

July 30, 2019

Nadia Sesay  
Executive Director  
Office of Community Investment and Infrastructure  
One South Van Ness Ave., 5<sup>th</sup> Floor  
San Francisco, CA 94103

RE: Phase II Work and SFPW Punchlist Work

Dear Nadia:

This letter memorializes the circumstances under which FOCIL-MB, LLC ("FOCIL") consents, under Section 4.6.B. of the Mission Bay South Acquisition Agreement between OCII and FOCIL ("Acquisition Agreement"), to OCII's payment of Acquisition Funds directly to the City and County of San Francisco ("City") for certain Acquisition Facilities and Components described below. Capitalized terms not defined in this letter have the meaning defined in the Acquisition Agreement and Mission Bay South Owner Participation Agreement and related Plan Documents ("South OPA"). To the extent that any term of this letter is inconsistent with the Acquisition Agreement and South OPA, the Acquisition Agreement and South OPA shall supersede those terms.

FOCIL and its agents and assigns, have constructed or are completing construction, or have caused to be constructed and completed, in accordance with approved improvement plans, permits and public improvement agreements (collectively "**the Permits**"), certain right of way improvements, pump stations, parks, and associated above and below ground improvements or facilities in the Mission Bay South Plan Area, as listed below ("**the MBS Major Infrastructure**"). The MBS Major Infrastructure includes, without limitation, pavement, curbs, sidewalks, slopes, site furnishings, landscaping, irrigation, signage, street lighting, public and private utility facilities (including PUC Infrastructure as defined below), traffic signals and all associated conduits, conductors, fasteners and other appurtenances to such MBS Major Infrastructure.

The MBS Major Infrastructure consists of the Acquisition Facilities for the following Mission Bay South Area projects:

- Block 1
- Blocks 2-7, 13
- Blocks 5-6
- Blocks 8/9/9A Mission Rock and TFB
- Blocks 11-12
- Blocks 26-28 Phases 1, 2 and 3
- Blocks 36-39
- Block 40
- SWPS#1
- TFB between Mariposa and 16<sup>th</sup> Streets
- SWPS#5

- P11/P11A (park infrastructure)
- Blocks 11-12 Parking @ P2 (park infrastructure)
- P23-P24 (park infrastructure)

As used in this letter, "PUC Infrastructure" is that portion of certain Acquisition Facilities that include water, wastewater, storm water, pump stations and other water-related infrastructure that is under the purview of the San Francisco Public Utilities Commission ("**SFPUC**").

The "**Phase I Work**" on certain Acquisition Facilities involved the initial construction of the MBS Major Infrastructure, including the PUC Infrastructure. Phase I Work has been completed on the MBS Major Infrastructure. FOCIL, as Developer under the Acquisition Agreement and Owner under the Interagency Cooperation Agreement ("ICA"), has a reasonable expectation that the City and OCII "shall process with due diligence all submissions and applications by the Owner for permits, approvals, agreements and other entitlements." Section 2.1 of ICA. Under the Mission Bay Subdivision Code and other Mission Bay South Plan documents, City will not unreasonably withhold determinations of completion ("DOC") from FOCIL, and the City by formal action of its Board of Supervisors (or through any designee to which the Board of Supervisors may have delegated its authority) will accept infrastructure for City use, operations and maintenance ("Acceptance"), once FOCIL has completed the Phase I work on Acquisition Facilities and the City has issued a DOC and received all necessary materials to initiate Acceptance.

The "**Phase II Work**" is based on the Public Works Director's determination that certain Acquisition Facilities in the MBS Major Infrastructure require adjustments, realignment and in some cases replacement of portions of the PUC Infrastructure (but not other infrastructure) to account for the effects of uncertain ground settlement that occurs over time within Mission Bay. The "**SFPW Punchlist Work**" is based on the Public Works Director's determination that certain Acquisition Facilities have a limited number of punchlist improvements that remain to be completed. OCII and FOCIL agree that the Phase II Work and SFPW Punchlist Work, as detailed on Attachment A to this letter, shall be included in Exhibit C to the Acquisition Agreement ("**Exhibit C**") and that the City, acting through SFPUC or San Francisco Public Works ("SFPW") or their contractors, not Developer, is best equipped and positioned to implement the Phase II Work and the SFPW Punchlist Work.

Phase II Work and SFPW Punchlist Work cannot be constructed until the Acceptance of the relevant Acquisition Facilities (except in the limited case of Phase II Work already performed by SFPUC or its contractors on TFB between Mariposa and 16<sup>th</sup> Street, the "TFB PUC Work"). FOCIL, as Developer, wishes to delegate, and the City, acting through the Director of SFPW [and SFPUC] wishes to accept, responsibility for all Phase II Work and SFPW Punchlist Work, provided that the City is authorized to access certain Acquisition Funds, subject to the terms and conditions contained in this letter, on the same terms and conditions as the Developer, for the Phase II Work and SFPW Punchlist Work consistent with the standards and procedures for payment described in the Mission Bay South Financing Plan ("Financing Plan") and Acquisition Agreement.

Accordingly, FOCIL, OCII, and the City hereby agree as follows:

- 1) Delegation and Acceptance. FOCIL hereby irrevocably delegates responsibility for all Phase II Work and SFPW Punchlist Work to the City, and the City hereby irrevocably accepts responsibility for all Phase II Work and SFPW Punchlist Work.
  
