

File No. 101409

Committee Item No. _____

Board Item No. 2A

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: _____ Date _____

Board of Supervisors Meeting

Date December 7, 2010

Cmte Board

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| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Resolution |
| <input type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form (for hearings) |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Department/Agency Cover Letter and/or Report |
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| <input type="checkbox"/> | <input type="checkbox"/> | Grant Information Form |
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| <input type="checkbox"/> | <input type="checkbox"/> | Contract/Agreement |
| <input type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
| <input type="checkbox"/> | <input type="checkbox"/> | Application |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Public Correspondence |

OTHER (Use back side if additional space is needed)

✓ See *Index of Documents*

(See file 101409 for complete documents)

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Completed by: Alisa Somera Date December 2, 2010

Completed by: _____ Date _____

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

1 [Authorizing the Acquisition of Real Property by Eminent Domain for Transbay Transit Center
2 Program - 85 Natoma Street No. 1]

3
4 **Resolution authorizing the acquisition of real property commonly known as 85 Natoma**
5 **Street No. 1, San Francisco, California (Assessor's Block No. 3721, Lot No. 109) by**
6 **eminent domain for the public purpose of constructing the Transbay Transit Center**
7 **Program; adopting environmental findings under the California Environmental Quality**
8 **Act (CEQA), CEQA Guidelines, and Administrative Code Chapter 31; and adopting**
9 **findings of consistency with the General Plan and City Planning Code Section 101.1.**

10
11 WHEREAS, The Transbay Transit Center Program (the "Project") consists of, among
12 other things, a new Transit Center at the current site of the Transbay Terminal in the City and
13 County of San Francisco (the "City"); a temporary terminal on the block bounded by Main,
14 Beale, Folsom, and Howard Streets; reconstructed bus ramps from the Transit Center to the
15 San Francisco-Oakland Bay Bridge; an offsite bus storage/layover area under Interstate 80 on
16 the two blocks bounded by Perry, Stillman, 2nd, and 4th Streets; a Caltrain station near 4th
17 and Townsend Street; and the Transbay Redevelopment Plan; and

18 WHEREAS, The Project's primary objectives include connecting multiple modes of
19 transit; extending Caltrain and High Speed Rail into the new downtown Transit Center;
20 increasing transit use and reducing travel time; and creating a new transit-oriented
21 neighborhood around the Transit Center; and

22 WHEREAS, The Project will provide a critical transportation improvement, including a
23 modern regional transit hub connecting eight Bay Area counties and the State of California
24 through eleven transit systems; and

1 WHEREAS, California Government Code Sections 25350.5 and 37350.5 authorize the
2 City's Board of Supervisors (this "Board") to acquire any property necessary to carry out any
3 of the powers or functions of the City by eminent domain; and

4 WHEREAS, The real property commonly known as 85 Natoma Street No. 1, San
5 Francisco, California (Assessor's Block No. 3721, Lot No. 109) (the "Subject Property"),
6 which is more particularly described in Exhibit A and shown in Exhibit B, is required for the
7 construction of the Project; and

8 WHEREAS, On April 22, 2004, the City's Planning Commission (the "Commission")
9 certified in Motion No. 16773 that the Final Environmental Impact Statement/Environmental
10 Impact Report and Section 4(f) Evaluation ("Final EIS/EIR") for the Project was in compliance
11 with CEQA, the CEQA Guidelines, and Chapter 31 of the City Administrative Code. The Final
12 EIS/EIR and Motion No. 16773 are on file with the Clerk of the Board of Supervisors in File
13 No. 040616 and are incorporated by reference; and

14 WHEREAS, On April 22, 2004, in Resolution No. 2004-11, the Peninsula Corridor Joint
15 Powers Board also certified the Final EIS/EIR and made findings similar to those of the
16 Commission with regard to CEQA and the CEQA guidelines. Resolution No. 2004-11 is on
17 file with the Clerk of the Board of Supervisors in File No. 040616 and is incorporated by
18 reference; and

19 WHEREAS, On April 20, 2004, in Resolution No. 45-2004, the San Francisco
20 Redevelopment Agency also certified the Final EIS/EIR and made findings similar to those of
21 the Commission with regard to CEQA and the CEQA guidelines. Resolution No. 45-2004 is
22 on file with the Clerk of the Board of Supervisors in File No. 040616 and is incorporated by
23 reference; and

24 WHEREAS, On April 22, 2004, the Board of Directors of the Transbay Joint Powers
25 Authority ("TJPA"), by Resolution No. 04-004, approved the components of the Project within

1 its jurisdiction and adopted CEQA Findings, including a Statement of Overriding
2 Considerations and a Mitigation Monitoring and Reporting Program. Resolution No. 04-004 is
3 on file with the Clerk of the Board of Supervisors in File No. 041079 and is incorporated by
4 reference; and

5 WHEREAS, On June 15, 2004, this Board adopted Motion No. 04-67, in Board File No.
6 040629, affirming the Commission's decision to certify the Final EIS/EIR. Motion No. 04-67 is
7 on file with the Clerk of the Board of Supervisors in File No. 040629 and is incorporated by
8 reference; and

9 WHEREAS, The Board of Supervisors in Resolution No. 612-04, adopted
10 environmental findings in relation to the Transbay Terminal, Caltrain Downtown Extension,
11 and Transbay Redevelopment Plan. Copies of said Resolution and supporting materials are in
12 Clerk of the Board of Supervisors File No. 41079. The Board of Supervisors, in Ordinance
13 No. 124-05 as part of its adoption of the Transbay Redevelopment Plan, adopted additional
14 environmental findings. Copies of said Ordinance and supporting materials are in Clerk of the
15 Board of Supervisors File No. 50184. Said Resolution and Ordinance and supporting
16 materials are incorporated by reference herein for the purposes of this Resolution; and

17 WHEREAS, The Board of Directors of the TJPA have approved addenda to the Final
18 EIS/EIR as follows: Addendum No. 1 (Resolution No. 06-011) (June 2, 2006); Addendum No.
19 2 (Resolution No. 07-013) (April 19, 2007); Addendum No. 3 (Resolution No. 08-003)
20 (January 17, 2008); Addendum No. 4 (Resolution No. 08-039) (October 17, 2008); and
21 Addendum No. 5 (Resolution No. 09-019) (April 9, 2009) (collectively, "Addenda"). The
22 Addenda and adopting resolutions are on file with the Clerk of the Board of Supervisors in File
23 No. 101409 and are incorporated by reference; and

24 WHEREAS, The Final EIS/EIR files and other Project-related Planning Department
25 files are available for review by this Board and the public. The Planning Department files are

1 available at 1660 Mission Street. Those files are part of the record before this Board and are
2 incorporated by reference; and

3 WHEREAS, The City's Planning Department has found that the acquisition of the
4 Subject Property for the Project is consistent with the General Plan and the Eight Priority
5 Policies of the City Planning Code Section 101.1 to the extent applicable; and

6 WHEREAS, The City and TJPA staff obtained appraisals of the Subject Property in
7 compliance with California Government Code Section 7267 et seq. and all related statutory
8 procedures for possible acquisition of the Subject Property, and submitted a joint offer to the
9 Subject Property owner of record to purchase the Subject Property as required by California
10 Government Code Section 7267.2; and

11 WHEREAS, On October 14, 2010, the TJPA's Board of Directors adopted Resolution
12 No. 10-045, in which it found that (a) the public interest and necessity require the Project; (b)
13 the Project is planned to maximize the public good and minimize private injury; (c) the Subject
14 Property is necessary for the Project; (d) the City and the TJPA have made a sufficient offer of
15 purchase and complied with all procedural prerequisites to the exercise of eminent domain;
16 and (e) acquisition of the Subject Property for the Project will fulfill the mandates of various
17 State and City laws, including San Francisco Proposition H-Downtown Caltrain Station
18 (November 1999), San Francisco Proposition K-San Francisco Transportation Sales Tax
19 (November 2003), California Public Resources Code Section 5027.1(a), and California Streets
20 and Highways Code Sections 2704.04(b) and 30914(c), all of which concern reconstruction of
21 the new Transit Center on the site of the existing Transbay Terminal and the new Transit
22 Center's accommodation of a Caltrain extension and high speed passenger rail line; and

23 WHEREAS, In adopting Resolution No. 10-045, the TJPA Board of Directors
24 recommended that this Board adopt a Resolution of Necessity to condemn the Subject
25

1 Property and initiate eminent domain proceedings to acquire the Subject Property for the
2 Project; and

3 WHEREAS, In adopting Resolution No. 10-045, the TJPA Board of Directors also
4 found that in the event that the City elects to adopt a Resolution of Necessity and initiate
5 eminent domain proceedings to acquire the Subject Property, the TJPA will bear the costs of
6 litigating any eminent domain action, and will provide all compensation ordered by the court
7 for the condemned Subject Property; and

8 WHEREAS, This Board finds and determines that each person whose name and
9 address appears on the last equalized County Assessment Roll as an owner of the Subject
10 Property has been given notice and a reasonable opportunity to appear and be heard on this
11 date on the matter referred to in California Code of Civil Procedure Section 1240.030 in
12 accordance with California Code of Civil Procedure Section 1245.235; now, therefore, be it

13 RESOLVED, That this Board, having reviewed and considered the Final EIS/EIR and
14 Addenda, and the record as a whole, finds that the action taken herein is within the scope of
15 the Project and activities evaluated in the Final EIS/EIR and Addenda, that the Final EIS/EIR
16 and Addenda are adequate for use by this Board for the action taken herein, and adopt the
17 Addenda for purposes of the action taken herein; and, be it

18 FURTHER RESOLVED, That this Board finds that since the Final EIS/EIR and
19 Addenda were finalized, there have been no substantial Project changes and no substantial
20 changes in Project circumstances that would require major revisions to the Final EIS/EIR and
21 Addenda due to new significant environmental effects or an increase in the severity of
22 previously identified significant impacts, and there is no new information of substantial
23 importance that would change the conclusions set forth in the Final EIS/EIR and Addenda;
24 and, be it

1 FURTHER RESOLVED, That this Board hereby adopts as its own and incorporates by
2 reference herein, as though fully set forth, the findings of the Planning Department that the
3 acquisition of the Subject Property is consistent with the General Plan and the Eight Priority
4 Policies of City Planning Code Section 101.1; and, be it

5 FURTHER RESOLVED, That by at least a two-thirds vote of this Board under
6 California Code of Civil Procedure Sections 1240.030 and 1245.230, this Board finds and
7 determines each of the following:


- 8 1. The public interest and necessity require the Project;
- 9 2. The Project is planned and located in the manner that will be most compatible with
10 the greatest public good and the least private injury;
- 11 3. The Subject Property is necessary for the Project;
- 12 4. The offer required by California Government Code Section 7267.2 has been made
13 to the owner of record of the Subject Property; and, be it

14 FURTHER RESOLVED, That the City Attorney is hereby authorized and directed to
15 take all steps necessary to commence and prosecute proceedings in eminent domain against
16 the owner of record of the Subject Property and the owner or owners of any and all interests
17 therein or claims thereto for the condemnation thereof for the Project, to the extent such
18 proceedings are necessary, and is authorized and directed to take any and all actions or
19 comply with any and all legal procedures to obtain an order for immediate or permanent
20 possession of the Subject Property, as described in Exhibit A and shown in Exhibit B, in
21 conformity with existing or amended law; and, be it

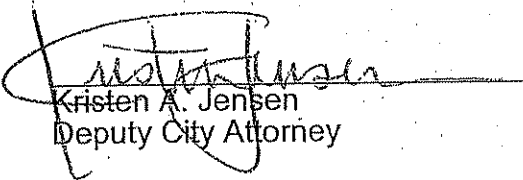
22 FURTHER RESOLVED, That this Board adopts as its own and incorporates by
23 reference herein, as though fully set forth, each of the findings made by the TJPA in adopting
24 Resolution No. 10-045 on October 14, 2010.
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RECOMMENDED:
REAL ESTATE DIVISION, GENERAL SERVICES AGENCY

By: 
Amy Brown
Director of Real Estate

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: 
Kristen A. Jensen
Deputy City Attorney

**EXHIBIT A
LEGAL DESCRIPTION**

CITY OF SAN FRANCISCO

PARCEL I:

CONDOMINIUM UNIT NO. 1, LOT NO. 109, AS SHOWN UPON THE CONDOMINIUM MAP AND DIAGRAMMATIC FLOOR PLAN ENTITLED, "MAP OF 85 NATOMA STREET, A LIVE/WORK CONDOMINIUM PROJECT, BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PARCEL MAP FILED JUNE 24, 1998 IN BOOK 43 OF PARCEL MAPS AT PAGE 181, BEING A PORTION OF ASSESSOR'S BLOCK 3721, SAN FRANCISCO, CALIFORNIA", WHICH MAP WAS FILED FOR RECORD IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, ON DECEMBER 18TH, 2000, IN BOOK 66 OF CONDOMINIUM MAPS, AT PAGES 18 TO 22, INCLUSIVE, (REFERRED TO HEREIN AS "THE MAP") AND AS FURTHER DEFINED IN THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RECORDED ON APRIL 9TH, 2001, IN BOOK H862, PAGE 70 OF OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA (REFERRED TO HEREIN AS "THE DECLARATION".)

EXCEPTING THEREFROM ANY PORTION OF THE COMMON AREA LYING WITHIN SAID UNIT.

EXCEPTING THEREFROM:

- (A) EASEMENTS THROUGH SAID UNIT, APPURTENANT TO THE COMMON AREA AND ALL OTHER UNITS, FOR SUPPORT AND REPAIR OF THE COMMON AREA AND ALL OTHER UNITS.
- (B) EASEMENTS, APPURTENANT TO THE COMMON AREA, FOR ENCROACHMENT UPON THE AIR SPACE OF THE UNIT BY THOSE PORTIONS OF THE COMMON AREA LOCATED WITHIN THE UNIT.

PARCEL II:

AN UNDIVIDED 12.64% INTEREST IN AND TO THE COMMON AREA AS SHOWN AND DEFINED ON THE MAP, EXCEPTING THEREFROM THE FOLLOWING:

- (A) EXCLUSIVE EASEMENTS, OTHER THAN PARCEL III, AS DESIGNATED ON THE MAP AND RESERVED TO UNITS FOR USE AS DESIGNATED IN THE DECLARATION; AND
- (B) NON-EXCLUSIVE EASEMENTS, APPURTENANT TO ALL UNITS, FOR INGRESS AND EGRESS, SUPPORT, REPAIR AND MAINTENANCE.

PARCEL III:

- (A) THE EXCLUSIVE EASEMENT TO USE DECK AREA DESIGNATED D-1, ON THE MAP;
- (B) THE EXCLUSIVE EASEMENT TO USE PARKING AREA DESIGNATED P-7, ON THE MAP.

PARCEL IV:

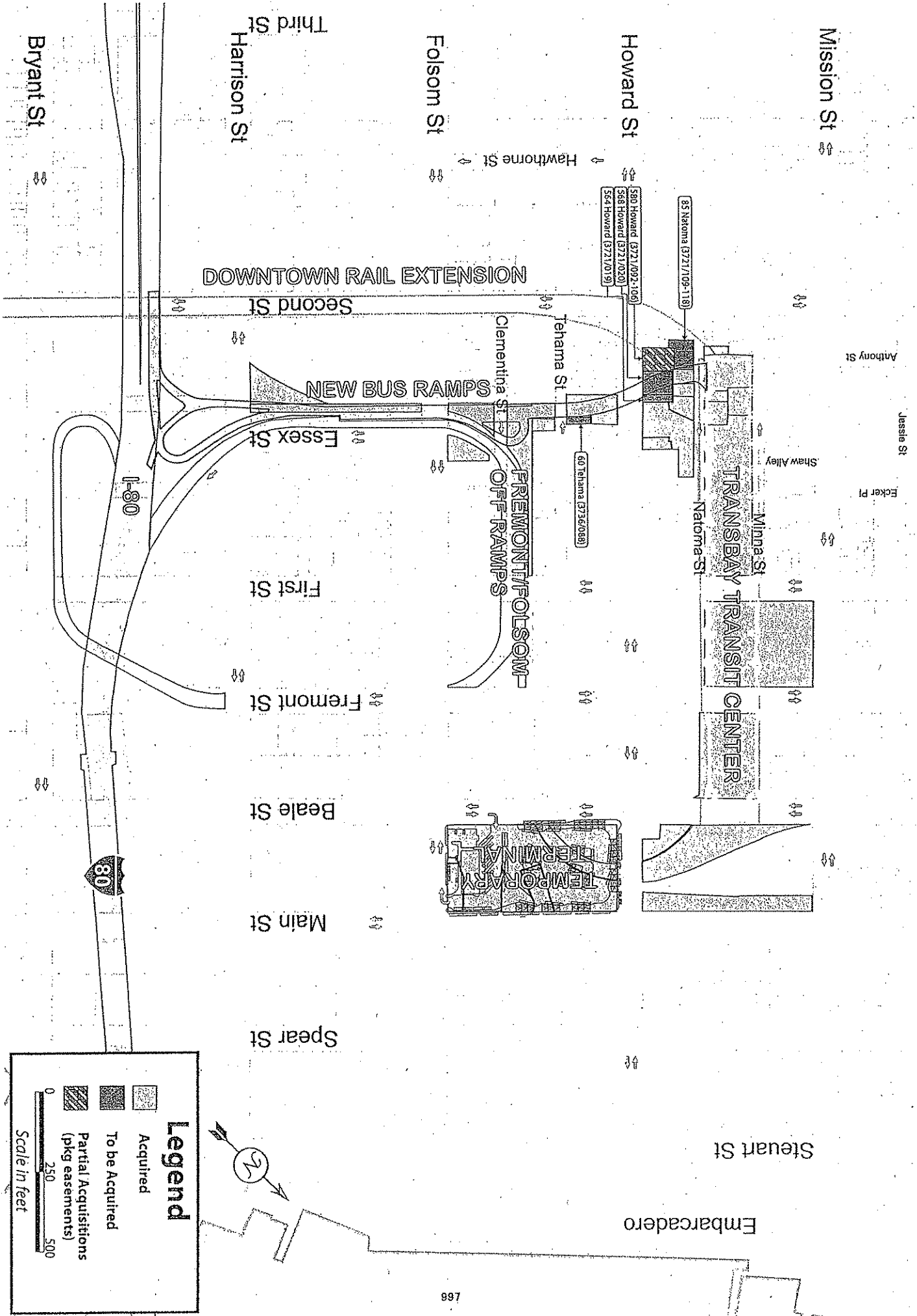
A NON-EXCLUSIVE EASEMENT APPURTENANT TO PARCEL I, ABOVE, FOR SUPPORT, REPAIR AND MAINTENANCE, AND FOR INGRESS AND EGRESS THROUGH THE COMMON AREA.

PARCEL V:

ENCROACHMENT EASEMENTS, APPURTENANT TO THE UNIT, IN ACCORDANCE
WITH THE PROVISIONS OF THE DECLARATION.

