File No. 120257

Committee Item No. 4
Board Item No. 21

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Land Use and Economic Development **Date** April 23, 2012

Board of Supervisors Meeting **Date** May 1, 2012

Cmte	Board	
☐	☐	**Motion**
☐	☐	**Resolution**
☒	☒	**Ordinance**
☒	☒	**Legislative Digest**
☐	☐	**Budget and Legislative Analyst Report**
☐	☐	**Legislative Analyst Report**
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☐	☐	**Introduction Form (for hearings)**
☒	☒	**Department/Agency Cover Letter and/or Report**
☐	☐	**MOU**
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OTHER **(Use back side if additional space is needed)**

☒	☒	DPW Order No. 180044
☒	☒	Redevelopment Agency Letters, dtd 1/30/12
☒	☒	General Plan Referral, dtd 3/9/11
☒	☒	Offer of Improvements
☒	☒	Warranty Bond
☐	☐	
☐	☐	
☐	☐	

Completed by: Alisa Miller **Date** April 20, 2012
Completed by: Alisa Miller **Date** April 25, 2012

An asterisked item represents the cover sheet to a document that exceeds 25 pages.
The complete document can be found in the file.

[Public Infrastructure Improvements - Mission Bay South-66" Sewer Force Main Relocation]

Ordinance: 1) accepting the irrevocable offer of public infrastructure improvements associated with Mission Bay 66" Sewer Force Main Relocation, including acquisition facilities located under portions of State Trust Parcel 8 and future Owens Street between Sixteenth Street and Mariposa Street; 2) accepting said facilities for City maintenance and liability purposes; 3) adopting environmental findings and findings that such actions are consistent with the City's General Plan eight priority policy findings of Planning Code Section 101.1, and the Mission Bay South Redevelopment Plan; 4) accepting a Department of Public Works Order; and 5) authorizing official acts in connection with this Ordinance.

Note: Additions are single-underline italics Times New Roman; deletions are ~~strikethrough italics Times New Roman~~. Board amendment additions are double underlined. Board amendment deletions are ~~strikethrough normal~~.

Be it ordained by the People of the City and County of San Francisco:

Section 1. Findings.

(a) All capitalized terms relating to Mission Bay shall have the definitions ascribed to them pursuant to the Mission Bay South Redevelopment Plan and Plan Documents described therein, approved and adopted by the Board of Supervisors of the City and County of San Francisco by Ordinance No. 335-98, on November 2, 1998, a copy of which is in the Clerk of the Board of Supervisors File No. 981441.

(b) The City Planning Department, in a letter dated March 9, 2011 determined that the acceptance of the Mission Bay 66" Sewer Force Main Relocation Public Infrastructure Improvements and other actions herein set forth are within the scope of the General Plan

consistency findings of Case No. 2011.0057R, the Eight Priority Policies of Planning Code Section 101.1 and the contemplated actions do not trigger the need for subsequent environmental review pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code Sections 21000 et seq.). A copy of the Planning Department letter is on file with the Clerk of the Board of Supervisors in File No. 120257 and is incorporated herein by reference.

(c) The San Francisco Redevelopment Agency, in a letter dated January 30, 2012, determined that the acceptance of the Mission Bay 66" Sewer Force Main Relocation Public Infrastructure Improvements constructed pursuant to Street Excavation Permit No. 09E-0056, dated April 14, 2009 and the revised Street Excavation Permit No.09E-0114 dated July 17, 2009 (the "Project") and other actions herein set forth are consistent with the Mission Bay South Redevelopment Plan ("Plan") and Plan Documents described therein. A copy of the Redevelopment Agency letter is on file with the Clerk of the Board of Supervisors in File No. 120257 and is incorporated herein by reference.

(d) The San Francisco Public Utilities Commission on December 9, 2011 signed and accepted the FOCIL-MB, LLC Conditional Assignment of Warranties and Guaranties regarding the Mission Bay 66" Sewer Force Main Relocation Improvements. A copy of said Conditional Assignment of Warranties and Guaranties is on file with the Clerk of the Board of Supervisors in File No. 120257 and is incorporated herein by reference.

(e) The San Francisco Public Utilities Commission on January 10, 2011 acknowledged the acceptance of the Determination of Completeness for the Mission Bay 66" Sewer Force Main.

(f) In DPW Order No. 180,044 dated March 8, 2012, the Director and the City Engineer certified that: (a) FOCIL-MB, LLC ("Focil") made an irrevocable offer of the Project Improvement facilities to the City ("Offer"), (b) the Mission Bay 66" Sewer Force Main

Relocation Public Infrastructure Improvements have been inspected and were certified as complete on January 10, 2011; the Project has been constructed in accordance with the Project Plans and Specifications and all City codes, regulations, standards and Mission Bay South Plan and Plan Documents governing this project; and such improvements are ready for their intended use, (c) the facilities are recommended for acceptance as acquisition facilities and for City maintenance and liability purposes. A copy of the DPW Order and Offer are on file with the Clerk of the Board of Supervisors in File No. 120257 and are incorporated herein by reference.

Section 2. Adoptions and Approvals.

(a) The Board of Supervisors adopts as its own the Redevelopment Plan consistency findings of the San Francisco Redevelopment Agency in connection with the acceptance of the Project and other actions set forth herein.

(b) The Board of Supervisors adopts as its own the General Plan and Planning Code Section 101.1 consistency findings and CEQA findings of the Planning Department in connection with the Project and other actions set forth herein.

