File No. 120256 Committee Item No. 3
Board Item No. 7

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

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

Board of Supervisors Meeting **Date** 5/8/12

Cmte	Board	
☐	☐	**Motion**
☐	☐	**Resolution**
☒	☒	**Ordinance**
☒	☒	**Legislative Digest**
☐	☐	**Budget and Legislative Analyst Report**
☐	☐	**Legislative Analyst Report**
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OTHER **(Use back side if additional space is needed)**

☒	☒	DPW Order No. 180043
☒	☒	Redevelopment Agency Letters, dtd 1/30/12
☒	☒	General Plan Referral, dtd 11/14/11
☒	☒	Offer of Improvements
☒	☒	Conditional Assignment of Warranties and Guaranties
☐	☐	
☐	☐	
☐	☐	

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-Sanitary Sewer Pump Station]

Ordinance: 1) accepting the irrevocable offer of public infrastructure improvements associated with Mission Bay Sanitary Sewer Pump Station, including acquisition facilities located on and under portions of State Trust Parcel 2; 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 November 14, 2011 determined that the acceptance of the Mission Bay Sanitary Sewer Pump Station Public Infrastructure Improvements and other actions herein set forth are within the scope of the General Plan consistency findings of Case No. 2011.1224R, 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. 120256 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 Sanitary Sewer Pump Station Public Infrastructure Improvements constructed pursuant to Street Improvement Permit No. 08IE-0757, dated November 26, 2008 and Department of Building Inspection Permit No. 1174143 dated December 12, 2008 and Permit No. 1212952 dated May 28, 2010 (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. 120256 and is incorporated herein by reference.

(d) The San Francisco Public Utilities Commission on October 4, 2011 signed and accepted the FOCIL-MB, LLC Conditional Assignment of Warranties and Guaranties regarding the Mission Bay Sanitary Sewer Pump Station 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. 120256 and is incorporated herein by reference.

(e) The San Francisco Public Utilities Commission on January 5, 2012 acknowledged the acceptance of the Determination of Completeness for the Mission Bay Sanitary Sewer Pump Station.

(f) In DPW Order No. 180,043 dated March 8, 2012, the Director and the City Engineer certified that: (a) FOCIL-MB, LLC ("Focil") has made an irrevocable offer of the Project Improvement facilities to the City ("Offer"), (b) the Mission Bay Sanitary Sewer Pump

Station Infrastructure Improvements have been inspected and were certified as complete on October 4, 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. 120256 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 February 16, 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 Sanitary Sewer Pump Station located on and under portions of Mission Bay South Park P15, known as Mission Bay Commons Park along Mission Bay Boulevard North.

(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. 180,043 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 Sanitary Sewer Pump Station Improvements only and is subject to the warranty obligations under the Sanitary Sewer Pump Station Street Improvement Permit No. 08IE-0757 and the Department of Building Inspection Permits No. 1174143 and No. 1212952

(c) The Board of Supervisors hereby acknowledges Focil's conditional assignment of guaranties and warranties in accordance with the related Street Improvement Permit, Department of Building Inspection 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. 120256

LEGISLATIVE DIGEST

[Public Infrastructure Improvements - Mission Bay South-Sanitary Sewer Pump Station]

Ordinance: 1) accepting the irrevocable offer of public infrastructure improvements associated with Mission Bay Sanitary Sewer Pump Station, including acquisition facilities located on and under portions of State Trust Parcel 2; 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 Sanitary Sewer Pump Station Infrastructure Improvements located on and under portions of State Trust Parcel 2 lying adjacent to Mission Bay Boulevard North.