LOT 109, BLOCK 3721 (85 Natoma #1)

EXHIBIT B
MAP



Index of Documents in Administrative Record for Board File Nos. 101408 and 101409

85 Natoma Street #1, San Francisco (Block 3721, Lot 109)

Date	Document
Procedural	
10/14/10	TJPA Board of Directors Resolution No. 10-045
11/23/10	Letter from TJPA to San Francisco Board of Supervisors re: 85 Natoma #1
	Assessor's Master Sheet – 85 Natoma #1 (FY 2009-2010)
	TJPA Notices of Public Hearing to Acquire Various Real Properties by Eminent Domain for Transbay Transit Center Program – 85 Natoma #1
11/20/10	San Francisco Planning Department General Plan Consistency Determination – 85 Natoma #1
Offer Letter	
8/02/10	Offer to purchase 85 Natoma #1—City and TJPA to Patrick M. McNerney <u>Enclosure 1: Appraisal</u> <u>Enclosure 2: Relocation Assistance Brochure</u> <u>Enclosure 3: Eminent Domain Brochure</u> <u>Enclosure 4: Agreement for Purchase and Sale of Real Estate</u>
Property Description	
4/16/07	Preliminary Title Report
	Legal Description and Map
	Map of 85 Natoma in relationship to Transbay Project
	Map of 85 Natoma in relationship to Transbay Project – aerial photo of train box
	Map of 85 Natoma in relationship to Transbay Project – overhead drawing of west end of train box
Correspondence	
06/30/09	Letter from Shute, Mihaly & Weinberger (SMW) to Patrick McNerney (enclosures omitted)
08/24/09	Letter from TJPA to Patrick McNerney (enclosures omitted)
10/15/09 – 10/20/09	Email from/to SMW, Patrick McNerney, and Kurt Biddle
09/23/10	Email from/to SMW and Patrick McNerney (enclosures omitted)
10/01/10	Email from/to SMW and Jeff Knowles
10/11/10 (misdated as 9/11/10)	Letter from SMW to Jeff Knowles

Index of Documents in Administrative Record for Board File Nos. 101408 and 101409

85 Natoma Street #1, San Francisco (Block 3721, Lot 109)

Date	Document
10/01/10 – 10/12/10	Email from/to SMW, Patrick McNerney, and Jeff Knowles (enclosures omitted)
10/01/10 – 10/18/10	Email from/to SMW and Jeff Knowles (enclosures omitted)
10/18/10	Letter from SMW to Jeff Knowles
Studies and Reports	
	Caltrans Highway Design Manual (excerpts)
	Cambridge Systematics – Caltrain Downtown Extension and Transbay Ridership Analysis
09/2007	TJPA Final Relocation Impact Study I
01/2010	TJPA Final Relocation Impact Study II
	TJPA Relocation Assistance Brochure - Business
	TJPA Relocation Assistance Brochure - Residential
NEPA/CEQA	
04/2004	Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project: Final Environmental Impact Statement/Environmental Impact Report and Section 4(f) Evaluation (Final EIS/EIR) <u>Volume I</u> : Chapters 1-8; Appendices A-G <u>Volume II</u> : Responses to Public Comments on the Draft EIS/EIR <u>Volume III</u> : Written Public Comments and Public Hearing Transcripts on the Draft EIS/EIR
04/22/04	TJPA Resolution No. 04-004
02/08/05	Federal Transit Administration: Record of Decision <u>Appendix A</u> : Mitigation Monitoring and Reporting Program <u>Appendix B</u> : Memorandum of Agreement between the FTA and the California State Historic Preservation Officer
NEPA/CEQA continued	
05/25/06	Final EIS/EIR - First Addendum
04/19/07	Final EIS/EIR - Second Addendum
01/17/08	Final EIS/EIR - Third Addendum
10/03/05	Final EIS/EIR - Fourth Addendum
04/09/09	Final EIS/EIR - Fifth Addendum

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85 Natoma Street #1, San Francisco (Block 3721, Lot 109)

Date	Document
05/2010	Federal Railroad Administration: Reevaluation Updating the Transbay Program 2004 Final EIS (exhibits omitted except where noted) <u>Exhibit 6(a)</u> : Federal Transit Authority internal memo re: Environmental Clearance for advance construction on "train box" portion of Transbay Transit Center <u>Exhibit 6(b)</u> : Federal Railroad Administration letter to TJPA re: California allocation of High Speed Rail grants <u>Exhibit 9(a)</u> : California High-Speed Rail Authority: Report to the Legislature <u>Exhibit 9(b)</u> : California High-Speed Rail Authority Briefing April 2010 Meeting Agenda Item #7 re: Transbay Transit Center Design/Trainbox
08/04/10	Federal Railroad Administration: Record of Decision <u>Appendix A</u> : Mitigation Monitoring and Reporting Program <u>Appendix B</u> : Memorandum of Agreement Between the FTA and the California State Historic Preservation Officer
Transbay Legislation	
	Cal. Public Resources Code Section 5027.1
	Cal. Streets & Highway Code Section 2704.04
	Cal. Streets & Highway Code Section 30914
04/04/01	TJPA Joint Powers Agreement
11/02/99	San Francisco Proposition H
11/02/03	San Francisco Proposition K
03/02/04	San Francisco Regional Measure 2
11/04/08	California Proposition A
09/19/02	Senate Bill 1856 (Costa)
07/22/03	Assembly Bill 812 (Yee)
10/08/03	Senate Bill 916 (Perata)
12/19/01	Metropolitan Transportation Commission Resolution No. 3434
01/02/01	San Francisco Board of Supervisor Resolution No. 13-01
02/12/01	San Francisco Board of Supervisor Resolution No. 104-01
06/04/01	San Francisco Board of Supervisor Resolution No. 455-01
10/15/01	San Francisco Board of Supervisor Resolution No. 804-01
07/08/03	San Francisco Board of Supervisor Resolution No. 441-03
Transbay Legislation continued	
06/15/04	San Francisco Board of Supervisor Resolution No. 04-067
09/28/04	San Francisco Board of Supervisor Resolution No. 612-04
06/21/05	San Francisco Board of Supervisor Resolution No. 124-05

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85 Natoma Street #1, San Francisco (Block 3721, Lot 109)

Date	Document
06/21/05	San Francisco Board of Supervisor Resolution No. 125-05
02/07/06	San Francisco Board of Supervisor Resolution No. 78-06
05/09/06	San Francisco Board of Supervisor Resolution No. 94-06
05/09/06	San Francisco Board of Supervisor Resolution No. 95-06
05/09/06	San Francisco Board of Supervisor Resolution No. 99-06

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. 10-045

WHEREAS, The TJPA has determined that 60 Tehama Street, 564 Howard Street, 568 Howard Street, 8 condominium units in 85 Natoma Street, and easement interests held by the owner of 580 Howard in certain parking spaces and access in and through 85 Natoma in San Francisco (the "Properties") are required for the Transbay Transit Center Program; and

WHEREAS, The TJPA and the City and County of San Francisco ("City") made joint offers to the owners of the Properties to purchase each Property for its fair market value, in compliance with federal and state law, including California Government Code section 7267.2, as follows:

Property	Owner	Date of Offer	Amount of Offer
60 Tehama	Peter F. Byrne Revocable Trust	September 15, 2009	\$1,000,000
564 Howard	564 Howard Street, LLC	September 15, 2009	\$1,450,000
568 Howard	InvesMaster	September 15, 2009	\$6,200,000
85 Natoma #1	Patrick McNerney	August 2, 2010	\$1,230,000
85 Natoma #2	Steel Arc Properties, LLC	August 2, 2010	\$1,100,000
85 Natoma #3	Abbas A. Razaghi and the 2005 Heydayian/Nouri Family Trust	August 2, 2010	\$740,000
85 Natoma #4	Alyce Stanwood	August 2, 2010	\$780,000
85 Natoma #5	Terri Brown	September 15, 2009	\$1,250,000
85 Natoma #7	Abbas A. Razaghi and the 2005 Heydayian/Nouri Family Trust	August 2, 2010	\$765,000
85 Natoma #9	Wendy Roess-DeCenzo and Christopher John DeCenzo	August 2, 2010	\$2,850,000
85 Natoma #C1	Martin Properties, LLC	August 2, 2010	\$150,000
580 Howard -- easement interest in parking in and across 85 Natoma	580 Howard Historic Properties, LLC	August 2, 2010	9 indoor spaces at \$75,000 each 4 outdoor spaces at \$65,000 each

WHEREAS, The TJPA determined the fair market value for the Properties based on two independent appraisals of each Property and a review by a third-party appraiser; the TJPA obtained the Federal Transit Administration's (FTA) concurrence with the fair market value conclusion for each Property; and

WHEREAS, The Property owners have not accepted the TJPA's offers to purchase their respective Properties and the TJPA does not expect to reach a negotiated agreement for the purchase of these Properties; and

WHEREAS, The TJPA needs possession of the Properties in early 2011 to proceed with construction of the Transbay Program in a timely manner; and

WHEREAS, Acquisition of the Properties by eminent domain is authorized by law and falls within the scope of the City's authority to exercise eminent domain on the TJPA's behalf. The public interest and necessity require the Transbay Program, the project for which the Properties are to be taken. The Transbay Program is planned to maximize the public good and minimize private injury. The Properties are necessary for the Transbay Program. The City and the TJPA have made sufficient offers of purchase, and complied with all procedural prerequisites to the exercise of eminent domain; and

WHEREAS, The Final Environmental Impact Statement/Environmental Impact Report for the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project (SCH. No. 95063004) (the "Final EIS/EIR"), certified in accordance with the provisions of the California Environmental Quality Act (Cal. Public Resources Code sections 21000 et seq.) and the State CEQA Guidelines (Cal. Code of Regulations Title 14, sections 15000 et seq.) and as subsequently amended, identifies the Properties as required for the Transbay Transit Center Program; and

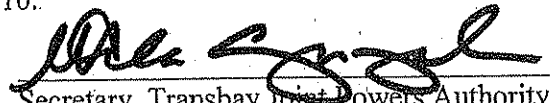
WHEREAS, The acquisition of the Properties for the Transbay Program will fulfill the mandates of various State and City laws, including San Francisco Proposition H-Downtown Caltrain Station (November 1999), San Francisco Proposition K-San Francisco Transportation Sales Tax (November 2002), California Public Resources Code Section 5027.1 (a), and California Streets and Highways Code Sections 2704.04 (b) and 30914 (c), all of which concern reconstruction of the new Transit Center on the site of the existing Transbay Terminal and the new Transit Center's accommodation of a Caltrain extension and high speed passenger rail line; now, therefore, be it

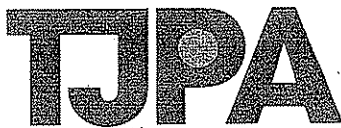
RESOLVED, That the TJPA recommends that the City Board of Supervisors adopt Resolutions of Necessity for the City to condemn on behalf of the TJPA the following properties, and initiate eminent domain proceedings to acquire the following properties for the Transbay Transit Center Program:

- 60 Tehama Street (Block 3736, Lot 88)
- 564 Howard Street (Block 3721, Lot 19)
- 568 Howard Street (Block 3721, Lot 20)
- 85 Natoma Street #1 (Block 3721, Lot 109)
- 85 Natoma Street #2 (Block 3721, Lot 110)
- 85 Natoma Street #3 (Block 3721, Lot 111)
- 85 Natoma Street #4 (Block 3721, Lot 112)
- 85 Natoma Street #5 (Block 3721, Lot 113)
- 85 Natoma Street #7 (Block 3721, Lot 115)
- 85 Natoma Street #9 (Block 3721, Lot 117)
- 85 Natoma Street #C1 (Block 3721, Lot 118)
- 9 easement interests in indoor parking spaces in and across the 85 Natoma garage
- 4 easement interests in outdoor parking spaces accessed across the 85 Natoma garage; and be it

FURTHER RESOLVED, In the event that the City elects to adopt the Resolutions of Necessity and initiate eminent domain proceedings to acquire the properties, the TJPA will bear the cost of litigating any eminent domain action, including compensation ordered by the court for the condemned property.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of October 14, 2010.


Secretary, Transbay Joint Powers Authority



TRANSBAY JOINT POWERS AUTHORITY

Maria Ayerdi-Kaplan • Executive Director

November 23, 2010

Board of Supervisors
City and County of San Francisco
Room 244, City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Board File Nos. 101408 and 101409

Re: Urging the Board of Supervisors to Pass a Resolution of Necessity Authorizing the Acquisition of 85 Natoma Street #1, Assessor's Block 3721, Lot 109, by Eminent Domain for the Transbay Transit Center Program

Dear President Chiu and Honorable Members of the Board of Supervisors:

As you are aware, the Transbay Transit Center Program (Project) is a national model for transit-oriented development. The Project will combine transportation, housing, and other urban amenities to create a livable, revitalized neighborhood in downtown San Francisco. It will connect eleven transit systems under one roof, including future high-speed rail from Southern California; reduce traffic congestion; and lower carbon emissions. The Project also is a catalyst for economic expansion; it will create more than 125,000 direct, indirect, and induced jobs over the life of the Project, and the Transit Center will serve more than 100,000 transit riders each week day.

The City and County of San Francisco (City), Alameda-Contra Costa Transit Authority (AC Transit), the Peninsula Corridor Joint Powers Board (Caltrain), and the State of California Department of Transportation (Caltrans) (*ex-officio*) are the members of the Transbay Joint Powers Authority (TJPA). The TJPA is charged with the finance, design, development, construction, and operation of the Project, which has enjoyed the strong and continued support of the City and your Board. The TJPA recently received \$400 million in high-speed rail funds from the American Recovery and Reinvestment Act of 2009. This Project is one of the first high-speed rail projects to break ground in the nation.

The Project has three basic parts: a new multi-modal Transbay Transit Center on the site of the existing Transbay Terminal at First and Mission Streets, a tunnel extending Caltrain and California High-Speed Rail from the current railway terminus at Fourth and King Streets to the new Transit Center (DTX), and a Redevelopment Plan that will result in transit oriented development of the area around the Transit Center, including 2,600 new homes, 35 percent of which will be affordable.

With the City's cooperation, the TJPA has successfully acquired thirteen properties for the Project through voluntary purchase-sale agreements with private property owners over the past five years. The TJPA also acquired one property, 80 Natoma, through a negotiated agreement following the filing of an eminent domain action by the City.

As described in the March 2004 Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project Final Environmental Impact Statement/Environmental Impact Report (EIS/EIR) and subsequent addenda, the TJPA needs to acquire the property located at 85 Natoma Street #1, Assessor's Block 3721, Lot 109 (the Property) for the Project. A copy of the Final EIS/EIR and addenda are on file with the Clerk of the Board of Supervisors in File Nos. 101408 and 101409, as are maps showing the relationship of the Property to the Project.

The TJPA has adopted a Relocation Assistance Program and has explained to owners and occupants of the Property that this program will assist them with relocation to replacement locations. Copies of information regarding the Relocation Assistance Program are on file with the Clerk of the Board of Supervisors in File Nos. 101408 and 101409.

As described in detail below, the City and the TJPA have made a joint offer to purchase the Property for its fair market value. The owner has not accepted the TJPA's offer and the TJPA does not expect to reach a negotiated agreement for the purchase of this Property at this time. A copy of the offer to purchase is on file with the Clerk of the Board of Supervisors in File Nos. 101408 and 101409.

The TJPA needs possession of the Property in early 2011 to proceed with scheduled construction of the Project. Acquisition of the Property by eminent domain is authorized by law and falls within the scope of the City's authority to exercise eminent domain on the TJPA's behalf. The City and the TJPA have complied with all procedural prerequisites to the exercise of eminent domain. Accordingly, on October 14, 2010, the TJPA Board of Directors adopted Resolution No. 10-045, urging the San Francisco Board of Supervisors to pass a Resolution of Necessity and to authorize the use of eminent domain to acquire the Property for the Project. A copy of the TJPA resolution is on file with the Clerk of the Board of Supervisors in File Nos. 101408 and 101409.

As described in the TJPA's Resolution, in the event that the City elects to adopt a Resolution of Necessity and initiate eminent domain proceedings to acquire the Property, the TJPA will bear all legal fees and costs of litigating any eminent domain action, and will be responsible for all compensation ordered by the court for the condemned Property.

Use of Eminent Domain

The California Constitution requires a public agency taking private property for public use to pay just compensation to the property owner. Prior to exercising eminent domain, however, federal and state law require that the agency make reasonable efforts to negotiate a voluntary acquisition of the property. The agency must offer to purchase the property for its fair market value, as determined by an independent appraisal.

If the property owner declines the agency's offer to purchase, then the agency may initiate eminent domain proceedings by adopting a Resolution of Necessity for the property that includes:

- a statement of the public use for which the property is to be taken;
- a reference to the statute that authorizes it to acquire the property by eminent domain;
- a description of the property; and
- findings that:
 - the public interest and necessity require the project for which the property is to be taken,
 - the project is planned to maximize public good and minimize private injury,
 - the property is necessary for the project, and
 - the public entity has made an offer to purchase the property for its fair market value as determined by an appraisal.

After adopting the Resolution of Necessity, the agency may file a complaint in eminent domain in the superior court of the county where the property is located. If the agency deposits with the court the probable amount of compensation for the property, which is its fair market value, then the court may award the agency possession of the property within 120 days to allow the agency to start construction of the project on the property. A judge resolves any legal challenges to the agency's right to use eminent domain, and either a judge or a jury decides the question of "just compensation" based on evidence presented by both sides. The agency pays the just compensation amount, and the court awards the agency title to the property.

The Resolution of Necessity

As described above, the City must make certain findings regarding the Project and the necessity of the Property for the Project. The Property is critical to the development of the Project and its acquisition falls within the scope of the City's authority to exercise eminent domain. The City and the TJPA have complied with all procedural prerequisites to the exercise of eminent domain. Thus, the City can make the requisite findings as follows.

Finding #1: The public interest and necessity require the project for which the property is to be taken.

The Project will be a national model for transit-oriented development, combining public transit, housing, and other urban amenities to create a livable, revitalized neighborhood in downtown San Francisco. In particular, the Transit Center will connect eleven transit systems under one roof, including future high-speed rail from Southern California, thereby reducing traffic

congestion and lowering emissions of carbon dioxide and other pollutants. The Project also will serve as a catalyst for economic expansion as it will create more than 125,000 direct, indirect, and induced jobs over the life of the Project; build 2,600 new homes; and serve more than 100,000 transit riders each week day.

The new Transit Center will be built on the current site of the Transbay Terminal in downtown San Francisco. The current Transbay Terminal was constructed in 1939 to facilitate rail travel across the San Francisco-Oakland Bay Bridge. Following World War II, the lower deck of the Bay Bridge was converted to automobile traffic and the Transbay Terminal became a bus only facility. As part of the Program, and because it was not seismically sound and could not meet current or future transportation needs of the region or the State, the bus terminal is currently under demolition. The new Transit Center will be a one million square foot regional transportation hub. The new bus ramp will provide safe and efficient access between the Transit Center, the Bay Bridge, and a new offsite bus storage facility. The Transit Center will feature a 5.4-acre public park on its roof and will include ground floor retail on Natoma and Minna streets, public art, and a public plaza/park for the benefit of the surrounding neighborhood.

The DTX will bring the Caltrain rail line underground into the heart of San Francisco, taking drivers off the road, eliminating many tons of carbon dioxide each year, and connecting San Francisco to the rest of California via the future California High Speed Rail. Extending Caltrain into the central business district will save commuters almost an hour a day in travel time, particularly those travelling to and from the Peninsula, approximately 33,000 of whom will use the Transit Center each weekday. The DTX is also designed to accommodate high speed rail and rail connections to the East Bay, making the new Transit Center the Northern California terminus for high speed rail. By connecting all major cities in California with a state-of-the-art transportation system, high-speed trains will increase mobility while reducing air pollution and greenhouse gas emissions.

This improved connectivity and design are particularly important because use of public transit is expected to increase dramatically over the next twenty years. By 2030, AC Transit ridership will increase by 140 percent without the new Transit Center, and by even more in response to the improved facility. During the same time period, Caltrain ridership is projected to increase by over 90 percent if its terminal remains at 4th and King Streets, and by almost 150 percent once the DTX brings riders to the downtown Transit Center. The outdated Transbay Terminal could not serve existing ridership adequately and clearly lacked capacity for such increases.

By improving the efficiency and connectivity of public transit, the Project also will reduce use of automobiles and resulting vehicle miles travelled. This, in turn, will save commuters both traffic delays and the cost of operating and maintaining their vehicles. It also will reduce accidents and emissions of greenhouse gases and other pollutants. Economists have estimated that these changes represent hundreds of millions of dollars of direct benefits to travelers, including both transit riders who enjoy more efficient service and drivers who enjoy less crowded roads. Overall, the Project offers enormous benefits to the local and regional economies.

The Project also will fulfill the mandates of various local and state laws. These include San Francisco Proposition H, passed in November 1999, which directs the City to extend Caltrain from the current station to the Transit Center, and San Francisco Proposition K, passed in November 2003, which directs the City to expend transportation sales tax funds in part on the

DTX. The Project also complies with California Public Resources Code Section 5027.1(a) and California Streets and Highways Code Sections 2704.04(b) and 30914(c), all of which endorse reconstruction of the new Transit Center on the site of the existing Transbay Terminal and the new Transit Center's accommodation of a Caltrain extension and high speed passenger rail line. Copies of the referenced legislation are on file with the Clerk of the Board in File Nos. 101408 and 101409.

In Motion No. 16773, the City's Planning Commission adopted findings certifying the Project's Final EIS/EIR and recognized that the Project is necessary and beneficial to the public for improvement of regional transit services and replacement of the existing, seismically inadequate Terminal. In Motion No. 04-067, the Board of Supervisors adopted the Planning Commission's findings. In Resolution No. 612-04, the Board of Supervisors adopted environmental findings in relation to the Project. In Ordinance No. 124-05, the Board of Supervisors adopted additional environmental findings as part of its adoption of the Transbay Redevelopment Plan. On November 20, 2010, the Planning Department issued a determination that acquisition of the Property for the Project is consistent with the General Plan and Eight Priority Policies. Copies of the referenced legislation and letter are on file with the Clerk of the Board in File Nos. 101408 and 101409.

The inadequacy of the old Transbay Terminal and the substantial benefits offered by the Project make clear that the public interest and necessity require the Project.

Finding #2: The project is planned to maximize public good and minimize private injury.

The Project has undergone years of intense planning. It is designed to promote mass transit ridership, optimize connectivity with other transit projects such as California High Speed Rail, enhance redevelopment opportunities, and generate thousands of jobs in San Francisco and statewide. To foster ridership and connectivity, the TJPA has coordinated its planning and design efforts with public transportation providers such as San Francisco Muni, Bay Area Regional Transit (BART), AC Transit, Caltrain, Amtrak, California High Speed Rail, Golden Gate Transit, SamTrans, Greyhound, WestCAT Lynx, and paratransit. The TJPA also has cooperated in the planning efforts of the City Planning Department and the San Francisco Redevelopment Agency to facilitate redevelopment of the Transbay Neighborhood and to ensure that the Project results in transit-oriented development.

To build a new state-of-the-art Transit Center that can accommodate the needs of these diverse transit providers under a single roof, the TJPA must acquire several private properties. To minimize displacement of businesses and residents, the TJPA has scrutinized Project alternatives and selected the Project design and alignment that achieves the goals of safety, efficiency, and convenience, while minimizing cost and the need to acquire right of way. The Final EIS/EIR and its addenda describe alternatives that the TJPA considered and rejected as inferior to the approved plan and design.

As set forth in Board of Supervisors Resolution No. 612-04, which authorized the acquisition of property located at 80 Natoma Street by eminent domain, the Project is also planned to minimize private injury through mitigation measures that protect affected property owners and residents. A copy of the resolution is on file with the Clerk of the Board in File Nos. 101408 and 101409, and File No. 41079. The Final EIS/EIR and its addenda describe these measures, which include

specific methods used to calculate fair market value and the provisions of relocation assistance to property owners and tenants. As one such measure, the TJPA has adopted a comprehensive Relocation Assistance Program that provides displaced persons the full assistance available under federal and state law, including the Uniform Relocation Assistance and Real Property Acquisition Policies Act. Copies of materials related to the TJPA's Relocation Assistance Program are on file with the Clerk of the Board in File Nos. 101408 and 101409.