- 2) Direct Payment/Conditions – PUC Phase II Near-Term Expenditures and SFPW Punchlist Expenditures. Pursuant to Section 4.6.B of the Acquisition Agreement, FOCIL, as Developer, authorizes OCII, at OCII's discretion, to make direct payment of certain Acquisition Funds to the City and/or its contractors for: a) Phase II Work, cumulatively up to the total amount listed in the "PUC Phase II Near-Term Expenditures" line item of Exhibit C, as shown on Attachment A to this letter (herein the "**Near-Term Work**") subject to the terms of Section 5 below; and b) SFPW Punchlist Work, cumulatively up to the total amount listed in the "SFPW Punchlist Expenditures" line item of Exhibit C, as shown on Attachment A to this letter subject to the terms of Section 5 below, provided that it is agreed that neither Phase II Work (whether Near-Term Work or otherwise) nor SFPW Punchlist Work will commence, and no Acquisition Funds are authorized to or will be expended hereunder until City in each instance has met all of its obligations under Section 2.a, 2.b(i) and (ii) and 4 below;
  - a. Acceptance and release of bonds. City, acting by or through the Board of Supervisors (or through any designee to which the Board of Supervisors may have delegated its authority), will have completed Acceptance of all the MBS Major Infrastructure and the associated surety bonds for performance and labor and materials will have been released, consistent with Section 3.5 of the Acquisition Agreement and applicable Permits.
  
  - b. City waiver and FOCIL conditional assignment of contractor warranties. By separate instrument, the City, acting through the SFPW,
    - i. will have provided a waiver of warranty responsibility and warranty claims against FOCIL for all the MBS Major Infrastructure, except for SWPS#5 and FOCIL's exclusive work on TFB between Mariposa and 16<sup>th</sup> Street in a form satisfactory to FOCIL, and
  
    - ii. FOCIL will have assigned to the City a conditional assignment of any remaining contractor warranties and contractor guarantees for all the MBS Major Infrastructure, except for SWPS#5 and FOCIL's exclusive work on TFB between Mariposa and 16<sup>th</sup> Streets in a form satisfactory to City, consistent with Section 3.5 of the Acquisition Agreement.

No Phase II Work or SFPW Punchlist Work may be performed on SWPS#5 and TFB between Mariposa and 16<sup>th</sup> Street (other than the TFB PUC Work which has already been performed) until FOCIL's warranty has expired or a waiver and assignment consistent with this paragraph b. has been provided.

- 3) Direct Payment/Conditions – PUC Phase II Long Term Expenditures. Pursuant to Section 4.6.B of the Acquisition Agreement, FOCIL, as Developer, authorizes OCII, at OCII's discretion, to make direct payment of certain Acquisition Funds to the City and/or its contractors for Phase II Work, cumulatively up to the total amount listed in the "PUC Phase II Long-Term Expenditures" line item of the attached Exhibit C as shown on Attachment A to this letter, subject to the terms of Section 5 below, provided that no Acquisition Funds shall be available for Phase II Work (except for the Near-Term Work as provided in Section 2 above), until after August 1, 2029.
- 4) Notice of Phase II Work and SFPW Punchlist Work. City will give FOCIL and OCII prior written notice of its intent to perform Phase II Work and SFPUC Punchlist Work and to seek reimbursement from Acquisition Funds consistent with the standards for payment in Article 4 of the Acquisition Agreement. FOCIL waives any right to notice after FOCIL is no longer eligible to receive any Acquisition Funds.
- 5) Reimbursement Authorization. Regardless of how much the Phase II Work or SFPW Punchlist Work costs:
  - (a) The use of Acquisition Funds under the "SFPW Punchlist Expenditures" line item of Exhibit C will not exceed cumulatively the total amount of \$300,000, and this line item of Exhibit C may not be increased under any circumstances.
  - (b) The use of Acquisition Funds under the "PUC Phase II Near-Term Expenditures" line item of Exhibit C will not exceed cumulatively the total amount of \$3.8 million, and this line item of Exhibit C may not be increased under any circumstances.
  - (c) The Budgeted Costs for all Phase II Work are \$20.05 million.
  - (d) If expenditures made under the "PUC Phase II Near-Term Expenditures" line item of Exhibit C are less than \$3.8 million, the remainder may be transferred to the "PUC Phase II Long-Term Expenditures" line item of Exhibit C.
  - (e) To the extent the Actual Costs of Phase II Work exceeds Budgeted Costs, the "PUC Phase II Long-Term Expenditures" line item of the attached Exhibit C as shown on Attachment A to this letter may be amended to reflect Actual Costs, all in accordance with the Acquisition Agreement, including applicable terms of its Section 4.6.
  - (f) Payment of Acquisition Funds to FOCIL and to the City and/or its contractors shall be made in the order in which applications for reimbursement are received by OCII.


- (g) On a cumulative basis, the City shall not submit, and OCII shall not accept, applications for Acquisition Funds for reimbursement of SFPW Punchlist Work in excess of \$300,000.
  - (h) On a cumulative basis, OCII shall not accept any applications from the City for Acquisition Funds for reimbursement of Phase II Work in excess of \$3.8 million until after August 1, 2029. For purposes of 5(f) above, if on a cumulative basis the City submits applications for Acquisition Funds for reimbursement of Phase II Work in excess of \$3.8 million prior to August 2, 2029, the portion up to \$3.8 million shall be deemed received by OCII on the date actually received, and the portion in excess of \$3.8 million shall be deemed received by OCII on August 2, 2029.
  - (i) FOCIL will have no obligation to construct, install or fund any Phase II Work or SFPW Punchlist Work, regardless, individually or collectively, of the adequacy or lack thereof of the "PUC Phase II Near-Term Expenditures", "PUC Phase II Long-Term Expenditures", and "SFPW Punchlist Expenditures" line items of Exhibit C.
- 6) Use of Acquisition Funds. Acquisition Funds authorized hereunder will be used only for Phase II Work and SFPW Punchlist Work, as and to the extent identified by SFPUC or SFPW, in coordination with OCII, consistent with the Mission Bay South OPA. FOCIL will work cooperatively with City and OCII to take such actions, if any, as are reasonably necessary or appropriate to implement the use of Acquisition Funds in accordance with this agreement, provided there are no additional costs to FOCIL other than non-extraordinary administrative and legal costs, and that any administrative and legal costs shall be eligible for reimbursement from Acquisition Funds.