City and County of San Francisco

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.org

Edwin M. Lee, Mayor
Mohammed Nuru, Director

Patrick Rivera, Division Manager

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2012 MAR 15 AM 8:36

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 Sanitary Sewer Pump Station 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 Sanitary Sewer Pump Station 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. 180,043.
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 Sanitary Sewer Pump Station Offer of Improvements to the City and County of San Francisco.
5. Conditional Assignment of Warranties and Guaranties for Sanitary Sewer Pump Station 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: 180043

March 8, 2012

Re: Recommendation for formal acceptance of the Mission Bay South Sanitary Sewer Pump Station improvements located on and under portions of State Trust Parcel 2 adjacent to Mission Bay Boulevard North; 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 November 26, 2008 the City, Department of Public Works issued Street Improvement Permit No. 08IE-0757 to construct the "Mission Bay Sanitary Sewer Pump Station"; and

WHEREAS, On December 12, 2008 the City, Department of Building Inspection issued Building Permit No.1174143 to construct the "Mission Bay Sanitary Sewer Pump Station Improvements"; and

WHEREAS, On May 28, 2010 the City, Department of Building Inspection issued Building Permit No.1212952 to construct the "Mission Bay Sanitary Sewer Pump Station Improvements"; and

WHEREAS, On February 16, 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 Sanitary Sewer Pump Station approved by the Department of Public Works on November 26, 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, In a letter (attached as Exhibit A) dated November 14, 2011 the City Planning Department determined that the acceptance of the Mission Bay Sanitary Sewer Pump Station Improvements and other actions are consistent with the General Plan consistency findings of Case No. 2011.1224R, 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 January 5, 2012, the San Francisco Public Utility Commission issued a notice determining that the "Mission Bay Sanitary Sewer Pump Station " has been substantially completed pursuant to Improvement Permit No. 08IE-0757 and is ready for its intended use; and

WHEREAS, On January 17, 2012 the Department of Public Works issued a notice determining that as of October 4, 2011 the "Mission Bay Sanitary Sewer Pump Station Improvements" has been substantially completed pursuant to Improvement Permit No. 08IE-0757 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 Sanitary Sewer Pump Station 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 October 4, 2011 the San Francisco Public Utilities Commission signed and accepted the FOCIL-MB, LLC Conditional Assignment of Warranties and Guaranties with regard to the Sanitary Sewer Pump Station 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 Sanitary Sewer Pump Station 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 17, 2012 the Department of Public Works has determined that as of October 4, 2011 the work is ready for its intended use and has been completed substantially in conformance with the Plans and Specifications for Mission Bay Sanitary Sewer Pump Station approved by the Department of Public Works on November 26, 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 Sanitary Sewer Pump Station 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

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

126-005.12-206

RECEIVED
JAN 30 2012
BY:

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 Sanitary Sewer Pump Station Public Infrastructure Improvements Consistency Determination

Dear Ms. Kwak:

The Agency has received your request regarding the Sanitary Sewer Pump Station 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 Sanitary Sewer Pump Station 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:	November 14, 2011
Case No.	**Case No. 2011.1224R** **Mission Bay South Sanitary Sewer Pump Station** **Acceptance and Dedication of Public Infrastructure**
Block/Lot No.:	8711/005
Project Sponsor:	FOCIL-MB LLC c/o Mission Bay Development Group LLC 255 Channel Street San Francisco, CA 94158
Referred By:	Grace Kwak Department of Public Works c/a Mission Bay Task Force 30 Van Ness Avenue, Suite 4200 San Francisco, CA 94102
Staff Contact:	Stephen Shotland – (415) 558-6308 *stephen.shotland@sfgov.org*
Recommendation:	Finding the project, on balance, is **in conformity** with the General Plan
Recommended By:	Kelley Amdur for John Rahaim, Director of Planning

2011 NOV 16 PM 4:55

PROJECT DESCRIPTION

On October 25, 2011, the Planning Department (herein "the Department") received a request from Department of Public Works for a General Plan Referral as required by Section 4.105 of the Charter and Section 2A.53 of the Administrative Code. The proposed project calls for the acceptance and dedication of public infrastructure and more specifically, the acceptance and dedication of a Sanitary Sewer Pump Station, including underground and surface infrastructure improvements. The Pump Station and improvements are located in Mission Bay South Project Area.

PROPOSED ACTIONS BY BOARD OF SUPERVISORS

Acceptance of Dedication of the Public Infrastructure Improvements

The Department of Public Works (DPW) has determined that the public infrastructure improvements installed as part of the Sanitary Sewer Pump Station have been constructed in accordance with the

approved Plans and Specifications and are ready for their intended use. Accordingly, the Developer is obligated to dedicate the Infrastructure Improvements to the City. The dedication will be for the improvements located in a portion of Assessor's Block/Lot 8711/005. The improvements include the Mission Bay South Sanitary Sewer Pump Station and related underground and surface infrastructure and improvements.