As demonstrated by each of these measures, the Project is planned to maximize public good and to minimize private injury.

Finding #3: The property is necessary for the project.

The Property is one condominium unit in a four story building located on Natoma Street, between First and Second Streets. The building contains more than 19,160 square feet of gross floor area. It has no historic significance. The Property is a 2,111 square foot live/work condominium unit on the first floor. The Property is not owner-occupied. The Final EIS/EIR identifies the Property as right of way that the TJPA will need to acquire for construction of the Project. The condominium owners have not disputed the TJPA's need to acquire the condos in the building for the Project.

The TJPA requires the Property for construction of the train box portion of the Transit Center and the DTX tunnel. The DTX tunnel alignment will come into the Transit Center from Second Street, expanding to six tracks as it enters the lower levels of the new Transit Center. The interface between the DTX tunnel and the rail levels to be constructed within the Transit Center will be beneath the 85 Natoma condominium building. Construction of the train box requires demolition of the building. Maps depicting the relationship of the Property to the Program, and to the train box and tunnel in particular, are on file with the Clerk of the Board in File Nos. 101408 and 101409.

Although the TJPA initially planned to acquire the 85 Natoma building, including the Property, in Phase 2 of the Transbay Program, refinement of plans for construction of the rail levels of the Transit Center in Phase 1 now requires the TJPA to acquire all of the properties in the 85 Natoma building as part of Phase 1. In particular, the TJPA needs possession of the Property in early 2011 to proceed with scheduled construction of the Project.

The TJPA has engaged a contractor to demolish existing Transbay facilities in preparation for construction of the new Transit Center and train box; significant demolition work is ongoing. All of the demolition work is expected to be complete in May 2011. The TJPA plans to demolish the building on 85 Natoma as soon as it receives possession of the Property, either by amending the current demolition contract, or issuing a new demolition contract. To timely enter into a contract for demolition of the existing 85 Natoma building, the TJPA must have possession of the Property by April 2011.

The TJPA expects to award a contract for buttress, shoring, and excavation ("BS&E") related to the train box in December 2010. The TJPA plans to add the Property to the BS&E contract as soon as the TJPA receives possession of the Property. The TJPA plans to begin construction of the shoring wall prior to excavation of the train box in May 2011.

In light of these requirements and the location of the Property, the Property is immediately necessary for construction and completion of the Project.

Finding #4: The public entity has made a sufficient offer of purchase.

On August 2, 2010, the City and the TJPA jointly offered to purchase 85 Natoma #1 for \$1,230,000. The joint offer fully complies with Government Code § 7267.2: it (1) establishes the amount that the agencies believe to be just compensation for the Property, which is not less than the approved appraisals of its fair market value; (2) extends an offer to the owner of record to acquire the Property for the full amount so established; (3) provides an informational pamphlet detailing the process of eminent domain and the owner's rights under the Eminent Domain Law; and (4) provides a sufficiently detailed written statement of, and summary of the basis for, the amounts established as just compensation.

The property owner's counsel has requested electronic copies of the TJPA's proposed purchase-sale agreement and appraisal but has not otherwise responded to the offer. (The TJPA notes that the just compensation for the purchase of the Property is not at issue in the hearing on the Resolution of Necessity. Rather, the necessity to acquire property for the Project is the sole issue presented by the Resolution.)

The joint offer to purchase the Property for its full, assessed, fair market value is sufficient for the City to proceed with an action in eminent domain.

Recommendation

On October 14, 2010 the TJPA Board of Directors adopted Resolution No. 10-045, which included the findings that (1) the public interest and necessity require the Transbay Transit Center Program, for which the property located at 85 Natoma Street #1 is to be taken, (2) the Project is planned to maximize public good and minimize private injury, (3) the Property is necessary for the Project, and (4) the City and the TJPA have made an offer of purchase for the fair market value of the Property as determined by an appraisal. Resolution No. 10-045 urges the San Francisco Board of Supervisors to adopt a Resolution of Necessity as required to condemn the Property on behalf of the TJPA for the Project.

Thank you for your long-standing and continued support of the Transbay Transit Center Program.

Sincerely,

Maria Ayerdi-Kaplan
Executive Director

Enclosure: Materials submitted to Board File Nos. 101408 and 101409

B07005

Real Property Master

Displayed: 11/05/2010

Read Only	Block	Lot	Roll	2010	RollCde	S	Secured		
Vol	25	APN	3721	109	Year	2010	EvtDate	1/10/2003	Seq 001
VSC	ENR	50							
Location	85	NATOMA ST #1			Typ	REG	O	REG ROLL	Date
									6/30/2010
Owner	MCNERNEY	PATRICK	M			Bill Num			Res#
									A0176
Care Of						Not.Date			Next
Address	54	MINT ST	5TH FLOOR			TransCde	SD	Sale - Direct	Enrollm
CtyStZip	SAN FRANCISCO	CA	94103			Date	2/01/2002	2002H101097	
Status Cde	*	Taxable				Exl Date	1/10/2003		
Use Code	SRES	Single Family Residential				NewConst			
Class Code	LZ	Live/Work Condominium				NC Date		Apl#	
Nbrhd Code	09-B	Financial District South				TempCode			
CPI Factor	2370%	TRA	1-016			TempDate			
Tax Rate	1.1640	Acct #				Appr Id	222	4/28/2006	
Last Sale	SD	2/01/2002	1,150,000						
Base Years	2003					506 Int	480	Penalty	0
Land	457,785	Improvement	858,349			Total L&I	1,316,134		
Temp Land	0	Temp Impr	0			Total Temp	0		
Pers Prop	0	Fixtures	0			Exemptions	0		
Remarks	SEE NOTES					0	Taxable	1,316,134	

F1=Hlp F2=Mnu F3=Ext/Sav F4=Vw F6=Prpgt F9=Chrs F12=Cncl F22=CanAsmt F24=Dup

Sent via US Mail on November 19, 2010:

Patrick M. McNerney
54 Mint St. 5th Floor
San Francisco, CA 94103

Jeffrey G. Knowles
Coblentz, Patch, Duffy & Bass LLP
One Ferry Building, Suite 200
San Francisco, CA 94111-4213

NOTICE OF PUBLIC HEARING

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

NOTICE IS HEREBY GIVEN THAT, in accordance with Section 1245.235 of the Code of Civil Procedure, the Board of Supervisors of the City and County of San Francisco, as a Committee of the Whole, will hold a public hearing to consider the following proposal and said public hearing will be held as follows, at which time all interested parties may attend and be heard:

Date: Tuesday, December 7, 2010

Time: 3:00 p.m.

Location: Legislative Chamber, Room 250 located at City Hall, 1 Dr. Carlton B. Goodlett, Place, San Francisco, CA

Subject: Public Hearing on Adopting Resolution to Acquire Real Property by Eminent Domain: authorize acquisition of real property commonly known as 85 Natoma Street #1, San Francisco, California (Assessor's Parcel No. Block 3721, Lot 109) by eminent domain for the public purpose of constructing the Transbay Transit Center Program.

Said public hearing will be held to make findings of whether the public interest and necessity require the City and County of San Francisco to acquire, by eminent domain, the following real property on behalf of the Transbay Joint Powers Authority (TJPA): fee ownership of the real property commonly known as 85 Natoma Street #1, San Francisco, California (Assessor's Parcel No. Block 3721, Lot 109) (Property), by eminent domain, for the public purpose of constructing the Transbay Transit Center Program (Project); adopting environmental findings under the California Environmental Quality Act (CEQA), CEQA Guidelines, and Administrative Code Chapter 31; and adopting findings of consistency with the General Plan and City Planning Code Section 101.1. A description of the Property is set forth in **Schedule 1**, available in the official file for review in the Office of the Clerk of the Board.

The purpose of said hearing is to hear all persons interested in the matter. You have a right to appear and be heard on the matters referred to in California Code of Civil Procedure Section 1240.030, including, but not limited to, whether: (1) the public interest and necessity require the Project; (2) the Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury; (3) the Property sought to be acquired is necessary for the Project; and (4) the City and the TJPA have made the offer required by California Government Code §7267.2 to the owner(s) of record of the Property.

Owners of the property who have been notified of such public hearing and who, within fifteen (15) days after the mailing of such notice, have filed a written request to do so, may appear and be heard at the public hearing. The Board, at its discretion, need not give an opportunity to any other person to appear and be heard.

The procedure of the Board requires that the finding of public interest and necessity be made by a two-thirds vote of all its members.

At the close of the public hearing, a vote will be made on a resolution entitled **“Resolution authorizing the acquisition of real property commonly known as 85 Natoma Street #1, San Francisco, California (Assessor’s Parcel No. Block 3721, Lot 109) by eminent domain for the public purpose of constructing the Transbay Transit Center Program; adopting environmental findings under the California Environmental Quality Act (CEQA), CEQA Guidelines, and Administrative Code Chapter 31; and adopting findings of consistency with the General Plan and City Planning Code Section 101.1.”**

In accordance with Section 67.7-1 of the San Francisco Administrative Code, persons who are unable to attend the hearing on these matters may submit written comments prior to the time the hearing begins. These comments will be made part of the official public record in these matters and shall be brought to the attention of the Board of Supervisors. Written comments should be addressed to Angela Calvillo, Clerk of the Board, Room 244, City Hall, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA, 94012.

Information relating to this matter is available in the Office of the Clerk of the Board and agenda information relating to this matter will be available for public review on Thursday December 2, 2010.

SCHEDULE 1

**Legal description for the fee simple interest in real property commonly known as
85 Natoma Street #1, San Francisco, California (Assessor's Parcel No. Block 3721, Lot 109)**

CITY OF SAN FRANCISCO

PARCEL I:

CONDOMINIUM UNIT NO. 1, LOT NO. 109, AS SHOWN UPON THE CONDOMINIUM MAP AND DIAGRAMMATIC FLOOR PLAN ENTITLED, "MAP OF 85 NATOMA STREET, A LIVE/WORK CONDOMINIUM PROJECT, BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PARCEL MAP FILED JUNE 24, 1998 IN BOOK 43 OF PARCEL MAPS AT PAGE 181, BEING A PORTION OF ASSESSOR'S BLOCK 3721, SAN FRANCISCO, CALIFORNIA", WHICH MAP WAS FILED FOR RECORD IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, ON DECEMBER 18TH, 2000, IN BOOK 66 OF CONDOMINIUM MAPS, AT PAGES 18 TO 22, INCLUSIVE, (REFERRED TO HEREIN AS "THE MAP") AND AS FURTHER DEFINED IN THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RECORDED ON APRIL 9TH, 2001, IN BOOK H862, PAGE 70 OF OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA (REFERRED TO HEREIN AS "THE DECLARATION".)

EXCEPTING THEREFROM ANY PORTION OF THE COMMON AREA LYING WITHIN SAID UNIT.

EXCEPTING THEREFROM:

(A) EASEMENTS THROUGH SAID UNIT, APPURTENANT TO THE COMMON AREA AND ALL OTHER UNITS, FOR SUPPORT AND REPAIR OF THE COMMON AREA AND ALL OTHER UNITS.

(B) EASEMENTS, APPURTENANT TO THE COMMON AREA, FOR ENCROACHMENT UPON THE AIR SPACE OF THE UNIT BY THOSE PORTIONS OF THE COMMON AREA LOCATED WITHIN THE UNIT.

PARCEL II:

AN UNDIVIDED 12.64% INTEREST IN AND TO THE COMMON AREA AS SHOWN AND DEFINED ON THE MAP, EXCEPTING THEREFROM THE FOLLOWING:

(A) EXCLUSIVE EASEMENTS, OTHER THAN PARCEL III, AS DESIGNATED ON THE MAP AND RESERVED TO UNITS FOR USE AS DESIGNATED IN THE DECLARATION;
AND

(B) NON-EXCLUSIVE EASEMENTS, APPURTENANT TO ALL UNITS, FOR INGRESS AND EGRESS, SUPPORT, REPAIR AND MAINTENANCE.

PARCEL III:

(A) THE EXCLUSIVE EASEMENT TO USE DECK AREA DESIGNATED D-1, ON THE MAP;

(B) THE EXCLUSIVE EASEMENT TO USE PARKING AREA DESIGNATED P-7, ON THE MAP.

PARCEL IV:

A NON-EXCLUSIVE EASEMENT APPURTENANT TO PARCEL I, ABOVE, FOR SUPPORT, REPAIR AND MAINTENANCE, AND FOR INGRESS AND EGRESS THROUGH THE COMMON AREA.

PARCEL V:

ENCROACHMENT EASEMENTS, APPURTENANT TO THE UNIT, IN ACCORDANCE WITH THE PROVISIONS OF THE DECLARATION.

LOT 109, BLOCK 3721 (85 Natoma #1)

Sent via US Mail on November 19, 2010:

Battea - Class Action Services, LLC
c/o Jonathon Wade
85 Natoma St. #1
San Francisco, CA 94105

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Said public hearing will be held to make findings of whether the public interest and necessity require the City and County of San Francisco to acquire, by eminent domain, the following real property on behalf of the Transbay Joint Powers Authority (TJPA): fee ownership of the real property commonly known as 85 Natoma Street #1, San Francisco, California (Assessor's Parcel No. Block 3721, Lot 109) (Property), by eminent domain, for the public purpose of constructing the Transbay Transit Center Program (Project); adopting environmental findings under the California Environmental Quality Act (CEQA), CEQA Guidelines, and Administrative Code Chapter 31; and adopting findings of consistency with the General Plan and City Planning Code Section 101.1. A description of the Property is set forth in **Schedule 1**, available in the official file for review in the Office of the Clerk of the Board.

The purpose of said hearing is to hear all persons interested in the matter. You have a right to appear and be heard on the matters referred to in California Code of Civil Procedure Section 1240.030, including, but not limited to, whether: (1) the public interest and necessity require the Project; (2) the Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury; (3) the Property sought to be acquired is necessary for the Project; and (4) the City and the TJPA have made the offer required by California Government Code §7267.2 to the owner(s) of record of the Property.

Owners of the property who have been notified of such public hearing and who, within fifteen (15) days after the mailing of such notice, have filed a written request to do so, may appear and be heard at the public hearing. The Board, at its discretion, need not give an opportunity to any other person to appear and be heard.

The procedure of the Board requires that the finding of public interest and necessity be made by a two-thirds vote of all its members.

At the close of the public hearing, a vote will be made on a resolution entitled **“Resolution authorizing the acquisition of real property commonly known as 85 Natoma Street #1, San Francisco, California (Assessor’s Parcel No. Block 3721, Lot 109) by eminent domain for the public purpose of constructing the Transbay Transit Center Program; adopting environmental findings under the California Environmental Quality Act (CEQA), CEQA Guidelines, and Administrative Code Chapter 31; and adopting findings of consistency with the General Plan and City Planning Code Section 101.1.”**

In accordance with Section 67.7-1 of the San Francisco Administrative Code, persons who are unable to attend the hearing on these matters may submit written comments prior to the time the hearing begins. These comments will be made part of the official public record in these matters and shall be brought to the attention of the Board of Supervisors. Written comments should be addressed to Angela Calvillo, Clerk of the Board, Room 244, City Hall, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA, 94012.

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EXCEPTING THEREFROM:

(A) EASEMENTS THROUGH SAID UNIT, APPURTENANT TO THE COMMON AREA AND ALL OTHER UNITS, FOR SUPPORT AND REPAIR OF THE COMMON AREA AND ALL OTHER UNITS.

(B) EASEMENTS, APPURTENANT TO THE COMMON AREA, FOR ENCROACHMENT UPON THE AIR SPACE OF THE UNIT BY THOSE PORTIONS OF THE COMMON AREA LOCATED WITHIN THE UNIT.

PARCEL II:

AN UNDIVIDED 12.64% INTEREST IN AND TO THE COMMON AREA AS SHOWN AND DEFINED ON THE MAP, EXCEPTING THEREFROM THE FOLLOWING:

(A) EXCLUSIVE EASEMENTS, OTHER THAN PARCEL III, AS DESIGNATED ON THE MAP AND RESERVED TO UNITS FOR USE AS DESIGNATED IN THE DECLARATION;
AND

(B) NON-EXCLUSIVE EASEMENTS, APPURTENANT TO ALL UNITS, FOR INGRESS AND EGRESS, SUPPORT, REPAIR AND MAINTENANCE.

PARCEL III:

(A) THE EXCLUSIVE EASEMENT TO USE DECK AREA DESIGNATED D-1, ON THE MAP;

(B) THE EXCLUSIVE EASEMENT TO USE PARKING AREA DESIGNATED P-7, ON THE MAP.

PARCEL IV:

A NON-EXCLUSIVE EASEMENT APPURTENANT TO PARCEL I, ABOVE, FOR SUPPORT, REPAIR AND MAINTENANCE, AND FOR INGRESS AND EGRESS THROUGH THE COMMON AREA.

PARCEL V:

ENCROACHMENT EASEMENTS, APPURTENANT TO THE UNIT, IN ACCORDANCE WITH THE PROVISIONS OF THE DECLARATION.

LOT 109, BLOCK 3721 (85 Natoma #1)



SAN FRANCISCO PLANNING DEPARTMENT

November 20, 2010

Amy L. Brown
Director of Real Estate
City of San Francisco Real Estate Division
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

RE: 2010.1047R
ACQUISITION OF PARCELS FOR THE TRANSBAY TRANSIT CENTER PROJECT
APN: BLOCK 3721, LOTS 19-20, 109-118; BLOCK 3736, LOT 088

Dear Ms. Brown,

We are responding to your request on November 19, 2010 for a General Plan Referral for the proposed acquisition of fee simple interests and permanent easements on several parcels for the Transbay Transit Center project for use by the Transbay Joint Powers Authority (TJPA). Your request for a General Plan Referral is pursuant to Section 4.105 of the Charter, and Section 2A.52 and 2A.53 of the Administrative Code. We find the proposed parcel acquisitions to be **in conformity** with the General Plan as described in Attachment 1, Section 101.1 Findings.

PROJECT DESCRIPTION

Acquisition of fee simple interests and permanent easements on the privately-owned properties is required to permit construction of the Transbay Transit Center Project, including its bus ramps and below-grade train station. This project would result in construction of a major new multimodal transportation terminal at the site of the existing Transbay Terminal in downtown San Francisco. The Transbay Transit Center Project consists of the following key components:

- The Transit Center, a new multimodal transportation terminal at the site of the existing terminal to improve connections between MUNI, Caltrain, BART, California's high speed rail system, AC Transit, Golden Gate Transit, Samtrans, and other transit operators.
- The Downtown Extension ("DTX"), an extension of rail service from the current terminus at Fourth and Townsend Streets to a new underground terminal at the Transbay Transit Center.

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

- The Redevelopment Plan, a plan to revitalize the surrounding neighborhood with open space and new development, including 2,600 new housing units in high rise buildings on land transferred to the TJPA and the City from Caltrans, a third of which units would be affordable.

The Project is required because the existing Transbay Terminal, built in 1939, does not meet current seismic safety or space utilization standards. The need to modernize the terminal provided the Bay Area with an opportunity to significantly improve regional public transit service. The proposed project has been under development for over fifteen years.

Over the past few years the Planning Commission and Board of Supervisors have adopted several resolutions finding actions related to the Transbay Transit Center project to be consistent with the General Plan and the Section 101.1 priority policies and adopting CEQA findings. These actions, which have included the acquisition of nearby properties, include:

- In August 2004, the Planning Director found that acquisition of 80 Natoma for the Transit Center Program was consistent with the City's General Plan and with the Eight Priority Policies of City Planning Code Section 101.1. On October 7, 2004, the Board adopted Resolution 612-04, adopting as its own these findings of consistency with the City's General Plan and the Eight Priority Policies. The City has since completed this acquisition.
- On December 9, 2004, the Planning Commission adopted Resolution No. 16907, finding the Transbay Redevelopment Plan and its companion documents in conformity with the General Plan as amended and Section 101.1 policies.
- On June 2, 2005, the Planning Commission adopted Motion No. 17028, finding proposed amendments to the Transbay Redevelopment Plan in conformity with the General Plan and Section 101.1 policies.
- On August 5, 2010, the Planning Commission adopted Motion No. 18159, finding the street vacations necessary to construct the Transit Center Program consistent with the General Plan and Section 101.1 policies.

Over the last five years, the TJPA has successfully acquired 13 properties for the Transit Center Program through voluntary purchase-sale agreements with private property

owners. The TJPA acquired one property, 80 Natoma, through a negotiated agreement following the filing of an eminent domain action by the City.