(c) The Board of Supervisors has reviewed and approves the City Engineer's certification and Director's recommendation concerning the acceptance of the Focil Offer dated April 11, 2011 for the Project; acceptance of said facilities for City maintenance and liability responsibilities; and other related actions.

Section 3. Acceptance of New Acquisition Facilities and Assumption of Maintenance Responsibilities.

(a) The Board of Supervisors accepts the Focil Offer for the Mission Bay 66" Sewer Force Main Relocation Improvements located under portions of State Trust Parcel 8 and future Owens Street between Sixteenth Street and Mariposa Street.

(b) Pursuant to San Francisco Administrative Code Sections 1.51 et seq., the Acquisition Agreement dated June 1, 2001 by and between the Redevelopment Agency of the City and County of San Francisco and Catellus Development Corporation, and the Department of Public Works Order No. 180,044 dated March 8, 2012, the Board of Supervisors hereby dedicates the facilities described in the Focil Offer for public use and accepts such facilities for City maintenance and liability purposes. The Board's acceptance of improvements pursuant to this Subsection is for the Mission Bay 66" Sewer Force Main Relocation Improvements only and is subject to the warranty obligations under the 66" Sewer Force Main Relocation Street Excavation Permit No. 09E-0054 and revised Street Excavation Permit No. 09E-0114.

(c) The Board of Supervisors hereby acknowledges Focil's conditional assignment of guaranties and warranties in accordance with the related Street Excavation Permits and the Mission Bay South Acquisition Agreement.

Section 4. Authorization for Implementation.

All actions heretofore taken by the officers of the City with respect to such Ordinance are hereby approved, confirmed and ratified, and the Mayor, Clerk of the Board, and Director of Public Works are hereby authorized and directed to take any and all actions which they or the City Attorney may deem necessary or advisable in order to effectuate the purpose and intent of this Ordinance, including, but not limited to, the recordation of this Ordinance in the Official Records of the City and County of San Francisco.

Section 5. Effective Date. This Ordinance shall become effective 30 days from the date of passage.

RECOMMENDED:

DEPARTMENT OF PUBLIC WORKS

By: _____

Mohammed Nuru

Director of Public Works

APPROVED AS TO FORM:

Dennis J. Herrera

City Attorney

By: _____

John D. Malamut

Deputy City Attorney

DESIGNATION CERTIFIED BY:

DEPARTMENT OF PUBLIC WORKS

By: _____

Fuad S. Sweiss

Deputy Director of Engineering

and City Engineer

FILE NO. 120257

LEGISLATIVE DIGEST

[Public Infrastructure Improvements - Mission Bay South-66" Sewer Force Main Relocation]

Ordinance: 1) accepting the irrevocable offer of public infrastructure improvements associated with Mission Bay 66" Sewer Force Main Relocation, including acquisition facilities located under portions of State Trust Parcel 8 and future Owens Street between Sixteenth Street and Mariposa Street; 2) accepting said facilities for City maintenance and liability purposes; 3) adopting environmental findings and findings that such actions are consistent with the City's General Plan eight priority policy findings of Planning Code Section 101.1, and the Mission Bay South Redevelopment Plan; 4) accepting a Department of Public Works Order; and 5) authorizing official acts in connection with this Ordinance.

Existing Law

The Board of Supervisors adopted and approved the Redevelopment Plan for the Mission Bay South Project Area by Ordinance No. 335-98 on November 2, 1998. This Ordinance and related Mission Bay legislation established a process by which the project developer (FOCIL - MB, LLC) would construct specified public improvements and dedicate said improvements to the City. Upon dedication, the City would initiate the local and State law procedures to accept the improvements for City use.

Amendments to Current Law

This legislation would accept the dedicated facilities; dedicate the improvements for City use; and accept the improvements for maintenance and liability purposes, all in accordance with the procedures established for the Mission Bay South Redevelopment Plan and applicable local and State law. This Ordinance would make certain findings, including environmental findings and findings that the legislation is consistent with the Mission Bay South Redevelopment Plan, the General Plan, and the priority policy findings of the Planning Code Section 101.1.

Background Information

This legislation relates to the 66" Sewer Force Main Relocation Infrastructure Improvements located under a portion of State Trust Parcel 8 and future Owens Street between Sixteenth Street and Mariposa Street.

City and County of San Francisco

Edwin M. Lee, Mayor
Mohammed Nuru, Director

San Francisco Department of Public Works
Office of the Deputy Director for Design & Construction
Infrastructure Division
30 Van Ness, 4th Floor
San Francisco, CA 94102
(415) 557-4700 ■ www.sfdpw.o

Patrick Rivera, Division Manager

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2012 MAR 15 AM 8:37

March 15, 2012

Angela Calvillo, Clerk of the Board
Board of Supervisors
1 Dr. Carlton B. Goodlet Place, Room 244
San Francisco, Ca 94102-4689

RE: Acceptance of the Mission Bay South 66-inch Sewer Force Main Relocation Public Infrastructure Improvements

Dear Ms. Calvillo:

Attached please find an original and four copies of the proposed Mission Bay Ordinance for the Acceptance of the Mission Bay South 66-inch Sewer Force Main Relocation Public Infrastructure Improvements for Board of Supervisors approval to (1) accept improvements and (2) designate facilities for public use.

The following is a list of accompanying documents (five sets):

1. Department of Public Works Order No. 180,044.
2. Formal letter from the San Francisco Redevelopment Agency (SFRA) consistency determination and recommendation for Board of Supervisors acceptance of facilities.
3. Formal letter from the Department of City Planning determining consistency with the General Plan and making environmental findings.
4. Mission Bay South 66-inch Sewer Force Main Relocation Offer of Improvements to the City and County of San Francisco.
5. Conditional Assignment of Warranties and Guaranties for 66-inch Sewer Force Main Relocation Improvements.

