

**SECOND AMENDMENT
TO
FUND AND TECHNICAL ASSISTANCE AGREEMENT**

This SECOND AMENDMENT TO FUND AND TECHNICAL ASSISTANCE AGREEMENT (this “**Amendment**”) is made as of March 10, 2014 (the “**Effective Date**”) by and among CP Development Co., LP, a Delaware limited partnership (“**Developer**”), the San Francisco Foundation, a California nonprofit public benefit corporation (the “**Foundation**”), Alliance of Californians for Community Empowerment, a California nonprofit public benefit corporation (“**ACCE**”), the San Francisco Organizing Project, a California nonprofit corporation (“**SFOP**”), and the San Francisco Labor Council, an unincorporated association maintaining nonprofit status as a 501(c)(5) (“**SFLC**” and, together with ACCE and SFOP, the “**AD10 Organizations**”). Each of the foregoing are sometimes referred to herein as a “**Party**” and collectively as the “**Parties**”.

RECITALS

A. The Foundation, the AD10 Organizations and Developer are parties to that certain Fund and Technical Assistance Agreement dated as of December 15, 2010, as amended by that certain First Amendment to Fund and Technical Assistance Agreement, dated as of January 1, 2012 (as amended, the “**Agreement**”). Capitalized terms used in this Amendment and not otherwise defined shall have the meanings assigned to them in the Agreement.

B. Developer and the AD10 Organizations are parties to that certain Core Community Benefits Agreement, dated as of May 30, 2008 (the “**CCBA**”). Under the CCBA, Developer is required to make annual payments to the Annual Fund (as defined in the Agreement).

C. The Technical Assistance Term was previously extended through December 31, 2012. The Parties now wish to extend the Technical Assistance Term through December 31, 2014 and to amend the Agreement on the terms and conditions set forth in this Amendment.

AGREEMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Technical Assistance Fee. Promptly following the Effective Date, Developer shall pay seventy five thousand dollars (\$75,000) to the Foundation, which shall constitute Developer’s payment for 2013 for the operation of the Implementation Committee under section 6.1 of the CCBA. Following the Effective Date and receipt of such payment, the Foundation shall deposit such amount into the Annual Fund and shall utilize seventy-five thousand dollars (\$75,000) from the Annual Fund for payment of the Technical Assistance Fee (as defined in the Agreement) for 2013. After receipt of the Developer’s annual payment for 2014 into the Annual Fund, which will be delivered by Developer no later than July 1, 2014, the Foundation shall utilize seventy-five thousand dollars (\$75,000) from the Annual Fund for payment of the Technical Assistance Fee for 2014. If the Implementation Committee chooses to utilize funds

from either the Workforce Development Fund or the Community First Housing Fund for payment of some or all of the Technical Assistance Fee, the Foundation shall utilize such funds for such purposes, pursuant to instruction based on formal action of the Implementation Committee, provided that in no event shall the total Technical Assistance Fee for 2013 or 2014 paid from all sources (i.e., the Annual Fund, the Workforce Development Fund and/or the Community First Housing Fund) be in an amount greater than seventy-five thousand dollars (\$75,000) per year.

2. Technical Assistance Term. The Technical Assistance Term is hereby extended through December 31, 2014.

3. 2013 Annual Report. As part of the Technical Assistance provided by the Foundation in 2013, the Foundation performed the Workplan for 2013 attached as Exhibit A. The Foundation's report with respect to its activities in 2013 is also attached to Exhibit A.

4. 2014 Workplan. As part of the Technical Assistance provided by the Foundation in 2014, the Foundation shall perform the Workplan for 2014 attached as Exhibit B.

5. Miscellaneous.

- a. Counterparts. This Amendment may be executed in multiple identical counterparts, each of which shall be deemed an original, and counterpart signature pages may be assembled to form a single fully executed original of this Amendment. Furthermore, this Amendment may be delivered by the exchange of electronic facsimile or portable document format (“**PDF**”) copies or counterparts of the signature page, which facsimile or PDF copies or counterparts shall be binding upon the Parties.
- b. Governing Law. This Amendment shall be governed by and interpreted and construed in accordance with the laws of the State of California, without regard to its conflict of laws provisions.
- c. Confirmation of Agreement. As amended hereby, the Agreement remains in full force and effect under its terms. To the extent that there is a conflict between the terms of this Amendment and the Agreement, this Amendment shall control.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed by their duly authorized representatives as of the Effective Date.