The properties are identified for acquisition in the 2004 Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project Final EIS/EIR (as amended) for the Transbay Program, which the Planning Department prepared (City Planning File No. 2000.048E). They are:

	Property	Block/Lot	Identified for Acquisition in the Final EIS/EIR for the Transbay Program
1	60 Tehama	3736-088	Table 5.2-1; Figure 5.2-3
2	564 Howard	3721-019	Figure 5.2-3; 1st addendum to Final EIS/EIR Table 3.2
3	568 Howard	3721-020	Table 5.2-3; Figure 5.2-3
4	85 Natoma #1	3721-109	Table 5.2-3; Figure 5.2-3
5	85 Natoma #2	3721-110	Table 5.2-3; Figure 5.2-3
6	85 Natoma #3	3721-111	Table 5.2-3; Figure 5.2-3
7	85 Natoma #4	3721-112	Table 5.2-3; Figure 5.2-3
8	85 Natoma #5	3721-113	Table 5.2-3; Figure 5.2-3
9	85 Natoma #7	3721-115	Table 5.2-3; Figure 5.2-3
10	85 Natoma #9	3721-117	Table 5.2-3; Figure 5.2-3
11	85 Natoma #C1	3721-118	Table 5.2-3; Figure 5.2-3
12	13 easement interests across and through 85 Natoma garage for parking	3721-109 to 118	Table 5.2-3; Figure 5.2-3

The TJPA needs to acquire 60 Tehama, 564 Howard, 568 Howard, 8 condominium units in 85 Natoma, and easement interests held by the owner of 580 Howard in certain parking spaces and access in and through the 85 Natoma garage in Phase 1 of the Transbay Program. In particular, 60 Tehama, 564 Howard, and 568 Howard are required for construction of the new bus ramps for the new Transit Center. The 8 condominium units in 85 Natoma, 564 Howard, 568 Howard, and the 13 easement interests held by the owner of 580 Howard in certain parking spaces and access in and through the 85 Natoma garage are required for construction of the train box below the Transit Center and the Downtown Rail Extension Project (DTX) train tunnel. The

attached maps identify the properties and illustrate the right of way required in Phase 1 of the Transit Center Program.

ENVIRONMENTAL REVIEW

On April 22, 2004 the Planning Commission certified the EIS/EIR for the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project pursuant to California Environmental Quality Act (CEQA) under Resolution No. 16773. On December 9, 2004 the Planning Commission adopted additional CEQA findings related to the Transbay project in Motion 16905. The TJPA Board also adopted 5 addenda for different aspects of the Transit Center Program on June 2, 2006; April 19, 2007; January 17, 2008; October 17, 2008; and April 19, 2009, respectively. The April 19, 2009 addenda focused on the street vacation proposal that was the subject of the General Plan consistency findings in Planning Commission Motion 18159. All these environmental review documents identified the acquisition of the referenced properties and are incorporated herein by reference.

FINDINGS SUMMARY

The proposed project has been reviewed for consistency with the Eight Priority Policies of Planning Code Section 101.1, Attachment 2, and is in conformity with the General Plan, as described in Attachment 1.

Sincerely,



John Rahaim

Director of Planning

Attachment 1 – General Plan Policy Case Report

Attachment 2 - Section 101.1 Findings

Attachment 3 – General Plan Referral Application, including Maps of Property Acquisition Necessary for Transit Center project

cc: Joshua Switzky, Planning Dept
John Malamut, City Attorney
Kristen Jensen, City Attorney

GENERAL PLAN CASE REPORT

RE: CASE NO. 2010.1047R
ACQUISITION OF PARCELS FOR THE TRANSBAY TRANSIT CENTER PROJECT

STAFF REVIEWER: JOSHUA SWITZKY

GENERAL PLAN CONSIDERATIONS

General Plan Objectives and Policies concerning the project are in **bold font**, and General Plan text is in regular font. Staff comments are in *italic font*.

TRANSPORTATION ELEMENT

OBJECTIVE 1

MEET THE NEEDS OF ALL RESIDENTS AND VISITORS FOR SAFE, CONVENIENT AND INEXPENSIVE TRAVEL WITHIN SAN FRANCISCO AND BETWEEN THE CITY AND OTHER PARTS OF THE REGION WHILE MAINTAINING THE HIGH QUALITY LIVING ENVIRONMENT OF THE BAY AREA.

POLICY 1.3

Give priority to public transit and other alternatives to the private automobile as the means of meeting San Francisco's transportation needs, particularly those of commuters.

POLICY 1.5

Coordinate regional and local transportation systems and provide interline transit transfers.

POLICY 1.6

Ensure choices among modes of travel and accommodate each mode when and where it is most appropriate.

The Transbay Transit Center project, enabled by the subject parcel acquisitions, is a major public investment to create a modern intermodal public transit facility that will increase and improve transit service to San Francisco, as well as provide coordinated access and transfers between multiple regional and local transit services.

POLICY 2.3

Design and locate facilities to preserve the historic city fabric and the natural landscape, and to protect views.

The new Transbay Transit Center will be built on the site of the current Transbay Terminal, minimizing disruption to the city fabric. The portions of the facility which require parcel acquisition will contain below-grade portions of the Transit Center, the DTX train tunnel, or the

re-aligned bus ramps and so will not adversely affect existing views. The property acquisitions will not affect street-level circulation or the fabric of existing city streets.

POLICY 4.1

Rapid transit lines from all outlying corridors should lead to stations and terminals that are adjacent or connected to each other in downtown San Francisco.

POLICY 4.4

Integrate future rail transit extensions to, from, and within the city as technology permits so that they are compatible with and immediately accessible to existing BART, CalTrain or Muni rail lines.

The new Transbay Transit Center and Downtown Extension, enabled by the subject parcel acquisitions, will feature the downtown terminus station for the planned extension of CalTrain from its current terminus south of the downtown at 4th/King Streets. The station is being designed also to serve as the main Bay Area terminus for California High Speed Rail. The Transbay Transit Center is one block from Market Street, in close proximity to the existing Montgomery and Embarcadero BART/Muni subway stations. The parcel acquisitions are also necessary for the re-alignment of the bus ramps connecting the Transit Center to the Bay Bridge, required to provide access to AC Transit and other regional transit providers, and replace the existing ramps which must be replaced.

POLICY 4.5

Provide convenient transit service that connects the regional transit network to major employment centers outside the downtown area.

POLICY 4.6

Facilitate transfers between different transit modes and services by establishing simplified and coordinated fares and schedules, and by employing design and technology features to make transferring more convenient, and increasing accommodation of bicycles on transit.

In addition to providing and improving connections to multiple local and regional transit services that provide service to almost all areas of the City and Bay Area, the new Transbay Transit Center will feature a bicycle station on its lower concourse level, which will be enabled by the parcel acquisitions.

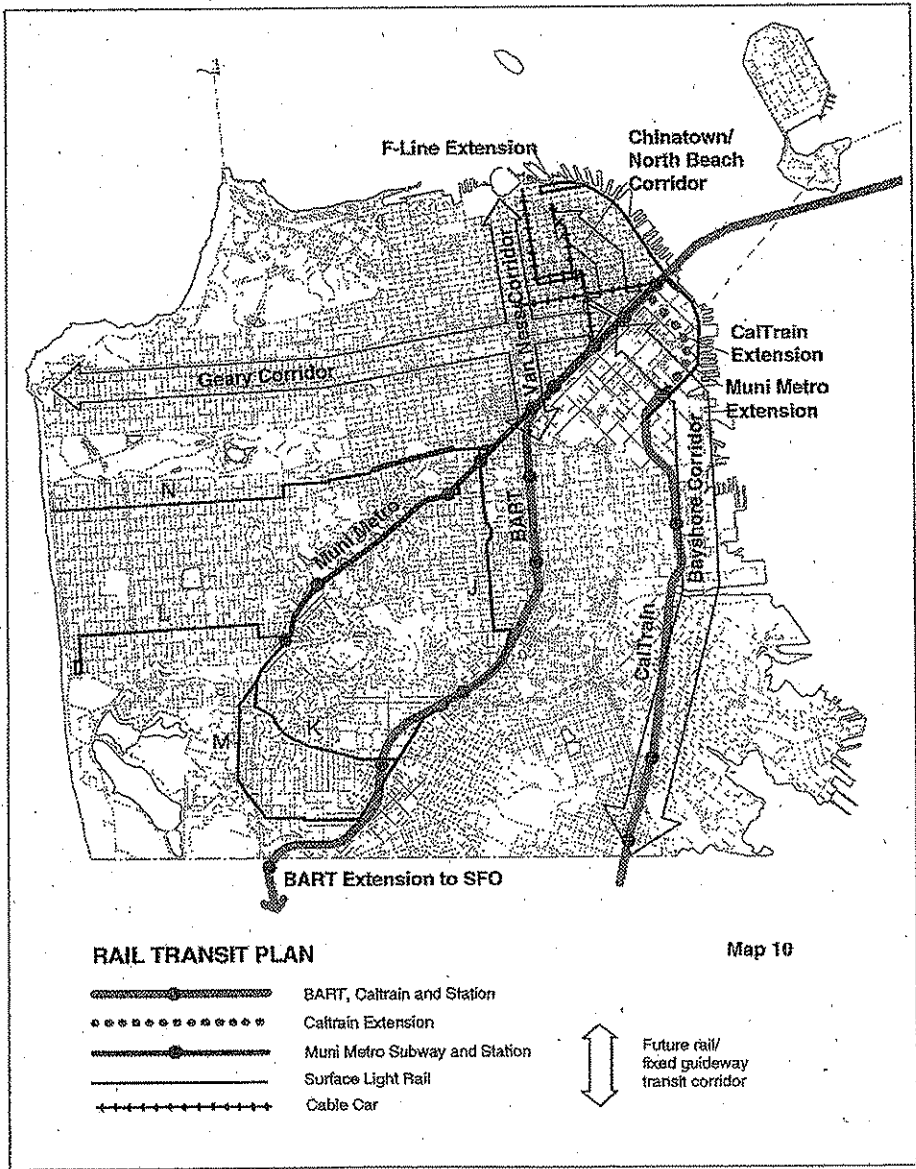
POLICY 20.8

Intensify overall transit service in the "central area."

The new Transbay Transit Center and Downtown Extension, enabled by the subject parcel acquisitions, will intensify and improve transit service to downtown San Francisco, and support continued downtown activity and growth.

OBJECTIVE 21

DEVELOP TRANSIT AS THE PRIMARY MODE OF TRAVEL TO AND FROM DOWNTOWN AND ALL MAJOR ACTIVITY CENTERS WITHIN THE REGION.



POLICY 21.3

Make future rail transit extensions in the city compatible with existing BART, CalTrain or Muni rail lines.

The new Transbay Transit Center will be constructed with a below-grade rail station to accommodate the extension of CalTrain to downtown as envisioned in Map 10, Policy 21.3 and other supporting policies of the Transportation Element. This below-grade rail facility extends into the adjacent Minna and Natoma right-of-ways, as well as underneath 1st, Fremont, and Beale Streets, necessitating the subject parcel acquisitions.

POLICY 21.7

Make convenient transfers between transit lines, systems and modes possible by establishing common or closely located terminals for local and regional transit systems, by coordinating fares and schedules, and by providing bicycle access and secure bicycle parking.

The new Transbay Transit Center, enabled by the subject parcel acquisitions, will feature the downtown terminus station for the planned extension of CalTrain from its current terminus south of the downtown at 4th/King Streets. The station is being designed also to serve as the main Bay Area terminus for California High Speed Rail. The Transbay Transit Center is one block from Market Street, including close proximity to the existing Montgomery and Embarcadero BART/Muni subway stations. The parcel acquisitions are necessary to accommodate the rail station portion of the Transit Center. In addition to providing and improving connections to multiple local and regional transit services that provide service to almost all areas of the City and Bay Area, the new Transbay Transit Center will feature a bicycle station on its lower concourse level, which the parcel acquisitions, in part, will facilitate.

DOWNTOWN PLAN

OBJECTIVE 17

DEVELOP TRANSIT AS THE PRIMARY MODE OF TRAVEL TO AND FROM DOWNTOWN.

POLICY 17.1

Build and maintain rapid transit lines from downtown to all suburban corridors and major centers of activity in San Francisco.

POLICY 17.2

Expand existing non-rail transit service to downtown.

POLICY 17.4

Coordinate regional and local transportation systems and provide for interline transit transfers.

POLICY 17.5

Provide for commuter bus loading at off-street terminals and at special curbside loading areas at non-congested locations.

POLICY 17.6

Make convenient transfers possible by establishing common or closely located terminals for local and regional transit systems.

OBJECTIVE 23

REDUCE HAZARDS TO LIFE SAFETY AND MINIMIZE PROPERTY DAMAGE AND ECONOMIC DISLOCATION RESULTING FROM FUTURE EARTHQUAKES

The new Transbay Transit Center, enabled by the subject parcel acquisitions, will replace a seismically-unsafe building and will be built according to high standards ensuring that it will be operational following any major seismic events or other disasters.

The proposal is X in conformity _____ not in conformity with the General Plan.

EIGHT PRIORITY POLICIES FINDINGS

RE: CASE NO. 2010.1047R
ACQUISITION OF PARCELS FOR THE TRANSBAY TRANSIT CENTER PROJECT

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

1. The project would have no adverse effect on neighborhood serving retail uses or opportunities for employment in or ownership of such businesses. The proposed parcel acquisitions will enable the construction of the new Transit Center which will both contain new retail and employment opportunities, as well as substantially increase activity in the neighborhood to support businesses.
2. The project would have no adverse effect on the City's housing stock or on neighborhood character.
3. The project would have no adverse effect on the City's supply of affordable housing. The Transit Center project has enabled the creation of hundreds of units of affordable housing on public properties.
4. The project would not result in commuter traffic impeding Muni transit service or overburdening the streets or neighborhood parking. The Transit Center, enabled by the parcel acquisitions, will improve transit service and capacity, and will provide a modern intermodal facility serving Muni, AC Transit, Caltrain, and other local and regional transit services. The project will reduce congestion on local streets and highways by improving public transit service.
5. The project would not adversely affect the industrial or service sectors or future opportunities for resident employment or ownership in these sectors.
6. The project would have no adverse effect on the City's preparedness to protect against injury and loss of life in an earthquake. The new Transit Center will replace a seismically-unsafe building and will be built according to high standards ensuring that it will be operational following any major seismic events or other disasters.
7. As part of the various approvals to date for the Transit Center project, the City has acknowledged that in order to construct the Transit Center project (including bus ramps and Downtown Extension) there would be the need to acquire properties with historic structures (amongst other properties) and demolish these structures. These impacts are detailed in the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project Final EIR. These various approvals include, but are not limited to:

- Resolution No. 612-04, Clerk of the Board of Supervisors File No. 41079, adopting CEQA findings.
 - Ordinance No. 124-05, Clerk of the Board of Supervisors File No. 50184, adopting the Transbay Redevelopment Plan and incorporating supplemental CEQA findings as found in Planning Commission in Motion No. 16905 dated December 9, 2004 . This Ordinance relied on the General Plan and Planning Code Section 101.1 findings of the Planning Commission in Resolution No. 17028, dated June 2, 2005.
 - Ordinance No. 125-05, Clerk of the Board of Supervisors File No. 50181, adopting General Plan Amendments related to the Transbay Redevelopment Plan. This Ordinance relied on the General Plan and Planning Code Section 101.1 findings of the Planning Commission in Resolution Nos. 16906, 16907, and 17028 (the first two dated December 9, 2004 and the third dated June 2, 2005).
7. The project would have no adverse effect on parks and open space or their access to sunlight and vistas. The Transit Center and its ramps will not shadow any public open spaces, and the Transit Center is planned to provide a 5.5-acre public park on its roof.



Amy L. Brown
Director of Real Estate



November 19, 2010

John Rahaim
Director of Planning
Planning Department
1650 Mission Street, Suite 400
San Francisco, CA 94103-2414

Attention: Maria Oropeza-Mander
General Plan Referrals

Dear Mr. Rahaim:

Enclosed is a General Plan Referral application for the intent to acquire fee simple interests and permanent easements from several private property owners in the City and County of San Francisco. These acquisitions will be a joint action by the City and County of San Francisco (City) and the Transbay Joint Powers Authority (TJPA) and are required to build, operate and maintain a new transportation terminal known as the Transbay Transit Center and associated facilities.

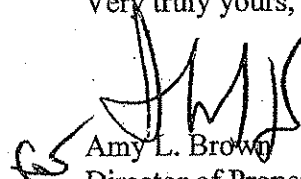
The new Transit Center will provide expanded bus and rail service on the site of the former Transbay Terminal at First and Mission Streets. The Transit Center projects includes construction of new bus ramps connecting the Transit Center to the west approach of the San Francisco-Oakland Bay Bridge and bus storage facilities. The project also includes a below-grade extension of Caltrain to the Transit Center.

Please review and determine if acquisition of the necessary property rights to construct the Transbay Transit Center is consistent with the General Plan and the Eight Priority Policies of Planning Code Section 101.1.

The application fee in the amount of \$3,310.00 will be transferred by journal entry.

Should you have any questions or need additional information, do not hesitate to call Kristen Jensen at 554-4615 or John Updike at 554-9850.

Very truly yours,



Amy L. Brown
Director of Property

Enclosures

cc: Stephen Shotland, Planning – w/ enc
Al Argente, Real Estate Div.- Accounting
Kristen Jensen, City Attorney's Office

**APPLICATION CHECKLIST
FOR GENERAL PLAN REFERRAL**

Filing your completed application and the required materials shown below serves to open a Planning Department file for the proposed project. After the file is established, the staff person assigned to the project will review the application to determine whether it is complete or whether additional information is required in order for the Planning Department to proceed. Staff will determine for all referral applications whether the proposal is exempt from environmental review or not. If the project is not exempt from environmental review, staff will inform you, and you will need to file an environmental evaluation application and pay the appropriate fees.

SUBMIT THESE MATERIALS WITH APPLICATION	INDICATE THAT MATERIALS ARE PROVIDED	IF NOT PROVIDED, PLEASE EXPLAIN
Cover letter with project description signed by the applicant	Yes	
Application with all blanks filled in and signed by City Agency with jurisdiction over property or project	Yes	
Map showing adjacent properties	Yes	
Site Plan		
8 1/2 x 11 Reduction of Site Plan	Yes	
Architectural floor plans	N/A	
Elevations of proposed project/site	N/A	
Photographs of project/site	N/A	
Check payable to Planning Dept.		Journal Entry
Letter authorizing agent to sign application	Yes	
Draft outlining compliance with Eight Priority Policies of Planning Code Section 101.1	Yes	

General Plan Referral Application
(See attached)

1. Site Information

Street Address(es) of Project: Transbay Transit Center at First and Mission Streets and associated I-80 bus ramps

Cross Streets: Beale, Fremont, First, Minna, Natoma, Howard, Tehama, Clementina, Folsom, Oscar, Harrison and Second

Assessor's Block(s) / Lot(s): See attached
[If project is in street right-of-way, list blocks & lots fronting proposed project.]

2. Project Title, Description: *(Please use additional pages if necessary.)*

Project Title: Acquisitions for Transbay Transit Center

Project Description: See attached cover letter

Present or Previous Use: Transbay Terminal

Building Permit Application No. N/A Date Filed: _____

What Other Approvals Does Project Require? Board of Supervisors Approval

3. Owner/Applicant Information

Property Owner's Name: Transbay Joint Powers Authority Telephone: ()

Address: 201 Mission Street, Suite 200, San Francisco, CA Zip: 94105

Applicant's Name: Maria Ayerdi-Kaplan Telephone: ()
[if different from above]

Agency with jurisdiction over property or project: Real Estate Division

Address: 25 Van Ness Avenue, Suite 400, San Francisco Zip: 94102

Contact for Project Information: John Updike Telephone: (415)554-9850
[if different from above]

Address: _____ Zip: _____

4. Project Description - Please Circle All that Apply

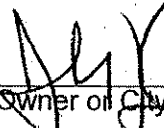
PROJECT	PROPOSED ACTION			
	Acquisition	Sale	Change In Use	Other / Specify below
Open Space, Other Property				
Public Building or Structure	New Construction	Alteration	Demolition	
	Change in Use	Sale		Other / Specify below
Sidewalk, Street, Transportation Route	Widening	Narrowing	Encroachment Permit	
	Street Vacation	Abandonment	Extension	Other / Specify below
Redevelopment Project	New	Major Change	Change in Use	Other / Specify below
Subdivision	New	Replat		Other / Specify below
Public Housing	New Construction	Major Change	Change in Use	Other / Specify below
Publicly Assisted Private Housing	New Construction	Major Change	Change in Use	Other / Specify below
Capital Improvement Plan	Annual Capital Expenditure Plan	Six-Year Capital Improvement Program	Capital Improvement Project	Other / Specify below
Long Term Financing Proposal	General Obligation Bond	General Revenue Bond	Non-profit Corporation Proposal	Other / Specify below

If other, please specify: _____

Applicant's Affidavit

I certify the accuracy of the following declarations:

- a. The undersigned is the owner or authorized agent of the owner of this property.
- b. The information presented is true and correct to the best of my knowledge.

Signed: 
 Applicant or Owner of City Agency

Date: 11/19/10

John Updike
 (Print name in full)

5. EIGHT PRIORITY POLICIES

Section 101.1 of the San Francisco Planning Code requires findings that demonstrate consistency of the proposal with the eight priority policies of Section 101.1. These findings must be presented to the Planning Department before your project application can be reviewed for general conformity with San Francisco's General Plan.

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 proposed project would provide public access to support potential new retail and enhance potential opportunities for employment.

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 will not have an adverse impact.

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

No adverse impact

4. That commuter traffic would not impede Muni transit service or overburden our streets or neighborhood parking;

These project would not increase commuter traffic and would facilitate public transit.

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 proposed project would provide public access to support potential new development

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

The project's design elements include required codes for seismic safety.

7. That landmarks and historic buildings be preserved; and

The proposed project will not result in additional demolition that would not otherwise occur. The California Legislature granted the TJPA the authority to demolish the Transbay Terminal and ramps.

