

**PRE-CLOSING  
EXECUTED INSTRUMENTS TO BE DEPOSITED WITH CO-NOTE COUNSEL**

The documents, certificates and other papers listed below will be executed in advance of the Closing Date by the respective parties thereto and deposited in escrow at the offices of Quint & Thimmig LLP, on or about 1:30 p.m. on August 7, 2020. Unless otherwise shown below, all such documents shall be dated the Closing Date. At the aforementioned time and place, a pre-closing conference will be held to confirm that all documents and papers are on hand, in proper form and properly executed.

The indicated parties will deliver five (5) executed originals of each of their documents listed herein. Below indicated are the party or parties responsible for preparing, assembling and/or delivering the documents identified below.

**NOTE DOCUMENTS**

<b><u>Tab No.</u></b>	<b><u>Item Description</u></b>	<b><u>Signatories</u></b>	<b><u>Responsible Party</u></b>
<b>I. PRINCIPAL LEGAL DOCUMENTS</b>			
1.	Funding Loan Agreement, dated as of August 1, 2020	Funding Lender, City Attorney, MOHCD, Fiscal Agent	QT
2.	Project Loan Agreement, dated as of August 1, 2020	MOHCD, City Attorney, Borrower, Fiscal Agent	QT
3.	Regulatory Agreement and Declaration of Restrictive Covenants, dated as of August 1, 2020	MOHCD, City Attorney, Borrower	CB
4.	Certificate as to Arbitrage (and Post-Issuance Tax Compliance Procedures)	MOHCD, Borrower	QT
5.	IRS Form 8038	MOHCD, QT	QT
6.	Specimen Note	City (Mayor), Fiscal Agent	QT
<b>II. CLOSING CERTIFICATES AND RELATED NOTE DOCUMENTS</b>			
7.	City Clerk's Certified Copy of Resolution No. 0244-20 of the City (Issuance Resolution), adopted by the Board of Supervisors on June 2, 2020 and approved by the Mayor on June 12, 2020.	City Clerk	City, CB

<b><u>Tab No.</u></b>	<b><u>Item Description</u></b>	<b><u>Signatories</u></b>	<b><u>Responsible Party</u></b>
8.	City Clerk's Certified Copy of Resolution No. 454-19 of the City (Inducement Resolution), adopted by the Board of Supervisors on October 22, 2019 and approved by the Mayor on November 1, 2019 together with TEFRA notice for TEFRA hearing on September 17, 2019 and proof of publication on the Issuer's primary website address on September 3, 2019.	City Clerk	City, CB
9.	Certificate Regarding Use of Proceeds (Borrower)	Borrower	QT
10.	Issue Price Certificate of the Funding Lender	Funding Lender	QT
11.	California Debt Limit Allocation Committee ("CDLAC") Resolution No. 20-433, attesting to the transfer of private activity bond allocation to the City in the amount of \$49,132,841, adopted on February 18, 2020, together with the Report of Action Taken Regarding the Issuance of Private Activity Bonds	MOHCD, QT	QT
12.	City Signature and Incumbency Certificate	City, MOHCD	CB
13.	Certificate of the City	City	CB
14.	Certificate of the Borrower and Borrower Co-General Partners:	Borrower, Co-General Partners	CB
	Exhibit A: Borrower's Certificate of Limited Partnership and Amended and Restated Partnership Agreement		Borrower's Counsel
	Exhibit B: Borrower's Certificate of Good Standing		Borrower's Counsel
	Exhibit C: Authorizing Resolution of the Borrower	Managing General Partner	Borrower's Counsel