CP DEVELOPMENT CO., LP,
a Delaware limited partnership

By: CP/HPS Development Co. GP, LLC
a Delaware limited liability company
its General Partner

By: 
Name: Kofi Bonner
Title: President

THE SAN FRANCISCO ORGANIZING PROJECT,
a California nonprofit public benefit corporation

By: _____
Name: _____
Title: _____

ALLIANCE OF CALIFORNIANS FOR COMMUNITY EMPOWERMENT,
a California nonprofit public benefit corporation

By: _____
Name: _____
Title: _____

SAN FRANCISCO LABOR COUNCIL,
an unincorporated association maintaining nonprofit status as a 501(c)(5)

By: _____
Name: Tim Paulson
Title: Executive Director

SAN FRANCISCO FOUNDATION,
a California nonprofit public benefit corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed by their duly authorized representatives as of the Effective Date.

CP DEVELOPMENT CO., LP,
a Delaware limited partnership

By: CP/HPS Development Co. GP, LLC
a Delaware limited liability company
its General Partner

By: _____
Name: Kofi Bonner
Title: Authorized Representative

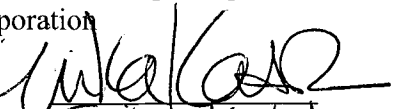
**ALLIANCE OF CALIFORNIANS FOR
COMMUNITY EMPOWERMENT,**
a California nonprofit public benefit
corporation

By: _____
Name: _____
Title: _____

SAN FRANCISCO FOUNDATION,
a California nonprofit public benefit
corporation

By: _____
Name: _____
Title: _____

**THE SAN FRANCISCO ORGANIZING
PROJECT,**
a California nonprofit public benefit
corporation

By: 
Name: Enka Katske
Title: Executive Director

SAN FRANCISCO LABOR COUNCIL,
an unincorporated association maintaining
nonprofit status as a 501(c)(5)

By: _____
Name: Tim Paulson
Title: Executive Director

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed by their duly authorized representatives as of the Effective Date.

CP DEVELOPMENT CO., LP,
a Delaware limited partnership

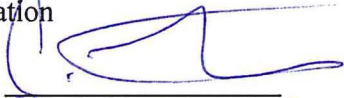
By: CP/HPS Development Co. GP, LLC
a Delaware limited liability company
its General Partner

By: _____
Name: Kofi Bonner
Title: Authorized Representative

THE SAN FRANCISCO ORGANIZING PROJECT,
a California nonprofit public benefit corporation

By: _____
Name: _____
Title: _____

ALLIANCE OF CALIFORNIANS FOR COMMUNITY EMPOWERMENT,
a California nonprofit public benefit corporation

By: 
Name: Christina Livingston
Title: Executive Director

SAN FRANCISCO LABOR COUNCIL,
an unincorporated association maintaining nonprofit status as a 501(c)(5)

By: _____
Name: Tim Paulson
Title: Executive Director

SAN FRANCISCO FOUNDATION,
a California nonprofit public benefit corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed by their duly authorized representatives as of the Effective Date.

CP DEVELOPMENT CO., LP,
a Delaware limited partnership

By: CP/HPS Development Co. GP, LLC
a Delaware limited liability company
its General Partner

By: _____
Name: Kofi Bonner
Title: Authorized Representative

**ALLIANCE OF CALIFORNIANS FOR
COMMUNITY EMPOWERMENT,**
a California nonprofit public benefit
corporation

By: _____
Name: _____
Title: _____

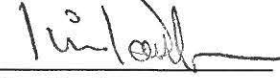
SAN FRANCISCO FOUNDATION,
a California nonprofit public benefit
corporation

By: _____
Name: _____
Title: _____

**THE SAN FRANCISCO ORGANIZING
PROJECT,**
a California nonprofit public benefit
corporation

By: _____
Name: _____
Title: _____

SAN FRANCISCO LABOR COUNCIL,
an unincorporated association maintaining
~~nonprofit status~~ as a 501(c)(5)

By: 
Name: Tim Paulson
Title: Executive Director

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed by their duly authorized representatives as of the Effective Date.

