	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
~~14~~	~~Port Lease - Rincon Park~~	~~Park~~	~~Governmental Use~~	~~See narrative~~	~~6/13/1995~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Waterfront at Folsom Street and the Embarcadero~~	~~3743-1 3742-3,4,5,7,8,8A,9, 10,12,13~~	~~125,870~~	~~Major Park~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~15~~	~~Port Lease - Parcel N-2~~	~~Mixed-Use~~	~~Governmental Use~~	~~See narrative~~	~~12/7/1984~~	~~$94,908~~	~~$197,919~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~South Beach Harbor & the Pier 40 apron area~~	~~N/A~~	~~2,052,678~~	~~Small Boat Harbor~~	~~$197,919~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~16~~	~~Port Lease - Parcel N1-A~~	~~Mixed-Use~~	~~Governmental Use~~	~~See narrative~~	~~11/14/1986~~	~~$24,300~~	~~$50,675~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Open space in front of Pier 40~~	~~N/A~~	~~20,268~~	~~Small Boat Harbor~~	~~$50,675~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~17~~	~~Port Lease - Parcel N1-B~~	~~Mixed-Use~~	~~Governmental Use~~	~~See narrative~~	~~6/30/1990~~	~~$130,700~~	~~$272,558~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Pier 40 warehouse building~~	~~N/A~~	~~50,640~~	~~Small Boat Harbor~~	~~$272,558~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~18~~	~~Port Lease - Parcel N1-C~~	~~Mixed-Use~~	~~Governmental Use~~	~~See narrative~~	~~3/30/1992~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Pier 38/40 bulkhead/restaurant space~~	~~N/A~~	~~2,300~~	~~Small Boat Harbor~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~19~~	~~Port Lease - Parcel S~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~9/22/1988~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Portion of the South Beach Park Promenade~~	~~N/A~~	~~182,516~~	~~Major Park~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~20~~	~~Port Lease - Rempp Parcel~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~6/11/2002~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Portion of the South Beach Park promenade~~	~~N/A~~	~~9,753~~	~~Major Park~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~21~~	~~Port Lease - Parcel S-1~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~12/7/1984~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Portion of the South Beach Park promenade and open space~~	~~N/A~~	~~(Included in lot size for Port Lease - Parcel S)~~	~~Major Park~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~22~~	~~Port Lease - Parcel S-2~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~12/10/1985~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Portion of the South Beach Park promenade and open space~~	~~N/A~~	~~44,427~~	~~Major Park~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~23~~	~~Port Lease - Parcel S-3~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~4/30/1987~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Portion of the open space in front of Pier 40~~	~~N/A~~	~~9,857~~	~~Major Park~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~24~~	~~Port Lease - Parcel S-6~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~9/11/1997~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~South Beach Harbor parking lot~~	~~N/A~~	~~24,829~~	~~Major Park~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~25~~	~~Port Lease - Parcels M-3, M-4A, S-1D~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~2/15/1995~~	~~$100,696~~	~~$206,504~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Portion of South Beach Harbor parking lot, truck turnaround by ballpark~~	~~3801-1 (por.) 3802~~	~~99,121~~	~~Major Park~~	~~$206,504~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~26~~	~~Port Lease - Parcel M-5~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~9/11/1997~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Portion of South Beach Harbor parking lot~~	~~N/A~~	~~19,086~~	~~Major Park~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~27~~	~~Port Lease - Parcel J~~	~~Residential~~	~~Governmental Use~~	~~See narrative~~	~~9/24/1987~~	~~$54,000~~	~~$104,754~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~600 & 602 The Embarcadero~~	~~3790-1 3791-1~~	~~128,850~~	~~Residential with Neighborhood Commercial~~	~~$104,754~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~28~~	~~Port Lease - Parcel K~~	~~Residential~~	~~Governmental Use~~	~~See narrative~~	~~5/9/1991~~	~~$61,000~~	~~$99,083~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~800 The Embarcadero~~	~~3792-2,3~~	~~63,943~~	~~Residential~~	~~$99,083~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~29~~	~~Port Lease - Parcel K-1~~	~~Roadway/Walkway~~	~~Governmental Use~~	~~See narrative~~	~~12/1/1988~~	~~$0~~	~~$0~~	~~Book~~	~~Nov. 2013~~	~~$0~~	~~2014~~	~~See narrative~~	~~Townsend Street (por.)~~	~~3792~~	~~1,307~~	~~Street~~	~~$0~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
14	Westbrook Plaza - Land + Underground Garage	Parking Lot/Structure	Other	See narrative	12/19/2008	$ 3,978,801	$0	Market	Nov. 2013	Fair Market Value	2016	See narrative	227-255 7th Street	3731-240	46,274	South of Market Residential Enclave (RED)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
15	Westbrook Plaza - South of Market Health Center	Other	Other	See narrative	12/19/2008	$ 1,600,000	$4,367,542	Market	Nov. 2013	Fair Market Value	2016	See narrative	229 7th Street	3731-241	62,335	South of Market Residential Enclave (RED)	$4,367,542	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative

Attachment B
DOF Tracking Sheet - Other Properties

Successor Agency: Successor Agency to the Redevelopment Agency of the City and County of San Francisco
County: San Francisco