Please contact me at 558-4050 if you have any questions or comments.

Sincerely,

Barbara L. Moy

Barbara Moy
Manager
Infrastructure Task Force
Department of Public Works

City and County of San Francisco

San Francisco Department of Public Works

GENERAL - DIRECTOR'S OFFICE
City Hall, Room 348
1 Dr. Carlton B. Goodlett Place, S.F., CA 94102
(415) 554-6920 ■ www.sfdpw.org

Edwin M. Lee, Mayor
Mohammed Nuru, Director

DPW Order No: 180044

March 8, 2012

Re: Recommendation for formal acceptance of the Mission Bay South 66" Sewer Force Main improvements located under portions of State Trust Parcel 8 and future Owens Street between Sixteenth Street and Mariposa Street; accepting the irrevocable offer of the Acquisition facilities; dedication of such facilities to City use and acceptance for maintenance and liability purposes.

WHEREAS, On November 2, 1998, the City, acting through its Board of Supervisors approved the Mission Bay South Redevelopment Plan ("Mission Bay Plan") by its Ordinance No. 335-98; and

WHEREAS, On November 16, 1998, the Redevelopment Agency of the City and County of San Francisco (the "Redevelopment Agency") and Catellus Development Corporation ("Catellus") entered into the South Mission Bay Owner Participation Agreement; and

WHEREAS, On November 16, 1998, the City and County of San Francisco (the "City") and the Redevelopment Agency entered into the South Interagency Cooperation Agreement; and

WHEREAS, On June 1, 2001, the Redevelopment Agency and Catellus entered into the Mission Bay South Acquisition Agreement; and

WHEREAS, On December 1, 2003, Catellus merged into Catellus Operating Limited Partnership, a Delaware limited partnership ("COLP"), and on December 31, 2003 COLP, as successor by merger to Catellus contributed most of its interests in Mission Bay to Catellus Land and Development Corporation ("CLDC") a Delaware Corporation, thereby making CLDC a wholly owned subsidiary of COLP following the merger, including all rights and obligations under the Project Permit and the Permit to Enter related to the Project; and

WHEREAS, On November 22, 2004, Catellus Land and Development Corporation granted certain properties, and all its right, title, interest and obligations with respect thereto, to FOCIL—MB, LLC, a Delaware limited liability company ("FOCIL"), recorded December 1, 2004 in Reel I774, Image 005, Official Records of the City and County of San Francisco; and

WHEREAS, On April 14, 2009 the City, Department of Public Works issued Street Excavation Permit No. 09E-0056 to construct the "Mission Bay 66" Sewage Force Main Relocation Public Improvements"; and
WHEREAS, On July 17, 2009 the City, Department of Public Works issued a revised Street Excavation Permit No. 09E-0114 to construct the "Mission Bay 66" Sewage Force Main Relocation Public Improvements"; and

WHEREAS, On January 10, 2011, the San Francisco Public Utility Commission issued a notice determining that the "Mission Bay 66" Sewage Force Main Relocation Improvements" has been substantially completed pursuant to Improvement Permit No. 09E-0054 and Permit No. 09E-0114 and is ready for its intended use; and

WHEREAS, In a letter (attached as Exhibit A) dated March 9, 2011 the City Planning Department determined that the acceptance of the Mission Bay 66" Sewer Force Main Relocation Improvements and other actions are consistent with the General Plan consistency findings of Case No. 2011.0057R, the Eight Priority Policies of Planning Code Section 101.1 and the contemplated actions do not trigger the need for subsequent environmental review pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code Sections 21000 et seq.); and

WHEREAS, On April 11, 2011, FOCIL irrevocably offered to the City the public infrastructure improvements and facilities as constructed or installed pursuant to the Improvement Plans for Mission Bay 66" Sewage Force Main Relocation Public Improvements approved by the Department of Public Works on October 8, 2008, and any authorized revisions or contract change orders thereto (Focil Irrevocable Offer); and together with an assignment of all guaranties and warranties related to the construction of all the improvements; and

WHEREAS, On January 19, 2012 the Department of Public Works issued a notice determining that as of January 10, 2011 the "Mission Bay 66" Sewer Force Main Improvements" has been substantially completed pursuant to Street Excavation Permit No. 09E-0054 dated April 14, 2009 and revised Permit No. 09E-0114 dated July 17, 2009 and is ready for its intended use; and

WHEREAS, In a letter (attached as Exhibit B) dated January 30, 2012, the Redevelopment Agency found the acceptance of the Mission Bay 66" Sewage Force Main Relocation Improvements and other actions are "consistent with the Mission Bay South Redevelopment Plan and Plan Documents, described therein, and recommends Board of Supervisors approval"; and

WHEREAS, On DECEMBER 9, ~~2012~~ 2011 the San Francisco Public Utilities Commission signed and accepted the FOCIL-MB, LLC Conditional Assignment of Warranties and Guaranties with regard to the Improvements; and

WHEREAS, The City Engineer and Director of Public Works hereby certify the following:

a. All Inspections have been performed, test results have been obtained, permit conditions and mitigation measures have been complied with, punch list items have been resolved, and improvement plan As-Built drawings have been received for the Mission Bay 66" Sewer Force Main Relocation Improvements.

b. Mission Bay Development Group, LLC on behalf of FOCIL-MB, LLC, has submitted a copy of record Notice of Completion, Assignments of Warranties and Guaranties, Assignments of Reimbursements to the Agency from third parties, if applicable, and evidence of acceptability of the facilities from all applicable public entities and/or non-City utilities.

c. By the letter dated January 19, 2012 the Department of Public Works has determined that as of January 10, 2011 the work is ready for its intended use and has been completed substantially in conformance with the Plans and Specifications for Mission Bay 66" Sewer Force Main approved by the Department of Public Works on October 8, 2008 or any authorized revision thereto, and has been constructed in accordance with all City codes, regulations, standards and the Mission Bay South Plan and Plan Documents governing this Project.