PREVIOUS ACTIONS RELATED TO THIS PROJECT

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, by adopting Resolution No. 14699 on September 17, 1998. The project referenced above was proposed as part of the Mission Bay South Redevelopment Plan.

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, as stated in a letter dated Nov., 13, 1998 from the Planning Department to Mr. Mark Primeau, Department of Public Works.

An Owner Participation Agreement (OPA) was executed between the Redevelopment Agency of the City and County of San Francisco and the project sponsor, on November 16, 1998. The OPA included the Infrastructure Plan that defined the horizontal infrastructure plans and improvements that are incorporated into the subject project.

In addition to these actions, the Final Land Transfer Map was approved by the Board of Supervisors by Motion No. M99-79.

ENVIRONMENTAL REVIEW

The Major Environmental Analysis section of the Planning Department completed Environmental Review of the Mission Bay Final Subsequent Environmental Impact Report (FSEIR). The FSEIR included analysis of regulatory and physical aspects of the Plan, including: the vacation of public rights-of-way, property acquisition, acceptance of offers of dedication of land for road rights-of-way, and acceptance of offers of Dedication of horizontal improvements (street and public rights-of-way, stormwater and sanitary sewer pump stations), among other actions.

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 in the following actions:

- Redevelopment Commission Resolution No. 182-98 on 9/17/1998
- Planning Commission Case 1996.771E, Resolution No. 14696 on 9/17/1998, certifying the FSEIR
- Board of Supervisors affirmed the Planning Commission's certification of the EIR by Resolution No. 854-98 on 10/19/1998.
- Redevelopment Agency issued Addendum #6 to the FSEIR on 9/10/2008.

Further Environmental Analysis is not required, as the subject project (acceptance of dedication of public infrastructure including the referenced project) was analyzed as part of the FSEIR certified by the Planning Commission and affirmed by the Board of Supervisors, as amended by subsequent Addenda. In addition, acceptance of infrastructure improvements (non-physical actions) is exempt from further environmental review, pursuant to Sec. 15060(c) (2) of CEQA guidelines.

GENERAL PLAN COMPLIANCE AND BASIS FOR RECOMMENDATION

The Project is consistent with the following relevant objectives and policies of the General Plan. The Project is consistent with the following General Plan Objectives and Policies. The Objectives and Policies are shown in **bold** font, policy text is in regular font, and staff comments are in *italic font*.

COMMUNITY FACILITIES ELEMENT

OBJECTIVE 10
LOCATE WASTEWATER FACILITIES IN A MANNER THAT WILL ENHANCE THE EFFECTIVE 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 sanitary sewer pump station dedicated as part of this Project will serve as part of the sanitary system that will treat sanitary sewer waste prior to discharging treated water efficiently to the Bay. Unlike most areas of the City, Mission Bay has separate systems for stormwater and wastewater. Wastewater will be delivered to facilities for treatment before discharge. Stormwater is collected and handled separately.

ENVIRONMENTAL PROTECTION ELEMENT

POLICY 1.2
Improve the quality of natural resources.

If the present trend toward environmental deterioration is to be curbed, all forms of pollution must be controlled and eventually eliminated. Those resources within the exclusive jurisdiction of the City should be guarded against contamination through local regulatory action. Where effective resource management against pollution requires regional action, San Francisco should support and comply with all anti-pollution standards of the region.

OBJECTIVE 3
MAINTAIN AND IMPROVE THE QUALITY OF THE BAY, OCEAN AND SHORELINE AREAS.

