Edwin M. Lee, Mayor
Naomi M. Kelly, City Administrator

City and County of San Francisco
REAL ESTATE DIVISION
John Updike
Director of Real Estate

EXHIBIT E

BID AND OFFER TO NEGOTIATE EXCLUSIVELY

Respondent's Purchase Price Offered: $_____

Upon any counter signature by City, each party agrees to: (i) act in good faith, reasonably, and diligently to negotiate a purchase and sale agreement consistent the terms of the Request for Proposal and the Respondent's proposal (collectively, the "Agreements") to be submitted for consideration to the City and County of San Francisco's Board of Supervisors; and (ii) cooperate in good faith and take all steps reasonably requested or required to assist the other party's efforts to satisfy its obligations under those Agreements. In addition, each party will make or give any determinations, findings, requests, responses to requests, approvals, or objections in its reasonable belief, judgment, and discretion and within a reasonable time under the circumstances, except where a different standard or time period is specified in the Agreements. Respondent acknowledges that the City's obligation to negotiate in good faith is limited to the actions of the Director of OEWD and OEWD staff, the Director of MOHCD and MOHCD staff, and the Director of Property and RED staff and does not obligate any regulatory agency or department of the City, state or federal government.

The term of the exclusive negotiation period shall last for sixty (60) days from the date this agreement is countersigned by City (if at all) unless otherwise extended by both parties in writing ("Negotiations Term"). So long as Respondent continues to negotiate in good faith, City representatives listed above shall not actively solicit offers or negotiate with any other parties during the Negotiations Term. Approval of any purchase and sale agreement is subject to approval by the City and County of San Francisco Board of Supervisors and Mayor in their absolute and sole discretion.

_____	_____	_____
Respondent's Name (Print)	**Respondent's Signature**	**Date**

Accepted: City and County of San Francisco

By: _____ _____
Director of Property **Date**