LONG RANGE PROPERTY MANAGEMENT PLAN (PART 2): PROPERTY INVENTORY DATA - OTHER PROPERTIES

			HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)					SALE OF PROPERTY		HSC 34191.5 (c)(1)(B)	HSC 34191.5 (c)(1)(C)				HSC 34191.5 (c)(1)(D)	HSC 34191.5 (c)(1)(E)		HSC 34191.5 (c)(1)(F)	HSC 34191.5 (c)(1)(G)		HSC 34191.5 (c)(1)H)
No.	**Property Name**	**Property Type**	**Permissable Use**	**Permissable Use Detail**	**Acquisition Date**	**Value at Time of Purchase**	**Estimated Current Value**	**Value Basis**	**Date of Estimated Current Value**	**Proposed Sale Value**	**Proposed Sale Date**	**Purpose for which property was acquired**	**Address**	**APN #**	**Lot Size**	**Current Zoning**	**Estimate of Current Parcel Value**	**Estimate of Income/Revenue**	**Contractual requirements for use of income/revenue**	**History of environmental contamination, studies, and/or remediation, and designation as a brownfield site**	**Description of property's potential for transit oriented development**	**Advancement of planning objectives of the successor agency**	**History of previous development proposals and activity**
16	Mini Park D-2	Roadway/Walkway	Sale of Property	See narrative	9/30/1969	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	Bet. McKinnon and La Salle Ave., east of Lane St.	4711-010	15,700	RH-2	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
17	Mini Park DD-4 (Shoreview Park)	Park	Governmental Use	See narrative	2/15/1972	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	Bet. Rosie Lee and Beatrice Lns, west of Lillian St.	4713-008	21,780	RH-2	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
18	Mini Park E-2	Roadway/Walkway	Sale of Property	See narrative	9/30/1969	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	South off of Commer Ct.	4715-006	11,900	RH-2	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
19	Mini Park E-4	Roadway/Walkway	Sale of Property	See narrative	9/30/1969	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	Bet. Garlington Ct and Osceola Ln.	4715-010	2,400	RH-2	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
20	Mini Park F-2	Roadway/Walkway	Sale of Property	See narrative	9/30/1969	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	Bet. Ingalls St and Baldwin Ct	4714-003	43,000	RH-2	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
21	Mini Park FF-7 (Adam Rogers Park)	Park	Governmental Use	See narrative	9/30/1969	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	Off Palou St and Oakdale Ave, west of Ingalls St	4700-055	7,000	RH-1	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
22	Mini Park HH-2	Roadway/Walkway	Sale of Property	See narrative	9/30/1969	$0	$0	Market	Nov. 2013	$0	2016/2017	See narrative	Bet Northridge and Kiska Rds, east of Ingalls St	4700-079	12,264	RM-1	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
23	Contemporary Jewish Museum Airspace Parcels	Commercial	Sale of Property	See narrative	4/27/1967-12/2/1971	$445,549	0	Market	Nov. 2013	$0	2016/2017	See narrative	736 Mission Street	3706-277 (por)	N/A	3-C-R	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
~~40~~	~~Moscone Convention Center North - Land~~	~~Other~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~3/13/1967-9/1/1970~~	~~$7,225,839~~	~~$114,840,335~~	~~Market~~	~~2/1/2012~~	~~$0~~	~~2014-2015~~	~~See narrative~~	~~747 Howard Street~~	~~3734-091 (por) 3723-115 (por)~~	~~574,202~~	~~3-C-S~~	~~$114,840,335~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~41~~	~~Moscone Convention Center North - Improvements~~	~~Other~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~1992~~	~~$140,000,000~~	~~$193,019,945~~	~~Market~~	~~2/1/2012~~	~~$0~~	~~2014-2015~~	~~See narrative~~	~~747 Howard Street~~	~~3734-091 (por) 3723-115 (por)~~	~~593,908~~	~~3-C-S~~	~~$193,019,945~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
24	Block 201 Easement	Other	Governmental Use	See narrative	10/17/1963	$0	$0	Market	11/14/2013	$0	2016-2017	See narrative	Former Jackson Street right of way	201 (por)	4,136	Residential - Commercial, High Density (RC-4)	$0	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
HOUSING PROPERTY																							
25	5800 3rd/Carroll Avenue Senior Housing	Residential	Fulfill Enforceable Obligation	See narrative	9/21/2010	$8,380,733	$5,810,000 [1]	Appraised	5/15/2013	N/A	2016	See narrative	1751 Carroll Ave	5431A-042	64,369	M-1	$5,810,000 1	See narrative	See narrative	See narrative	See narrative	See narrative	See narrative
~~26~~	~~200 Sixth Street Family Housing~~	~~Residential~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~11/12/2009~~	~~$4,600,000~~	~~$4,600,000~~ [1]	~~Book~~	~~11/12/2009~~	~~N/A~~	~~N/A~~	~~See narrative~~	~~200 6th Street~~	~~3731/001~~	~~9,997~~	~~NCT - SOMA Neighborhood Commercial Transit~~	~~$4,600,000 1~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~
~~27~~	~~474 Natoma Family Housing~~	~~Residential~~	~~Fulfill Enforceable Obligation~~	~~See narrative~~	~~8/1/2000~~	~~$1,362,500~~	~~$3,300,000~~ [1]	~~Appraised~~	~~5/31/2011~~	~~N/A~~	~~N/A~~	~~See narrative~~	~~474 Natoma Street~~	~~3725/101~~	~~11,902~~	~~C-3-2 (Downtown Support)~~	~~$3,300,000 1~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~	~~See narrative~~

[1] The Estimated Current Value of the affordable housing property is based on either a recent appraisal for ground lease purposes, or the acquisition value, however there is no actual value under Dissolution Law due to long term affordability restrictions and the future transfer of the property to the City as Housing Successor.