CP DEVELOPMENT CO., LP,

a Delaware limited partnership

By: CP/HPS Development Co. GP, LLC
a Delaware limited liability company
its General Partner

By: _____
Name: Kofi Bonner
Title: Authorized Representative

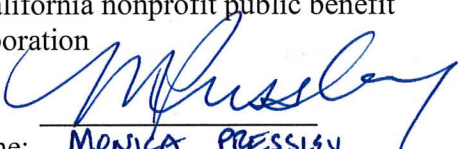
**ALLIANCE OF CALIFORNIANS FOR
COMMUNITY EMPOWERMENT,**

a California nonprofit public benefit
corporation

By: _____
Name: _____
Title: _____

SAN FRANCISCO FOUNDATION,

a California nonprofit public benefit
corporation

By: 
Name: MONICA PRESSLEY
Title: CHIEF FINANCIAL OFFICER

**THE SAN FRANCISCO ORGANIZING
PROJECT,**

a California nonprofit public benefit
corporation

By: _____
Name: _____
Title: _____

SAN FRANCISCO LABOR COUNCIL,

an unincorporated association maintaining
nonprofit status as a 501(c)(5)

By: _____
Name: Tim Paulson
Title: Executive Director

EXHIBIT A

2013 WORKPLAN FOR SAN FRANCISCO FOUNDATION'S TECHNICAL ASSISTANCE TO THE IMPLEMENTATION COMMITTEE

The Foundation will provide the Implementation Committee (IC) with Technical Assistance to build the capacity of the IC to become effective grant makers and communicators of their work. The Foundation will support the Communications, Workforce Development and Affordable Housing Subcommittees of the IC to vet strategies and make recommendations to the IC. The Foundation will support the IC to build community awareness of their work and make grants that will advance workforce development services, expand and stabilize affordable housing and build the capacity of organizations as deemed necessary.

Specifically, the tasks that will be performed between January and December, 2013, are detailed below:

Communications: assist the IC with internal and external communications to facilitate transparency of the IC's process and decisions

Strategic Advice

- Provide strategic and tactical advice and thought leadership to the Communications Subcommittee and the IC
- Help identify potential points of collaboration between affiliated/aligned projects and build broad support of leaders, peers and residents

Communications Planning and Capacity Building

- Develop, refine and finalize 6-12 month internal/external communications plan. This will include a review of the plan that has been developed thus far.
 - Effective audience segmentation*
 - Key message refinement/identification*
 - Role identification and Communications Capacity Building for IC*
- Technical assistance & support for IC:
 - Spokesperson training and support*
 - Assist with drafting, editing and distribution of certain press releases, IC remarks, and related materials*
 - Provide documentation of best practices*
 - Monitoring of key trends & stories with potential for project impact*
- Support development of communications infrastructure:
 - Identify appropriate methods for audience engagement (online, social media, print, etc.), utilizing guidance from approved communications plan*
 - Help frame stories, narratives, and train and practice dissemination through multiple avenues (potentially including public forums), as appropriate*

Build Community Awareness and Assess Capacity of Organizations

- Design Application and Process for Community Connect small grants
- Design Facilitation of the listening sessions

- Review applications and make recommendations for Community Connect small grants consistent with the Agreement

Workforce Development: Assist the Workforce Subcommittee and the IC to make informed choices and invest the Workforce Development Fund:

- Provide baseline demographic and employment data
- Scan of workforce development organizations serving District 10 residents
- Research promising practices, industry sectors, employment opportunities, service providers and potential partners and developing related materials for the Workforce Subcommittee and the IC
- Research and plan Workforce Subcommittee site visits to model programs.
- Facilitate Workforce Subcommittee meetings and learning of workforce issues.

Affordable Housing: support the Affordable Housing Subcommittee to explore and understand relevant housing options, and make strategic choices for investing the Community First Housing Fund.