CONTINUED ON NEXT PAGE

SUBMITTED BY:

**FOCIL MB-LLC,**

By: Farallon Capital Management, LLC  
a Delaware limited liability company  
Its: Managing Member

By:   
Richard B. Fried

Dated: 9/4/19

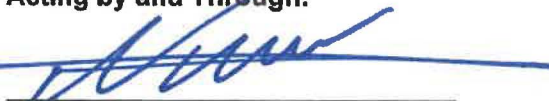
ACKNOWLEDGED, AGREED AND ACCEPTED

**OFFICE OF COMMUNITY INVESTMENT AND INFRASTRUCTURE**

  
Nadia Sesay  
Executive Director  
Office of Community Investment and Infrastructure

Dated: 9/12/19

**CITY AND COUNTY OF SAN FRANCISCO**  
Acting by and Through:

  
Mohammed Nuru  
Director  
San Francisco Public Works

Dated: 10/18/19

**ATTACHMENT A TO JULY 30, 2019 LETTER  
REGARDING PHASE II WORK AND SFPW PUNCHLIST WORK**

To be added to Exhibit C:

<u>Amount</u>	<u>Category of Cost</u>
\$3,800,000	PUC Phase II Near-Term Expenditures <sup>1,2</sup>
\$16,250,000	PUC Phase II Long-Term Expenditures <sup>1,2</sup>
\$300,000	SFPW Punchlist Expenditures <sup>1,3</sup>

Footnotes

<sup>1</sup> See July 30, 2019 Letter Regarding Phase II Work and SFPW Punchlist Work for conditions related to these expenditures.

<sup>2</sup> See Exhibit C-1a, attached hereto, for detailed line items within each of the PUC Phase II cost categories.

<sup>3</sup> See Exhibit C-1b, attached hereto, for detailed line items within the SFPW Punchlist cost category.

**Mission Bay Storm and Sanitary Sewer Infrastructure Repair Cost Summary**

Storm and Sanitary Sewer Repairs/Replacement "Red Streets"	\$17,106,552
Storm and Sanitary Sewer Repairs/Replacement "Blue Streets"	\$2,366,917
Terry Francois Boulevard Storm and Sanitary Repairs	\$500,000
SWPS #1 Pumps	\$40,000
<b>Total Costs</b>	<b>\$20,013,468</b>



### Mission Bay "Red Streets" Repair Cost Summary

---

**Mission Rock St. (Blks 8-9A)**


---

Sanitary Total	\$224,144
Stormdrain Total	\$135,943
<b>Total</b>	<b>\$360,087</b>

---

**Owens St. (Block 40)**


---

Sanitary Total	\$363,880
Stormdrain Total	\$448,920
<b>Total</b>	<b>\$812,801</b>

---

**Channel (Block 12E+W)**


---

Sanitary Total	\$340,091
Stormdrain Total	\$558,535
<b>Total</b>	<b>\$898,626</b>

---

**China Basin, MBB S+N, & Merrimac (Blks 5-6)**


---

Sanitary Total	\$371,847
Stormdrain Total	\$494,469
<b>Total</b>	<b>\$866,316</b>

---

<b>Total Pipes</b>	<b>\$2,937,830</b>
<b>Paving</b>	<b>\$1,513,512</b>
<b>Total w/o Blks 26-28</b>	<b>\$4,451,342</b>

---

**Blocks 26-28 Stormdrains**


---

<b>Stormdrain Total</b>	<b>\$12,655,210</b> (includes paving)
-------------------------	---------------------------------------

---

<b>GRAND TOTAL ALL RED STREETS</b>	<b>\$17,106,552</b>
------------------------------------	---------------------

---

### Mission Bay "Blue" Street Repair Cost Summary

---

**Channel Street - Storm Drainage Laterals (transmittal 95)**


---

Stormdrain Total	\$87,472
------------------	----------

---



---

**Long Bridge Street - Storm Drain Laterals IB#46.1 (transmittal 95)**


---

Stormdrain Total	\$28,000
------------------	----------

---



---

**Mission Bay Blvd North - Storm Drainage Laterals IB#46.1 (transmittal 95)**


---

Stormdrain Total	\$12,096
------------------	----------

---



---

**Mission Bay Blvd South - (transmittal 3)**


---

Sanitary Total	\$307,936
----------------	-----------

Stormdrain Total	\$250,422
------------------	-----------

<b>Total</b>	<b>\$558,359</b>
--------------	------------------

---



---

**Channel Street - (transmittal 4)**


---

Sanitary Total	\$56,000
----------------	----------

Stormdrain Total	\$69,218
------------------	----------

<b>Total</b>	<b>\$125,218</b>
--------------	------------------

---



---

**Long Bridge Street - Storm Drainage IB#46.1 (transmittal 4)**


---

Stormdrain Total	\$28,000
------------------	----------

---



---

**4th Street - Storm Drainage (transmittal 5)**


---

Stormdrain Total	\$14,700
------------------	----------

---



---

**GRAND TOTAL ALL BLUE STREETS**


---

Total Pipe Costs	\$853,845
------------------	-----------

Paving @\$12/sf	\$1,244,160
-----------------	-------------

Pilings (48" rcp) \$8000/each	
-------------------------------	--

installed every 10'	\$268,912
---------------------	-----------

<b>Total Cost</b>	<b>\$2,366,917</b>
-------------------	--------------------

---

## Terry Francois Blvd Storm and Sewer Repairs

System	Location	Issue
Sanitary Sewer Main	1+06 to 2+00	Ponding, 10% or 1" sag
	2+00 to 3+00	Ponding
	3+00 to 3+98	Ponding
	4+46	20% or 2" sag
	4+50	Ponding
	4+71	10% or 1" sag
	5+88 to 5+97	20% or 2" sag
	6+92 to 6+97	20% or 2" sag
	7+59 to 7+65	20% or 2" sag
	8+28 to 8+33	20% or 2" sag
	8+51 to 8+58	Ponding
	8+78 to 8+83	Ponding
	8+98 to 9+03	10% or 1" sag
	9+63 to 9+73	30% or 3" sag
Storm Drain Lateral	1+95 (east)	20% or 2" sag
	3+64.23 (East)	Broken HDPE; soil visible
	4+24.83 (East)	Crack circumferential; sag
	5+60.83 (East)	20% or 2" sag
	6+26.69 (East)	20% or 2" sag
	6+93.26 (East)	30% or 3" sag
	7+61.86 (East)	20% or 2" sag
	11+11	20% or 2" sag

