

WHEN RECORDED RETURN TO:

Director of Property
Real Estate Division
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

The undersigned hereby declares this instrument to be exempt from Documentary Transfer Tax (CA Rev. & Tax Code §11922 and S.F. Bus. & Tax Reg Code § 1105) and recording fees per Government Code §27383.

Space Above for Recorder's Use

APNs: Block 3706, Lots 96, 97 (por.), 98 (por.), 99, 100, 101, 102,103, 104, 105, 106, 107, 108, 109, 110, 111, 119, 120, 121, 122, 123, 124, 272, 301. Block 3723, Lots 113, 114, 115 (por.), 116, 117.

QUITCLAIM DEED
(Yerba Buena Gardens)

WHEREAS, Over a forty-year period, the Redevelopment Agency of the City and County of San Francisco, a public body, corporate and politic, (the "Former Agency") implemented a program of redevelopment under the Yerba Buena Center Redevelopment Plan, which provided for, among other things, the acquisition of various properties for, and the funding and development of, Yerba Buena Gardens, located within three central blocks of the Yerba Buena Center Redevelopment Project Area ("YBG"). The Former Agency and the Successor Agency to the Redevelopment Agency of the City and County of San Francisco, a public body, organized and existing under the laws of the State of California, commonly known as the Office of Community Investment and Infrastructure (the "Successor Agency"), retained certain properties within YBG, and directly managed and operated these properties more particularly described in Exhibit A (Legal Description), attached hereto and made a part hereof by this reference (the "YBG Properties"); and,

WHEREAS, On February 1, 2012, California law dissolved all redevelopment agencies, including the Former Agency, pursuant to California Health and Safety Code Sections 34170 et seq. ("Redevelopment Dissolution Law"). By operation of law, the assets of the Former Agency were transferred to the Successor Agency, which also assumed all of the Former Agency's enforceable obligations. These assets and obligations included the YBG Properties and certain related recorded and unrecorded leases (the "YBG Leases") and certain related recorded and unrecorded agreements (the "YBG Agreements") (together the "YBG Leases and Agreements"); and,

WHEREAS, Redevelopment Dissolution Law requires successor agencies to former redevelopment agencies to dispose of the former agencies' property assets under a Long-Range Property Management Plan (the "PMP"), pursuant to Cal. Health and Safety Code, Section 34191.5. On November 23, 2015, the Oversight Board of the City and County of San Francisco (the "Oversight Board") approved, by Resolution No. 14-2015, the Successor Agency's PMP. On December 7, 2015, the California Department of Finance approved the Oversight Board's resolution regarding the PMP, which provides, among other things, for the transfer the YBG Properties and the YBG Leases and the YBG Agreements to the City and County of San Francisco (the "City") for a "governmental purpose." (Cal. Health & Safety Code § 34181 (a).); and,

WHEREAS, The Former Agency 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 Development ("HUD"); and,

WHEREAS, In 1983, the Former Agency and the City executed, with HUD concurrence, the Yerba Buena Center Redevelopment Project Closeout Agreement ("YBC Closeout Agreement") whereby the Former Agency agreed to retain the YBG Properties for disposition, subject to applicable federal law and subject further to restrictions on the use of any proceeds received from the sale or lease of the YBG Properties, which proceeds shall be treated as Community Development Block Grant Program Income ("Program Income"), as defined by Title 24 in the Code of Federal Regulations, as required by the YBC Closeout Agreement.

NOW, THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which is hereby acknowledged, the SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO, a public body, exercising its functions and powers and organized and existing under the laws of the State of California ("Grantor"), pursuant to California Health and Safety Code Section 34181(a)(1), does hereby

REMISE, RELEASE AND QUITCLAIM to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation, acting by and through its General Services Administration's Real Estate Division ("Grantee"), and its successor and assigns, any and all right, title and interest, including any and all tenements, hereditaments, and appurtenances, including improvements, fixtures, easements located in, under, and on it, and all rights appurtenant to it, including but not limited to water rights, access rights, and oil, gas, and mineral rights, development rights, air rights, and, including all other rights, privileges, licenses, and permits owned by Grantor and in any way related to or accruing to the use and benefit of the YBG Properties, together with all right, title and interest in and to abutting streets and also together with any and all appurtenant easements.

