

Exhibit 39

Schedule of Executory Contracts and Unexpired
Leases To Be Rejected

EXHIBIT 39

**Schedule of Executory Contracts and Unexpired Leases
 To Be Rejected¹**

Category	Contract Counter Parties	Description of Contract/Lease	Effective Date of Rejection
Generally:			
	NA	Any and all agreements, contracts and/or leases not listed in the “Schedule of Executory Contracts and Unexpired Leases to be Assumed”, filed as Exhibit 37 to the Appendix	Effective Date of Plan

¹ Each contract and/or lease listed herein in this Schedule shall be deemed to include such contract and/or lease as such agreement may have been amended from time to time, and any ancillary agreements related or necessary thereto. This Schedule of contracts and/or leases may be amended, from time to time, as set forth in the *Third Amended Plan for the Adjustment of Debts of the City of San Bernardino, California (July 29, 2016)* (the “**Plan**”) or the Disclosure Statement filed in connection with that Plan. This Schedule shall not include any contract and/or lease previously rejected in connection with the City’s bankruptcy case. Nothing contained in this Schedule shall constitute an admission or a waiver of any of the City’s rights to assert claims or defenses. For the avoidance of doubt, listing a contract or lease on this Schedule does not constitute (i) an admission by the City that any such contract or lease is “executory” or “unexpired”, (ii) an admission by the City of the legal rights of any counterparty claimant, or (iii) a waiver of the City’s right to recharacterize or reclassify such contract. Failure to list a contract or lease on this Schedule, or to designate any contract or lease as “executory” or “unexpired”, does not constitute an admission by the City that a contract or lease is, or is not, “executory” or “unexpired”. Any capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such term as set forth in the Plan.

	NA	Any and all agreements, contracts and/or leases not listed in the "Schedule of Executory Contracts and Unexpired Leases to be Assumed and Assigned", filed as Exhibit 38 to the Appendix	Effective Date of Plan
PARS:			
PARS Retirement Enhancement Plan	Public Agency Retirement Services	The City of San Bernardino Public Agency Retirement System Retirement Enhancement Plan, originally adopted by the City in January 2004, as amended and restated effective July 1, 2007	Effective Date of Plan
PARS Excess Benefit Plan	Public Agency Retirement Services	The City of San Bernardino Excess Benefit Plan, adopted by the City effective January 1, 2008	Effective Date of Plan

PARS Retirement Trust	Public Agency Retirement Services U.S. Bank National Association Phase II Systems	Any and all agreements or contracts related to the multi-employer plan Public Agency Retirement System Trust Agreement, amended and restated as of July 1, 1999, to which the City, along with other municipalities, is a party along with U.S. Bank National Association, as trustee and/or custodian	Effective Date of Plan
PARS Excess Benefit Plan Trust	Public Agency Retirement Services U.S. Bank National Association	The San Bernardino Excess Benefit Trust Agreement, entered into by and between the City, Public Agency Retirement Services, and U.S. Bank National Association (as successor to Union Bank of California, N.A.), dated on or about January 28, 2008	Effective Date of Plan
Phase II Administrative Services Agreement	Phase II Systems	Agreement for Administrative Services, dated March 3, 2004, between Phase II Systems and the City	Effective Date of Plan

Equipment Lessors:			
Western Alliance Police Station AC Agreement	Western Alliance Equipment Finance, Inc. TPB Investments, Inc.	The Master Equipment Lease/Purchase Agreement, dated as of October 1, 2004, by and between the City, as lessee, and Western Alliance Equipment Finance, Inc., as lessor (as assignee of Koch Financial Corporation), and any and all ancillary agreements and documents, including Schedule of Property No. 2, dated as of or around September 2, 2008, relating to a “4 water cooled air conditioners, installation, contingency and contingency/temporary cooling equipment”	Effective Date of Plan

<p>ATS Development Services Agreement (May 2007)</p>	<p>Telecom Partners Group Corporation, doing business as ATS Communications</p>	<p>Services Agreement entered by the City and ATS Communications on or about May 7, 2007, pursuant to which ATS Communications was to assist the City in marketing and facilitating the development of cell towers on property owned by the City to provide a wireless communication network throughout the City</p>	<p>Effective Date of Plan</p>
<p>ATS Development Services Agreement (October 2012)</p>	<p>Telecom Partners Group Corporation, doing business as ATS Communications</p>	<p>Services Agreement Between the City of San Bernardino and ATS Communications Regarding the Development of New Cell Tower Leases on City Property entered on or about October 1, 2012, pursuant to which ATS Communications was to assist the City in marketing and facilitating the development of cell towers on property owned by the City to provide a wireless communication network throughout the City</p>	<p>Effective Date of Plan</p>

ATS Capital Agreement	Telecom Partners Group Corporation, doing business as ATS Communications	Services Agreement Between the City and ATS Communications Regarding Raising Capital by Selling Off City Interests in Existing Cell Tower Leases to Independent Third Parties entered on or about October 1, 2012	Effective Date of Plan
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