**Mission Bay**  
**Video Inspection Analysis: Mission Rock St. (Blks 8-9A); Owens (Block 40); Channel (Block 12E+W); China Basin, MBB S+N, & Merrimac (Blks 5-6)**

Inspection Analysis												
Row Number	Maximo Work Order Number	Maximo Asset Number	From MH	To MH	CNN	On Street	From Street	To Street	GIS Length (feet)	Pipe Diameter	Pipe Material	Remarks

**Mission Rock St. (Blks 8-9A)**

1	4509355	P-310810	261067	103924	9198000	MISSION ROCK ST	TERRY A FRANCOIS BLVD	03RD ST	103	15"	VCP	Sanitary, sag noted in the line
3	4509369	P-310838	261065	261066	9198000	MISSION ROCK ST	TERRY A FRANCOIS BLVD	03RD ST	297	12"	HDPE	Sanitary, sag noted in the line
5	4509727	P-127431	226136	226137	9198000	MISSION ROCK ST	TERRY A FRANCOIS BLVD	03RD ST	216	21"	RCP	MS4 / storm drain, ribbing (SRVZ)

**Owens St. (Block 40)**

1	4534168	P-304771	18644	253404	19296000	OWENS ST	16th Street	Mariposa Street	124	8"	HDPE	Sanitary, incomplete video due to camera going under water. Should not have standing water.
2	4515933	P-288183	289894	289892	19296000	OWENS ST	16th Street	Mariposa Street	300	8"	HDPE	Sanitary, cracks, debris, and many other defects.
3	4515994	P-288182	289892	289891	698000	OWENS ST	16th Street	Mariposa Street	171	8"	VCP	Sanitary, deformation. (Reconfirm pipe material)
4	4516005	P-288174	253400	107049	19998000	OWENS ST	CAMPUS WAY	16TH ST	55	8"	VCP	Sanitary, ribbing (SRVZ), sections with 20% rocks and gravel settled. (Reconfirm pipe material)
5	4511571	P-288126	253398	253396	19999000	Owens Street	16th Street	Mariposa Street	193	18"	RCP	Storm, ribbing (SRVZ), gravel (DSGV) throughout & up to 20%
6	4511575	P-297098	253396	256185	19999000	Owens Street	16th Street	Mariposa Street	127	30"	RCP	Storm, one infiltration stain (IS).

**Mission Bay**  
**Video Inspection Analysis: Mission Rock St. (Blks 8-9A); Owens (Block 40); Channel (Block 12E+W); China Basin, MBB S+N, & Merrimac (Blks 5-6)**

Inspection Analysis												
Row Number	Maximo Work Order Number	Maximo Asset Number	From MH	To MH	CNN	On Street	From Street	To Street	GIS Length (feet)	Pipe Diameter	Pipe Material	Remarks
7	4511583	P-297099	256184	104157	19999000	Owens Street	16th Street	Mariposa Street	45	30"	RCP	Storm, one infiltration stain (IS).
8	4511588	P-288120	104157	253395	19999000	Owens Street	16th Street	Mariposa Street	114	30"	RCP	Storm, two joints with infiltration staining (IS)
9	4511592	P-288119	253395	104047	19999000	Owens Street	16th Street	Mariposa Street	87	30"	VCP	Storm. Ribbing (SRVZ) (Reconfirm pipe material)

**Channel (Block 12E+W)**

Inspection Analysis												
Row Number	Maximo Work Order Number	Maximo Asset Number	From MH	To MH	CNN	On Street	From Street	To Street	GIS Length (feet)	Pipe Diameter	Pipe Material	Remarks
1	4509394	P-296702DJL	255959	255937	19994000	CHANNEL	EL DORADO ST	END	179	10"	HDPE	Sanitary, camera under water (MCU), Sag
2	4509400	P-296797	255937	255939	19994000	CHANNEL	EL DORADO ST	END	261	10"	HDPE	Sanitary. Sag in the line from about 28 feet to 92 feet.
3	4509404	P-102561	255939	241777	19994000	CHANNEL	EL DORADO ST	END	59	10"	HDPE	Sanitary, Dark video survey
4	4509409	P-306043	241777	241774	19994000	CHANNEL	EL DORADO ST	END	108	10"	HDPE	Sanitary, Sag
5	4509413	P-331632	266320	255945	19993000	CHANNEL	EL DORADO ST	EL DORADO ST	33	12"	RCP	MS4 / storm drain, Dark video survey

**Mission Bay**  
**Video Inspection Analysis: Mission Rock St. (Blks 8-9A); Owens (Block 40); Channel (Block 12E+W); China Basin, MBB S+N, & Merrimac (Blks 5-6)**