Policy 3.3
Implement plans to improve sewage treatment and halt pollution of the Bay and Ocean.
Comment: The Project consists of the City's acceptance of a sanitary sewer pump station constructed by FOCIL_MB, LLC, and the developer of Mission Bay. The sanitary sewer pump station and associated

infrastructure improvements have been constructed in accordance with approved Plans and specifications and are ready for their intended use. Acceptance of the sanitary sewer pump station is required as part of the system been designed to treat wastewater before it is discharged to the Bay. Unlike most areas of the City, Mission Bay has separate systems for stormwater and wastewater. Stormwater is collected and handled separately. Construction of the separate systems in Mission Bay will reduce the incidence of stormwater overflows and discharge of untreated wastewater to San Francisco Bay. The Project is consistent Federal, State and Municipal regulations and is consistent with the referenced General Plan objectives and policies.

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EIGHT PRIORITY POLICIES

The subject project is found to be consistent with the Eight Priority Policies of Planning Code Section 101.1(b) in that:

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.

2. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhood.
   The project would have no adverse effect on existing housing or neighborhood character.

3. That the City's supply of affordable housing be preserved and enhanced.
   The project would increase the City's affordable housing supply

4. That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking.
   The project would have no adverse effect on MUNI transit service or 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 residential employment and ownership in these sectors be enhanced.
   The project would not adversely affect the industrial or service sectors or future opportunities for resident employment or ownership in these sectors.

6. That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake.
   The project would not adversely affect the City's preparedness against injury and loss of life in an earthquake.

7. That landmarks and historic buildings be preserved.
   The site does not have any landmarks or historic buildings to be demolished.

8. That our parks and open space and their access to sunlight and vistas be protected from development.
   The project would have no adverse effect on parks and open space or their access to sunlight and vistas.

RECOMMENDATION:	Finding the Project, on balance, in-conformity with the General Plan

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[Not for Recording]
City and County of San Francisco
Director of Property
25 Van Ness Avenue
Suite 400
San Francisco, CA 94102

OFFER OF IMPROVEMENTS

(Sanitary Sewer Pump Station on Park P15)

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 right-of-way improvements and underground public utility facilities constructed or installed by or on behalf of FOCIL pursuant to **Street Improvement Permit 08IE-0757 (Mission Bay), dated November 25, 2008, and Department of Building Inspection Permits No. 1174143, dated December 12, 2008, and No. 1212952, dated May 28, 2010,** issued thereunder, for the Sanitary Sewer Pump Station located on Park P15, and the improvement plans and specifications described therein, but excepting therefrom those portions of the facilities which are identified on the "as-built" drawings delivered to and on file with the City.

The property where the improvements are located is shown on Exhibit A hereto, constituting City property located in the City.

It is understood and agreed that: (i) upon acceptance of this offer of public improvements the City shall own and be responsible for maintenance of the offered public facilities and improvements, and (ii) the City and its successors or assigns shall incur no liability or obligation whatsoever hereunder 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 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 14 day of February, 2011.