SUBJECT, however, to the following restrictions:

[1] Grantee covenants and agrees for itself, and its successors and assigns to or of the YBG Properties that the Grantee is subject to the restrictions on the use of any proceeds received

from the sale or lease of the YBG Properties and improvements, which proceeds shall be treated as Program Income as defined by Title 24 in the Code of Federal Regulations, as required by the YBC Closeout Agreement.

[2] Except as specifically set forth on Exhibit B (Interests conveyed from Successor Agency to the City that Merge upon Recordation of this Quitclaim Deed) attached hereto and made a part hereof by this reference, none of the interests conveyed to Grantee, including, without limitation, easements, and the YBG Leases and the YBG Agreements assigned from the Grantor to the Grantee concurrently with this Quitclaim Deed, are intended to merge or shall be merged with the underlying fee interest in the YBG Properties by reason of this Quitclaim Deed.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Grantor has executed this instrument as of the _____ day of _____, 2018.

GRANTOR:

THE SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY
AND COUNTY OF SAN FRANCISCO, a public
body, organized and existing under the laws of the
State of California

By: _____

Nadia Sesay
Executive Director

Authorized by Successor Agency Oversight Board Resolution No. 14-2015, adopted November 23, 2015.

APPROVED AS TO FORM:

By: _____

James B. Morales
General Counsel

Exhibit A
Legal Description
(YBG Properties)

See the Attached:

Exhibit A-1: Central Block 1 Hotel Parcel Perimeter

Exhibit A-2: Four Seasons Retail Parcel

Exhibit A-3: Jessie Square Plaza

Exhibit A-4: Central Block 2 Whole Block Perimeter

Exhibit A-1
Legal Description
(Central Block 1 Hotel Parcel Perimeter)

[To be attached prior to closing]

Exhibit A-2
Legal Description
(Four Seasons Retail Parcel)

[To be attached prior to closing]

Exhibit A-3
Legal Description
(Jessie Square Plaza)

[To be attached prior to closing]

Exhibit A-4
Legal Description
(Central Block 2 Whole Block Perimeter)

[To be attached prior to closing]

Exhibit B
Interests conveyed from Successor Agency to the City that Merge upon
Recordation of this Quitclaim Deed

1. The easements for pedestrian bridges and related facilities described as Parcels Twelve, Thirteen, and Fourteen in Exhibit A-4 to this Quitclaim Deed (also described in the Record of Survey No. 8258, as Tracts Twenty, Twenty-One, and Twenty-Two).
2. Easements in favor of the Hetch Hetchy Water and Power Department and the Bureau of Light, Heat and Power of the City and County of San Francisco, for public utilities and for ingress and egress, over all or any portion of vacated streets, for permanent space in the sidewalk areas, for future installation of street lights, trolley poles, foundations, conduits and pull boxes, along with the necessary rights to maintain and modify these facilities as set forth in the judgment rendered January 10, 1979, in Superior Court, City and County of San Francisco, Case No. 44269, entitled: Redevelopment Agency of the City and County of San Francisco V. All Persons, a certified copy thereof was recorded January 10, 1979, Book C707, Page 852, of Official Records.
3. Easements reserved to Successor Agency in the Quitclaim Deed from Successor Agency to the City recorded in the Official Records on June 12, 2015 as Document Number 2015-K075152-00.
4. Easements to Use, Maintain And Reconstruct the CB-3 Moscone Expansion and Easement for Support, for Structural Connections, for Vehicular And Pedestrian Ingress and Egress Facilities and for Utilities, Communications and Similar Systems as reserved by Quitclaim Deed from Redevelopment Agency of the City and County of San Francisco to the City and County Of San Francisco, a municipal corporation Recorded November 17, 2011 in Reel K 525 of Official Records of the City And County of San Francisco, State of California at Image 0007 as Instrument No. J301105.

Certificate of Acceptance
(Government Code Section 27281)

This is to certify that the interest in real property conveyed by the Quitclaim Deed dated _____, 2018 from the SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO, a public body, exercising its functions and powers and organized and existing under the laws of the State of California, to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation, acting by and through its General Services Administration's Real Estate Division, is hereby accepted and the Grantee consents to recordation thereof by its duly authorized officer.

Dated: _____

By: _____

John Updike
Director of Property

Authorized by Board of Supervisors' Resolution No _____, adopted _____