Inspection Analysis												
Row Number	Maximo Work Order Number	Maximo Asset Number	From MH	To MH	CNN	On Street	From Street	To Street	GIS Length (feet)	Pipe Diameter	Pipe Material	Remarks
6	4509417	P-296685	255947	255945	19993000	CHANNEL	EL DORADO ST	EL DORADO ST	36	12"	VCP	MS4 / storm drain, Many defects.
7	4509421	P-296684	255945	255946	19994000	CHANNEL	EL DORADO ST	END	51	24"	RCP	MS4 / storm drain, standing water in pipe
8	4509437	P-296683	255946	255944	19994000	CHANNEL	EL DORADO ST	END	61	24"	RCP	MS4 / storm drain, longitudinal crack (CL), spiral crack (CS), Infiltration staining (IS), standing water in pipe
9	4509447	P-331714	255944	266317	19994000	CHANNEL	EL DORADO ST	END	25	24"	RCP	MS4 / storm drain, infiltration staining (IS), standing water in pipe
10	4509625	P-103539	266317	255943	19994000	CHANNEL	EL DORADO ST	END	123	24"	RCP	MS4 / storm drain, sag
11	4509629	P-331712	255943	266315	19994000	CHANNEL	EL DORADO ST	END	56	24"	RCP	MS4 / storm drain, ribbing (SRVZ)
12	4516027	P-331760	266315	255942	19994000	CHANNEL	EL DORADO ST	END	154	24"	RCP	MS4 / storm drain, ribbing (SRVZ)
13	4509636	P-331710	255942	266311	19994000	CHANNEL	EL DORADO ST	END	109	24"	RCP	MS4 / storm drain, ribbing (SRVZ)
14	4509643	P-331713	266311	255941	19994000	CHANNEL	EL DORADO ST	END	124	24"	RCP	MS4 / storm drain, ribbing (SRVZ)
15	4509647	P-296788	255941	255940	19994000	CHANNEL	EL DORADO ST	END	39	24"	RCP	MS4 / storm drain, ribbing (SRVZ)

**China Basin, MBB S+N, & Merrimac (Blks 5-6)**

Inspection Analysis												
---------------------	--	--	--	--	--	--	--	--	--	--	--	--

**Mission Bay**  
**Video Inspection Analysis: Mission Rock St. (Blks 8-9A); Owens (Block 40); Channel (Block 12E+W); China Basin, MBB S+N, & Merrimac (Blks 5-6)**

Inspection Analysis												
Row Number	Maximo Work Order Number	Maximo Asset Number	From MH	To MH	CNN	On Street	From Street	To Street	GIS Length (feet)	Pipe Diameter	Pipe Material	Remarks
1	4509659	P-303864	258060	258035	15027000	CHINA BASIN ST	MERRIMAC ST	LONG BRIDGE ST	103	8"	HDPE	Sanitary, sag
2	4509664	P-303863	258035	258037	15027000	CHINA BASIN ST	MERRIMAC ST	LONG BRIDGE ST	111	8"	HDPE	Sanitary, sag
3	4509669	P-303862	289884	258038	15026000	CHINA BASIN ST	O4TH ST	MERRIMAC ST	163	8"	HDPE	Sanitary, two sags
4	4509681	P-303948	228208	228180	15026000	CHINA BASIN ST	O4TH ST	MERRIMAC ST	53	12"	VCP	MS4 / storm drain. Joint offset medium (JOM) at two points
5	4509689	P-127528	228180	228181	15026000	CHINA BASIN ST	O4TH ST	MERRIMAC ST	12	18"	RCP	MS4 / storm drain, ribbing (SRVZ)
6	4509698	P-127526	228182	228183	15026000	CHINA BASIN ST	O4TH ST	MERRIMAC ST	35	18"	RCP	MS4 / storm drain, ribbing (SRVZ)
7	4509702	P-127724	228183	228184	15026000	CHINA BASIN ST	O4TH ST	MERRIMAC ST	33	18"	RCP	MS4 / storm drain, ribbing (SRVZ), Standing Water
8	4509706	P-127723	228184	228185	15026000	CHINA BASIN ST	O4TH ST	MERRIMAC ST	46	18"	RCP	MS4 / storm drain, ribbing (SRVZ)
9	4509748	P-127682	289899	228189	15027000	CHINA BASIN ST	MERRIMAC ST	LONG BRIDGE ST	57	24"	RCP	MS4 / storm drain, ribbing (SRVZ)
10	4509896	P-127681	228189	255924	15027000	CHINA BASIN ST	MERRIMAC ST	LONG BRIDGE ST	47	12"	RCP	MS4 / storm drain, lower right (LR) 20%, pipe should run straight from MH to CB
11	4509924	P-127772	228297	228296	15020201	MISSION BAY BLVD NORTH	O4TH ST \ MISSION BAY BLVD	MERRIMAC ST \ MISSION BAY BLVD	59	24"	RCP	MS4 / storm drain, ribbing (SRVZ)

**Mission Bay**  
**Video Inspection Analysis: Mission Rock St. (Blks 8-9A); Owens (Block 40); Channel (Block 12E+W); China Basin, MBB S+N, & Merrimac (Blks 5-6)**

Inspection Analysis												
Row Number	Maximo Work Order Number	Maximo Asset Number	From MH	To MH	CNN	On Street	From Street	To Street	GIS Length (feet)	Pipe Diameter	Pipe Material	Remarks
12	4509972	P-127732	228295	228294	15020201	MISSION BAY BLVD NORTH	04TH ST \ MISSION BAY BLVD	MERRIMAC ST \ MISSION BAY BLVD	65	24"	RCP	MS4 / storm drain, infiltration staining (IS) at two joints
13	4509978	P-127733	228294	228293	15020201	MISSION BAY BLVD NORTH	04TH ST \ MISSION BAY BLVD	MERRIMAC ST \ MISSION BAY BLVD	17	24"	RCP	MS4 / storm drain, ribbing (SRVZ), weeper (IW) at joint
14	4509982	P-102263	228293	228292	15020201	MISSION BAY BLVD NORTH	04TH ST \ MISSION BAY BLVD	MERRIMAC ST \ MISSION BAY BLVD	82	24"	RCP	MS4 / storm drain, weeper (IW) at joint
15	4513856	P-127575	228292	104230	15020201	MISSION BAY BLVD NORTH	04TH ST \ MISSION BAY BLVD	MERRIMAC ST \ MISSION BAY BLVD	62	24"	RCP	MS4 / storm drain, ribbing (SRVZ)
16	4510157	P-288685	253438	228897	15020101	MISSION BAY BLVD SOUTH	04TH ST \ MISSION BAY BLVD	FIFTH ST \ MERRIMAC ST \ MISSION BAY BLVD	230	21"	VCP	Sanitary, infiltration staining (IS) at joint & sag
17	4510181	P-303649	253437	257924	15020101	MISSION BAY BLVD SOUTH	04TH ST \ MISSION BAY BLVD	FIFTH ST \ MERRIMAC ST \ MISSION BAY BLVD	30	18"	RCP	MS4, Possible sag. Possible circumferential crack (CC)
18	4510276	P-303647	257920	241722	15020101	MISSION BAY BLVD SOUTH	04TH ST \ MISSION BAY BLVD	FIFTH ST \ MERRIMAC ST \ MISSION BAY BLVD	37	18"	RCP	MS4, Possible sag. Possible circumferential crack (CC)