FOCIL-MB, LLC,
a Delaware limited liability company

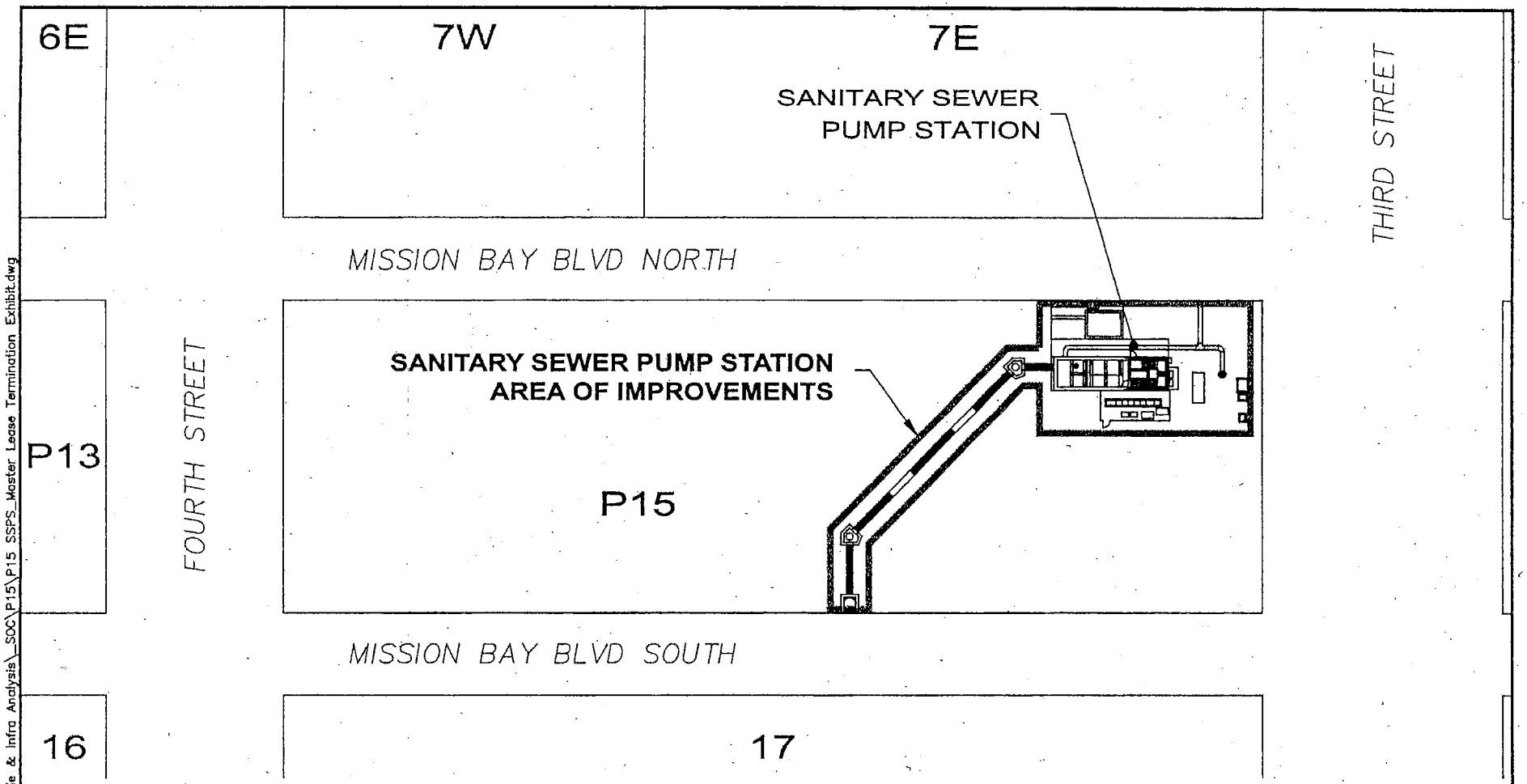
By: Farallon Capital Management, L.L.C.,
a Delaware limited liability company,
Its Manager

By: _____

Name: Richard B. Fried

Title: Managing Member

EXHIBIT A
[Plat Map]



LEGEND:

AREA OF IMPROVEMENTS

MISSION BAY BLOCK LINE

P15 MISSION BAY BLOCK NUMBER

NORTH

SCALE
1" = 60'

CITY AND COUNTY OF SAN FRANCISCO 1/28/2011

EXHIBIT A
OFFER OF IMPROVEMENTS

SANITARY SEWER PUMP STATION ON PARK P15

Z:\ACAD_SERVER\042_MissionBay\42038 – Land Title & Infra Analysis_SOC\P15\P15 SSPS_Master Lease Termination Exhibit.dwg

CONDITIONAL ASSIGNMENT OF WARRANTIES AND GUARANTIES
(Sanitary Sewer Pump Station at Parcel P15)

Assignment

FOR VALUE RECEIVED, FOCIL-MB, LLC, a Delaware limited liability company ("**FOCIL**"), conditionally assigns to the City and County of San Francisco (the "**City**"), acting by and through the San Francisco Public Utilities Commission ("**SFPUC**"), to the extent permissible, all of its right, title and interest in and to any and all warranties and guaranties (individually a "**Warranty**", and collectively, "**Warranties**") applicable to the Acquisition Facilities set forth on **Exhibit** A (the "**Acquisition Facilities**"), effective on the effective date of a License Agreement relating to the Acquisition Facilities between FOCIL and the City, dated for reference purposes as of OCTOBER 4, 2011.