NOW THEREFORE BE IT ORDERED THAT,

With respect to facilities acceptance:

I hereby recommend the Board of Supervisors accept the Focil Irrevocable Offer of Improvements and dedicate the improvements for public use.

I recommend that the Board of Supervisors acknowledge FOCIL's Conditional Assignment of Warranties and Guaranties to the City and County of San Francisco with regard to the 66" Sewer Force Main Relocation Improvements.

With Respect to Maintenance and Liability:

I hereby recommend that the Board of Supervisors accept the facilities for maintenance and liability purposes.

3/8/2012	3/8/2012
X	X Mohammed Nuru
Sweiss, Fuad Approver 1	Nuru, Mohammed Approver 2

San Francisco
Redevelopment Agency

One South Van Ness Avenue
San Francisco, CA 94103

415.749.2400

RECEIVED
JAN 30 2012
BY:

EDWIN M. LEE, Mayor

Darshan Singh, President
Rosario M. Anaya, Vice President
Miguel M. Bustos
Francee Covington
Leroy King
Rick Swig
Agnes Briones Ubalde

Tiffany Bohee, Interim Executive Director

January 30, 2012

126-008.12-206

Ms. Grace Kwak
Project Manager
Mission Bay Task Force
Department of Public Works
30 Van Ness, Room 4200
San Francisco, CA 94102

RE: Mission Bay South 66" Sewer Force Main Relocation Public Infrastructure Improvements Consistency Determination

Dear Ms. Kwak:

The Agency has received your request regarding the 66" Sewer Force Main Relocation Public Infrastructure improvements and their consistency with the Mission Bay South Redevelopment Plan and Plan Documents.

The Agency has reviewed the documents and related materials concerning the acceptance of the 66" Sewer Force Main Relocation Public Infrastructure improvements and other related actions thereto, finds these consistent with the Mission Bay South Redevelopment Plan and Plan Documents, and recommends that the Board of Supervisors accept the facilities on behalf of the City.

Sincerely,

Catherine Reilly
Assistant Project Manager

Cc : Barbara Moy, MBTF
Tiffany Bohee, SFRA
Kelley Kahn, SFRA

SAN FRANCISCO
PLANNING DEPARTMENT

General Plan Referral

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Date:	March 9, 2011
Case No.	**Case No. 2011.0057R** Mission Bay South Relocation of a 66" Sewer Force Main and City Acceptance of the Public Infrastructure
Block/Lot No.:	Block 8723 / Lots 003 and 006 Block 8727 / Lots 005 and 006 aka. Mission Bay Redevelopment Parcels 038, 039 and 040
Project Sponsor:	Grace Kwak Project Manager Mission Bay Task Force (MBTF) Department of Public Works 30 Van Ness Avenue, Suite 4200 San Francisco, CA 94102
Applicant:	Same as Above
Staff Contact:	Sandra Soto-Grondona – (415) 575-6810 sandra.soto@sfgov.org
Recommendation:	Finding the project, on balance, in conformity with the General Plan
Recommended By:	John Rahaim, Director of Planning

2011 MAR 10 PM 5:11

PROJECT DESCRIPTION

The Project proposal is the Realignment of a Sixty-Six (66) inch Sanitary Sewer Force Main located in the Mission Bay South Redevelopment Area and acceptance of Public Infrastructure Improvements, once constructed and approved by DPW. The General Plan Referral is required pursuant to San Francisco Charter §§ 4.105 and Administrative Code §§ 2A.53 prior to the Board of Supervisors (BOS) acceptance of the public infrastructure improvements associated with the realignment of the Sanitary Sewer Force Main.

The new 66" Sewer Force Main will be relocated and installed in the public utility easement located between 16th Street and Mariposa Street generally along the future alignment of Owens Street. It will

cross APN 8727/005, 8727/006, 8723/003, and 8723/006. On March 4, 2011, the applicant provided the correct Mission Bay Redevelopment Parcels (as **Exhibits 1 and 2**).

SITE DESCRIPTION AND PRESENT USE

The site is part of the Mission Bay South Redevelopment Area. The street grid and development parcels have been reconfigured throughout the Redevelopment Project Area. In the subject case, the Mission Bay Task Force (MBTF) proposes to implement part of the project by relocating a portion of an existing City sewer. The Project must relocate the sixty-six (66) inch Sewer Force Main because at its existing location, the sewer bisects Mission Bay Parcels 38, 39 and 40, and would impact planned development of these parcels. The new Force Main will be relocated to align with the future configuration of Owens Street. The Sewer Force Main will be constructed consistent with the "Mission Bay 66" Sewer Force Main Relocation Improvement Plans" provided by the applicant as **Exhibit B**.

The utility improvements were part of a development requirement, included in the Mission Bay South Owner Participation Agreement (OPA) adopted by the San Francisco Redevelopment Agency Resolution No. 193-98 on September 17, 1998.

The specific actions considered as part of the current Project require a General Plan Referral consistency determination and consideration and approval by the Board of Supervisors for City acceptance of said infrastructure improvements.

