

CONDITIONAL ASSIGNMENT OF WARRANTIES AND GUARANTIES

FOR VALUE RECEIVED, FOCIL-MB, LLC, a Delaware limited liability company ("**FOCIL**"), does hereby conditionally assign to the City and County of San Francisco (acting by and through the San Francisco Department of Public Works) ("**CCSF**"), to the extent permissible, all of its right, title and interest in and to any and all warranties and guaranties (individually a "**Warranty**", and collectively, "**Warranties**") applicable to the Acquisition Facilities set forth on **Exhibit A** attached hereto and incorporated herein by this reference (the "**Acquisition Facilities**").

This Conditional Assignment of Warranties and Guaranties (this "**Assignment**") is being made in connection with Section 4.3(c) of that certain Acquisition Agreement dated as of June 1, 2001, by and between Catellus Development Corporation and the Redevelopment Agency of the City and County of San Francisco, as supplemented by that certain Supplement No. 1 to Acquisition Agreement dated as of October 1, 2002, as assigned to FOCIL pursuant to that certain Assignment, Assumption and Release Agreement (Mission Bay South) dated November 22, 2004, applicable to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (as may be further supplemented or amended from time to time, the "**Acquisition Agreement**").

The parties hereto agree that if the CCSF or any of its successors and/or assigns exercise any right of repair, warranty, guaranty, or other right against FOCIL, if any, with respect to an Acquisition Facility which is also the subject of a Warranty, FOCIL, at its option, without any requirement that it do so, may enforce the Warranty. If FOCIL elects to enforce the Warranty, FOCIL shall provide notice to the CCSF within ten (10) business days of receipt of notice that the CCSF or any of its successors and/or assigns are exercising a right of repair, warranty, guaranty, and/or similar right with respect to the Acquisition Facility. If FOCIL fails to provide such notice to the CCSF within ten (10) business days, or otherwise fails to diligently pursue the Warranty thereafter, the CCSF shall have the sole right and privilege to enforce the Warranty.

This Assignment shall be binding upon and inure to the benefit of the successors and assigns of FOCIL and the CCSF.

A notice or communication under this Assignment by any party to any other party shall be sufficiently given or delivered if dispatched by hand or by registered or certified mail, postage prepaid, addressed as follows:

In the case of a notice or communication to the CCSF:

Director of Public Works
City & County of San Francisco
c/o Barbara Moy, Manager
Mission Bay Project
30 Van Ness Avenue, Suite 4200
San Francisco, CA 94102
Telephone No: (415) 581-2568

City Attorney's Office
City & County of San Francisco
1 Dr. Carlton B. Goodlett Jr. Place, Room 234
San Francisco, CA 94102-4682
Attention: John D. Malamut, Esq.
Telephone No: (415) 554-4622

in the case of a notice or communication to FOCIL,

FOCIL-MB, LLC
c/o Farallon Capital Management
One Maritime Plaza, Suite 2100
San Francisco, CA 94111
Attn: Richard B. Fried and Joshua Dapice
Facsimile No.: (415) 956-8852

with a copy to:

Mission Bay Development Group, LLC
410 China Basin Street
San Francisco, CA 94158
Attn: Legal Department
Email: legal@mbaydevelopment.com
Telephone No.: (415) 355-6600

Any mailing address or telefacsimile number may be changed at any time by giving written notice of such change in the manner provided above at least ten (10) days prior to the effective date of the change. All notices under this Assignment shall be deemed given, received, made or communicated on the date personal receipt actually occurs or, if mailed, on the delivery date or attempted delivery date shown on the return receipt. For the convenience of the parties, copies of notices may also be given by telefacsimile. The effective time of a notice shall not be affected by the receipt, prior to receipt of the original, of a telefacsimile copy of the notice.

This Assignment may be executed in one or more counterparts, each of which shall constitute an original and all of which shall constitute one instrument.

The terms of this Assignment may not be modified or amended except by an instrument in writing executed by each of the parties hereto.

The waiver or failure to enforce any provision of this Assignment shall not operate as a waiver of any future breach of any such provision or any other provision hereof.

This Assignment shall be governed by and construed and enforced in accordance with the laws of the State of California.

Nothing in this Assignment shall be construed in any way to alter, amend or otherwise relieve FOCIL of its warranty or guaranty responsibilities, with respect to any improvements, under the Mission Bay Plan and Plan Documents or subsequent Permits.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of JUNE 10, 2016.