This Conditional Assignment of Warranties and Guaranties (the "**Assignment**") is being made in connection with Section 4.3(c) of that certain Acquisition Agreement dated as of June 1, 2001, by and between Catellus Development Corporation and the Redevelopment Agency of the City and County of San Francisco ("**Agency**"), as supplemented by that certain Supplement No. 1 to Acquisition Agreement dated as of October 1, 2002, as assigned to FOCIL pursuant to that certain Assignment, Assumption and Release Agreement (Mission Bay South) dated November 22, 2004, applicable to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (as may be further supplemented or amended from time to time, the "**Acquisition Agreement**"). SFPUC is the city agency that will have jurisdiction of and operate the Acquisition Facilities for the City, as contemplated in Section 4.2 of the Acquisition Agreement.

In this Assignment, FOCIL acknowledges that the City, as the owner of the Acquisition Facilities, will be entitled to exercise rights under certain indemnities, warranties or other commitments given by FOCIL under the Mission Bay Plan and Plan Documents or subsequent Permits (the "**Other Obligations**"), to the extent provided therein, and which are not affected by this Assignment. The Warranties and Other Obligations are listed on **Exhibit B**.

FOCIL represents that it: (1) will not and has not taken any action, and has not failed to take any required action or done anything that could limit the enforceability of the Warranties and Other Obligations; and (2) has followed all start-up and monitoring procedures required to keep the Warranties in effect.

Conditions

1. Warranty Repairs. FOCIL either has entered into a contract to provide repair services for the Acquisition Facilities while the Warranties are in effect, or has the right to demand that a contractor, manufacturer, or supplier make repairs while the applicable Warranties are in effect. Therefore, FOCIL and the City agree that:

a. In non-emergency circumstances, the City must provide notice to FOCIL at least ten (10) business days before the City exercises a right of repair, warranty, guaranty, or similar right with respect to Acquisition Facilities subject to a Warranty (the "Warranty Notice

Period"). Within the Warranty Notice Period, FOCIL, at its option, without any requirement that it do so, may enforce the Warranty directly, but, if it does so, FOCIL must provide notice to the City before the Warranty Notice Period expires. If FOCIL either fails to provide such notice to the City, or provides notice but then fails to pursue the Warranty diligently (as determined in the City's reasonable judgment), the City will have the sole right and privilege to enforce the Warranty.

b. In the event of emergency circumstances, the City will have the right to use any and all means it deems proper to repair the Acquisition Facilities without prior notice to FOCIL, and the City's actions will not impair its rights in relation to FOCIL under this Assignment or the Other Obligations. The City agrees to provide FOCIL with notice of emergency repairs and the costs of the repairs to be claimed under the applicable Warranties within 24 hours or, if not practicable, as soon as reasonably practicable. In the event the City fails to provide FOCIL with reasonable notice FOCIL will not be obligated to reimburse the City for expenses or costs not covered by the Warranties.

c. In all circumstances, FOCIL agrees to cooperate and assist the City with its efforts to enforce any Warranties.

2. Notices and Communications.

a. Any notice under this Assignment by any party to any other party will be sufficiently given or delivered if dispatched by hand or by registered or certified mail, postage prepaid, addressed as follows:

To the City:

Public Utilities Commission
1145 Market Street, 5th Floor
San Francisco, CA 94103
Attn: Real Estate Services
Facsimile No.: (415) 487-5200

with a copy to:

City Attorney's Office
City & County of San Francisco
City Hall, Room 234
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4682
Attention: Anita L. Wood
Facsimile No.: (415) 554-4757

To FOCIL:

FOCIL-MB, LLC
c/o Farallon Capital Management
One Maritime Plaza, Suite 2100
San Francisco, CA 94111
Attn: Joshua Dapice and Richard B. Fried
Facsimile No.: (415) 956-8852

with a copy to:

Mission Bay Development Group, LLC
255 Channel Street
San Francisco, CA 94158
Attn: Phil Owen, President
Facsimile No.: (415) 355-6696

b. Day-to-day communications should be directed to:

To FOCIL:

JT Matarangas
Mission Bay Development Group
email to: jtmatarangas@mbaydevelopment.com

To the City: Chief on Watch, SFPUC Southeast Facility, Tel.: (415) 648-6882.

c. Any contact information for day-to-day communications, mailing address for notices, or facsimile number may be changed by giving written notice of such change in the manner provided above at least ten (10) days prior to the effective date of the change. All notices under this Assignment will be deemed given, received, made, or communicated on the date personal receipt actually occurs or, if mailed, on the delivery date or attempted delivery date shown on the return receipt. For the convenience of the parties, copies of notices may also be given by facsimile. The effective time of a notice will not be affected by the receipt of a facsimile copy of the notice prior to receipt of the original.

