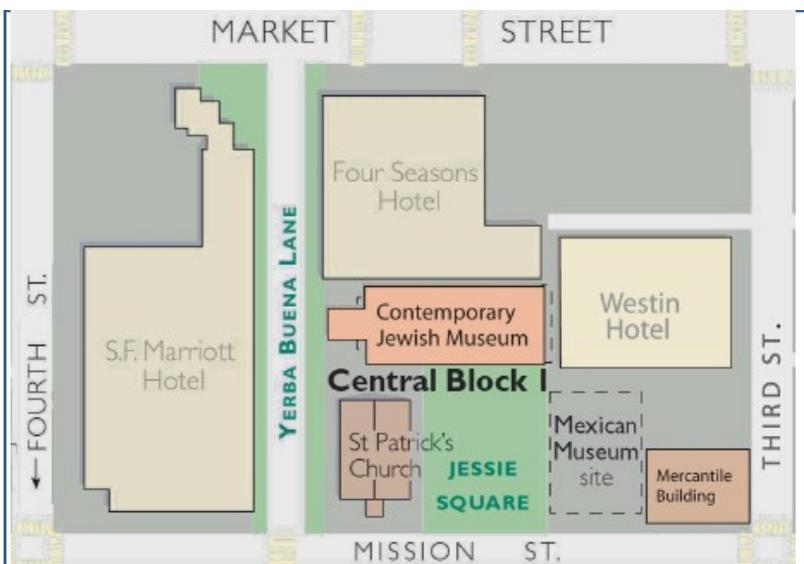


Description of OCII’s Yerba Buena Gardens Real Estate Assets

The Yerba Buena Gardens real property owned by the Office of Community Investment and Infrastructure (OCII) spans about two and a half blocks within the heart of San Francisco’s Yerba Buena Gardens neighborhood (YBG Assets). The YBG Assets were constructed by the former Redevelopment Agency between 1993 and 2008 and represent a civic investment of around \$175 million. The YBG Assets 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.

OCII currently operates and manages these publicly-owned assets as an intact portfolio of financially self-sustaining properties and is proposing to transfer the entire portfolio of YBG Assets intact as a group, along with a dedicated source of funding. The YBG Assets are operated and maintained using mostly private funds from the surrounding property owners and tenants. This description of the YBG Assets is organized by block, using the original central block designations (CB-1, CB-2, and CB-3) used by the former Redevelopment Agency in the 1960s to describe the former Yerba Buena Center Redevelopment Project Area.

YBG Assets on Central Block 1 (CB-1)



adjacent to St. Patrick’s Church and the Contemporary Jewish Museum. The plaza is improved with a fountain, outdoor seating, and landscaped areas.

Yerba Buena Lane: Yerba Buena Lane is OCII’s public footpath between Mission and Market Streets and is leased to an affiliate of Millennium Partners along with the retail parcels described above that front the lane.

Commercial Airspace Parcel in the Four Seasons Hotel: The commercial airspace parcel in the Four Seasons Hotel is leased to an affiliate of Millennium Partners under a long-term retail lease. Millennium Partners subleases this parcel to several tenants such as St. John’s Knits, the Press Club, and several other retailers.

The Marriott Hotel Land and Airspace Parcels: OCII owns the land under the Marriott Hotel at Fourth and Mission Streets and leases it to Marriott under a long-term ground lease. The leased property includes space under Mission Street, which is used as a pedestrian tunnel, linking the Marriott Hotel to OCII’s land under the Metreon where Marriott’s ballroom is located.

Airspace Parcels under Market Street: There are two parcels under Market Street near the Powell Street entrance to BART and MUNI that OCII owns. These parcels, which are leased to an affiliate of Millennium Partners under a long-term retail lease, were going to be used as an entrance to YBG via Yerba Buena Lane. However, that plan never materialized and now Millennium subleases one parcel to the Marriott Hotel for storage.

OCII also owns a commercial airspace parcel on the second floor of the Marriott Hotel, which is also leased to Marriott under a separate lease, and is used as conference room/classroom space.

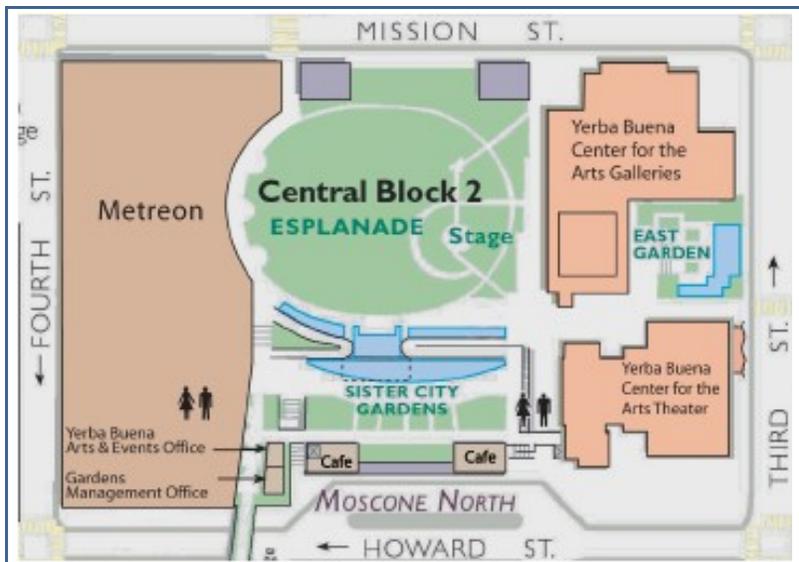
Plus, OCII owns airspace parcels in the Marriott Hotel that are located on the ground floor of the hotel and front Yerba Buena Lane from Mission to Market Streets. These airspace parcels are leased to an affiliate of Millennium Partners under a long-term retail lease. Millennium Partners subleases the airspace parcels to multiple tenants including Beard Papa, Tropisueno, Amber India, Bluestem Brasserie, Coffee Bean and Tea, and others.