FOCIL:

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

Its: _____

CCSF:

THE CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation

By: 

Mohammed Nuru
Director of Public Works

Exhibit A

List of Acquisition Facilities

The facilities include the Mission Bay Block 13 Phase 1 and Phase 2 Improvements and ancillary facilities constructed or installed by or on behalf of FOCIL pursuant to Street Improvement Permit #06IE-0684, dated December 6, 2006 for said improvements, and the improvement plans and specifications described therein (the “**Improvements**”), but excepting therefrom those portions of the Improvements which are identified on the as-built drawings as PG&E service conduits and vaults, AT&T service conduits and Comcast service conduits, which are facilities to be transferred to “private” joint trench participants. The list of facilities delivered to and on file with the City is as follows:

BLOCK 13 PHASE 1

Long Bridge St

- 4301 Land acquisition including pre-construction demolition and utility relocations and other costs.
- 4302 Street furnishings including trash receptacles and bike racks.
- 4303 Storm drain including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, and service stubs.
- 4304 Sanitary sewer including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, vents, cleanouts, and service stubs.
- 4306 Low Pressure water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrants.
- 4309 Joint Trench including trenching, soil spoil off-haul and disposal, backfill, compaction, conduits, vaults, equipment, cables, various underground costs, and miscellaneous structures. Total amount listed is subject to partial reimbursement by occupants.
- 4310 Curbs and gutters including soil spoil off-haul and disposal, vertical curbs, construction curbs, granite curbs, curb ramps and driveway depressions.
- 4311 Street sections including grading, soil offhaul and disposal, base-rock, concrete base, conform-grinding, concrete barrier, and asphalt pavement, permanent and primary and final lifts.
- 4313 Sidewalks including final grading, soil offhaul and disposal, curb ramps, driveways, concrete, temporary asphalt sidewalk, and specialty treatments (pavers, granite).
- 4314 Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and plants.
- 4315 Street Lighting installation of owner-furnished custom light poles, including foundations, soil spoil off-haul and disposal; and Traffic signals, including installation of owner-furnished poles, foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors, signal heads and controllers, street name signs; and installation of furnished anchor bolts, bases, poles, arms and luminaires.

- 4317 Owner-supplied materials including but not limited to Mission Bay custom light poles, AWSS materials, and street furnishings.
- 4318 City/Agency Performed Work including but not limited to PGE contract fees and PUC hot tap fees.

El Dorado North & South

- 4341 Land acquisition including pre-construction demolition and utility relocations and other costs.
- 4343 Storm drain including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, and service stubs.
- 4346 Low Pressure water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrants.
- 4351 Street sections including grading, soil offhaul and disposal, base-rock, concrete base, conform-grinding, concrete barrier, and asphalt pavement, permanent and primary and final lifts.
- 4358 City/Agency Performed Work including but not limited to PGE contract fees and PUC hot tap fees.

Channel St Frontage B13, P6

- 4401 Land acquisition including pre-construction demolition and utility relocations and other costs.
- 4402 Street furnishings including trash receptacles and bike racks.
- 4403 Storm drain including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, and service stubs.
- 4404 Sanitary sewer including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, vents, cleanouts, and service stubs.
- 4406 Low Pressure water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrants.
- 4407 Reclaimed water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrants.
- 4409 Joint Trench including trenching, soil spoil off-haul and disposal, backfill, compaction, conduits, vaults, equipment, cables, various underground costs, and miscellaneous structures. Total amount listed is subject to partial reimbursement by occupants.
- 4410 Curbs and gutters including soil spoil off-haul and disposal, vertical curbs, construction curbs, granite curbs, curb ramps and driveway depressions.
- 4411 Street sections including grading, soil offhaul and disposal, base-rock, concrete base, conform-grinding, concrete barrier, and asphalt pavement, permanent and primary and final lifts.
- 4413 Sidewalks including final grading, soil offhaul and disposal, curb ramps, driveways, concrete, temporary asphalt sidewalk, and specialty treatments (pavers, granite).

- 4414 Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and plants.
- 4415 Street Lighting installation of owner-furnished custom light poles, including foundations, soil spoil off-haul and disposal; and Traffic signals, including installation of owner-furnished poles, foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors, signal heads and controllers, street name signs; and installation of furnished anchor bolts, bases, poles, arms and luminaires.
- 4417 Owner-supplied materials including but not limited to Mission Bay custom light poles, AWSS materials, and street furnishings.
- 4418 City/Agency Performed Work including but not limited to PGE contract fees and PUC hot tap fees.