<b><u>Tab No.</u></b>	<b><u>Item Description</u></b>	<b><u>Signatories</u></b>	<b><u>Responsible Party</u></b>
	Exhibit D: Mission Bay 9 CHP LLC's Articles of Organization and Operating Agreement		Borrower's Counsel
	Exhibit E: Mission Bay 9 CHP LLC's Certificate of Good Standing		Borrower's Counsel
	Exhibit F: Authorizing Resolution of Mission Bay 9 CHP LLC's Managing Member		Borrower's Counsel
	Exhibit G: Mission Bay 9 CHP LLC Specimen Signature		Borrower's Counsel
	Exhibit H: Mission Bay 9 LLC's Articles of Organization and Operating Agreement	Administrative General Partner	Borrower's Counsel
	Exhibit I: Mission Bay 9 LLC's Certificate of Good Standing		Borrower's Counsel
	Exhibit J: Authorizing Resolution of the Mission Bay 9 LLC's Managing Member		Borrower's Counsel
	Exhibit K: Mission Bay 9 LLC Specimen Signature		Borrower's Counsel
15.	Certificate of the Guarantor:		CB
	Exhibit A: BRIDGE's Articles of Incorporation and Bylaws	BRIDGE	Guarantor's Counsel
	Exhibit B: BRIDGE's Certificate of Good Standing		Guarantor's Counsel
	Exhibit C: Authorizing Resolution of the BRIDGE's Board of Directors		Guarantor's Counsel
	Exhibit D: BRIDGE's Specimen Signature		Guarantor's Counsel

<b><u>Tab No.</u></b>	<b><u>Item Description</u></b>	<b><u>Signatories</u></b>	<b><u>Responsible Party</u></b>
	Exhibit E: CHP's Articles of Incorporation and Bylaws	CHP	Guarantor's Counsel
	Exhibit F: CHP's Certificate of Good Standing		Guarantor's Counsel
	Exhibit G: Authorizing Resolution of the CHP's Board of Directors		Guarantor's Counsel
	Exhibit H: CHP's Specimen Signature		Guarantor's Counsel
16.	Certificate as to Delivery and Payment	MOHCD	CB
17.	Receipt for Promissory Note	Fiscal Agent	CB
18.	California Tax Credit Allocation Committee Election to Fix the Credit Percentage at Time Tax Exempt Bonds Are Issued, together with Certification of Bond Issuance Month and Percentage of Aggregate Basis Financed by Tax-Exempt Bonds	Borrower, MOHCD	CB, Borrower's Counsel
19.	Certificate of the Fiscal Agent, together with its signing authority resolution and incumbency certificate	Fiscal Agent	CB, Fiscal Agent
20.	Receipt for the Note	Funding Lender	CB
21.	Report of Proposed Debt Issuance and Report of Final Sale filed with the California Debt and Investment Advisory Commission, together with evidences of filing	<i>no signature required</i>	QT
22.	Transferee Representations Letter	Funding Lender	CB
23.	Cost of Issuance Requisition	Borrower	CB
24.	Project Loan Fund Requisition	Borrower, Funding Lender	CB
<b>III.</b>	<b>OPINIONS</b>		
25.	Opinion of Counsel to the City	City Attorney	City Attorney

<b>Tab No.</b>	<b><u>Item Description</u></b>	<b><u>Signatories</u></b>	<b><u>Responsible Party</u></b>
26.	Approving Opinions of Co-Note Counsel, with reliance letters to the Funding Lender and Fiscal Agent	Co-Note Counsel	Co-Note Counsel
27.	Opinions of Counsel to the Borrower	Borrower's Counsel	Borrower's Counsel
28.	Opinion of Counsel to Co-General Partners	Borrower's Counsel	Borrower's Counsel
29.	Opinion of Counsel to the Fiscal Agent	DW	DW
<b>IV. PARTNERSHIP DOCUMENTS</b>			
30.	Second Amended and Restated Agreement of Limited Partnership of Mission Bay 9 LP, dated as of _____, 2020	Borrower	Borrower's Counsel
<b>V. CITY PROPERTY AND LOAN DOCUMENTS</b>			
31.	Amended and Restated Loan Agreement (Mission Bay South Block 9), dated as of April 7, 2020	Borrower, OCII	OCII
32.	Ground Lease, dated as of April 7, 2020	Borrower, OCII	OCII
33.	Memorandum of Ground Lease, dated as of August 11, 2020	Borrower, OCII	OCII
34.	Secured Promissory Note, dated as of April 7, 2020	Borrower	OCII
35.	Leasehold Deed of Trust Assignment of Rents, Security Agreement and Fixture Filing (Mission Bay South Block 9), dated as of August 11, 2020	Borrower, OCII	OCII
36.	Declaration of Restrictions (Mission Bay South Block 9), dated as of August 11, 2020	Borrower	OCII
<b>VI. EQUITY DOCUMENTS</b>			
37.	Construction Contract Rider, dated as of _____, 2020	Borrower, Managing General Partner, Contractor	SPB