Jessie Square Plaza: Jessie Square Plaza fronts Mission Street (between Fourth and Third Streets) and is located

Yerba Buena Gardens—the Central Three Blocks



YBG Assets on Central Block 2 (CB-2)



Public Open Space and Related Facilities: CB-2 is home to the biggest concentration of public open space amenities in the surrounding Yerba Buena neighborhood. OCII owns and operates (through MJM Management Group) the public open space, which includes garden areas, plazas, artwork, fountains, terraced gardens, a loggia on the upper terrace, outdoor furnishings, an outdoor performance area with a stage, the Martin Luther King Jr. Memorial Fountain, artworks, and a pedestrian bridge spanning Howard Street (connecting CB-2 & CB-3). Open spaces of this magnitude require sup-

porting facilities and so, the YBG Assets also 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: OCII owns the buildings at Yerba Buena Center for the Arts and has an operating agreement with the non-profit Yerba Buena Center for the Arts to operate the facilities. The Forum is a two-story building that includes three galleries, a media screening

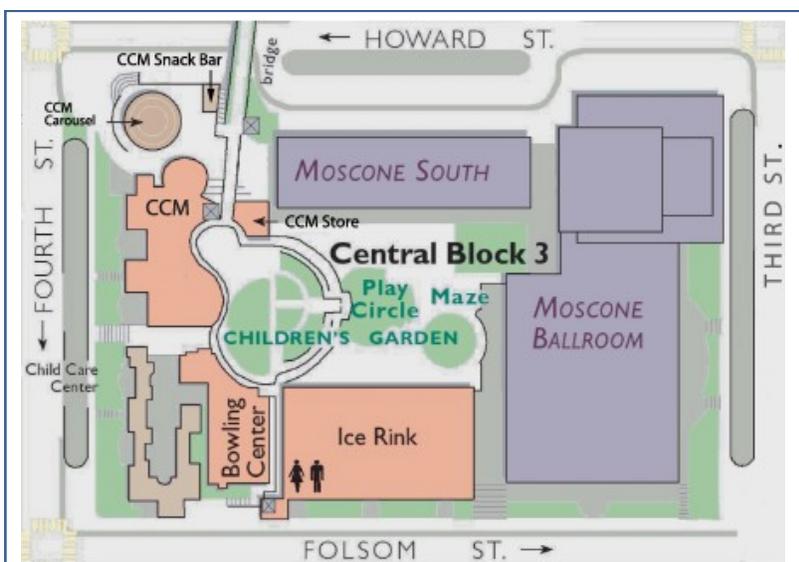
room, administrative offices, and a multi-use forum space used for performances, dancing, lectures, meetings, and special events. The building has full theatrical lighting and sound, stages, audio visual equipment, backstage dressing rooms, and a box office.

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.

Cafés: OCII leases two small café spaces, B Restaurant and Samovar Tea Lounge, on the upper terrace above the MLK Fountain.

Metreon: OCII leases the land that the Metreon occupies under a long-term ground lease to affiliates of Starwood Capital Group and Westfield America, who formed a joint venture to own and operate the Metreon building (Star-West JV). Star-West JV has subleased the building to Target, AMC Theaters, and multiple small retailers and food establishments.

YBG Assets on Central Block 3 (CB-3)



CB-3 Public Facilities and Children's Garden: The OCII-owned facilities on CB-3 are located on the rooftop surface of Moscone South, which OCII leases from the City. OCII has operating agreements with non-profit organizations to operate the following facilities:

The Children's Creativity Museum (CCM), located at the corner of Fourth and Howard Streets, 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, offices, and a kitchen. CCM also includes a separate gift shop, snack bar space, and a 1906

Charles Looff Carousel.

The Bowling Center, a two-story building, is located along the south side of Folsom Street, between Third and Fourth Streets. It has 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 is located next to the Bowling Center building along the south side of Folsom Street, between Third and Fourth Streets. The facility houses a regulation-sized ice rink and spectator seating for 300 and also has a snack bar, pro shop, locker area, dressing rooms, and

mechanical equipment and storage rooms. The bowling center and the ice skating center are managed by the same operator.

The Child Development Center is located at the corner of Fourth and Folsom Streets. The center is a three-story, U-shaped 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.

OCII also owns and operates (through MJM Management Group), all of the public open space on CB-3 dedicated to use by children. This open space is called the Children's Garden, is located in the center of CB-3, and includes about 100,000 square feet of outdoor space with grass, gardens, a child-size labyrinth made of hedges, an outdoor amphitheater, play circles, a sand circle, a play stream, and assorted playground equipment, including a 25-foot tube slide.