- Provide baseline data, analysis and other support that will be needed to explore options and make choices.
- Conduct a scan of organizations in District 10 that provide housing related services; analysis of their capacity and how they might fit with our options.
- Conduct scan of all projects that currently underway in the pipeline and determine how they are affected, or not, by the demise of the Redevelopment Agency.
- Prepare information briefs on various housing topics:
 - *Exploring housing issues – homeownership, foreclosure, rental, shared equity*
 - *Senior Housing and other HUD supported housing*
 - *Community Land Trusts*
 - *Programs/Grants for energy efficiency to benefit low income home owners*
 - *First time homebuyer programs*
 - *Organize and lead site visits for enhance the learning of committee members*

Leverage and Investment Activities:

- Work with the IC to leverage the Workforce Development and Community First Housing funds to increase funds available to fulfill their purposes.
- Assist the IC in developing a three-year strategic investment approach for each of the Workforce and Community First Housing funds.

Grant-Making:

- Make grant recommendations for grants to organizations that are recognized as charitable entities described in section 501(c)(3) of the Internal Revenue Code;
- Prepare requests for proposal (RFPs) for grants based on criteria discussed with the IC;
- Review and provide input on relative merits of responses to RFPs, and make grants from the Funds.

PROGRESS REPORT

THE SAN FRANCISCO FOUNDATION 2013 TECHNICAL ASSISTANCE

During calendar year January 1 through December 19, 2013, The San Francisco Foundation provided technical assistance services to support of the strategic development and community building activities of the Implementation Committee (IC). This Report summarizes the technical assistance activities the Foundation provided during the report period.

Activity: Provide Assistance to IC on its internal and external communications

Accomplishments:

- Planned and facilitated monthly IC meetings as well as planned and facilitated an IC Retreat that developed a collective vision, implementation strategy and work plans for the 2013 calendar year;
- Supervised consultants to lead training session to assist the IC develop its core messaging;
- Assisted the IC to establish uniform talking points and prepared the IC leadership for press conferences announcing the CCBA and the IC's role;
- Established the D10 website where the IC posts a calendar of meetings, workshops, and important events - www.d10watch.blogspot.com;
- Assisted the IC develop an outreach/communications strategy incorporating community listening sessions at 17 neighborhood and faith-based organizations located throughout the District 10 community;
- Managed the granting process for the listening sessions;
- Coordinated the analysis of the information/feedback received during the listening sessions; and
- Printing of a report that summarized the community expectations and recommendations for priority needs and programs arising during the community listening sessions.

Activity: Assist the Workforce Subcommittee of the IC to make informed choices and invest the Workforce Development Fund

Accomplishments:

- Hosted and facilitated monthly meetings of the Workforce Subcommittee;
- Conducted an environmental scan and provided baseline data to the Subcommittee on demographic and employment trends including promising practices, industry sectors, employment opportunities and barriers, and potential workforce services partners;
- Researched model programs and took Workforce Subcommittee members, IC and community members on site visits to those models;
- Assisted the IC and the Workforce Subcommittee to develop and distribute an RFP for services to remove some workforce barriers;
- Reviewed responses to the RFP and facilitated the IC meeting where the awardee was selected to provide the desired services; and
- Prepared grant award documents to move the grant through the Foundation's internal processes.

Activity: Assist the Affordable Housing Subcommittee of the IC to make informed choices for investing the Community First Housing Fund

Accomplishments:

- Hosted and facilitated monthly meetings of the Affordable Housing Subcommittee;
- Provided baseline data, analysis, and other support to explore options and make informed choices;
- Conducted a scan of organizations in District 10 providing housing related services;
- Reviewed and analyzed housing developments in SF to determine the impact on them of the loss of redevelopment funding;
- Included housing options in the community listening sessions;
- Planned and held an Affordable Housing Retreat for the Affordable Housing Subcommittee to explore housing options from rental, rent to own, to ownership housing and methods to slow the out migration of the African American community;
- Included housing rental/ownership asset building services in the Financial Empowerment grant award; and
- Developed next steps for the IC 2014 calendar year affordable housing programs.

Activity: Assist IC Investigate Leverage and Investment Opportunities

Accomplishments:

- Hosted conversations with SFPUC, SF HOPE, and SF OEWD about strategies to collaborate and leverage the substantial investment all are making in District 10; and
- Secured a grant from the Haas Sr. Fund to finance the visits by the IC members and constituents to visit model sites in other cities.

Activity: Grant Making

Accomplishments:

- Structured the RFPs, reviewed responses, and awarded grants to 17 organizations to host the District 10 community listening sessions; and
- Structured the RFP, reviewed responses and made a recommendation for the award of a grant to an organization to provide Financial Empowerment services to District 10 residents. Recommendation was approved by the IC and sent to Foundation for finalization and execution with an anticipated start date of January 1, 2014.