PROPOSED ACTIONS BY THE BOARD OF SUPERVISORS

1. Acceptance of Dedication of Public Infrastructure Improvements.
After the Department of Public Works (DPW) determines that the facilities have been constructed consistent with the Plans and Specifications and are ready for sewer force main use, the Developer is obligated to dedicate the horizontal infrastructure facilities (66" diameter sewer force main) to the City. The Board of Supervisors must act to accept the dedication of the public facilities.

PREVIOUS ACTIONS RELATED TO THIS PROJECT

In earlier actions, the Planning Commission, Redevelopment Commission and the Board of Supervisors have taken the following actions regarding the Mission Bay Project: related to this case:

The Mission Bay Tentative Map and Land Transfers were found to be consistent with the General Plan and Section 101.1 of the Planning Code in the Planning Department's letter to Mark A.

1. The Final Subsequent Environmental Impact Report for Mission Bay (FSEIR) was prepared pursuant to the California Environmental Quality Act and was certified as adequate, accurate and objective by the following City Commissions and BOS actions:

a. Redevelopment Commission Resolution No. 182-98 on September 17, 1998
b. Planning Commission Resolution No. 14696 on September 17, 1998.
c. Board of Supervisors affirmed the Planning Commission certification by Resolution No. 854-98 on October 19, 1998.
d. Redevelopment Agency issued Addendum #6 to the FSEIR on September 10, 2008 attached as **Exhibit C**, provided by the applicant.

2. By Resolution No. 14699 adopted on September 17, 1998, the Planning Commission found that the Mission Bay North and Mission Bay South Redevelopment Plans, dated September 4, 1998, were consistent with the San Francisco General Plan. The project referenced above was proposed as part of the Mission Bay South Redevelopment Plan.

3. The Planning Commission found the Mission Bay North and Mission Bay South Redevelopment Plans, dated September 4, 1998, in- conformity with the San Francisco General Plan.

4. The Mission Bay Tentative Map and Land Transfers were found to be consistent with the General Plan and Section 101.1 of the Planning Code in Planning Department letter dated November 13, 1998 to Mr. Mark A. Primeau attached as **Exhibit D**, provided by the applicant.

5. The Mission Bay South Owner Participation Agreement was executed between the Redevelopment agency of the City and County of San Francisco and Catellus. The agreement was entered into on November 16, 1998.

6. The Final Land Transfer Map was approved by the Board of Supervisors by Motion No. M99-69 and recorded in Book Z of Maps, at Pages 97-117, official Records.

7. The Blocks 40/44 and Parks P26 and P27 Tentative Subdivision Map, conditionally approved on April 1, 2009; the Final Map; Street Vacation; and Acceptance was determined to be consistent with the General Plan and Section 101.1 of the Planning Code subject to the CEQA mitigation measures adopted by the Board of Supervisors and the Redevelopment Commission as part of the Mission Bay Redevelopment Plans, DCP determination and conditions, within the Conditions of Approval were set forth in the DCP letter dated May 19, 2009 attached as **Exhibit F**, provided by the applicant. The 66" Force Main is located within the future right-of-way of Owens Street within the Blocks 40/44 Project as **Exhibit F-1**, provided by the applicant.

8. The SFRA has stated that the Blocks 40/44Tentative Map, conditionally approved on April 1, 2009 is consistent with the Mission Bay South Redevelopment Plan, including the Mission Bay South Plan, the Scope of Development and the Design for Development, pursuant to Section 1434 of the Mission Bay Subdivision Code and that the project is in substantial conformance with the Major Phase approved by the Redevelopment Commission. A copy of the SFRA letter dated April 1, 2009 is attached as **Exhibit G**, provided by the applicant.

ENVIRONMENTAL REVIEW

The subject project was considered under CEQA as part of the Mission Bay South Redevelopment Project Area by the San Francisco Redevelopment Area, Project UCSF DEIR, Case No. 86.505E, 96.771E and ER 919-97, certified by Resolutions No. 188-98 and 193.98, No. 186-98 and 191-98 and Ordinance No. 327098 and 335-98.

The land transfers and tentative maps associated with the environmental analysis were in the Final Subsequent Environmental Impact Report for Mission Bay, which was certified as adequate and complete by the Redevelopment Commission, the Planning Commission and the Board of Supervisors.

GENERAL PLAN COMPLIANCE AND BASIS FOR RECOMMENDATION

The Project is the relocation of a Sixty-Six (66) inch Sewage Force Main, necessary because it encroaches into Block 8723 / Lots 003, and 006, and Block 8727 / Lots 005 and 006. The proposed Project, would impact development potential of these parcels specified in the Mission Bay Redevelopment Project Plan. Once the new Force Main is constructed and approved by the Department of Public Works, the City will accept the infrastructure improvements. As is proposed herein, the Project is consistent with the Eight Priority Policies of Planning Code Section 101.1 as described in the body of this letter and is, on balance, **in-conformity** with the following Objectives and Policies of the General Plan.

Note: General Plan OBJECTIVES in **Bold CAPS**, General Plan Policies and text are in **bold** font; text is in regular font; Staff Comments in *italic font*

2004 HOUSING ELEMENT

POLICY 11.2
Ensure housing is provided with adequate public improvements, services, and amenities.

Comment: The Mission Bay project provides new housing at all levels of affordability. The infrastructure to support the housing units, once determined to meet DPW standards and specifications, will be accepted by the City. The relocation of the Sixty-Six (66) inch Sewage Force Main is part of the appropriate utilization of infrastructure.

