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, 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 commercial and retail properties, 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 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 constructed with public funds and used for a public purpose. The City has agreed to accept the YBG Properties for a governmental purpose and 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.

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 or 2015.
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 Successor Agency has owned and managed these public assets as an intact portfolio of financially self-sustaining properties and 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 with the Successor Agency’s 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 footnote below. These long-term agreements (ranging from 78 to 90 years) require the 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, 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

From 1967 to 1983 the SFRA acquired and assembled land for development of the Yerba Buena Properties on CB-1, CB-2. 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 Agency Property was Acquired

The YBG Properties were acquired for the purpose of satisfying the objectives of the Project Area 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 and the federal standards for urban renewal under Title I of the Housing Act of 1949. In 1983, the SFRA and the City executed, with HUD concurrence, the Yerba Buena Center Redevelopment Project Closeout Agreement (the “YBC Closeout Agreement”), which mentions the YBG Properties.

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 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 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, in the case of the improvements, (3) the replacement values reflected in the property insurance schedule provided by the Successor Agency’s insurance provider. According to the insurance provider, they base their replacement values on internal appraisals of the properties performed periodically.

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. 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).
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 Yerba Buena Garden’s 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 expenses have typically ranged from $7 to $8 million annually over the past few years. Revenues are able to cover all current operations, and a $590,000 contribution to the Yerba Buena Gardens capital reserve.

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 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 revenue and expenses.

In 1999, the SFRA established a capital reserve for Yerba Buena Gardens to ensure that adequate funds would be available to replace and renovate the public facilities at Yerba Buena Gardens over the coming decades. In the past, capital improvements were financed with periodic infusions of tax increment (which is no longer available) and a $590,000 annual set-aside from operating revenues, which is 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.

**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 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 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 as it exists today.

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 second-floor location 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.

Disposition of the Agency Property

Disposition for a Governmental Purpose: The Successor Agency proposes to transfer the YBG Properties 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 Supervisor’s Resolution 917-84, which was adopted by the board on December 3, 1984, for additional historical background on the City’s position with regard to the YBG Properties.
Today, the City has agreed to accept the YBG Properties for a governmental purpose and manage them 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 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.

Several ownership/management structures are currently under discussion for the YBG Properties. One involves a non-profit entity, controlled by the City, which would manage the YBG Properties on behalf of the City under a master lease with the City. Another involves 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 letters 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.

**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 or 2015.

**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 Chart
**Attachment F:** 1984 Board of Supervisor’s Resolution
Attachment A
DOF Tracking Sheet for Yerba Buena Gardens
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<th>Description of Property</th>
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<th>Collaboration Agreement Notes</th>
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<td>LEASEHOLD: Rooftop Surface</td>
<td>Mixed-Use</td>
<td>Governmental Use</td>
<td>See Narrative</td>
<td>7/1/1996</td>
<td>$1.00</td>
<td>$0</td>
<td>Market</td>
<td>2/1/2012</td>
<td>$0</td>
<td>2015-2016</td>
</tr>
<tr>
<td>34</td>
<td>FEE: Tunnel under Howard Street</td>
<td>Roadway/Walkway</td>
<td>Governmental Use</td>
<td>See Narrative</td>
<td>7/13/1988</td>
<td>$0.00</td>
<td>$0</td>
<td>Market</td>
<td>2/1/2012</td>
<td>$0</td>
<td>2015-2016</td>
</tr>
<tr>
<td>35</td>
<td>The Children's Garden: Open Space, Playground Areas, Gardens</td>
<td>Park</td>
<td>Governmental Use</td>
<td>See Narrative</td>
<td>1998</td>
<td>$12,655,314</td>
<td>$14,946,796</td>
<td>Appraised</td>
<td>2/1/2012</td>
<td>$0</td>
<td>2015-2016</td>
</tr>
<tr>
<td>36</td>
<td>Child Development Center</td>
<td>Other</td>
<td>Governmental Use</td>
<td>See Narrative</td>
<td>1998 included above in line 36</td>
<td>$46,530,130</td>
<td>$3,063,923</td>
<td>Appraised</td>
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</tr>
<tr>
<td>37</td>
<td>Children's Creativity Museum</td>
<td>Other</td>
<td>Governmental Use</td>
<td>See Narrative</td>
<td>1998 included above in line 36</td>
<td>$11,464,317</td>
<td>$11,464,317</td>
<td>Appraised</td>
<td>2/1/2012</td>
<td>$11,464,317</td>
<td>2015-2016</td>
</tr>
<tr>
<td>38</td>
<td>Bowling Center</td>
<td>Commercial</td>
<td>Governmental Use</td>
<td>See Narrative</td>
<td>1998 included above in line 36</td>
<td>$2,779,657</td>
<td>$2,779,657</td>
<td>Appraised</td>
<td>2/1/2012</td>
<td>$2,779,657</td>
<td>2015-2016</td>
</tr>
<tr>
<td>39</td>
<td>Ice Skating Center</td>
<td>Commercial</td>
<td>Governmental Use</td>
<td>See Narrative</td>
<td>1998 included above in line 36</td>
<td>$8,690,692</td>
<td>$8,690,692</td>
<td>Appraised</td>
<td>2/1/2012</td>
<td>$8,690,692</td>
<td>2015-2016</td>
</tr>
</tbody>
</table>
Attachment B
Yerba Buena Gardens Map
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 [to be provided].