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

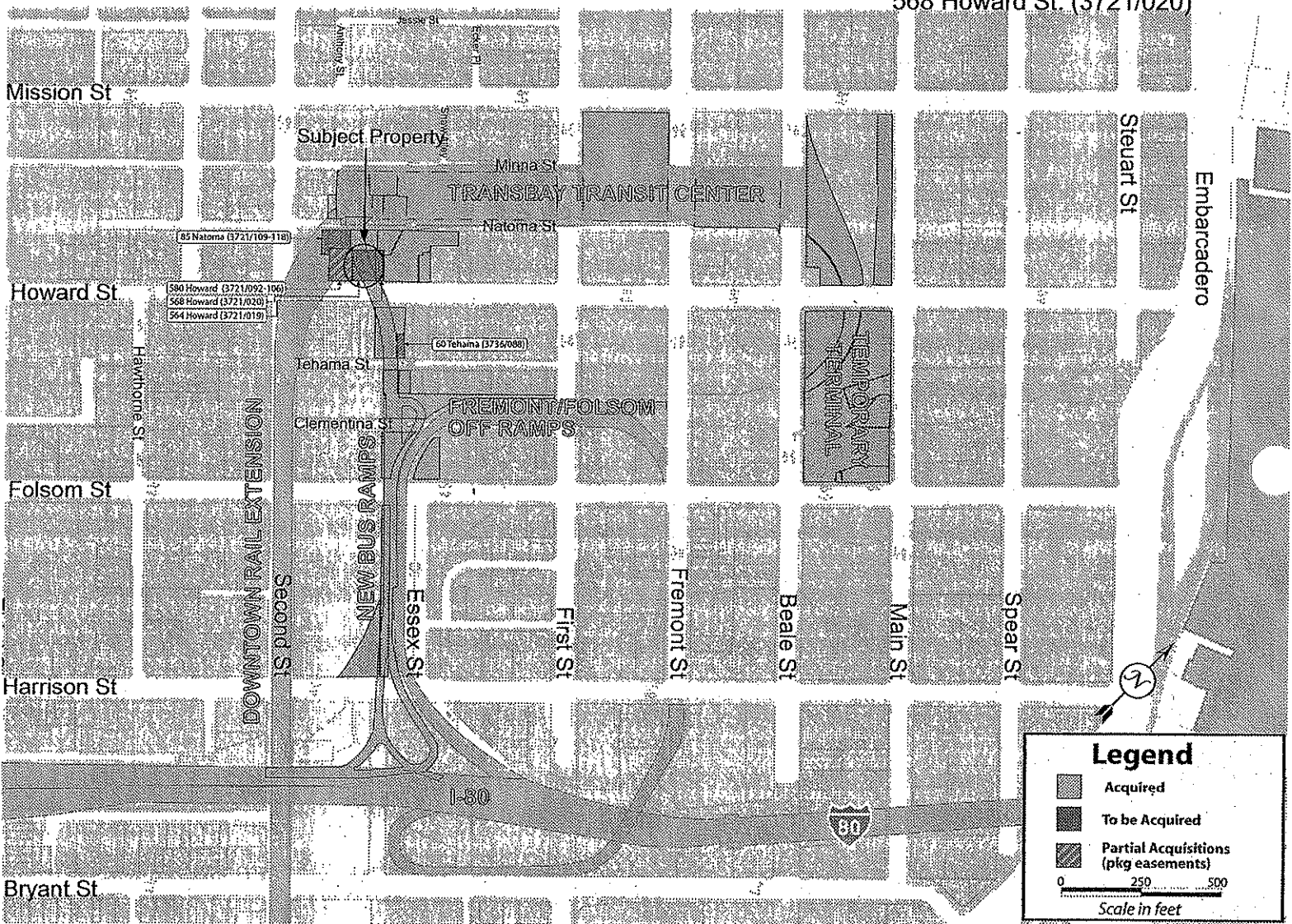
No adverse impact on parks and open space.

General Plan Referral Application
Transbay Transit Center
November 19, 2010

List of Properties:

- 60 Tehama (Block 3736, Lot 088)
- 564 Howard (Block 3721, Lot 019)
- 568 Howard (Block 3721, Lot 020)
- 580 Howard (Block 3721/092-106)
- 85 Natoma #1 (Block 3721, Lot 109)
- 85 Natoma #2 (Block 3721, Lot 110)
- 85 Natoma #3 (Block 3721, Lot 111)
- 85 Natoma #4 (Block 3721, Lot 112)
- 85 Natoma #5 (Block 3721, Lot 113)
- 85 Natoma #7 (Block 3721, Lot 115)
- 85 Natoma #9 (Block 3721, Lot 117)
- 85 Natoma #C1 (Block 3721, Lot 118)

568 Howard St. (3721/020)

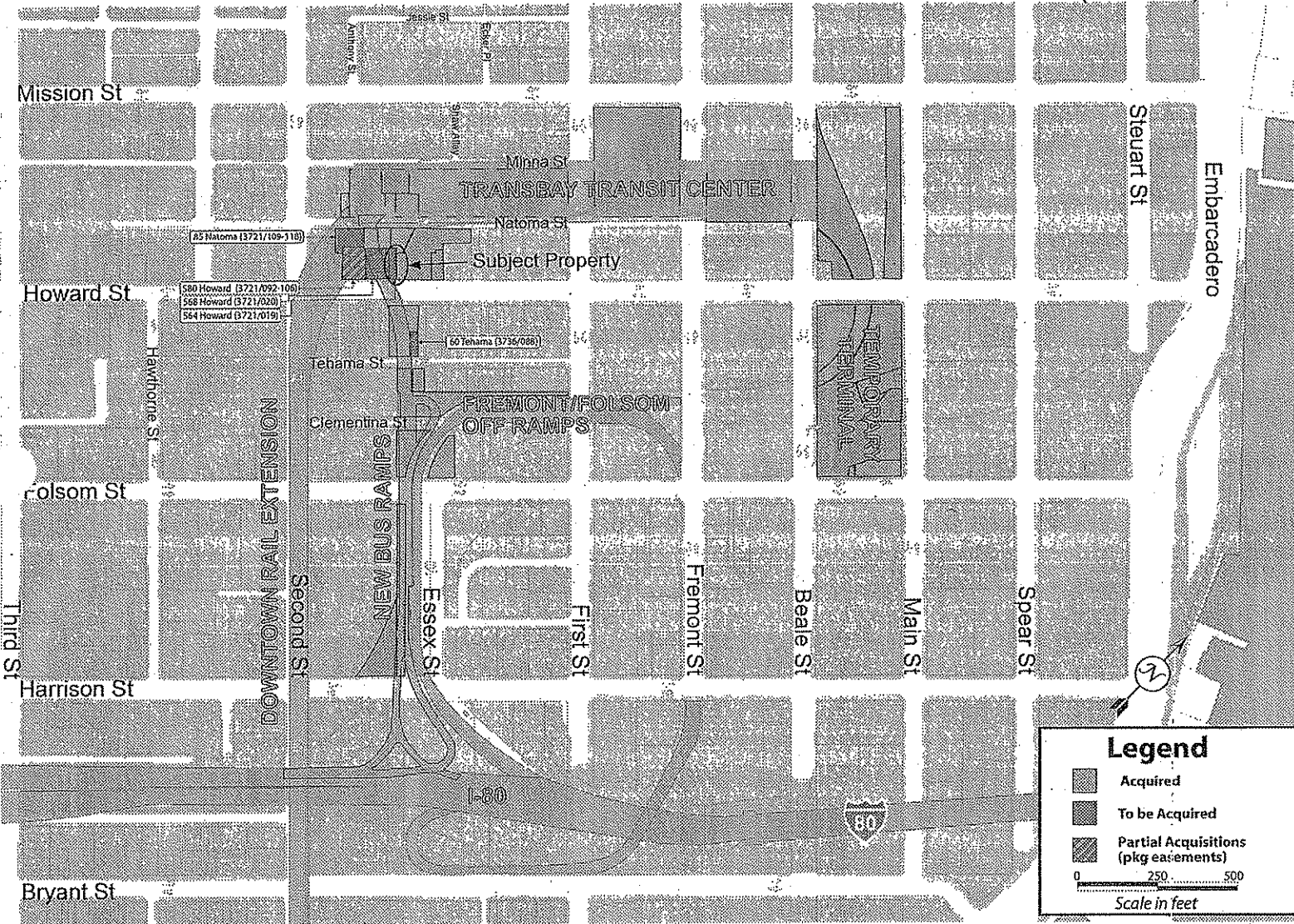


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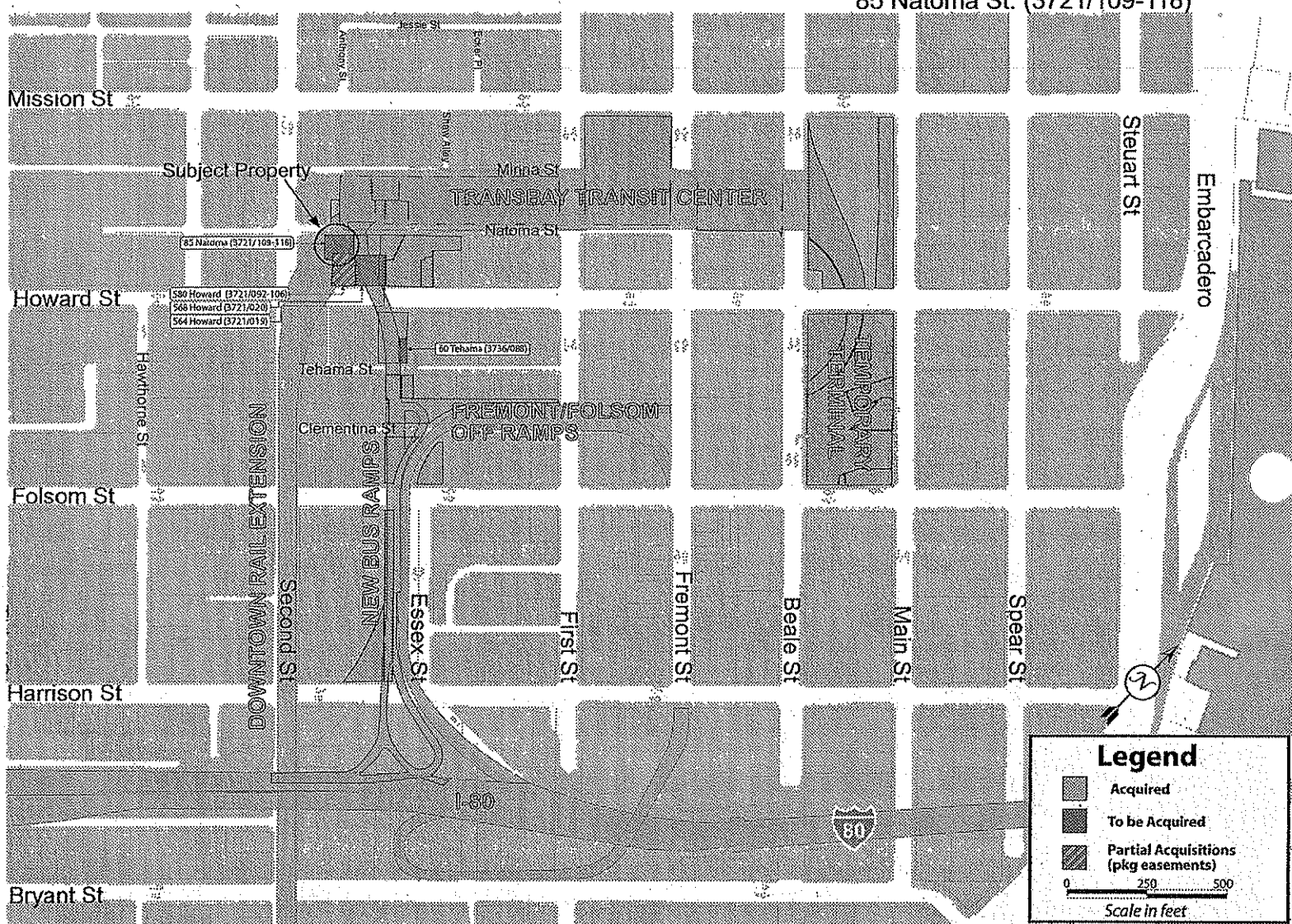
- Acquired
- To be Acquired
- Partial Acquisitions (pkg easements)

0 250 500
Scale in feet

564 Howard St. (3721/019)



85 Natoma St. (3721/109-118)

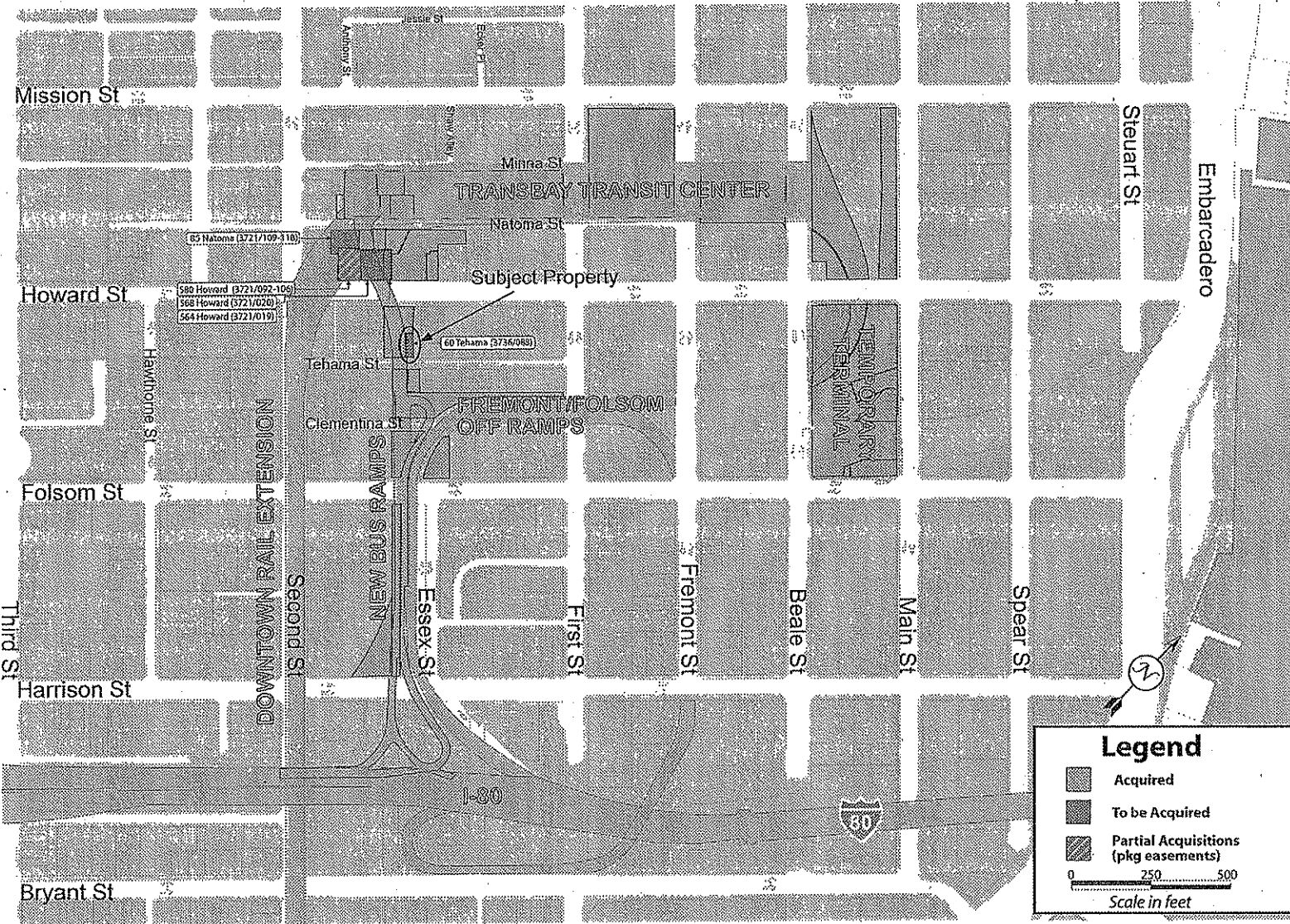


Legend

- Acquired
- To be Acquired
- Partial Acquisitions (pkg easements)

0 250 500
Scale in feet

60 Tehama St. (3736/088)

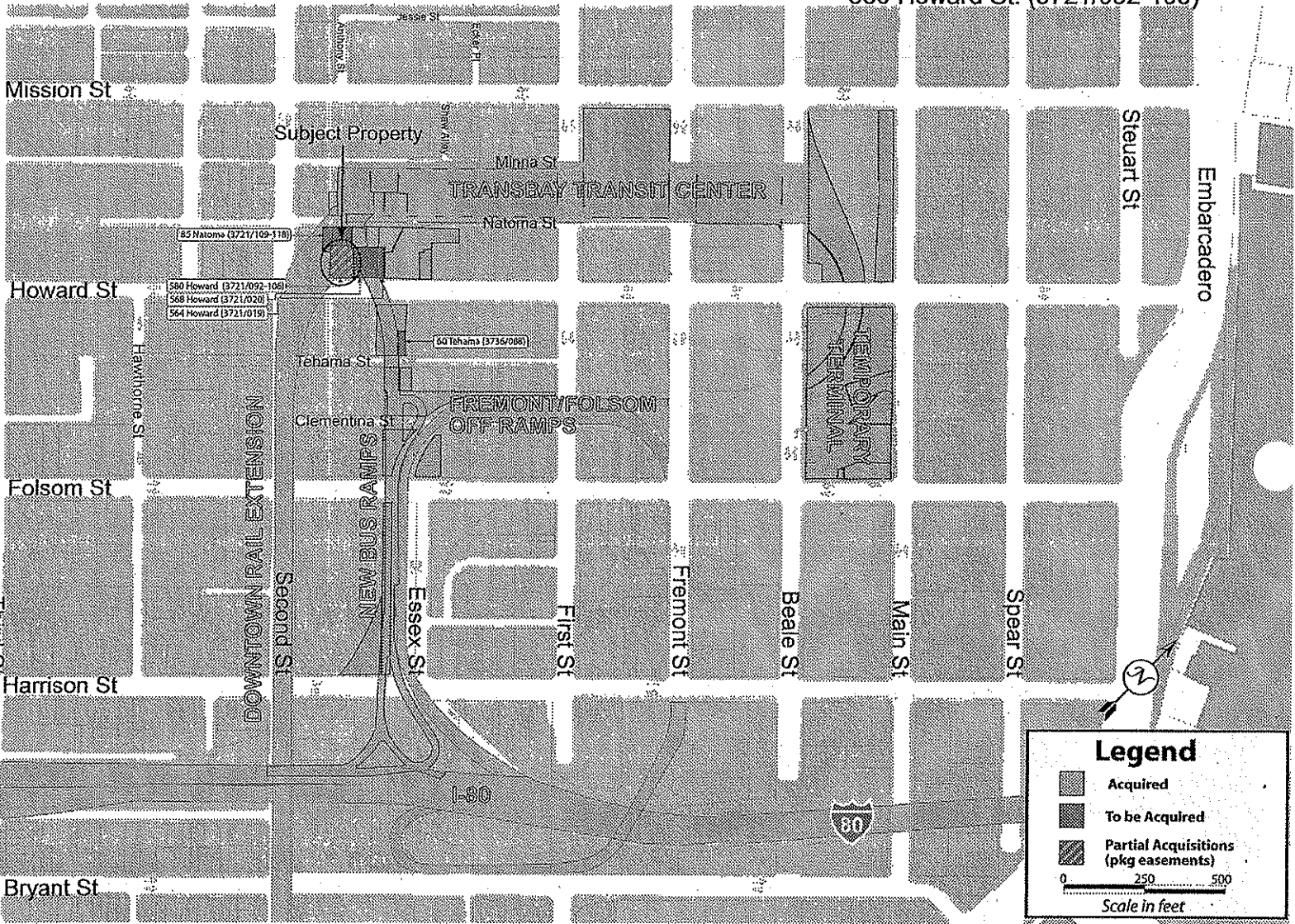


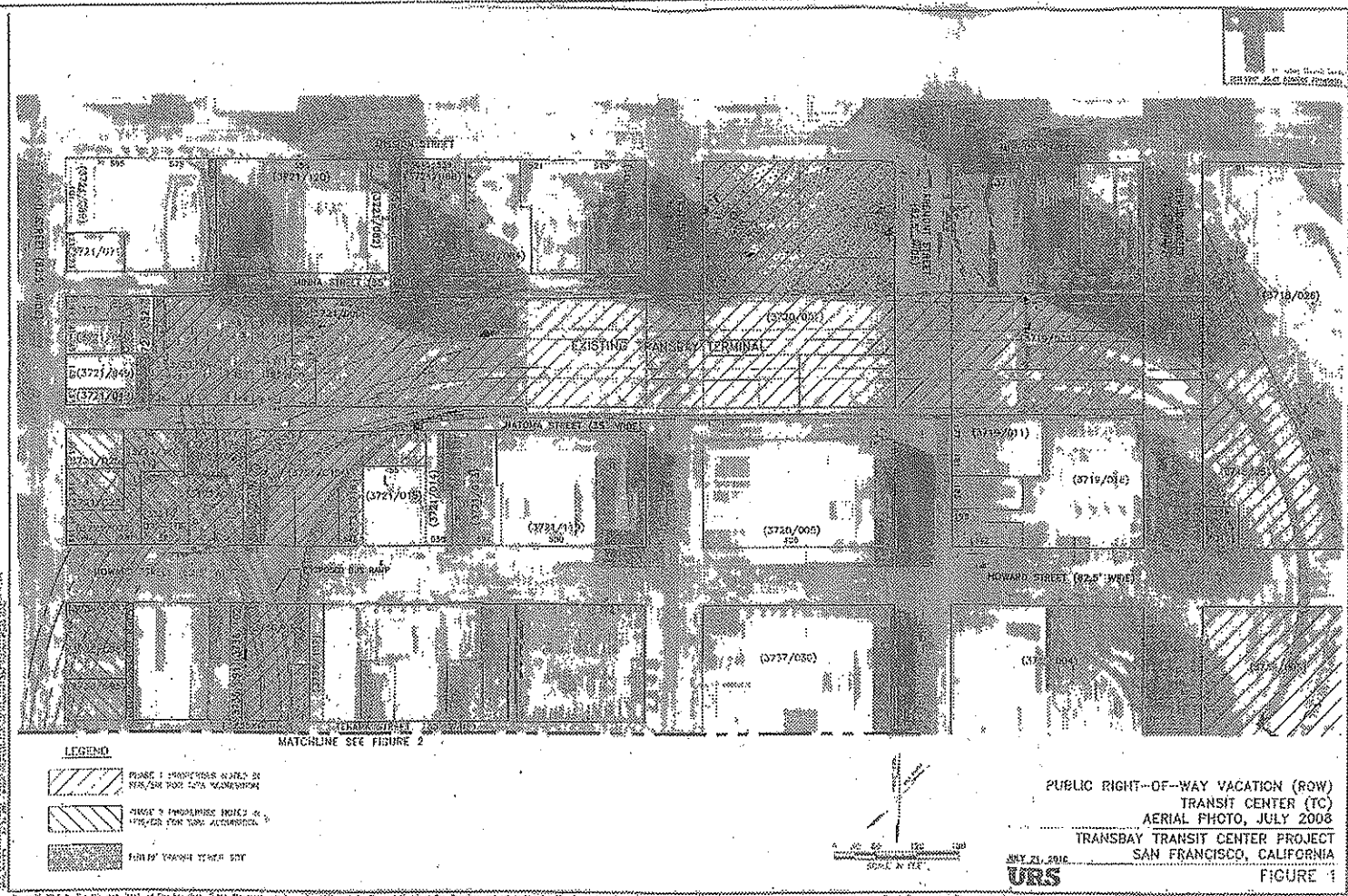
Legend

- Acquired
- To be Acquired
- Partial Acquisitions (pkg easements)

0 250 500
Scale in feet

580 Howard St. (3721/092-106)







Amy L. Brown
Director of Real Estate



August 2, 2010

Via Certified Mail

Patrick M. McNerney
54 Mint St. 5th Floor
San Francisco, CA 94103

Re: 85 Natoma Street #1 (Block 3721, Lot 109): Offer to Purchase

Dear Mr. McNerney:

This letter constitutes a joint offer by the City and County of San Francisco ("City") and the Transbay Joint Powers Authority (TJPA) to purchase 85 Natoma Street #1 (Block 3721, Lot 109) (the "Property") from you for One Million Two Hundred Thirty Thousand Dollars (\$1,230,000) for the unencumbered fee simple interest in the Property.