COMMUNITY FACILITIES ELEMENT

OBJECTIVE 10
LOCATE WASTEWATER FACILITIES IN A MANNER THAT WILL ENHANCE THE EFFECTIVE AND EFFICIENT TREATMENT OF STORM AND WASTEWATER.

POLICY 10.1
Provide facilities for treatment of storm and wastewater prior to discharge into the Bay or ocean. Locate such facilities according to the Wastewater and Solid Waste Facilities Plan.

Comment: The Project includes relocation and acceptance of elements of the City's a water treatment system. These improvements will serve as part of the City's storm water system that will discharge treated storm water to the Bay. Unlike most areas of the City, Mission Bay has separate systems for storm water and wastewater. Wastewater (sewage) will continue to be delivered to separate facilities for additional treatment.

ENVIRONMENTAL PROTECTION ELEMENT

POLICY 3.3
Implement plans to improve sewage treatment and halt pollution of the Bay and Ocean.

Comment: New development in Mission Bay will construct separate systems for storm water and wastewater management. Wastewater will continue to be delivered to facilities for treatment before discharge, reducing the amount of untreated (combined) sewage/wastewater that is discharged to the Bay after storm events.

The Project is, on balance, **in conformity** with the General Plan.

Planning Code Section 101.1(b) Policies
Case 2011.0057R
Mission Bay South
Relocation of a 66" Sewer Force Main
and City Acceptance of the Public Infrastructure

ATTACHMENT 2

(Block 8723 / Lots 003 and 006
Block 8727 / Lots 005 and 006)
(aka. Mission Bay Redevelopment Parcels 038, 039 and 040)

Planning Code Section 101.1(b) establishes eight priority planning policies and requires the review of projects for consistency with said policies:

(1) That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

The Project would have no adverse effect on neighborhood serving retail uses or opportunities for employment in or ownership of such businesses. The Project actions considered in this case would implement policies and plans contained in the Mission Bay Plan and the Design for Development document.

(2) That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.

The Project considered is limited to the relocation of a 66" Sewer Force Main, which will not negatively impact existing housing in the area. City acceptance of dedication of horizontal public infrastructure improvements (66" Sewer Force Main) is necessary for the Redevelopment Project to be implemented as approved.

(3) That the City's supply of affordable housing be preserved and enhanced.

The Project in itself (relocation and acceptance of infrastructure improvements) would have no effect on the City's supply of affordable housing. Implementation of the Mission Bay North and South Redevelopment Plans, as adopted and approval of the Project actions would indirectly support increasing the City's supply of affordable housing through adherence to the Community Redevelopment Law that requires at least 15% of all new and substantially rehabilitated dwelling units developed within the Project Area be affordable and occupied by, persons and families of low- or moderate income as defined by the California Health and Safety Code.

(4) That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking.

The Project would not adversely impede MUNI transit service or overburden city streets and neighborhood parking.

(5) That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

No industrial or service sector businesses would be displaced by the 66" Sewer Force Main relocation. The Project would not adversely affect a diverse economic base. The property was once the site of rail yards and related development, subsequently vacant.

(6) That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake.

The Project, limited to the relocation and acceptance of public infrastructure improvements (once constructed consistent with approved plans) would not adversely affect City preparedness against injury or loss of life in an earthquake. The 66" Sewer Force Main would be constructed consistent with current Building and Seismic Codes and regulations.

(7) That landmarks and historic buildings be preserved.

The Project would not adversely affect landmarks or historic buildings.

(8) That our parks and open space and their access to sunlight and vistas be protected from development.

The Project would not adversely affect parks and open space and their access to sunlight

Note: The following Exhibits are available for review at offices of the Planning Department (Case 2011.0057R Docket):

Exhibit 1: Site Vicinity Block Information
Exhibit 2: Site Location, Block Information
Exhibit B: Mission Bay 66" Sewage Force Main Relocation Improvement Plans
Exhibit C: FSEIR Addendum # 6
Exhibit D: Planning Dept. letter to Mr. A. Primeau, Nov. 13, 1998
Exhibit E: Mission Bay South Owner Participation Agreement, Nov. 16, 1998
Exhibit F: DCP Conditions of Approval, May 19, 2009
Exhibit F-1: Owens Street Right-of-Way Plans
Exhibit G: Letter regarding Tentative Subdivision Map

I:\Citywide\General Plan\General Plan Referrals\2011\MB 66 Force Main\2011.0057R Mission Bay South 66 Inch Force Main final.doc

NOT FOR RECORDING
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 401
San Francisco, CA 94102

OFFER OF IMPROVEMENTS

(66" Sewage Force Main Relocation Project, Mission Bay)

FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL") does hereby irrevocably offer to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation ("City"), and its successors and assigns, all of the sewer main public utility facilities and other ancillary improvements constructed or installed by or on behalf of FOCIL pursuant to General Street Excavation Permit No. #09E-0056 (Mission Bay Blocks 38, 39 and 40) dated April 14, 2009, as revised by General Street Excavation Permit #09E-0114 (Mission Bay Blocks 38, 39 and 40) dated July 17, 2009, for the 66" Sewage Force Main Relocation Project, and the improvement plans entitled "Mission Bay Project, 66" Sewage Force Main Relocation Public Improvements" dated October 8, 2008; but excepting therefrom those portions of the improvements which are identified on the "as-built" drawings as the 8" sanitary sewer line.

The property where the improvements are located is shown on the site plan attached as Exhibit A hereto, constituting property owned by FOCIL, City, and City as Trustee for the State of California, located in the City and County of San Francisco.