EXHIBIT B

2014 WORKPLAN FOR SAN FRANCISCO FOUNDATION'S TECHNICAL ASSISTANCE TO THE IMPLEMENTATION COMMITTEE

The Foundation will provide the Implementation Committee (IC) with Technical Assistance to continue to build the capacity of the IC to become effective grant makers and communicators of their work. The Foundation will support the Workforce Development and Affordable Housing Subcommittees of the IC to vet strategies and make recommendations to the IC. The Foundation will support the IC to build community awareness of their work and make grants that will advance workforce development services, expand and stabilize affordable housing and build the capacity of organizations as deemed necessary. The specific tasks that will be performed between January and December, 2014, are detailed below:

Communications: assist the IC with internal and external communications to facilitate transparency of the IC's process and decisions

Strategic Advice:

- Provide strategic and tactical advice and thought leadership to the Communications Subcommittee and the IC; and
- Help identify potential points of collaboration between affiliated/aligned projects (e.g., SFPUC, OEWD, SF HOPE) and build broad support of leaders, peers and residents.

Communications and Capacity Building:

- Assist IC to maintain internal communications between IC members and external communications with its community partners and constituents who participated in the IC listening sessions so they continue to provide input which informs IC programmatic plans; and
- The Foundation's Community Development Director will provide supervision and oversight of the part-time IC Coordinator housed at the Foundation. The coordinator will take general direction from the IC Chair and be responsible for scheduling meetings of the IC and its subcommittees, taking and distributing meeting minutes, maintenance of the IC website, and coordinating internal communications between the IC members.

Technical assistance & support for IC:

- Continue monitoring of key trends & stories with potential for project impact; and
- Support the development of the IC's communications infrastructure to help IC frame stories, narratives, and practice dissemination through multiple avenues as appropriate.

Community Awareness:

- Assist IC develop feedback strategies to keep the District 10 community informed and engaged in the implementation of the CCBA.

Workforce Development: Assist the Workforce Subcommittee and the IC to make informed choices and invest the Workforce Development Fund:

- Continue to provide baseline demographic and employment data, including identified barriers to employment;
- Continue scan of workforce development organizations serving District 10 residents;
- Research promising practices, industry sectors, employment opportunities, service providers and potential partners;
- Assist Workforce Subcommittee and IC develop strategies designed to help District 10 residents overcome workforce development barriers; and
- Continue to facilitate Workforce Subcommittee meetings and learning of workforce issues.

Affordable Housing: support the Affordable Housing Subcommittee to explore and understand relevant housing options, and make strategic choices for investing the Community First Housing Fund.

- Continue to provide data, analysis and other support needed by the Affordable Housing Subcommittee and IC to explore housing options and make informed choices;
- Assist the IC to plan and execute a visioning workshop with the goal of identifying the key core competencies desired to establish an Anchor Organization in District 10 capable of providing the array of services and products needed by District 10 residents to secure rental and ownership housing, and slow the outmigration of the African American community;
- Assist the IC structure RFP processes targeted to organizations housed in District 10 that provide housing related services;
- Continue to scan and assess housing projects currently underway in the pipeline to determine where housing opportunities can be accessed by the District 10 target populations;
- Continue asset building activities for District 10 residents to prepare them for housing opportunities;
- Prepare information briefs on various housing topics e.g., the impact of the Lottery system on meeting IC housing goals); and
- Organize and lead site visits as appropriate to explore successful housing models to enhance the learning of committee members.

Leverage and Investment Activities:

- Work with the IC to leverage the Workforce Development and Community First Housing funds to increase the impact or funds available to fulfill their purposes; and
- Assist the IC in assessing progress and refining its strategic investment approach for each of the Workforce and Community First Housing funds.

Grant-Making:

- Make grant recommendations to the IC for housing services and workforce development grants to organizations that are recognized as charitable entities described in section 501(c)(3) of the Internal Revenue Code;

- Prepare requests for proposals and qualifications (RFPs and RFQs) for grants based on criteria discussed with the IC; and
- Review and provide input on the relative merits of responses to RFQs and RFPs, and make grants from the Housing First and Workforce Development Funds.