3. General Provisions.

a. This Assignment may be executed in one or more counterparts, each of which will constitute an original and all of which will constitute one instrument.

b. The terms of this Assignment may not be modified or amended except by an instrument in writing executed by each of the parties hereto.

c. The waiver or failure to enforce any provision of this Assignment will not operate as a waiver of any future breach of any such provision or any other provision hereof.

d. This Assignment will be binding upon and inure to the benefit of the successors and assigns of FOCIL and the City.

e. This Assignment will be governed by and construed and enforced in accordance with the laws of the State of California.

f. Nothing in this Assignment may be construed in any way to alter, amend or otherwise relieve FOCIL of its indemnity, warranty, and guaranty obligations with respect to any improvements under the Mission Bay Plan and Plan Documents or subsequent Permits.

g. Attached exhibits are incorporated into this Assignment by reference.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of 3/7, 2011.

FOCIL:

FOCIL-MB, LLC,
a Delaware limited liability company

By: Farallon Capital Management, LLC,
a Delaware limited liability company
Its: Manager

By: _____
Name: Richard B. Fried
Its: Managing Member

Accepted.

CITY:

THE CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation, acting by and through the Public Utilities Commission

By: _____
Ed Harrington
General Manager

APPROVED AS TO FORM:

DENNIS J. HERRERA,
City Attorney

By: _____
Joanne Sakai
Deputy City Attorney

EXHIBIT A

List of Acquisition Facilities

The facilities include the Mission Bay Sanitary Sewer Pump Station improvements and ancillary facilities constructed or installed by or on behalf of FOCIL pursuant to Street Improvement Permit #06IE-0170, dated April 6, 2006 for said improvements, and the improvement plans and specifications described therein (the "Improvements"). The list of facilities delivered to and on file with the City is as follows:

3901 - Site Preparation and demolition; including surface treatment.

3902 - Valve Vault, including excavation, backfill, stabilization material, structural concrete including rebar, formwork, water stops, pipe sleeves, penetrations, stripping, and curing.

3903 - Wet Well Cofferdam including excavation, shoring, and establishing dewatering measures.

3904 Wet Well Structural, including structural concrete for wet well, with rebar, formwork, water stops, pipe sleeves, penetrations, stripping, and curing.

3905 Wet Well Mechanical, including bar rack, channel gate, weir gate, head gate, submersible pumps and mechanical assemblies.

3906 Wet Well Architectural, including wet well concrete fillet, gating, metal guard rails, hand rails, and wet well coating.

3907 Stair Building/Toilet Room Structural, including CMU walls complete, structural steel complete, and roof complete.

3908 Stair Building/Toilet Room Architectural, including bath room door, stair well door, channel glass, tile, and louvers.

3909 Stair Building/Toilet Room Plumbing, including wall mounted fire extinguisher, toilet room miscellaneous fixtures, and plumbing.

3910 Odor Control System, including wet well ventilation system, bathroom/stairwell ventilation system, and 20" PVC odor control piping.

3911 Wet Well Influent Piping, including manhole station 1+37, 33"SS piping and fittings, and connection to wet well.

3912 Civil Improvements, including concrete driveway, water supply, gas service, and concrete pads for generators, transformer, meter disconnect, and switch gear.

3913 Mechanical/Electrical/Instrumentation Purchase, including purchase and delivery of generator, instrumentation panel, and pumps.

3914 Electrical Instrumentation, including all electrical power complete, installation of conduit, lighting, gen set hookup, instrumentation, and testing.