The amount of the offer is the fair market value of the Property, as reflected in the attached Appraisal. The City's and the TJPA's joint offer is the full amount of the Appraisal. Also attached is a proposed Agreement for Purchase and Sale of Real Estate, containing the terms of the proposed purchase of the Property.

The TJPA must seek an additional source of funds for the acquisition of the Property from its funding partner, the San Mateo County Transportation Authority (SMCTA). Thus, the offer is contingent on the TJPA receiving funding from SMCTA.

As the owner of property acquired by a public agency, you may be entitled to relocation assistance. The attached Relocation Assistance Brochure should answer most questions concerning relocation assistance.

We also attach an information pamphlet detailing the process of eminent domain and your rights under the Eminent Domain Law.

Under Code of Civil Procedure Section 1263.025, should the property owner elect to obtain an independent appraisal, the TJPA will pay for the actual reasonable costs of the appraisal up to \$5,000, subject to the following conditions:

I:\Managers\Admin JU\85 Natoma #1.doc

(a) The property owner, not the City or the TJPA, must order the appraisal. Should the property owner enter a contract with the selected appraiser, the City and the TJPA will not be parties to the contract.

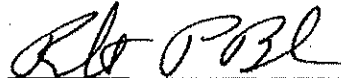
(b) The selected appraiser must be a Certified General Appraiser with experience in appraising property in eminent domain actions, and licensed by the California Office of Real Estate Appraisers (OREA).

(c) Appraisal cost reimbursement requests must be made in writing and submitted to the TJPA. The property owner must provide a copy of the invoice for all work completed by the appraiser.

We look forward to working with you to arrive at a mutually satisfactory agreement. Please contact the TJPA's legal counsel, Deborah (Keeth) Miller at 415-552-7272, at your earliest convenience to discuss this offer.

Very truly yours,

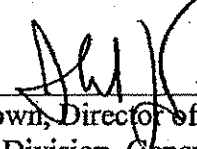

TRANSBAY JOINT POWERS AUTHORITY



Robert Beck, PE, Senior Program Manager

Date: 8/2/10

CITY AND COUNTY OF SAN FRANCISCO,
DEPARTMENT OF REAL ESTATE


 Amy L. Brown, Director of Real Estate
Real Estate Division, General Services Agency

Date: 8/2/10

Enclosures

- (1) Appraisal
- (1) Relocation Assistance Brochure
- (1) Eminent Domain Brochure
- (1) Agreement for Purchase and Sale of Real Estate

cc (w/o encls): Maria Ayerdi-Kaplan
Kristen Jensen
Deborah Keeth



CHICAGO TITLE COMPANY

PRELIMINARY REPORT

FIRST UPDATED

Dated as of: April 16, 2007 at 5:00 PM

Reference: 160250458

Order No.: 160122 - MB

Regarding: 85 Natoma Street
San Francisco, California

CHICAGO TITLE COMPANY hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception in Schedule B or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage of said Policy or Policies are set forth in the attached list. Copies of the Policy forms are available upon request.

Please read the exceptions shown or referred to in Schedule B and the exceptions and exclusions set forth in the attached list of this report carefully. The exceptions and exclusions are meant to provide you with notice of matters which are not covered under the terms of the title insurance policy and should be carefully considered. It is important to note that this preliminary report is not a written representation as to the condition of title and may not list all liens, defects, and encumbrances affecting title to the land.

THIS REPORT (AND ANY SUPPLEMENTS OR AMENDMENTS HERETO) IS ISSUED SOLELY FOR THE PURPOSE OF FACILITATING THE ISSUANCE OF A POLICY OF TITLE INSURANCE AND NO LIABILITY IS ASSUMED HEREBY. IF IT IS DESIRED THAT LIABILITY BE ASSUMED PRIOR TO THE ISSUANCE OF A POLICY OF TITLE INSURANCE, A BINDER OR COMMITMENT SHOULD BE REQUESTED.

The form of policy of title insurance contemplated by this report is:

California Land Title Association Standard Coverage Policy

Visit Us On The Web: westerndivision.ctt.com

Title Department:



Escrow Location:

CHICAGO TITLE COMPANY
2150 John Glenn, Suite 300
Concord, CA 94520
Phone: (925) 288-8000
Fax: (925) 521-9562

Chicago Title - San Francisco
388 Market St., Ste. 1300
San Francisco, California 94111
(415) 788-0871 fax: (415) 399-0940
Susan Trowbridge
ESCROW OFFICER

Meg Bertini
TITLE OFFICER

SCHEDULE A

Order No: 160122 MB

Your Ref: 160250458

1. The estate or interest in the land hereinafter described or referred to covered by this report is:

A CONDOMINIUM, AS THE SAME IS DEFINED IN SECTION 783 OF THE CIVIL CODE

2. Title to said estate or interest at the date hereof is vested in:

PATRICK M. MC NERNEY, A MARRIED MAN, AS HIS SOLE AND SEPARATE PROPERTY

3. The land referred to in this report is situated in the State of California, County of San Francisco and is described as follows:

SEE ATTACHED DESCRIPTION

DESCRIPTION

CITY OF SAN FRANCISCO

PARCEL I:

CONDOMINIUM UNIT NO. 1, LOT NO. 109, AS SHOWN UPON THE CONDOMINIUM MAP AND DIAGRAMMATIC FLOOR PLAN ENTITLED, "MAP OF 85 NATOMA STREET, A LIVE/WORK CONDOMINIUM PROJECT, BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PARCEL MAP FILED JUNE 24, 1998 IN BOOK 43 OF PARCEL MAPS AT PAGE 181, BEING A PORTION OF ASSESSOR'S BLOCK 3721, SAN FRANCISCO, CALIFORNIA", WHICH MAP WAS FILED FOR RECORD IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, ON DECEMBER 18TH, 2000, IN BOOK 66 OF CONDOMINIUM MAPS, AT PAGES 18 TO 22, INCLUSIVE, (REFERRED TO HEREIN AS "THE MAP") AND AS FURTHER DEFINED IN THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RECORDED ON APRIL 9TH, 2001, IN BOOK H862, PAGE 70 OF OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA (REFERRED TO HEREIN AS "THE DECLARATION".)

EXCEPTING THEREFROM ANY PORTION OF THE COMMON AREA LYING WITHIN SAID UNIT.

EXCEPTING THEREFROM:

- (A) EASEMENTS THROUGH SAID UNIT, APPURTENANT TO THE COMMON AREA AND ALL OTHER UNITS, FOR SUPPORT AND REPAIR OF THE COMMON AREA AND ALL OTHER UNITS.
- (B) EASEMENTS, APPURTENANT TO THE COMMON AREA, FOR ENCROACHMENT UPON THE AIR SPACE OF THE UNIT BY THOSE PORTIONS OF THE COMMON AREA LOCATED WITHIN THE UNIT.

PARCEL II:

AN UNDIVIDED 12.64% INTEREST IN AND TO THE COMMON AREA AS SHOWN AND DEFINED ON THE MAP, EXCEPTING THEREFROM THE FOLLOWING:

- (A) EXCLUSIVE EASEMENTS, OTHER THAN PARCEL III, AS DESIGNATED ON THE MAP AND RESERVED TO UNITS FOR USE AS DESIGNATED IN THE DECLARATION; AND
- (B) NON-EXCLUSIVE EASEMENTS, APPURTENANT TO ALL UNITS, FOR INGRESS AND EGRESS, SUPPORT, REPAIR AND MAINTENANCE.

PARCEL III:

- (A) THE EXCLUSIVE EASEMENT TO USE DECK AREA DESIGNATED D-1, ON THE MAP;
- (B) THE EXCLUSIVE EASEMENT TO USE PARKING AREA DESIGNATED P-7, ON THE MAP.

PARCEL IV:

A NON-EXCLUSIVE EASEMENT APPURTENANT TO PARCEL I, ABOVE, FOR SUPPORT, REPAIR AND MAINTENANCE, AND FOR INGRESS AND EGRESS THROUGH THE COMMON AREA.

DESCRIPTION

PARCEL V:

ENCROACHMENT EASEMENTS, APPURTENANT TO THE UNIT, IN ACCORDANCE WITH THE PROVISIONS OF THE DECLARATION.

LOT 109, BLOCK 3721

SCHEDULE B

Page 1

Order No: 160122 MB

Your Ref: 160250458

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in the policy form designated on the face page of this Report would be as follows:

- A 1. County and city taxes for the Fiscal Year 2007 - 2008, a lien not yet due or payable.
- B 2. The Lien of Supplemental Taxes, if any, assessed pursuant to the provisions of Chapter 3.5, Revenue and Taxation Code, Sections 75 et seq.

- C 3. The herein described property lies within the boundaries of a Mello-Roos Community Facilities District ("CFD"), as follows:

CFD No. : 90-1
For : School Facility Repair and Maintenance

This property, along with all other parcels in the CFD, is liable for an annual Special Tax. This Special Tax is included with and payable with the general property taxes of the City and County of San Francisco. The tax may not be prepaid.

Further information may be obtained by contacting:

San Francisco Unified School District
Office of the Superintendent for Business
135 Van Ness Ave.
San Francisco, CA 94102

- D 4. Notice of Special Restrictions under the City Planning Code of the City and County of San Francisco, upon the terms and conditions contained therein
Recorded : OCTOBER 8, 1998, REEL H237, IMAGE 624, SERIES NO. 98-G447785-00, OFFICIAL RECORDS

- E 5. Property Line Window Agreement
Dated : OCTOBER 6, 1998
Executed By : MARTIN PROPERTIES, LLC
Recprded : OCTOBER 8, 1998, REEL H237, IMAGE 626, SERIES NO. 98-G447787-00, OFFICIAL RECORDS

Which Recites As Follows:

That the proposed openings along the northeast property line will be protected or closed with approved windows or wall construction, in the event that the adjoining property is improved in such a manner that the openings no longer comply with Sec. 504 (D) of the San Francisco Building Code.

SCHEDULE B (continued)

Order No: 160122 MB

Your Ref: 160250458

F 6. Easement Agreement

Dated : OCTOBER 25, 2000

Executed By : MARTIN PROPERTIES LLC, A CALIFORNIA LIMITED LIABILITY COMPANY ("MPLLC")

And Between : 580 HOWARD STREET OWNERS ASSOCIATION, A CALIFORNIA NON-PROFIT OWNERS ASSOCIATION CORPORATION (580 OWNERS ASSOCIATION)

Upon the terms, provisions, covenants and conditions contained therein,

Recorded : NOVEMBER 6, 2000, REEL H758, IMAGE 426, SERIES NO. 2000-G860199-00, OFFICIAL RECORDS

G 7. Limitations, covenants, conditions, easements, restrictions, reservations, exception, terms, liens or charges, but omitting any covenant or restriction, if any, based on race, color, religion, sex, handicap, familial status or national origin unless and only to the extent that said covenant (a) is exempt under Chapter 42, Section 3607 of the United States Code or (b) relates to handicap but does not discriminate against handicapped persons, contained in the Declaration

By : MARTIN PROPERTIES, LLC

Recorded : APRIL 9, 2001, REEL H862, IMAGE 70, SERIES NO. 2001-G928081-00, OFFICIAL RECORDS

NOTE: Section 12956.1 of the Government Code provides the following: If this document contains any restriction based on race, color, religion, sex, familial status, marital status, disability, national origin, or ancestry, that restriction violates state and federal fair housing laws and is void, and may be removed pursuant to Section 12956.1 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

H Contains no reversionary clause.

I Contains a mortgagee protection clause.

J 8. Liens and charges for upkeep and maintenance as set forth in the above mentioned Declaration, payable to 85 NATOMA STREET OWNERS ASSOCIATION.

K 9. Deed of Trust to secure an indebtedness in the original amount shown below

Amount : \$920,000.00

Dated : AUGUST 31, 2004

Trustor : PATRICK M. MC NERNEY

Trustee : GUARDIAN TITLE

Beneficiary : WASHINGTON MUTUAL BANK, FA

Address : 2210 ENTERPRISE DRIVE
DOC OPS FSCE 440
FLORENCE, SC 29501

Loan No. : 0047434568

**SCHEDULE B
(continued)**

Page 3

Order No: 160122 MB

Your Ref: 160250458

Recorded : SEPTEMBER 14, 2004, REEL I722, IMAGE 18, SERIES NO.
2004-H808546-00, OFFICIAL RECORDS

Q 10. SAID LAND LIES WITHIN THE BOUNDARIES OF THE "REDEVELOPMENT PLAN FOR THE
TRANSBAY PROJECT AREA", AS DISCLOSED BY INSTRUMENT RECORDED AUGUST 4, 2006,
IN REEL J-197, IMAGE 0575, INSTRUMENT NO. 2006-I224836-00, OFFICIAL RECORDS

R 11. DECLARATION OF RESTRICTIONS FOR THE TRANSBAY REDEVELOPMENT PROJECT AREA,
RECORDED AUGUST 4, 2006, IN REEL J-197, IMAGE 0578, INSTRUMENT NO.
2006-I222839-00, OFFICIAL RECORDS.

L SUPPLEMENTAL NOTE:

None of the above exceptions preclude attachment of a CLTA 100 endorsement
to an ALFA loan policy issued pursuant to this Report and a CLTA 116
endorsement will reflect that there is located on said land a MIXED USE
STRUCTURE known as 85 NATOMA STREET, SAN FRANCISCO, CALIFORNIA.

M NOTE 1:

County and City taxes for the Fiscal Year 2006 - 2007

1st Installment	:	\$7071.09 PAID
2nd Installment	:	\$7071.09 PAID
Land	:	\$432,407.00
Structure	:	\$810,764.00
Fixture	:	NONE
Personal Property	:	NONE
Exemption	:	NONE
A.P. No.	:	Lot 109, Block 3721

N NOTE 2:

According to the Public Records, no Deed conveying the property described
in this Report has been recorded within a period of two years prior to the
date of this Report, except as shown herein:

None

O JR/kh
07/28/05
Meg Update 4/26/2007

**SCHEDULE B
(continued)**

Order No: 160122 MB

Your Ref: 160250458

CREDITORS' RIGHTS NOTE

NOTE: If a 1970 ALTA Owner's or Lender's or 1975 ALTA Leasehold Owner's or Lender's policy form has been requested, the policy, when approved for issuance, will be endorsed to add the following to the Exclusions From Coverage contained therein:

Loan Policy Exclusion:

Any claim, which arises out of the transaction creating the interest of the mortgagee insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that is based on:

- (i) the transaction creating the interest of the insured mortgagee being deemed a fraudulent conveyance or fraudulent transfer; or
- (ii) the subordination of the interest of the insured mortgagee as a result of the application of the doctrine of equitable subordination; or
- (iii) the transaction creating the interest of the insured mortgagee being deemed a preferential transfer except where the preferential transfer results from the failure
 - a. to timely record the instrument of transfer; or
 - b. of such recordation to impart notice to a purchaser for value or a judgment or lien creditor

Owner's Policy Exclusion:

Any claim, which arises out of the transaction vesting in the Insured the estate or interest insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that is based on:

- (i) the transaction creating the estate or interest insured by this policy being deemed a fraudulent conveyance or fraudulent transfer; or
- (ii) the transaction creating the estate or interest insured by this policy being deemed a preferential transfer except where the preferential transfer results from the failure
 - a. to timely record the instrument of transfer; or
 - b. of such recordation to impart notice to a purchaser for value or a judgment or lien creditor.

NOTE

The land referred to in this Preliminary Report was identified in the order application only by street address or assessor's parcel number. This land has been located on the attached map. The use of a street address or assessor's parcel number creates an uncertainty as to the correct legal description for the land involved in your transaction. Please review the map. Is the correct land located on the map? If your transaction involves other land or more land or less land than that located on the map you should immediately advise your title officer or escrow officer.

OWNER'S STATEMENT

KNOW ALL MEN BY THESE PRESENTS

That the undersigned state that they are the only parties having record title interest in the land subdivided and shown enclosed within the distinctive boundary lines upon this map and do hereby consent to the preparation and recording of the map entitled:

"MAP OF 85 NATOMA STREET, A LIVE/WORK CONDOMINIUM PROJECT BEING A SUBDIVISION OF LOT 10 AS SHOWN ON THAT CERTAIN PARCEL MAP BEING A SUBDIVISION OF LOT 10 AS SHOWN ON THAT CERTAIN PARCEL MAP BEING A PORTION OF ASSESSOR'S BLOCK 3721, SAN FRANCISCO, CALIFORNIA" consisting of 5 sheets.

And further that the undersigned consent to the filing of this map as a map and plan under the provisions of Chapter 1 of Title 9 of Part 4 of Division 2 of the Civil Code of California, consisting of this survey and diagrammatic plans show herein and this statement.

Dated this 7th day of November, 2000.

OWNERS: MARIAN PROPERTIES, LLC

By: [Signature] Its: MANAGING MEMBER

TRUSTEES: Charles M. McHenry, Notary Public in and for said County and State, personally appeared and acknowledged to me that they executed the above instrument in the presence of me and my authorized assistants, and that by their signatures on the instrument they executed the instrument.

By: [Signature] Its: Notary Public in and for said County and State

under Bond of Trust recorded February 19, 1997 in Book 13, Page 7, Official Records.

By: [Signature] Its: Notary Public in and for said County and State

OWNER'S ACKNOWLEDGEMENT

State of California, County of San Francisco, s.s.

On November 7, 2000, before me, Richard D. Sullivan, a Notary Public in and for said County and State, personally appeared Patrick M. McHenry, personally known to me for whose name are subscribed to the within instrument the provisions of the instrument, and the undersigned, and that by their signatures on the instrument, and upon behalf of which the persons acted, executed the instrument.

Witness my hand and official seal, Notary Public in and for said County and State, at San Francisco, California, this 7th day of November, 2000.

By: [Signature] Its: Notary Public in and for said County and State

TRUSTEE'S ACKNOWLEDGEMENT

State of California, County of San Francisco, s.s.

On November 7, 2000, before me, Richard D. Sullivan, a Notary Public in and for said County and State, personally appeared Patrick M. McHenry and James B. Smith, who proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the instrument and authorized me to do so, and that by their signatures on the instrument, and upon behalf of which the persons acted, executed the instrument.

Witness my hand and official seal, Notary Public in and for said County and State, at San Francisco, California, this 7th day of November, 2000.

By: [Signature] Its: Notary Public in and for said County and State

TRUSTEE'S ACKNOWLEDGEMENT

State of California, County of San Francisco, s.s.

On November 7, 2000, before me, Richard D. Sullivan, a Notary Public in and for said County and State, personally appeared Patrick M. McHenry and James B. Smith, who proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the instrument and authorized me to do so, and that by their signatures on the instrument, and upon behalf of which the persons acted, executed the instrument.

Witness my hand and official seal,

Notary Public in and for said County and State, at San Francisco, California, this 7th day of November, 2000.