Mission Bay Blocks 11-12 Channel St, Long Bridge, MBBS, MBDE, Blocks 36-39 Sanitary Sewer and Storm Drain Videos

Street Name	Video Title	Pipe Diameter	Pipe Material	Pipe Length (feet)	Comments / Defects PACP Code
<b>Channel Street - Storm Drainage Laterals (transmittal 95)</b>					
Channel St	STA. 421.97_SDMH-STA. 421.97_PK	18"	RCP	80	39.9 ft - JOM joint offset medium & MMC material change 74.9 ft - CC circumferential crack from 7 o'clock to 12 o'clock
Channel St	STA. 634.55_SDMH-STA. 634.55_CB	12"	RCP	17.4	9.8 ft - MSC size change 12.5 ft - JOM joint offset medium & DSZ deposit settled
Channel St	STA. 891.52_SDMH-STA. 891.52_CB	12"	RCP	53.8	14.1 ft - CC circumferential crack from 5 o'clock to 7 o'clock 34.0 ft - small sag 53.5 ft - RFC root fine connection where CB and pipe meet
<b>Long Bridge Street - Storm Drain Laterals IB#46.1 (transmittal 95)</b>					
Sixth St	STA. 048.88_SDMH-STA. 048.88_OL	10"	HDPE	29.1	0.1 ft - sag
<b>Mission Bay Blvd North - Storm Drainage Laterals IB#46.1 (transmittal 95)</b>					
Mission Bay Blvd North	STA. 1441.54_SDMH-STA. 1441.54_CB	12"	HDPE/PVC	19.2	14.3 ft - MMC material change to PVC
<b>Mission Bay Blvd South - Sanitary Sewer (transmittal 3)</b>					
Mission Bay Blvd South	STA. 805.66_SSMH-STA. 1045.20_SSMH	18"	VCP	239.54	43.1 ft - IGI infiltration gusher joint (water entering "under pressure") at 2 o'clock 43.1 ft - IRI infiltration runner joint (continuous water flow) at 10 o'clock 132.0 ft - IGI at 10 o'clock 132.0 ft - IRI at 2 o'clock 139.8 ft - IGI from 8 o'clock to 4 o'clock
Mission Bay Blvd South	STA. 1045.20_SSMH-STA. 1117.45_SSMH	18"	VCP	72.25	51.3 ft - IRI at 8 o'clock to 9 o'clock
Mission Bay Blvd South	STA. 1189_SSMH-STA. 1427_SSMH	18"	VCP	238	48.2 ft - TFA tap factory active at 3 o'clock, 6 in diameter 168.6 ft - MWL 25% 230.8 ft - MWL 10%
Mission Bay Blvd South	STA. 654.66_SSMH-STA. 1896.55_SSMH	18"	VCP	242	96.2 ft - TF at 3 o'clock, 6 in diameter 153.0 ft - IWJ from 7 o'clock to 5 o'clock 160.4 ft - TF at 3 o'clock, 6 in diameter
<b>Mission Bay Blvd South - Storm Drainage (transmittal 3)</b>					
Mission Bay Blvd South	STA. 1228.53_SDMH-STA. 1181_SDMH	48"	RCP	47.53	0 ft to 21.6 ft - sag
Mission Bay Blvd South	STA. 1271.91_SDMH-STA. 1228.53_SDMH	48"	RCP	43.38	Poor water flow 21.7 ft - TBI at 2 o'clock, 6 in diameter, 3 in intrusion
Mission Bay Blvd South	STA. 1313.29_SDMH-STA. 1271.91_SDMH	48"	RCP	41.38	Poor water flow
Mission Bay Blvd South	STA. 1586.45_SDMH-STA. 1652.66_SDMH	48"	RCP	71.27	Video header says 42" diameter 5.0 ft - TBI at 9 o'clock, 6 in diameter, 2 in intrusion
Mission Bay Blvd South	STA. 934.89_SDMH-STA. 890_SDMH	18"	RCP	45	Poor water flow 0 ft - DSZ at 6 o'clock, 5%
<b>Channel Street - Sanitary Sewer (transmittal 4)</b>					
Channel Street	STA. 6+06 - STA. 4+27	10"	HDPE	179.53	55.2 ft - TFA at 9 o'clock, 8 in diameter 76 ft to 83.4 ft - sag

Pipe Repair/Replace ROM Cost Estimate			
Repair / Replace	Repair Cost (Lump sum) or Replacement (\$ / ft)	Cost / ft with 40% (*)	Cost
Replace	\$425	\$595	\$47,600
Replace	\$400	\$560	\$9,744
Replace	\$400	\$560	\$30,128
Repair	\$20,000	\$28,000	\$28,000
Replace	\$450	\$630	\$12,096
Replace with HDPE	\$425	\$595	\$142,526
Repair 20' length	\$425	\$595	\$11,900
Replace	\$425	\$595	\$141,610
Repair 20' length	\$425	\$595	\$11,900
Replace	\$1,200	\$1,680	\$79,850
Replace	\$1,200	\$1,680	\$72,878
Replace	\$1,200	\$1,680	\$69,518
Repair Intruding Tap	\$1,000	\$1,400	\$1,400
Replace	\$425	\$595	\$26,775
Repair	\$20,000	\$28,000	\$28,000

