

**APPROVED 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 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

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. 14 and 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)). 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, 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 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 to the City’s Assessor-Recorder’s Office, Block 3731, Lot 240 contains approximately 46,274 square feet of underground garage space, and Block 3731, Lot 241 contains approximately 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 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.

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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.

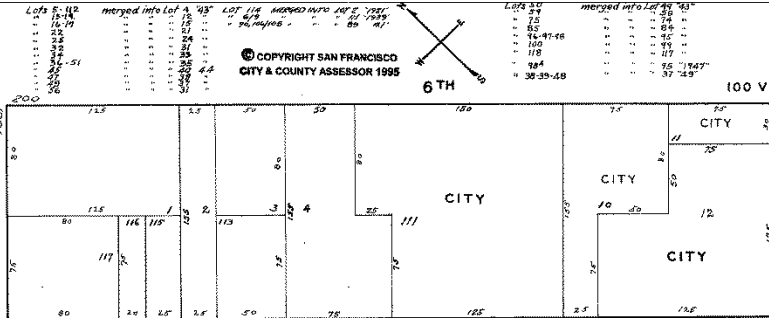
Properties Dedicated to Governmental Use Purposes and Properties Retained for Purposes of Fulfilling an Enforceable Obligation

See above section.

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

Attachment A Map of Westbrook Plaza

lots 54-56 into lots 128/149 for 1998 roll
 lot 42 into lots 128/149 for 1998 roll
 lot 119 into lots 128/149 for 2002 roll
 lot 128 into lots 128/149 for 2002 roll
 lot 130 into lots 128/149 for 2002 roll
 lot 131 into lots 128/149 for 2002 roll
 lot 132 into lots 128/149 for 2002 roll
 lot 133 into lots 128/149 for 2002 roll
 lot 134 into lots 128/149 for 2002 roll
 lot 135 into lots 128/149 for 2002 roll
 lot 136 into lots 128/149 for 2002 roll
 lot 137 into lots 128/149 for 2002 roll
 lot 138 into lots 128/149 for 2002 roll
 lot 139 into lots 128/149 for 2002 roll
 lot 140 into lots 128/149 for 2002 roll
 lot 141 into lots 128/149 for 2002 roll
 lot 142 into lots 128/149 for 2002 roll
 lot 143 into lots 128/149 for 2002 roll
 lot 144 into lots 128/149 for 2002 roll
 lot 145 into lots 128/149 for 2002 roll
 lot 146 into lots 128/149 for 2002 roll
 lot 147 into lots 128/149 for 2002 roll
 lot 148 into lots 128/149 for 2002 roll
 lot 149 into lots 128/149 for 2002 roll

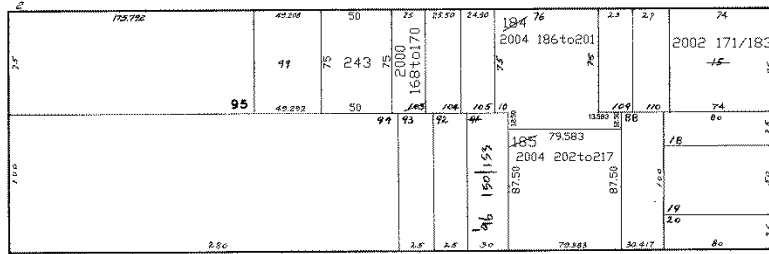


3731
100 VARA BLK. 395

REVISED '57
 REVISED '58
 " '61
 REVISED '64
 " '68
 " '88
 It 146
 Revised '97
 Revised '99
 Revised 2000
 Revised 2002
 Revised 2007
 Revised 2009
 Revised 2012

**LIGHTHOUSE LOTS
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...

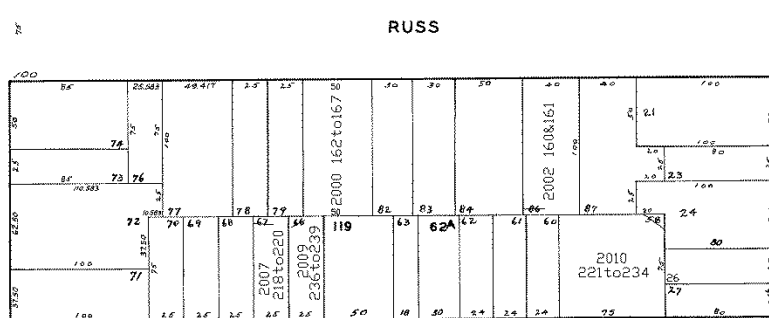


**50 HARRIET ST
A CONDOMINIUM**

LOT	UNIT	% COMM. AREA
186	1	4.34
187	2	5.08
188	3	5.12
189	4	5.08
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	6.57
197	12	7.54
198	13	8.57
199	14	6.65
200	15	7.95
201	16	6.65

**1026 FOLSOM ST.
A CONDOMINIUM**

LOT	UNIT	% COMM. AREA
171	1	2.42
172	2	5.29
173	3	6.63
174	4	6.63
175	5	6.62
176	6	10.14
177	7	8.60
178	8	5.39
179	9	6.63
180	10	6.63
181	11	6.37
182	12	12.43
183	13	13.22

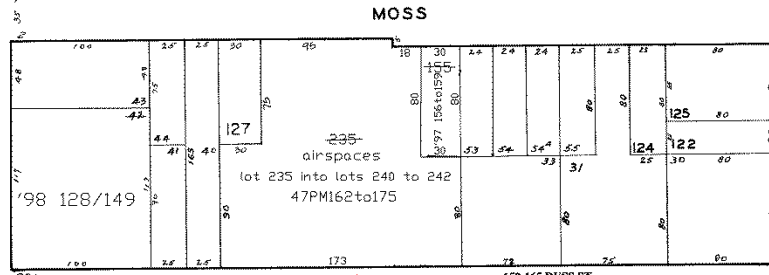


**175 RUSS ST.
A CONDOMINIUM**

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	3.30
209	8	3.97
210	9	7.26
211	10	7.95
212	11	6.30
213	12	8.41
214	13	8.30
215	14	8.41
216	15	8.43
217	16	5.95

**170-172 RUSS ST.
A CONDOMINIUM**

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



**33-35 MOSS ST.
A CONDOMINIUM**

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

**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	19.13

**54-56 HARRIET ST.
A CONDOMINIUM**

LOT	UNIT	% COMM. AREA
168	2	39.18
169	3	25.06
170	3	25.76

**56-60 MOSS ST.
A CONDOMINIUM**

LOT	UNIT	% COMM. AREA
156	1	23.50
157	2	29.50
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 I)

**Attachment B
DOF Tracking Sheet - Other Properties**

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

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

No.	Property Name	Property Type	HSC 34191.5 (c)(2)		HSC 34191.5 (c)(1)(A)		Value Basis	Date of Estimated Current Value	SALE OF PROPERTY		Purpose for which property was acquired	HSC 34191.5 (c)(1)(C)			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	
			Permissible Use	Permissible Use Detail	Acquisition Date	Value at Time of Purchase			Estimated Current Value	Proposed Sale Value		Proposed Sale Date	Address	APN #								Lot Size
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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
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

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.