STATEMENT OF AGREEMENT

Martin Properties, LLC, the undersigned, subdividers of the real property, and I, Richard D. Sullivan, Notary Public in and for said County and State, have agreed to execute the within instrument, and will comply with all the conditions of approval of said map as specified in the resolutions of Planning Commission and the Board of Supervisors. We further state that all applicable provisions of the California Subdivision Map Act of the State of California, and the rules and regulations of the Board of Supervisors of San Francisco governing approval of this map will be adhered to.

OWNERS: By: [Signature] Its: MANAGING MEMBER

ENGINEER'S STATEMENT

I hereby state that during the month of November 1998, a survey was conducted and the same was made by me under my direction and the survey is true and complete as shown on this map. I do hereby state that the monuments are of the character and occupy the positions indicated on this map and the survey of this map can be retraced from the monuments indicated.

Dated this 2nd day of November, 2000.

By: James B. Smith Its: Notary Public in and for said County and State

CITY ENGINEER'S STATEMENT

I hereby state that I have reviewed this map; that the subdivision map and any approved alterations thereto; that all provisions of the California Subdivision Map Act and any local ordinances applicable at the time of approval of the tentative map have been complied with; and that I am satisfied that this map is technically correct.

Date Nov 24, 2000, By: Marian L. Kelly, Jr. Its: City Engineer

By: [Signature] Its: Notary Public in and for said County and State

APPROVALS

This Map is approved this 29th day of November, 2000, by Order No. 172,167

By: [Signature] Its: City Attorney

APPROVED AS TO FORM

By: [Signature] Its: City Attorney

CLERK'S STATEMENT

I, Glenn L. Young, Clerk of the Board of Supervisors of the City and County of San Francisco, State of California, do hereby state that said Board of Supervisors by its action file No. 172,167, adopted Ordinance 172,167, 2000, approved this map entitled:

"MAP OF 85 NATOMA STREET, A LIVE/WORK CONDOMINIUM PROJECT BEING A SUBDIVISION OF LOT 10 AS SHOWN ON THAT CERTAIN PARCEL MAP BEING A SUBDIVISION OF LOT 10 AS SHOWN ON THAT CERTAIN PARCEL MAP BEING A PORTION OF ASSESSOR'S BLOCK 3721, SAN FRANCISCO, CALIFORNIA" consisting of 5 sheets.

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand and caused the seal of this office to be affixed, this 29th day of November, 2000.

By: [Signature] Its: Clerk of the Board of Supervisors of the City and County of San Francisco

TAX STATEMENT

I, Glenn L. Young, Clerk of the Board of Supervisors of the City and County of San Francisco, State of California, do hereby state that the subdivider has filed a certificate to the Controller of the City and County showing that according to the records of his office there are no liens against this subdivision or any part thereof for unpaid state, county, municipal or local taxes or special assessments collected thereon, except the taxes or special assessments not yet payable, which are estimated to be \$

I also do hereby state that a bond in the amount fixed by said Board and by its terms made to insure to the benefit of the City and County of San Francisco conditional for payment of the above taxes and special assessments not yet payable, has been filed with and approved by said Board.

Dated this 6th day of December, 2000.

By: [Signature] Its: Clerk of Board of Supervisors of the City and County of San Francisco

RECORDER'S STATEMENT

Filed this 18th day of December, 2000, at 12:12 AM in Book 66 of Condominium Maps at pages 18 through 22, at the request of Martin Properties, LLC.

County Recorder City and County of San Francisco

FILED

Not Returnable

MAP OF 85 NATOMA STREET, A LIVE/WORK CONDOMINIUM PROJECT BEING A SUBDIVISION OF LOT 10 AS SHOWN ON THAT CERTAIN PARCEL MAP BEING A PORTION OF ASSESSOR'S BLOCK 3721 BEING IN SAN FRANCISCO, CALIFORNIA

SEP. 2000

GLTA CIVIL ENGINEERS

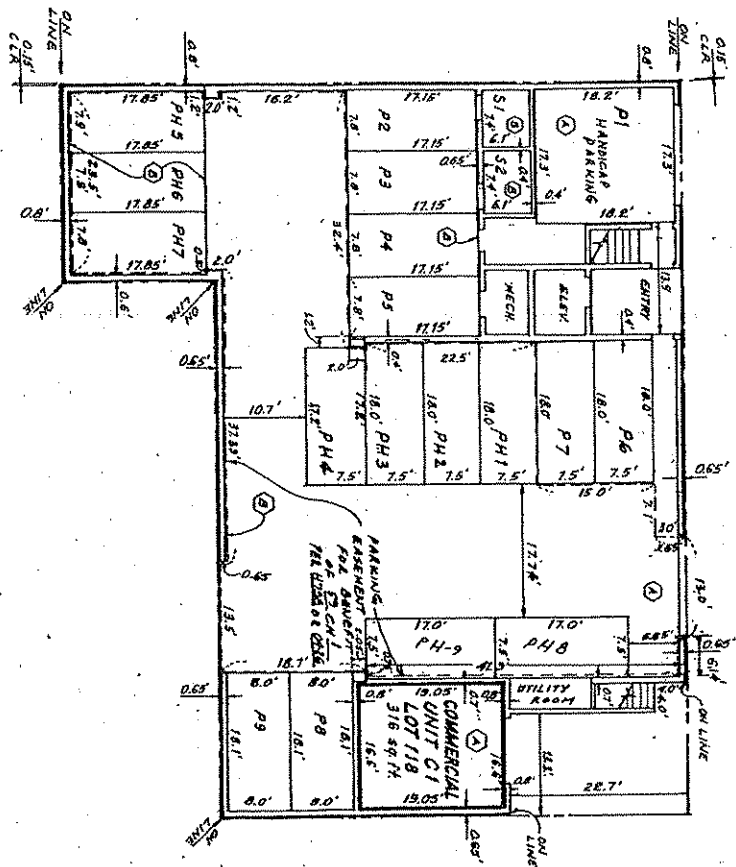
SHEET 1 OF 5 SHEETS



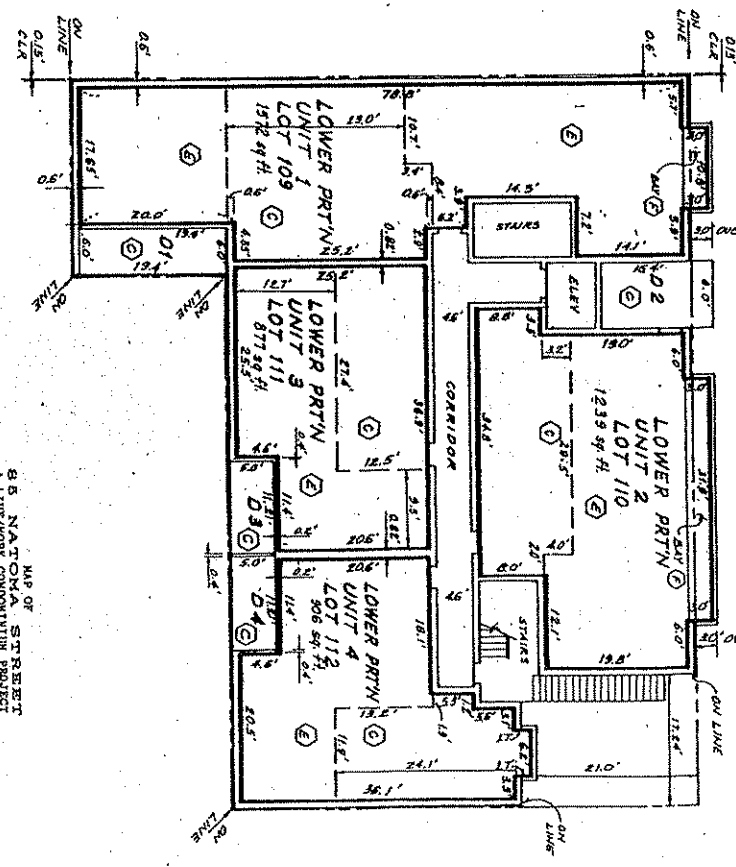
San Francisco Assessor-Recorder
JULIA A. WATSON
REC-2000-0876741-00
San Francisco, CA 94102
415.774.1111 FAX 415.774.1117
REEL H786 IMAGE 0051
SEP. 2000



NATOMA STREET



FIRST FLOOR



ELEVATION		
DESIG.	FLOOR	CEILING
(A)	12.2	21.7
(B)	13.2	21.7
(C)	23.0	34.8
(E)	25.0	38.4
(F)	25.0	38.4

20

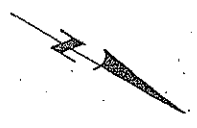
MAP OF
 G & B NATOMA ST STREET
 A LIVE/OX CONDOMINIUM PROJECT
 BEING A SUBDIVISION SHOWN ON THAT CERTAIN PARCEL
 MAP FILED JUNE 24 1988 IN BOOK 43 OF PARCEL MAPS AT PAGE 181
 BEING A PORTION OF ASSessor'S BOOK 3121
 SAN FRANCISCO, CALIFORNIA

GL+A CIVIL ENGINEERS

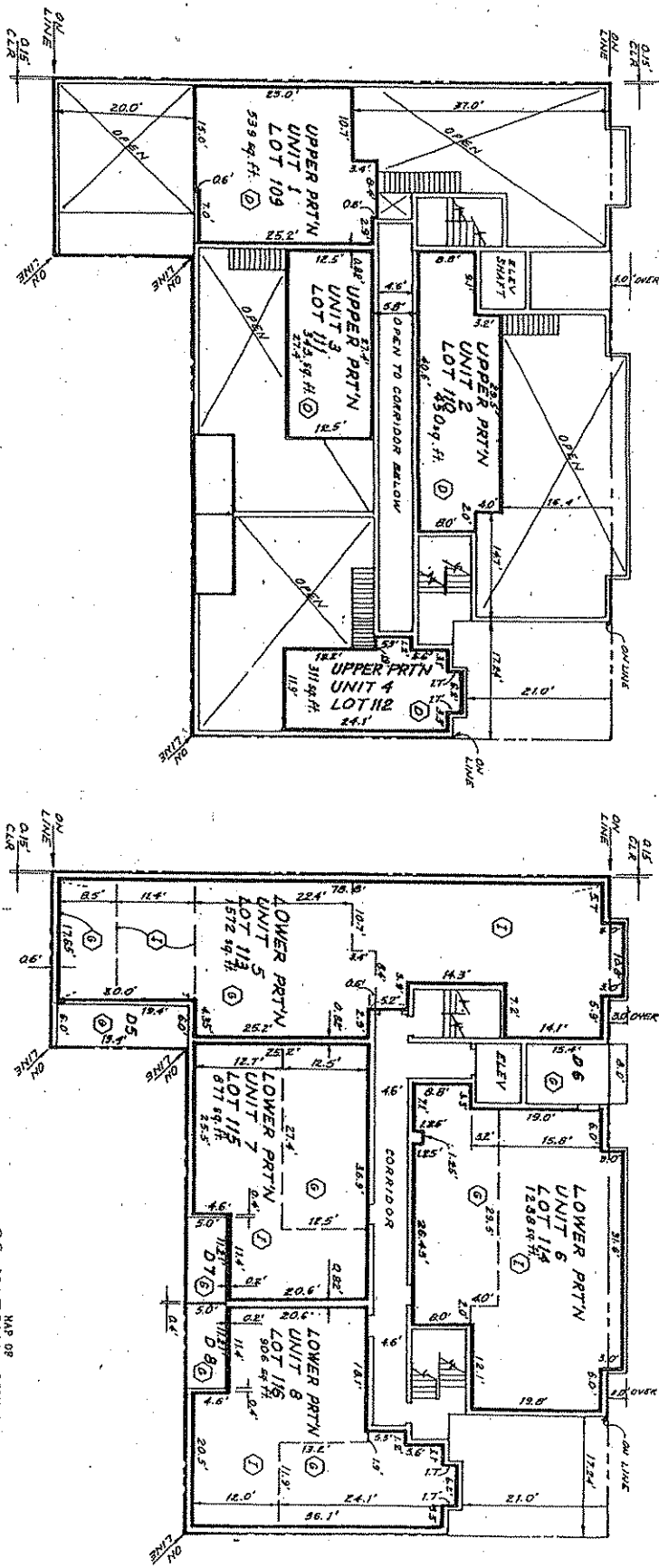
SEP, 2000

SHEET 3 OF 5 SHEETS

SCALE: 1" = 10'



FIRST FLOOR MEZZANINE
NATOMA STREET
SECOND FLOOR

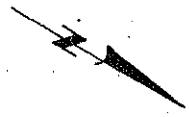


ELEVATION	
DESIG.	FLOOR / CEILING
①	31.7 / 35.4
②	40.5 / 46.3
③	40.5 / 56.9

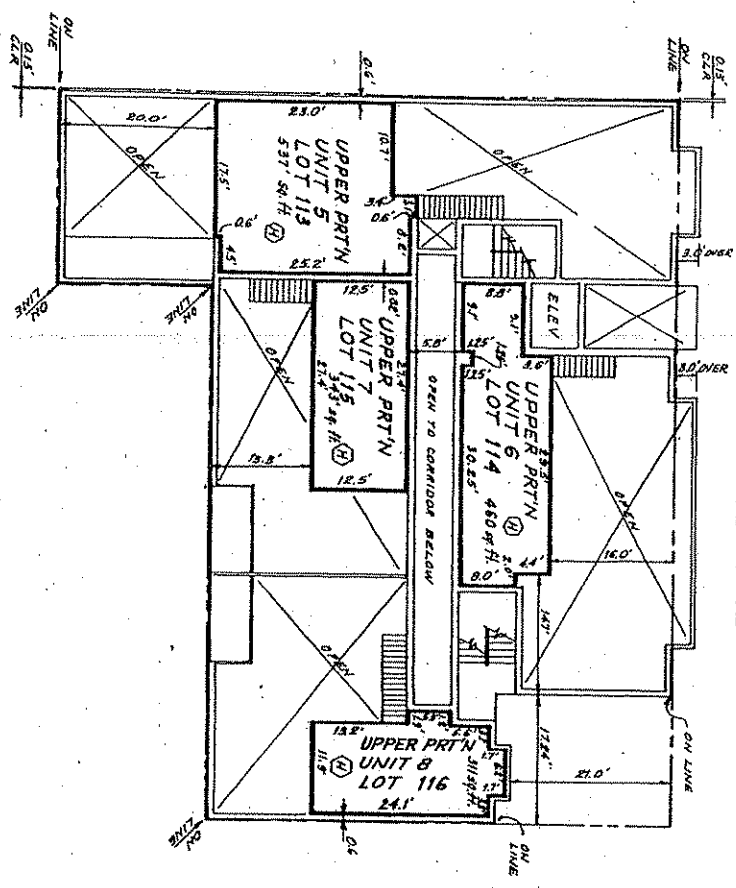
21

M-8 08
 8 S NATOMA STREET
 A LIVE/WORK CONDOMINIUM PROJECT
 BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PARCEL
 MAP FILED JUNE 24, 1988 IN BOOK 43 OF PARCEL MAPS AT PAGE 181
 BEING A PORTION OF ASSessor'S BLOCK 3721
 SAN FRANCISCO, CALIFORNIA

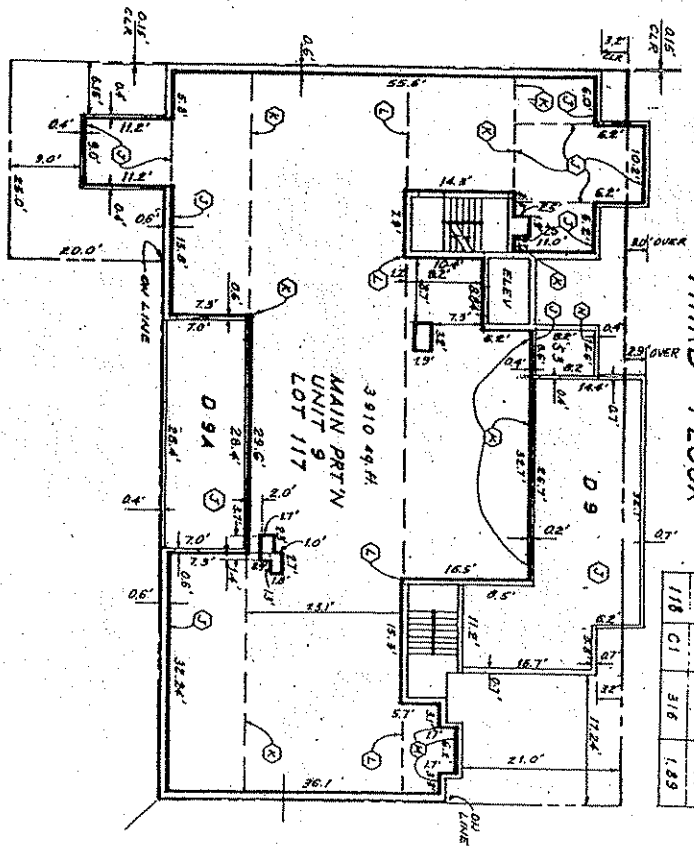
GL+A CIVIL ENGINEERS
 SEP, 2000
 SHEET 4 OF 5 SHEETS
 SCALE: 1" = 10'



SECOND FLOOR MEZZANINE
NATOMA STREET



THIRD FLOOR
THIRD STREET



22

ELEVATION		
DESIGN.	FLOOR	CeILING
(H)	44.2	56.9
(J)	54.0	66.7
(K)	58.0	69.5
(L)	58.0	73.0
(M)	58.0	71.5
(N)	58.0	58.0

LOT NO.	UNIT NO.	AREA SQ. FT.	PERCENT INTEREST
108	1	2,111	12.64
110	2	1,688	10.11
111	3	1,220	7.30
112	4	1,217	7.29
113	5	2,109	12.62
114	6	1,698	10.15
115	7	1,220	7.30
116	8	1,217	7.29
117	9	3,910	23.40
118	C1	316	1.89

MAP OF
85 NATOMA STREET
A LIVE/WORK CONDOMINIUM PROJECT
BEING A SUBDIVISION OF LOT 80 AS SHOWN ON THAT CERTAIN PAPER-
MAP FILED UNDER BOOK 11 OF PARCEL MAPS AT PAGE 181
BEING A SUBDIVISION OF LOT 80 AS SHOWN ON THAT CERTAIN PAPER-
MAP FILED UNDER BOOK 11 OF PARCEL MAPS AT PAGE 181
SAN FRANCISCO, CALIFORNIA

GL+A CIVIL ENGINEERS
SEP. 2000 SHEET 9 OF 5 SHEETS SCALE: 1" = 10'

DESCRIPTION

CITY OF SAN FRANCISCO

PARCEL I:

CONDOMINIUM UNIT NO. 1, LOT NO. 109, AS SHOWN UPON THE CONDOMINIUM MAP AND DIAGRAMMATIC FLOOR PLAN ENTITLED, "MAP OF 85 NATOMA STREET, A LIVE/WORK CONDOMINIUM PROJECT, BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PARCEL MAP FILED JUNE 24, 1998 IN BOOK 43 OF PARCEL MAPS AT PAGE 181, BEING A PORTION OF ASSESSOR'S BLOCK 3721, SAN FRANCISCO, CALIFORNIA", WHICH MAP WAS FILED FOR RECORD IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, ON DECEMBER 18TH, 2000, IN BOOK 66 OF CONDOMINIUM MAPS, AT PAGES 18 TO 22, INCLUSIVE, (REFERRED TO HEREIN AS "THE MAP") AND AS FURTHER DEFINED IN THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RECORDED ON APRIL 9TH, 2001, IN BOOK H862, PAGE 70 OF OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA (REFERRED TO HEREIN AS "THE DECLARATION".)

EXCEPTING THEREFROM ANY PORTION OF THE COMMON AREA LYING WITHIN SAID UNIT.

EXCEPTING THEREFROM:

- (A) EASEMENTS THROUGH SAID UNIT, APPURTENANT TO THE COMMON AREA AND ALL OTHER UNITS, FOR SUPPORT AND REPAIR OF THE COMMON AREA AND ALL OTHER UNITS.
- (B) EASEMENTS, APPURTENANT TO THE COMMON AREA, FOR ENCROACHMENT UPON THE AIR SPACE OF THE UNIT BY THOSE PORTIONS OF THE COMMON AREA LOCATED WITHIN THE UNIT.

PARCEL II:

AN UNDIVIDED 12.64% INTEREST IN AND TO THE COMMON AREA AS SHOWN AND DEFINED ON THE MAP, EXCEPTING THEREFROM THE FOLLOWING:

- (A) EXCLUSIVE EASEMENTS, OTHER THAN PARCEL III, AS DESIGNATED ON THE MAP AND RESERVED TO UNITS FOR USE AS DESIGNATED IN THE DECLARATION; AND
- (B) NON-EXCLUSIVE EASEMENTS, APPURTENANT TO ALL UNITS, FOR INGRESS AND EGRESS, SUPPORT, REPAIR AND MAINTENANCE.

PARCEL III:

- (A) THE EXCLUSIVE EASEMENT TO USE DECK AREA DESIGNATED D-1, ON THE MAP;
- (B) THE EXCLUSIVE EASEMENT TO USE PARKING AREA DESIGNATED P-7, ON THE MAP.

PARCEL IV:

A NON-EXCLUSIVE EASEMENT APPURTENANT TO PARCEL I, ABOVE, FOR SUPPORT, REPAIR AND MAINTENANCE, AND FOR INGRESS AND EGRESS THROUGH THE COMMON AREA.