It is understood and agreed that: (i) upon acceptance of this offer of improvements the City shall own and be responsible for the operation and maintenance of the offered public facilities and improvements, and (ii) the City and its successors or assigns shall incur no liability or obligation whatsoever with respect to such offer of public improvements, and, except as may be provided by separate instrument, shall not assume any responsibility for the offered public improvements, unless and until such offer has been accepted by appropriate action of the Board of Supervisors.

The provisions hereof shall inure to the benefit of and be binding upon the heirs, successors, assigns and personal representatives of the respective parties hereto.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 11 day of April, 2011.

FOCIL-MB, LLC,
a Delaware limited liability company

By: Farallon Capital Management, L.L.C.,
a Delaware limited liability company,
Its Manager

By: _____

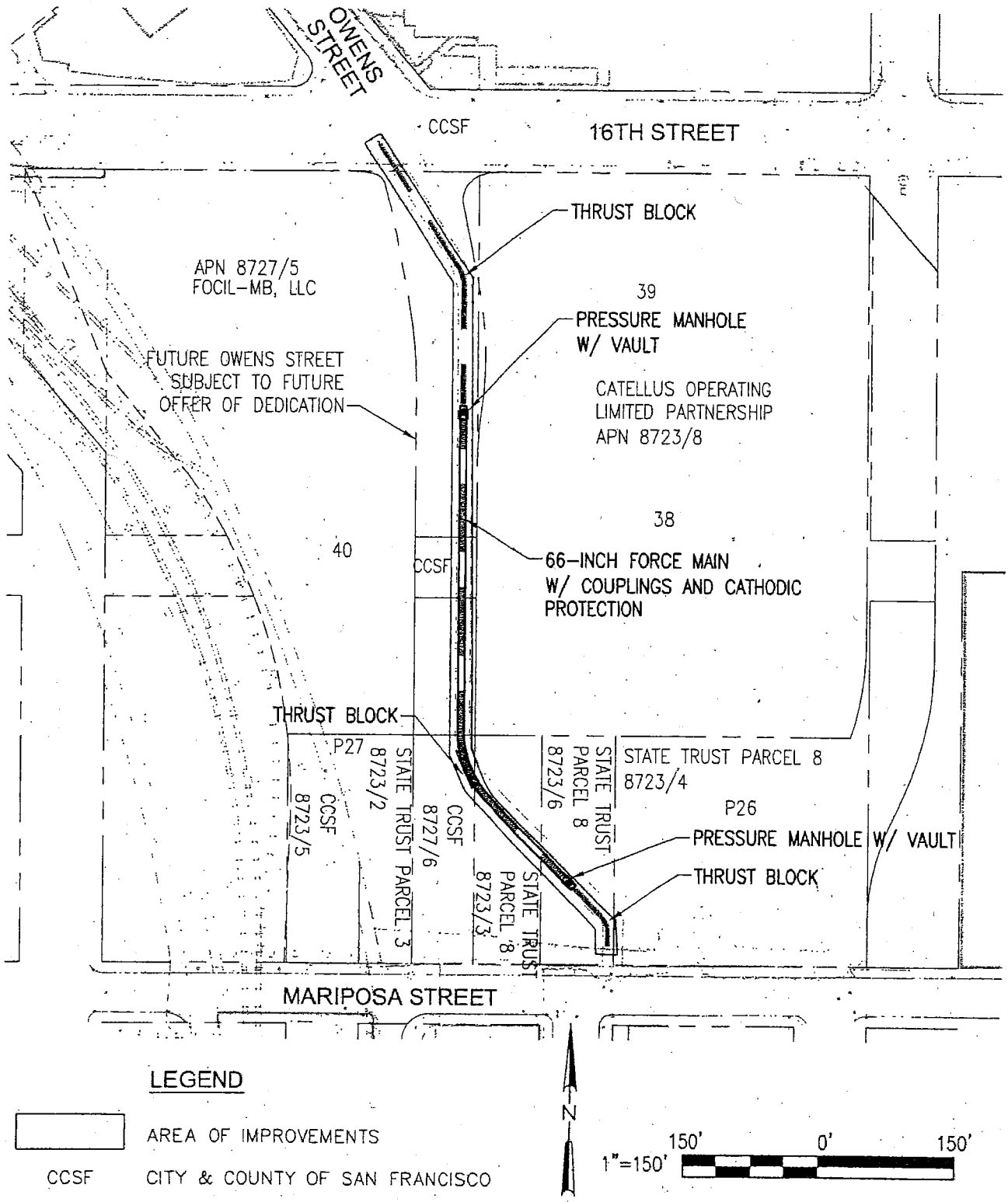
Name: Richard B. Fried
Managing Member

Title: _____

EXHIBIT A

SITE PLAN

(See attached)



MISSION BAY PROJECT SAN FRANCISCO, CA WINZLER & KELLY 417 MONTGOMERY ST - SUITE 700 PH (415) 283-4970 SAN FRANCISCO, CA 94104 FAX (415) 283-4990	mbdg	DES DR JCL SCALE AS NOTED DATE 8/23/10	OFFER OF IMPROVEMENTS 66' FORCE MAIN RELOCATION PROJECT	REVISION SHEET 1 OF 1 EXHIBIT NO. Exhibit A

P:\Projects\...\MB\09-017 66-inch SFM Const Admin\01 Drawings\05 License and Exhibit\ Offer of Improvements.dwg Aug 27, 2010 - 1:53pm

BOND NO. 82158542M
PREMIUM: $16,700.00/5 years
WARRANTY PERIOD: 1/10/11- 1/9/16

WARRANTY BOND

Whereas, FOCIL-MB, LLC (hereafter designated as "Principal"), entered into General Street Excavation Permit No. 09E-0114 (Mission Bay) dated July 17, 2009 with the City and County of San Francisco, State of California, as Obligee, for the replacement of the existing 66" sewer force main and realignment to future Owens Street in the Mission Bay neighborhood in San Francisco, California; and

Whereas, said work has been completed by Principal.