3915 Sanitary Sewer Piping, including piping across park, manhole, and connection to existing.

3916 Fencing, including furnish and install fencing and gawk screen of chain link CL6, and gates.

2650 Owner Supplied Materials, including owner purchase light poles, trash receptacles, benches, pumps, and other long lead time items.

2651 City/Agency Performed Hard Cost, including PGE fees for electrical and gas hookups, SF water dept fees for domestic water, and other city agencies.

EXHIBIT B

Schedule of Warranties and Other Obligations

Warranties					
Warrantor	Description/Specification	Term	Began	Ends	Notes
Central Roofing Sheffield Materials Central Roofing	Metal Soffit Panels - 07412SP – 1.9	2yr Structural Failure Warranty 20yr Panel Finish Warranty 10yr Weather Tight Warranty	12/28/10 12/28/10 12/28/10	12/28/12 12/28/30 12/28/20	Warranty starts at Recorded Notice of Completion
Norton Assa Abloy	Door Hardware - 08710SP – 1.6	3 yr Failure Warranty 2 yr Exit Device Warranty 10 yr Manual Closer Warranty	12/28/10 12/28/10 12/28/10	12/28/13 12/28/12 12/28/20	Warranty starts at Recorded Notice of Completion
TGP/Pilkington WestPac Glass	Translucent Exterior Glass - 08955SP – 1.8	10 yr Material Warranty 5 yr Installation Warranty – from Glazing Contr.	12/28/10 12/28/10	12/28/20 12/28/15	Warranty starts at Recorded Notice of Completion
Redwood Painting RLS Solutions Inc.	Paints & Coatings 099SP – 1.5 09900SP – 1.6	2 yr Workmanship Warranty 5 yr Raven Coat Warranty	12/28/10 12/28/10	12/28/12 12/28/15	Warranty starts at Recorded Notice of Completion
Bobrick	Toilet Accessories - 10801SP – 1.5	3 yr Mirror Warranty	12/28/10	12/28/13	Warranty starts at Recorded Notice of Completion
Shape Inc./ITT	Submersible Pumps - 11300SP – 1.5	1 yr Equipment Warranty	12/28/10	12/28/11	Warranty starts at Recorded Notice of Completion

N/A	FRP Ductwork - 15820SP – 1.3	Certification of Satisfactory Block Installation – Blocka			N/A
Cummings West	Engine Generator Unit - 16235SP – 1.6	5 yr extended manufacturer warranty for defective parts and labor to install parts	12/28/10	12/28/15	Warranty starts at Recorded Notice of Completion
Tesco	Enclosed Transfer Switch - 16413SP – 1.7	1yr Service / Maintenance Bond 2 yr Manufacturer's Warranty	12/28/10 12/28/10	12/28/11 12/28/12	Warranty starts at Recorded Notice of Completion
Tesco	Motor Control Center - 16480SP – 1.8	2 yr Manufacturer's Warranty	12/28/10	12/28/12	Warranty starts at Recorded Notice of Completion
JMP Construction	Contract - Article 2.10	2 yr Contractor Warranty of Project	12/28/10	12/28/12	Warranty starts at Recorded Notice of Completion

Other Obligations			
Document	Coverage	Time Limits	Notes
OPA Art. 15	General indemnification	None stated, but see Acq. Agmt.	Hazardous Substances, Agency's willful misconduct or negligence excluded
Owner's Consent to ICA § 3	Includes, e.g., noncompliance with laws and regulations and claims under third-party contracts	Survives termination of ICA, but see Acq. Agmt.	Hazardous Substances, noncompliance with new laws, City's willful misconduct or negligence excluded
Acq. Agmt. § 7.2	Negligent or defective construction, nonpayment of suppliers or contractors	Claims must be brought within 2 years after DOC	
PIA § 4(a)	Defects	1 yr from completion	Security limited to 10% of performance bond
SF Subdiv. Code § 1451(a)(b)	Release and indemnity to be included in Public Improvement Agreement		
SF Subdiv. Code § 1451.1(d)	City self-help rights, including all necessary costs to correct deficiencies that are not corrected within 12 months after completion		
Note: Coverages, time periods and notes are provided for convenience of reference only. Actual obligations are as provided in the referenced documents.			