



Edwin M. Lee, Mayor
Mohammed Nuru, Director

GENERAL - DIRECTOR'S OFFICE

City Hall, Room 348

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Barbara L. Moy

DPW Order No: 183201

Re: Recommendation for Board of Supervisors' approval of extensions of two licenses for access, use, maintenance and operation of public infrastructure improvements at the Seventh Street and Mission Bay Drive intersection and making such extensions retroactive to the date of their respective terminations.

WHEREAS, On November 2, 1998, the Board of Supervisors adopted the Mission Bay South Redevelopment 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 Mission Bay South Owner Participation 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 September 21, 2004, the Department of Public Works issued Permit No. 04IE-600 to construct the Phase 1 "Seventh Street and Common Intersection Improvements"; and

WHEREAS, On May 17, 2005, the Department of Public Works issued Permit No. 05IE-0285 to construct the Phase 2 "Seventh Street and Common Intersection Improvements"; and

WHEREAS, The Phase 1 and Phase 2 Seventh Street and Common Intersection Improvements (the "Improvements") are located on certain property depicted on Exhibit A hereto (the "Improvement Area"); and

WHEREAS, That portion of the Improvement Area depicted on Exhibit B (the "FOCIL License Area") is owned in fee by FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL"); and



WHEREAS, That portion of the Improvement Area shown depicted on Exhibit C (the “ARE License Area”) is owned in fee by ARE-San Francisco No. 15, LLC, a Delaware limited liability company (“ARE”); and

WHEREAS, FOCIL, or its predecessor Catellus Development Company, or an affiliate or successor thereto, and their respective agents, have constructed the Improvements; and

WHEREAS, On May 21, 2007, the Department of Public Works issued a notice determining that the 7th Street and Mission Bay Drive Intersection-Phase 1 Improvements are substantially complete pursuant to the Improvement Permit #04IE-0600 and are ready for their intended use; and

WHEREAS, On January 15, 2008, the Department of Public Works issued a notice determining that the 7th Street and Mission Bay Drive Intersection-Phase 2 Improvements are substantially complete pursuant to the Improvement Permit #05IE-0285 and are ready for their intended use; and

WHEREAS, In a letter (attached as Exhibit D) dated May 16, 2008 the City Planning Department determined that the acceptance of the 7th and Mission Bay Drive at grade intersection Public Infrastructure Improvements are consistent with the General Plan consistency findings of Case No. 2008.0490R, 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, In a letter (attached as Exhibit E) dated May 27, 2008, the Redevelopment Agency found the acceptance of the Mission Bay 7th Street Intersection Phases 1 and Phase 2 Public 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, City and FOCIL entered into that certain “Agreement (Temporary City Access and Use — Portion of Seventh Street and Mission Bay Drive Intersection, Permanent Improvements)” dated for reference purposes as April 2, 2013 (the “FOCIL License”), pursuant to which FOCIL granted to the City a non-exclusive temporary license for the use of the Improvements and for access in, on and over the FOCIL License Area, for public pedestrian and vehicular access by City and its officers, employees, agents, contractors, subcontractors, and invitees, including, without limitation, the general public, for sidewalk, street and roadway purposes for a term of one (1) year (unless such time is extended through appropriate action of the Board of Supervisors, in its sole discretion, prior to such date, with FOCIL's consent, which shall not be unreasonably withheld), or, if earlier, with respect to the Improvements, City's acceptance (by action of the Board of Supervisors), of the Improvements (or a portion thereof) for public utility and public street purposes, as applicable, for public use, responsibility and maintenance and, with respect to the use of the FOCIL License Area, the date of FOCIL's grant and City's acceptance of the fee interest in the FOCIL License Area; and



WHEREAS, City and ARE entered into that certain “Agreement (Temporary City Access and Use — ARE Portion of Seventh Street and Mission Bay Drive Intersection)” dated for reference purposes as April 2, 2013 (the "ARE License") pursuant to which ARE granted to the City a non-exclusive temporary license for access in, on and over the ARE License Area, for public pedestrian and vehicular access by City and its officers, employees, agents, contractors, subcontractors, and invitees, including, without limitation, the general public, for sidewalk, street and roadway purposes for a term) of one (1) year (unless such time is extended through appropriate action of the Board of Supervisors, in its sole discretion, prior to such date, with ARE’s consent, which shall not be unreasonably withheld), or, if earlier, the date of ARE’s grant and City’s acceptance of the fee interest in the ARE License Area; and

WHEREAS, in a letter from John Updike, Director of Property, dated December 5, 2014, the Real Estate Division found that the terms and conditions of the FOCIL License and the ARE License continue to be acceptable.

NOW THEREFORE BE IT ORDERED THAT,

With respect to the FOCIL License:

I hereby recommend the Board of Supervisors approve an extension of the FOCIL License through July 31, 2015 (unless such time is further extended through appropriate action of the Board of Supervisors, in its sole discretion, prior to such date, with FOCIL's consent, which shall not be unreasonably withheld), or, if earlier, with respect to the Improvements, City's acceptance (by action of the Board of Supervisors), of the Improvements (or a portion thereof) for public utility and public street purposes, as applicable, for public use, responsibility and maintenance and, with respect to the use of the FOCIL License Area, the date of FOCIL's grant and City's acceptance of the fee interest in the FOCIL License Area, and that the Board of Supervisors designate the extension of the FOCIL License as retroactive to its scheduled expiration date, with no other changes thereto.

With respect to the ARE License:

I hereby recommend the Board of Supervisors approve an extension of the ARE License through July 31, 2015 (unless such time is further extended through appropriate action of the Board of Supervisors, in its sole discretion, prior to such date, with ARE’s consent, which shall not be unreasonably withheld), or, if earlier, the date of ARE’s grant and City's acceptance of the fee interest in the ARE License Area, and that the Board of Supervisors designate the extension of the ARE License as retroactive to its scheduled expiration date, with no other changes thereto.



12/23/2014

X Mohammed Nuru

Nuru, Mohammed
Approver 1

