

[Not for Recording]  
City and County of San Francisco  
Director of Property  
25 Van Ness Avenue  
Suite 400  
San Francisco, CA 94102

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**OFFER OF IMPROVEMENTS**

**(Mission Bay Drive Extension)**

FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL"), does hereby irrevocably offer to the City and County of San Francisco, a municipal corporation ("City"), and its successors and assigns, all of the open space, right-of-way improvements and underground public utility facilities constructed or installed by or on behalf of FOCIL pursuant to the Street Improvement Permit #10IE-0106, dated March 9, 2010, issued thereunder, for Mission Bay Drive Extension, and the improvement plans and specifications described therein, but excepting therefrom those portions of the facilities which are identified on the "as-built" drawings delivered to and on file with the City as PG&E service conduits and vaults, and SBC service conduits."

The property where the improvements are located is shown on Exhibit A hereto, constituting City property located in the City.

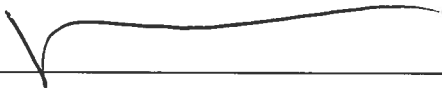
It is understood and agreed that: (i) upon acceptance of this offer of public improvements the City shall own and be responsible for maintenance of the offered public facilities and improvements, and (ii) the City and its successors or assigns shall incur no liability or obligation whatsoever hereunder with respect to such offer of public improvements, and, except as may be provided by separate instrument, shall not assume any responsibility for the offered improvements, unless and until such offer has been accepted by appropriate action of the Board of Supervisors.

The provisions hereof shall inure to the benefit of and be binding upon the heirs, successors, assigns and personal representatives of the respective parties hereto.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 23 day of January, 2012.

FOCIL-MB, LLC,  
a Delaware limited liability company

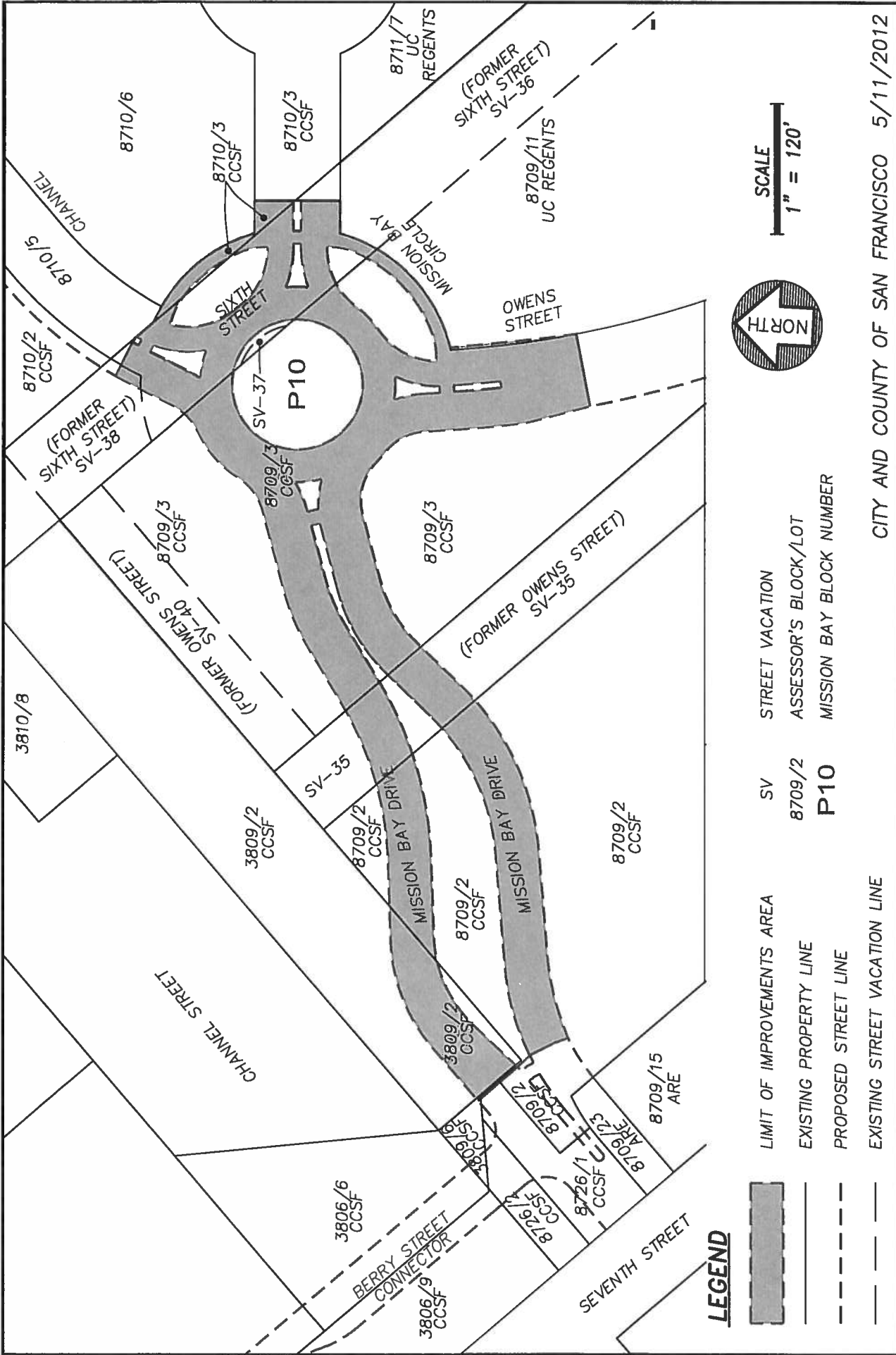
By: Farallon Capital Management, L.L.C.,  
a Delaware limited liability company,  
Its Manager

By:  \_\_\_\_\_

Name: Richard B. Fried  
Managing Member

Title: \_\_\_\_\_

**EXHIBIT A**  
**[Plat Map]**



**FREYER & LAURETA, INC.**  
 CIVIL ENGINEERS • SURVEYORS • CONSTRUCTION MANAGERS  
 144 North San Mateo Drive • San Mateo, CA 94401  
 (650)344-9901 • Fax (650)344-9920  
 www.freyerlaureta.com

CITY AND COUNTY OF SAN FRANCISCO 5/11/2012

**MISSION BAY DRIVE EXTENSION**

**OFFER OF IMPROVEMENTS**

**EXHIBIT A**

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