Exhibit C-1a

Channel Street	STA. 1+10 to STA. 0+00	10"	HDPE	37.55	Video survey length is 103.7 feet while spread sheet length says 37.55 feet 6.0 ft - DAZ at 3 o'clock, 5% 97.1 ft - sag
Channel Street - Storm Drainage (transmittal 4)					
Channel Street	STA. 4+21 - STA. 3+12	24"	RCP	109.87	27.7 ft to 61.0 ft - sag
Long Bridge Street - Storm Drainage 1B#46.1 (transmittal 4)					
Long Bridge Street	STA. 0+28 - STA. 0+00	12"	HDPE	28.77	0 ft - CC from 3 o'clock to 10 o'clock (in MH)
4th Street - Storm Drainage (transmittal 5)					
4th Street	STA. 40+87 - STA. 40+11	24"	RCP	40.81	Spread sheet says length is 40.81 feet and video surveyed length is 76 feet 63 ft to 74 ft - DAZ (concrete?) at 6 o'clock, 5% 69.9 ft - OBN at 6 o'clock, 5%
4th Street	STA. 41+67 - STA. 41.24	24"	RCP	79.73	Video starts at 90 ft and ends at 170 ft (80 ft) 137.5 ft - TFI at 3 o'clock, 6 in diameter, 1 in intrusion
4th Street	STA. 44+39 - STA. 43.80	18"	RCP		Video header 44+90 to 42.60 50 ft - CC from 7 o'clock to 12 o'clock

Repair	\$20,000	\$28,000	\$28,000
--------	----------	----------	----------

Replace	\$450	\$630	\$69,218
---------	-------	-------	----------

Repair	\$20,000	\$28,000	\$28,000
--------	----------	----------	----------

Repair Intruding Tap	\$1,000	\$1,400	\$1,400
Repair Intruding Tap	\$1,000	\$1,400	\$1,400
Repair 20' length	\$425	\$595	\$11,900

Total Pipe Costs	\$853,845
Paving @\$12/sf	\$1,244,160
Pilings (48" rcp)	
\$8000/each	
installed every 10'	\$268,912
Manholes 24" or less \$12000, larger than 24" \$35000	
Total Cost without Pilings	\$2,098,005
Total Cost with Pilings	\$2,366,917

**Mission Bay - RED STREETS PUNCHLIST (Public Works Items)**

(as of 3/13/19)

Item #	Street	Location (Approx. Station)	Description	City Comments
<b>1) Blocks 8/9/9A Mission Rock St.</b>				
Area includes: Mission Rock Street between 3rd Street and Terry Francois Boulevard (except PSB frontage)				
1	Blk 8/9/9A, Ph 2	56+90 and 55+50 S side of MR, 53+10 N side of MR	Monitor sidewalk cracks (multiple locations)	Cracks to be monitored through warranty for replacement
2	Blk 8/9/9A, Ph 2	54+40 S side of MR	Patch concrete cracks	Patch to be monitored through warranty.
<b>2) Blocks 2-13, Blocks 5-6</b>				
Area includes: China Basin from Long Bridge to 4th Street, Merrimac from China Basin to MBBS, MBBN/MBBS from Merrimac to 4th Street				
1	Merrimac (West Side)	0+30	Replace (2) cracked flags at MBBN/Merrimac	Area patched and will be monitored through warranty. If patches fail, full replacement will be required
2	General	General	Various concrete patching and replacement due to cracking etc	See original punchlist items
3	General	General	AC cracking observed on Merrimac	Potential crack seal and/or grind and pave may be required. Cost based on estimated 12,000 SF at \$6/SF
<b>3) Blocks 26-28 and SWPS#1</b>				
N/A - Blocks 26-28 warranty has expired. SWPS#1 items would be covered under PUC agreement				
<b>4) Block 40 Owens St</b>				
Area includes: 16th St. South ROW & Owens/16th Intersection, Owens between Mariposa & 16th, Mariposa St. North S/W Planter, Mariposa & I-280 On & Off ramp Traffic Signals & Street Lights				
1	Owens	NB lanes between UCSF South Connector Road and 16th Street	AC Grind & Pave NB lanes due to longitudinal cracking	Cracks observed propagating through AC in NB Owens lanes between South connector road and 16th Street. CL#8 sent 2/8/18. Cost based on estimated 16,000 SF at \$6/SF. Note Kilroy responsible for re-paving of SB lanes due to damages caused.

**Mission Bay - RED STREETS PUNCHLIST (Public Works Items)**

(as of 3/13/19)

Item #	Street	Location (Approx. Station)	Description	City Comments
<b>5) Blocks 11-12 Channel Street</b>				
Area includes: Back of sidewalk to back of sidewalk from the conform at Mission Bay Circle to El Dorado South				
1	Channel	2+35 N side of Channel St.	Monitor cracked flag	Patched, but not acceptable. If patch fails complete replacement will be required.
2	Channel	3+15 N side of Channel St.	Monitor cracked concrete flag at tree well	
4	Channel	8+55 S side of Channel St.	Remove writing from concrete flag or replace flag	Initials etched into wet concrete on sidewalk flag
5	Channel	4+20, 4+35, 5+65, 6+60 6+70 and 8+00 S side of Channel St.	Patch chips in curb (multiple locations)	Patches will continue to be monitored through warranty period. If patches fail, complete replacement may be required
6	Channel	1+35 & 7+00 S side of Channel St.	Replace cracked concrete flag	
7	Channel	0+85, 1+25, 3+30, 4+25, 4+90 and 6+30 S side of Channel St.	Monitor cracks (multiple locations)	Cracks will continue to be monitored through warranty period for replacement