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. 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 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 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.
Central Block One ("CB-1")

Jessie Square Plaza at Night

Central Block Two ("CB-2")

Loggia  
Fountain  
Pedestrian Bridge

Aerial of Yerba Buena Gardens Open Space  
Yerba Buena Center for the Arts

Central Block Three ("CB-3")

Aerial of the Children’s Garden  
Children’s Creativity Museum Carousel
Exhibit 1

List of Legal Documents/Enforceable Obligations

[to follow later]
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 lease revenue and developer exactions are deposited. The Separate Account is defined in the following excerpts from the governing documents:

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) 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.

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 CB-1 Retail Lease

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 events 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 CB-1 REA

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
<table>
<thead>
<tr>
<th>Sources</th>
<th>Yerba Buena Gardens</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rent &amp; Lease Revenues</td>
<td>$9,212,000</td>
<td>Restricted lease revenues, including City payment for Moscone ($870,000 - almost 10% of revenues)</td>
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<tr>
<td>Fund Balance - Other</td>
<td>$293,000</td>
<td>Prior year restricted lease revenues</td>
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<tr>
<td><strong>Total Sources</strong></td>
<td><strong>$9,505,000</strong></td>
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**Uses - Operations**

<table>
<thead>
<tr>
<th>Uses - Operations</th>
<th>Amount</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Allocated Staff &amp; Operating Expenses</td>
<td>$258,000</td>
<td>OCII staffing costs</td>
</tr>
<tr>
<td>Legal Services</td>
<td>$40,000</td>
<td>City attorney or other legal costs as needed</td>
</tr>
<tr>
<td>Asset Management</td>
<td>$3,251,000</td>
<td>YBG property management costs</td>
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<tr>
<td>Grants to Community-Based Organizations</td>
<td>$3,980,000</td>
<td>Yerba Buena Center for the Arts ($3,300,000), Children's Creativity Museum ($575,000), Yerba Buena Arts &amp; Events ($75,000)</td>
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<td>Payments to other Public Agencies</td>
<td>$68,000</td>
<td>CBD annual assessment</td>
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<td>Other Current Expenses</td>
<td>$100,000</td>
<td>Insurance Expense</td>
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<td><strong>Subtotal Uses - Operations</strong></td>
<td><strong>$7,697,000</strong></td>
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<tr>
<td>Development Infrastructure</td>
<td>$1,808,000</td>
<td><strong>Capital Improvements</strong>: expansion joint repair, carousel vacillator bearing, children's play circle safety pavement replacement, café space ceiling repair, electrical transformer replacement, childcare facility security and ventilation upgrades</td>
</tr>
<tr>
<td><strong>Total Uses</strong></td>
<td><strong>$9,505,000</strong></td>
<td></td>
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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 ————-
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 Redevelop-
ment Plan (the "Plan") for the Yerba Buena Center Redevelop-
ment 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 Equities Corp., a Delaware corporation, and the Marriott Corpo-
ration, a Delaware corporation, are the general partners,
which Limited Partnership is hereinafter called the "Develop-
er") 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 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-1) and one or two pedestrian bridges over Howard Street ("CB-1 Gardens") which CB-3 Gardens and cultural facilities will be publicly owned; and

WHEREAS, Said cultural facilities will consist of building structures, and other improvements and said Gardens will
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 in 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. Kennedy