

1 EXHIBIT A

2 SAN FRANCISCO
3 ENHANCED INFRASTRUCTURE FINANCING DISTRICT NO. 2
4 (STONESTOWN)

5 DESCRIPTION OF FACILITIES
6 TO BE FINANCED BY THE
7 EIFD

8 The captioned enhanced infrastructure financing district ("Stonestown EIFD") shall be authorized to
9 finance all or a portion of the costs of the purchase, construction, expansion, improvement, seismic
10 retrofit, rehabilitation, repair, replacement or maintenance of the public capital facilities or other
11 projects of communitywide significance that are (i) authorized by Chapter 2.99 of Part 1 of Division 2 of
12 Title 5 of the Government Code ("EIFD Law") and (ii) required or permitted by the Development
13 Agreement, the Plan Documents or the Approvals for the development of the project known as the
14 Stonestown Development Project ("Stonestown Project"), including, but not limited to, the actual costs
15 of those facilities and projects of communitywide significance described below (the "Facilities") and
16 those costs described below.

17 The Facilities may be owned by a public agency (including, but not limited to, the City and County of
18 San Francisco ("City")) or privately-owned as permitted by the EIFD law.

19 Facilities may be physically located within or outside the boundaries of the Stonestown EIFD; any
20 Facilities that are located outside the boundaries of the Stonestown EIFD must have a tangible
21 connection to the work of the Stonestown EIFD.

22 Capitalized terms used herein but not defined herein have the meanings given them in the
23 Development Agreement by and between the City and Stonestown NW Parcel LLC, a Delaware
24 limited liability company, Stonestown Shopping Center, L.P., a Delaware limited partnership, and
25 Stonestown Anchor Acquisition, L.P, a Delaware limited partnership (collectively, "Developer"), relating
to the Stonestown Project, as amended from time to time (including all exhibits thereto, "Development
Agreement").

The Facilities include, but are not limited to, the following:

- 21 1. Infrastructure, as defined in the Development Agreement, constructed or caused to be
22 constructed by Developer, including but not limited to Private Utility Infrastructure and
23 Public Utility Infrastructure, each as defined in the Development Agreement.
- 24 2. Public Improvements, as defined in the Development Agreement, constructed or caused
25 to be constructed by Developer.

- 1 3. The Privately-Owned Community Improvements (excluding Project Open Spaces, which
2 are not eligible to be financed by the EIFD), as defined in the Development Agreement,
3 that were constructed or caused to be constructed by Developer.
- 4 4. Affordable Housing. The acquisition, construction, or rehabilitation of housing for persons
5 of very low, low, and moderate income, as defined in Sections 50105 and 50093 of the
6 California Health and Safety Code, for rent or purchase.
- 7 5. Transportation Demand Management measures set forth in the Transportation Exhibit of
8 the Development Agreement.

OTHER EXPENSES

The Stonestown EIFD may also finance any of the following:

- 1 1. Costs described in Government Code Sections 53398.53, 53398.56, 53398.57 and
2 53398.58, including, but not limited to, the reimbursement for any costs advanced to file and prosecute
3 an action or proceeding pursuant Government Code Sections 53398.57 and 53398.58.
- 4 2. Costs incurred in connection with the division of taxes pursuant to Government Code
5 Section 53398.75.
- 6 3. The ongoing or capitalized costs to maintain the Facilities financed in whole or in part by
7 the Stonestown EIFD.
- 8 4. Expenses related to bonds and other debt of the Stonestown EIFD, including underwriters
9 discount, reserve fund, capitalized interest, letter of credit fees and expenses, bond and disclosure
10 counsel fees and expenses, bond remarketing costs, and all other incidental expenses.
- 11 5. Administrative fees of the City, the Stonestown EIFD and the bond trustee or fiscal agent
12 related to the bonds and other debt of the Stonestown EIFD.
- 13 6. Reimbursement of costs related to the formation of the Stonestown EIFD (and the
14 Stonestown Project Areas) advanced by the City, the landowner(s) in the Stonestown EIFD, or any
15 party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the
16 landowner(s) in the Stonestown EIFD or any party related to any of the foregoing, for Facilities, fees or
17 other purposes or costs of the Stonestown EIFD.
- 18 7. Costs otherwise incurred in order to carry out the authorized purposes of the
19 Stonestown EIFD; and any other expenses incidental (including administrative and legal costs) to the
20 EIFD and to the construction, expansion, improvement, seismic retrofit, rehabilitation, completion,
21 inspection, or acquisition of the Facilities.