**Mission Bay - RED STREETS PUNCHLIST (Public Works Items)**

(as of 3/13/19)

Item #	Street	Location (Approx. Station)	Description	City Comments
8	Channel	0+95, 1+60, 3+10, 3+55, 3+75, 4+35 and 8+40 S side of Channel St.	Monitor cracks at corners of PG&E/AT&T vaults (multiple locations) and patch cracks along edge of PG&E vault	Cracks will continue to be monitored through warranty period for replacement
9	Channel	2+35 S side of Channel St.	Repair dented backflow preventer cage	
10	Channel	1+50 S side of Channel St.	Replace missing concrete street lid in irrigation box	

**Mission Bay - BLUE STREETS PUNCHLIST (Public Works Punchlist)**

Exhibit C-1b

(as of 3/13/19)

Item #	Street	Location (Approx. Station)	Description	City Comments
<b>1) Blocks 11-12 (all areas except Channel Street) and P11/P11A</b>				
Area includes: Parking Lot P2, P11, P11A, MBBN from Merrimac to MBDN, MBBS from Merrimac to MBDS, MBDN from MBBN to MB Circle, MBDS from MBBS to MB Circle, Long Bridge from MBBS to China Basin				
1	MBBS	12+75, 12+25 S side, 16+00 N side	Monitor cracked curb	
2	6th	12+00 SE Left ramp at MBBS & 6th	Monitor cracked warning band	
3	MBBS	11+45 S side of MBBS	Monitor cracked concrete flag near curb ramp	
4	MBBN	10+85 N side of MBBN	Monitor cracked sidewalk flag	Cracks will continue to be monitored through warranty period for replacement
5	MBBN	9+60, 9+45 N side of MBDN	Monitor cracked curb	
6	P2	1+30, 4+00, 4+75 N curb; 3+90, 4+10 S curb, 4+00 W curb and 3+85 trash enclosure	Monitor cracked curb/gutter	
7	Various	All	Monitor and/or replace concrete patches in sidewalk, curb&gutter	If patch fails complete replacement will be required. Items completed as of 5/23/18: 13,20,24, 26,27,36,37, 44,45, 61,62,64,65, 66,72,73,85, 92,95,107, 130,131,132, 133,134,146,147,148,149 Items remaining: 21, 50, 57
8	MBBN	16+70 N side of MBBN	Monitor cracked curb & gutter at curb ramp	

**Mission Bay - BLUE STREETS PUNCHLIST (Public Works Punchlist)**

(as of 3/13/19)

Exhibit C-1b

Item #	Street	Location (Approx. Station)	Description	City Comments
9	MBBN	16+70,12+65 N side of MBBN & 0+20 SE LB	Raise sunken AVC and/or adjust pavers to eliminate trip hazard	
10	MBBN	14+95 N side of MBBN	Replace missing tree	Under HOA maintenance agreement with MBMC. To be replaced by MBMC.
11	Long Bridge	1+50 SE side of LB	Monitor crack	Cracks will continue to be monitored through warranty period for replacement
12	Long Bridge	2+10, 2+60, 2+75 SE side of LB, 3+00 NW side of LB	Monitor cracks at AT&T, PG&E, Comcast vaults (multiple locations)	Cracks will continue to be monitored through warranty period for replacement
13	Long Bridge	2+50, 3+15, 3+60 SE side of LB & 1+35, 2+50, 2+20 NW side of LB	Patch chips in concrete	If patch fails complete replacement will be required.
14	Long Bridge	2+50 NW side of LB	Replace cracked flags in driveway	Concrete flags are badly chipped and multiple patch attempts have failed.
15	Long Bridge	1+75-1+90 NW side of LB	Replace cracked flags & monitor cracks near street light	
16	Long Bridge	0+55 & 0+70 NW side of LB	Straighten leaning tree support poles	MBDG to complete prior to transfer of maintenance. Future maintenance entity to be identified by OCII.
17	Long Bridge	2+55 N	Remove and replace concrete curb	Note: from previous Long Bridge Streetscape Punchlist. Patched with wrong color. Patch to be monitored for replacement
18	Long Bridge	1+25	Monitor cracking in curb and gutter	Note: from previous Long Bridge Streetscape Punchlist. Crack to be monitored for replacement

Printed: 9/17/2019

**Mission Bay - BLUE STREETS PUNCHLIST (Public Works Punchlist)**

Exhibit C-1b

(as of 3/13/19)

Item #	Street	Location (Approx. Station)	Description	City Comments
<b>2) Blocks 36-39, X3, 25</b>				
Area includes: 16th from Owens to 3rd, Mariposa from Owens to 3rd, 4th from 16th to UCSF Hospital cul-de-sac, 4th from Mariposa to				
1	Blk 25/3rd St	29+20	Monitor hairline crack in sidewalk flag through end of warranty period	
2	Blk 25/3rd St	26+90	Monitor hairline crack in sidewalk flag through end of warranty period	
3	Blk 25/All	All	Scratched Poles to be touched up as needed	MBDG has contested due to public use of streets. Confirmed outstanding on 9/17/18.
<b>3) Blocks 8/9/9A Terry Francois Blvd.</b>				
Area includes: Terry Francois Blvd from China Basin to Mission Rock				
1	Blk 8/9/9A, Ph 2	TFB & Mission Rock SE - L	Monitor cracking on East sidewalk	Cracks to be monitored through warranty for replacement
2	Blk 8/9/9A, Ph 2	TFB & China Basin NE-R	Monitor cracking on the sidewalk at warning band	Cracks to be monitored through warranty for replacement
3	Blk 8/9/9A, Ph 2	TFB & China Basin NE - R	Monitor cracking on sidewalk at warning band	Cracks to be monitored through warranty for replacement