Now, therefore, Principal and FEDERAL INSURANCE COMPANY, incorporated under the laws of the State of IN, as Surety, are held firmly bound unto Obligee, in the amount of Six Hundred Five Thousand One Hundred Twenty-Five and 00/100 Dollars ($605,125.00) in lawful money of the United States, for the payment of which Principal and Surety bind themselves, their heirs, successors, executors, assigns and administrators, jointly and severally, by these presents.

If said Principal shall promptly replace and repair any work proven to be defective because of faulty workmanship and/or material within a period of five (5) years from the date of the Director of the Department of Public Works' determination of completeness of the work ("DOC"), then this obligation shall become null and void; otherwise it shall be and remain in full force and effect.

As part of the obligation secured hereby and in addition to the face amount specified, costs and reasonable expenses and fees shall be included, including reasonable attorneys' fees, incurred by the City of San Francisco in successfully enforcing the obligation, all to be taxed as costs and included in any judgment rendered.

The Surety hereby stipulates and agrees that no change, extension of time, alteration, or addition to the terms of the Permit or the specifications accompanying the Permit shall in any manner affect its obligations on this bond. The Surety hereby waives notice of any such change, extension of time, alteration, or addition to the terms of the agreement, the work, or the specifications.

In witness whereof, this instrument has been duly executed on December 9, 2011

FOCIL-MB, LLC, a Delaware limited liability company
By: FARALLON CAPITAL MANAGEMENT, LLC
A Delaware limited liability company
Its: Manager
By: _____
Its: Richard B. Fried
Managing Member

FEDERAL INSURANCE COMPANY
By: Lisa Crail
Its: Attorney-in-Fact

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California
County of San Francisco

On 12/19/2011 (Date) before me, Ann Tyson Golden (Here Insert Name and Title of the Officer),

personally appeared Richard B. Fried (Name(s) of Signer(s)),

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

ANN TYSON GOLDEN
Commission # 1818956
Notary Public - California
San Francisco County
My Comm. Expires Nov 13, 2012

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Ann Tyson Golden
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____	Signer's Name: _____
☐ Corporate Officer — Title(s): _____	☐ Corporate Officer — Title(s): _____
☐ Individual	☐ Individual
☐ Partner — ☐ Limited ☐ General	☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact	☐ Attorney in Fact
☐ Trustee	☐ Trustee
☐ Guardian or Conservator	☐ Guardian or Conservator
☐ Other: _____	☐ Other: _____
Signer Is Representing: _____	Signer Is Representing: _____
RIGHT THUMBPRINT OF SIGNER — Top of thumb here	RIGHT THUMBPRINT OF SIGNER — Top of thumb here

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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On December 9, 2011 before me, Simone Gerhard, Notary Public, personally appeared Lisa Crail who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person or the entity upon behalf of which the personacted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal) Signature

SIMONE GERHARD
Commission # 1784670
Notary Public - California
Los Angeles County
My Comm. Expires Dec 9, 2011

CHUBB Chubb Surety	POWER OF ATTORNEY	Federal Insurance Company Vigilant Insurance Company Pacific Indemnity Company	Attn: Surety Department 15 Mountain View Road Warren, NJ 07059

Know All by These Presents, That **FEDERAL INSURANCE COMPANY,** an Indiana corporation, **VIGILANT INSURANCE COMPANY,** a New York corporation, and **PACIFIC INDEMNITY COMPANY,** a Wisconsin corporation, do each hereby constitute and appoint **B. Aleman, Tracy Aston, KD Conrad, Lisa Crail, Daravy Mady, Kristine Mendez, Edward C. Spector and Marina Tapia of Los Angeles, California** ----------

each as their true and lawful Attorney- in- Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY,** and **PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **29th** day of **November, 2011.**

Kenneth C. Wendel, Assistant Secretary

David B. Norris, Jr., Vice President

STATE OF NEW JERSEY
County of Somerset ss.

On this **29th** day of **November, 2011** before me, a Notary Public of New Jersey, personally came Kenneth C. Wendel, to me known to be Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel, being by me duly sworn, did depose and say that he is Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By- Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with David B. Norris, Jr., and knows him to be Vice President of said Companies; and that the signature of David B. Norris, Jr., subscribed to said Power of Attorney is in the genuine handwriting of David B. Norris, Jr., and was thereto subscribed by authority of said By-Laws and in deponent's presence.

Notarial Seal

KATHERINE J. ADELAAR NOTARY PUBLIC NEW JERSEY

KATHERINE J. ADELAAR
NOTARY PUBLIC OF NEW JERSEY
No. 2316685
Commission Expires July 14, 2014

Notary Public

CERTIFICATION

Extract from the By- Laws of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY:

> "All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys- In- Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Kenneth C. Wendel, Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY (the "Companies") do hereby certify that

(i) the foregoing extract of the By- Laws of the Companies is true and correct,
(ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
(iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this 9th day of December, 2011

FEDERAL INSURANCE COMPANY INDIANA · PACIFIC INDEMNITY COMPANY INCORPORATED JAN. 16, 1925 WISCONSIN · VIGILANT INSURANCE COMPANY NEW YORK

Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903- 3493 Fax (908) 903- 3656
e-mail: surety@chubb.com

Form 15-10- 0225B- U (Ed. 5- 03) CONSENT