BLOCK 13 PHASE 2

Long Bridge St

- 8301 Land acquisition including pre-construction demolition and utility relocations and other costs.
- 8302 Street furnishings including trash receptacles and bike racks.
- 8309 Joint Trench including trenching, soil spoil off-haul and disposal, backfill, compaction, conduits, vaults, equipment, cables, various underground costs, and miscellaneous structures. Total amount listed is subject to partial reimbursement by occupants.
- 8310 Curbs and gutters including soil spoil off-haul and disposal, vertical curbs, construction curbs, granite curbs, curb ramps and driveway depressions.
- 8311 Street sections including grading, soil offhaul and disposal, base-rock, concrete base, conform-grinding, concrete barrier, and asphalt pavement, permanent and primary and final lifts.
- 8313 Sidewalks including final grading, soil offhaul and disposal, curb ramps, driveways, concrete, temporary asphalt sidewalk, and specialty treatments (pavers, granite).
- 8314 Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and plants.
- 8315 Street Lighting installation of owner-furnished custom light poles, including foundations, soil spoil off-haul and disposal; and Traffic signals, including installation of owner-furnished poles, foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors, signal heads and controllers, street name signs; and installation of furnished anchor bolts, bases, poles, arms and luminaires.
- 8317 Owner-supplied materials including but not limited to Mission Bay custom light poles, AWSS materials, and street furnishings.
- 8318 City/Agency Performed Work including but not limited to PGE contract fees and PUC hot tap fees.

El Dorado North & South

- 8341 Land acquisition including pre-construction demolition and utility relocations and other costs.
- 8342 Street furnishings including trash receptacles and bike racks.
- 8347 Reclaimed water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrants.
- 8349 Joint Trench including trenching, soil spoil off-haul and disposal, backfill, compaction, conduits, vaults, equipment, cables, various underground costs, and miscellaneous structures. Total amount listed is subject to partial reimbursement by occupants.
- 8350 Curbs and gutters including soil spoil off-haul and disposal, vertical curbs, construction curbs, granite curbs, curb ramps and driveway depressions.
- 8351 Street sections including grading, soil offhaul and disposal, base-rock, concrete base, conform-grinding, concrete barrier, and asphalt pavement, permanent and primary and final lifts.
- 8353 Sidewalks including final grading, soil offhaul and disposal, curb ramps, driveways, concrete, temporary asphalt sidewalk, and specialty treatments (pavers, granite).
- 8354 Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and plants.
- 8355 Street Lighting installation of owner-furnished custom light poles, including foundations, soil spoil off-haul and disposal; and Traffic signals, including installation of owner-furnished poles, foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors, signal heads and controllers, street name signs; and installation of furnished anchor bolts, bases, poles, arms and luminaires.
- 8357 Owner-supplied materials including but not limited to Mission Bay custom light poles, AWSS materials, and street furnishings.
- 8358 City/Agency Performed Work including but not limited to PGE contract fees and PUC hot tap fees.

Channel St Frontage B13, P6

- 8401 Land acquisition including pre-construction demolition and utility relocations and other costs.
- 8402 Street furnishings including trash receptacles and bike racks.
- 8403 Storm drain including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, and service stubs.
- 8406 Low Pressure water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrants.
- 8407 Reclaimed water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrants.

- 8409 Joint Trench including trenching, soil spoil off-haul and disposal, backfill, compaction, conduits, vaults, equipment, cables, various underground costs, and miscellaneous structures. Total amount listed is subject to partial reimbursement by occupants.
- 8410 Curbs and gutters including soil spoil off-haul and disposal, vertical curbs, construction curbs, granite curbs, curb ramps and driveway depressions.
- 8411 Street sections including grading, soil offhaul and disposal, base-rock, concrete base, conform-grinding, concrete barrier, and asphalt pavement, permanent and primary and final lifts.
- 8412 Signage and striping including all posts, foundations, sign attachments, striping, pavement markings, markers, delineators, and barriers.
- 8413 Sidewalks including final grading, soil offhaul and disposal, curb ramps, driveways, concrete, temporary asphalt sidewalk, and specialty treatments (pavers, granite).
- 8414 Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and plants.
- 8415 Street Lighting installation of owner-furnished custom light poles, including foundations, soil spoil off-haul and disposal; and Traffic signals, including installation of owner-furnished poles, foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors, signal heads and controllers, street name signs; and installation of furnished anchor bolts, bases, poles, arms and luminaires.
- 8417 Owner-supplied materials including but not limited to Mission Bay custom light poles, AWSS materials, and street furnishings.
- 8418 City/Agency Performed Work including but not limited to PGE contract fees and PUC hot tap fees.