<b><u>Tab No.</u></b>	<b><u>Item Description</u></b>	<b><u>Signatories</u></b>	<b><u>Responsible Party</u></b>
38.	Development Agreement, dated as of _____, 2020	Borrower, Developer	SPB
<b>VII. CONSTRUCTION LOAN DOCUMENTS</b>			
39.	Agreement for Disbursement Prior to Recording, dated as of August 1, 2020	Borrower	FB
40.	AHP Assignment of Deed of Trust, dated as of August 1, 2020	CHP	FB
41.	AHP Promissory Note, dated August 11, 2020	CHP	FB
42.	AHP Assignment of Deed of Trust, dated as of August 1, 2020	CHP	FB
43.	AHP Notice of Assignment and Acknowledgement of Maker, dated as of August 1, 2020	AHP, Funding Lender, Borrower	FB
44.	AHP Pledge and Security Agreement, dated as of August 1, 2020	CHP	FB
45.	Assignment of Architectural Agreements, dated as of August 1, 2020	Borrower	FB
46.	Assignment of Construction Contracts, dated as of August 1, 2020	Borrower	FB
47.	Assignment of Deed of Trust and Loan Documents, dated as of August 1, 2020	MOHCD	FB
48.	Assignment of Management Agreement	Borrower, Manager	FB
49.	Co-Partnership, Joint Venture or Association Borrowing Certificate, dated as of August 1, 2020	Co-General Partners	FB
50.	Completion Guaranty, dated as of August 1, 2020	Guarantor	FB
51.	Corporate Resolution Authorizing Guaranties, BRIDGE, dated as of August 1, 2020	BRIDGE	FB

<b><u>Tab No.</u></b>	<b><u>Item Description</u></b>	<b><u>Signatories</u></b>	<b><u>Responsible Party</u></b>
52.	Corporate Resolution Authorizing Guaranties, CHP, dated as of August 1, 2020	CHP	FB
53.	Corporate Resolution Authorizing LLC Activity, BRIDGE, dated as of August 1, 2020	BRIDGE	FB
54.	Corporate Resolution Authorizing LLC Activity, CHP, dated as of August 1, 2020	CHP	FB
55.	Construction Leasehold Deed of Trust with Absolute Assignment of Leases and Rents Security Agreement and Fixture Filing, dated August 1, 2020	Borrower	FB
56.	Construction Loan Agreement, dated as of August 1, 2020	Funding Lender, Borrower	FB
57.	Hazardous Materials Indemnity Agreement (Borrower), dated as of August 1, 2020	Borrower	FB
58.	Hazardous Materials Indemnity Agreement (Guarantor), dated as of August 1, 2020	Guarantor	FB
59.	LLC Certificate Authorizing Partnership Activity (BRIDGE), dated as of August 1, 2020	BRIDGE	FB
60.	LLC Certificate Authorizing Partnership Activity (CHP), dated as of August 1, 2020	CHP	FB
61.	Promissory Note with Allonge, dated August 11, 2020	Borrower	FB
62.	Subordination Agreement, dated as of August 1, 2020	OCII, Fiscal Agent	FB
63.	Repayment Guaranty (Secured Loan), dated as of August 1, 2020	Guarantor	FB
<b>VIII. MISCELLANEOUS</b>			
64.	Title Instruction Letter, including Proforma Policy	Title Company	FB

<b><u>Tab No.</u></b>	<b><u>Item Description</u></b>	<b><u>Signatories</u></b>	<b><u>Responsible Party</u></b>
65.	Escrow Instructions	Funding Lender, Title Company	Funding Lender's Counsel
66.	Joint Escrow Instructions	Borrower, MOHCD, OCII, Title Company	Borrower's Counsel
67.	Commitment, including Rate Lock Confirmation , dated August 11, 2020	Borrower, Funding Lender	Funding Lender
68.	Settlement Statement	Borrower	Title Company
69.	Request for Notice under Section 2924b Civil Code	MOHCD	CB
70.	Loan Policies of Title Insurance in connection with Construction Loan	<i>no signature required</i>	Title Company
71.	Final Numbers	<i>no signature required</i>	Borrower
72.	Distribution List	<i>no signature required</i>	RF
73.	Funding Memorandum of Municipal Advisor	<i>no signature required</i>	RF