OWNER'S STATEMENT

KNOW ALL MEN BY THESE PRESENTS

That the undersigned state that they are the only parties having record distinction boundary lines upon this map and do hereby consent to the preparation and presentation of the map entitled:

"MAP OF 33 NAYONA STREET, A LIVE/WORK CONDOMINIUM PROJECT BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PLANNING MAP BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PLANNING MAP PORTION OF ADDRESS: 6 BLOCK 3111, SAN FRANCISCO, CALIFORNIA," consisting of 5 sheets.

And further that the undersigned consent to the filing of this map as a map and plan under the provisions of Chapter 1 of Title 5 of the Civil Code and the provisions of Chapter 1 of Title 5 of the Civil Code, and that the map and plan show, herein and this statement, and distinctive plans shown, herein and this statement.

Dated this 7th day of November, 2000.

OWNERS: MARK PROPERTIES, LLC

By: Mark K. Hoffmann, its MANAGER

By: James B. Young, its MANAGER

under seal of Trust recorded Record 19-2000 in Book 200, (Page 2), of Title 5, in the County of San Francisco, California.

By: Herlan L. Kelly, Jr., its MANAGER

By: James B. Young, its MANAGER

By: Herlan L. Kelly, Jr., its MANAGER

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By: James B. Young, its MANAGER

By: Herlan L. Kelly, Jr., its MANAGER

By: James B. Young, its MANAGER

ENGINEER'S ACKNOWLEDGMENT

State of California

County of San Francisco, I, Herlan L. Kelly, Jr., a duly Licensed Professional Engineer, do hereby certify that I am the author of the map and plan entitled:

"MAP OF 33 NAYONA STREET, A LIVE/WORK CONDOMINIUM PROJECT BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PLANNING MAP BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PLANNING MAP PORTION OF ADDRESS: 6 BLOCK 3111, SAN FRANCISCO, CALIFORNIA," consisting of 5 sheets.

And further that the undersigned consent to the filing of this map as a map and plan under the provisions of Chapter 1 of Title 5 of the Civil Code and the provisions of Chapter 1 of Title 5 of the Civil Code, and that the map and plan show, herein and this statement, and distinctive plans shown, herein and this statement.

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By: Herlan L. Kelly, Jr., its MANAGER

By: James B. Young, its MANAGER

APPROVAL

This map was approved this 27th day of November, 2000.

By: Herlan L. Kelly, Jr., City Engineer

By: James B. Young, City Engineer

By: Herlan L. Kelly, Jr., City Engineer

By: James B. Young, City Engineer

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By: James B. Young, City Engineer

By: Herlan L. Kelly, Jr., City Engineer

By: James B. Young, City Engineer

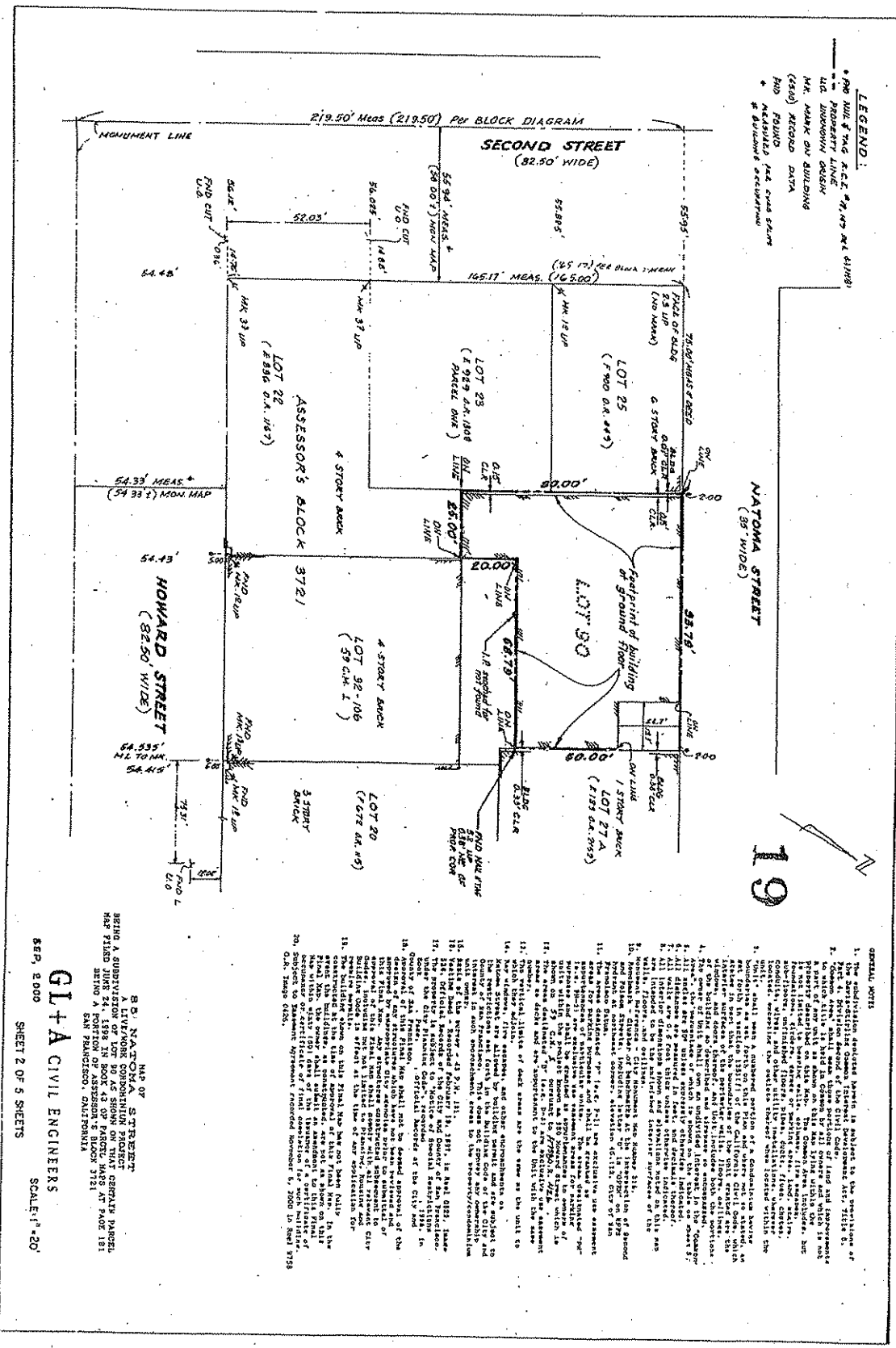
By: Herlan L. Kelly, Jr., City Engineer

By: James B. Young, City Engineer

By: Herlan L. Kelly, Jr., City Engineer

By: James B. Young, City Engineer

By: Herlan L. Kelly, Jr., City Engineer



LEGEND:

- * FND MEAS & TAG R.C.E. #7, 49 R.C.E. #1188
- PROPERTY LINE
- L.I.C. IMPROVING DESIGN
- MR. MARK ON BUILDING
- (350) RECORD DATA
- FND FOUND
- FND MEAS DATA
- * BUILDING OCCUPANCY

NATOMA STREET
(35' WIDE)

HOWARD STREET
(32.50' WIDE)

SECOND STREET
(32.50' WIDE)

19

- DETAILS NOTES:**
1. The subdivision shown herein is subject to the provisions of the San Francisco Ordinance, Chapter 21, Section 1188.
 2. Part of Section 1188 of the Civil Code, and the Ordinance to which title is held in connection with this subdivision, are hereby incorporated by reference into this plan.
 3. The property shown on this plan was first divided into lots as shown on the map in Book 43 of Records, Page 181, and is not intended to be a subdivision of the property shown on said map.
 4. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 5. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 6. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 7. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 8. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 9. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 10. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 11. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 12. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 13. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 14. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 15. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 16. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 17. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 18. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 19. The lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.
 20. Subject to the provisions of the Ordinance, Chapter 21, Section 1188, and the Ordinance to which title is held in connection with this subdivision, the lots shown on this plan are intended to be subdivided into lots as shown on this plan, and are not intended to be subdivided into other lots.

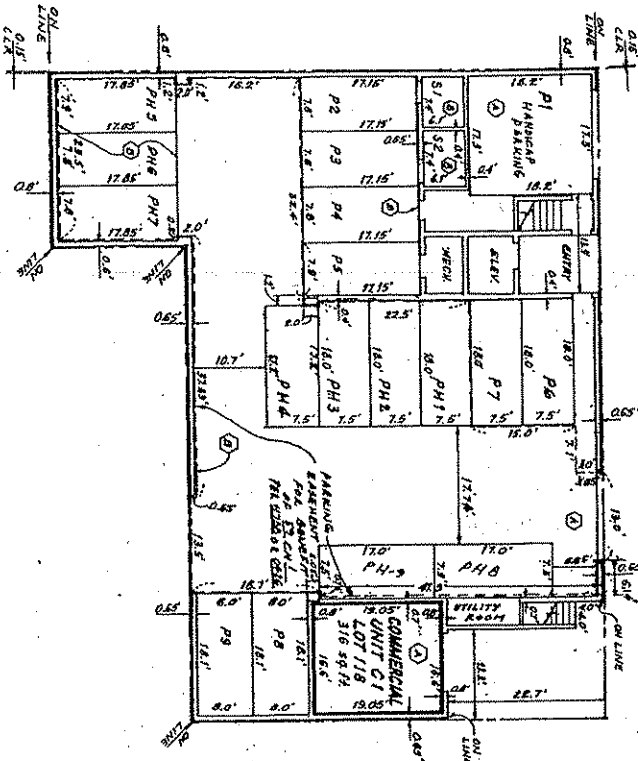
MAP OF
S. B. VAUGHAN
A LIVERMORE COMMUNITY PROJECT
BEING A SUBDIVISION OF LOT 30 AS SHOWN ON THAT CERTAIN PARCEL
MAP FILED WITH THE COUNTY CLERK OF SAN FRANCISCO, CALIFORNIA,
SERIES 24, 1898 IN BOOK 43 OF RECORDS, PAGE 181
SAN FRANCISCO, CALIFORNIA

GL+A CIVIL ENGINEERS
SCALE: 1" = 20'
SEP. 2000 SHEET 2 OF 5 SHEETS

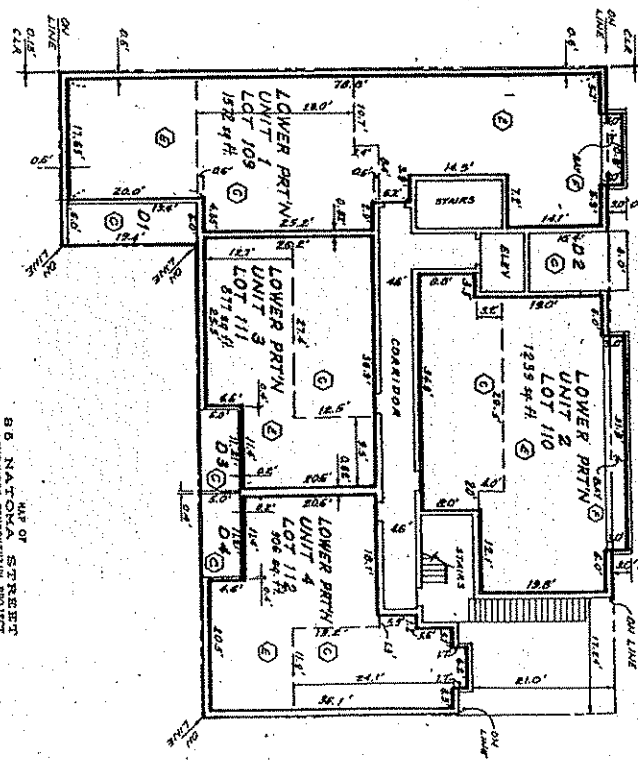


GROUND FLOOR

NATOMA STREET



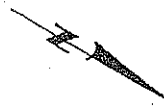
FIRST FLOOR



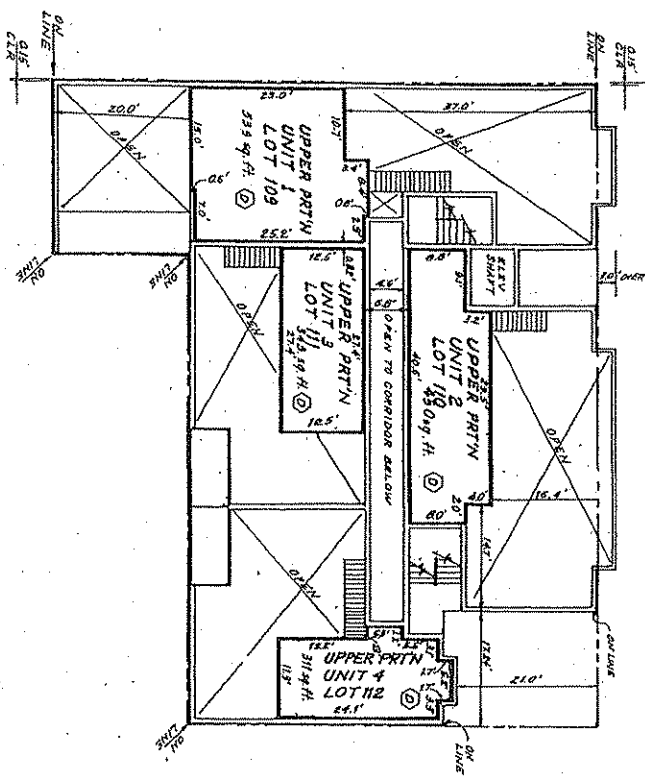
ELEVATION		
DESIGN	FLOOR	CILING
1	12.2	217
2	14.4	217
3	23.0	228
4	25.0	284
5	25.0	324

20

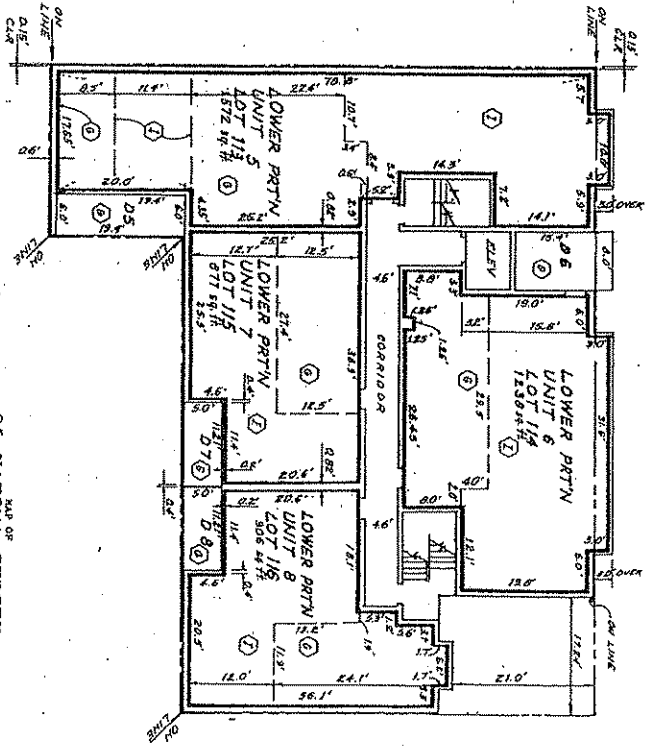
SEP, 2000
 SHEET 3 OF 5 SHEETS
 SCALE 1" = 10'
GL+A CIVIL ENGINEERS
 808 MARKET STREET
 OAKLAND, CALIFORNIA 94612
 BEING A SUBDIVISION OF LOT 88 AS SHOWN ON TRACT CERTIFICAT MAP FILED JUNE 24, 1998 IN BOOK 43 OF RECORDS AT PAGE 181 BEING A PART OF SAN FRANCISCO, CALIFORNIA



FIRST FLOOR MEZZANINE
NATOMA STREET



SECOND FLOOR



21

DEGR.	FLOOR	CEILING
①	31.7	39.4
②	40.5	48.3
③	40.5	58.5

REVISIONS

SEP. 2000
SHEET 4 OF 5 SHEETS

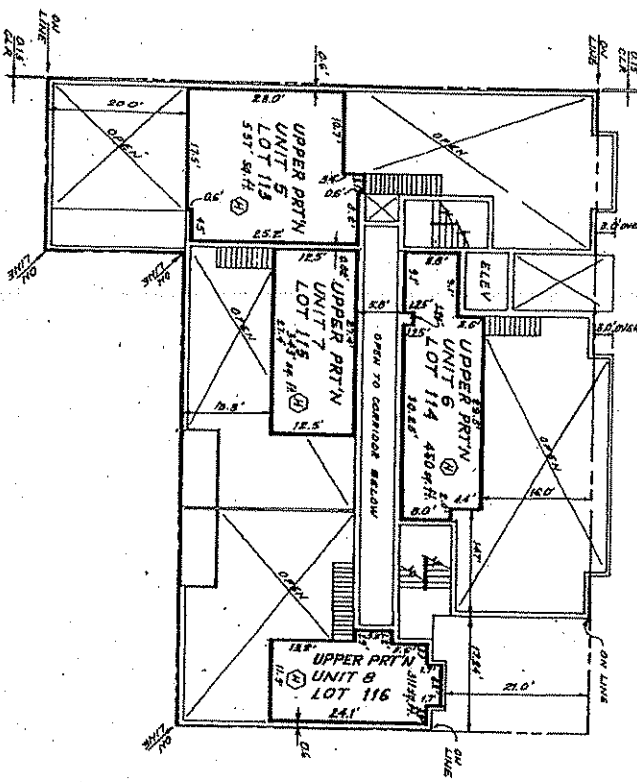
GL+A CIVIL ENGINEERS

SCALE: 1" = 10'

85 NATOMA STREET
A LIVE/WORK CONDOMINIUM PROJECT
SAN FRANCISCO, CALIFORNIA
BEING A SUBDIVISION OF LOT 98 AS SHOWN ON THAT CERTAIN PARCEL
MAP 734843
BEING A PORTION OF ASSessor'S BLOCK 1721
SAN FRANCISCO, CALIFORNIA



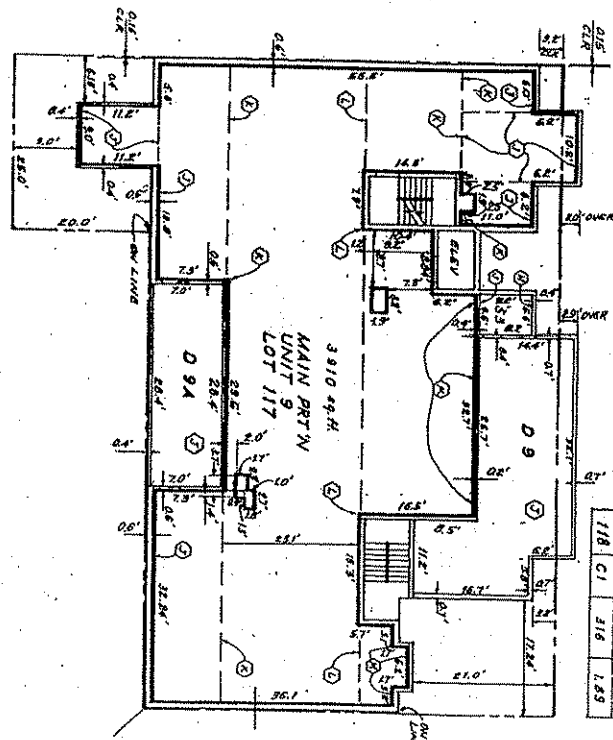
SECOND FLOOR MEZZANINE
NATOMA STREET



22

ELEVATION		
DESIG.	FLOOR	CEILING
(H)	48.2	56.9
(V)	58.0	66.7
(P)	58.0	69.5
(A)	58.0	73.0
(M)	58.0	71.5
(N)	58.0	58.0

THIRD FLOOR



LOT NO.	UNIT NO.	AREA (sq. ft.)	PERCENTAGE
108	1	2,111	12.84
110	2	1,609	10.11
111	3	1,220	7.30
112	4	1,217	7.29
113	5	2,109	12.62
114	6	1,608	10.16
115	7	1,220	7.30
116	8	1,217	7.29
117	9	3,910	23.40
118	C	318	1.89

MAP OF
 8 E. NATOMA STREET
 A LIVE STOCK DISPENSARY
 BEING A SUBDIVISION OF LOT 59 AS SHOWN ON THE
 MAP FILED JUNE 24, 1938 IN BOOK 43 OF PARCEL MAPS AT PAGE 181
 SHOWING A PORTION OF ADDITION 3 BLOCK 3723
 AND A PORTION OF ADDITION 3 BLOCK 3723
 IN THE CITY OF MINNEAPOLIS, MINNESOTA

GL+A CIVIL ENGINEERS

SEP. 2000 SHEET 5 OF 5 SHEETS
 SCALE: 1" = 10'

85 Natoma St. (3721/109-118)

Embarcadero

Steuart St

Spear St

Main St

Beale St

Fremont St

First St

Essex St

Second St

Hawthorne St

Mission St

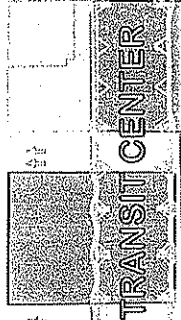
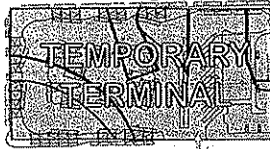
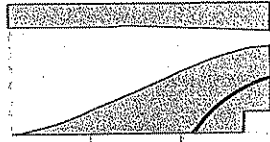
Howard St

Folsom St

Third St

Harrison St

Bryant St



DOWNTOWN RAIL EXTENSION

Subject Property

85 Natoma (3721/109-118)

580 Howard (3721/092-106)

568 Howard (3721/020)

564 Howard (3721/019)

60 Tehama (3735/058)

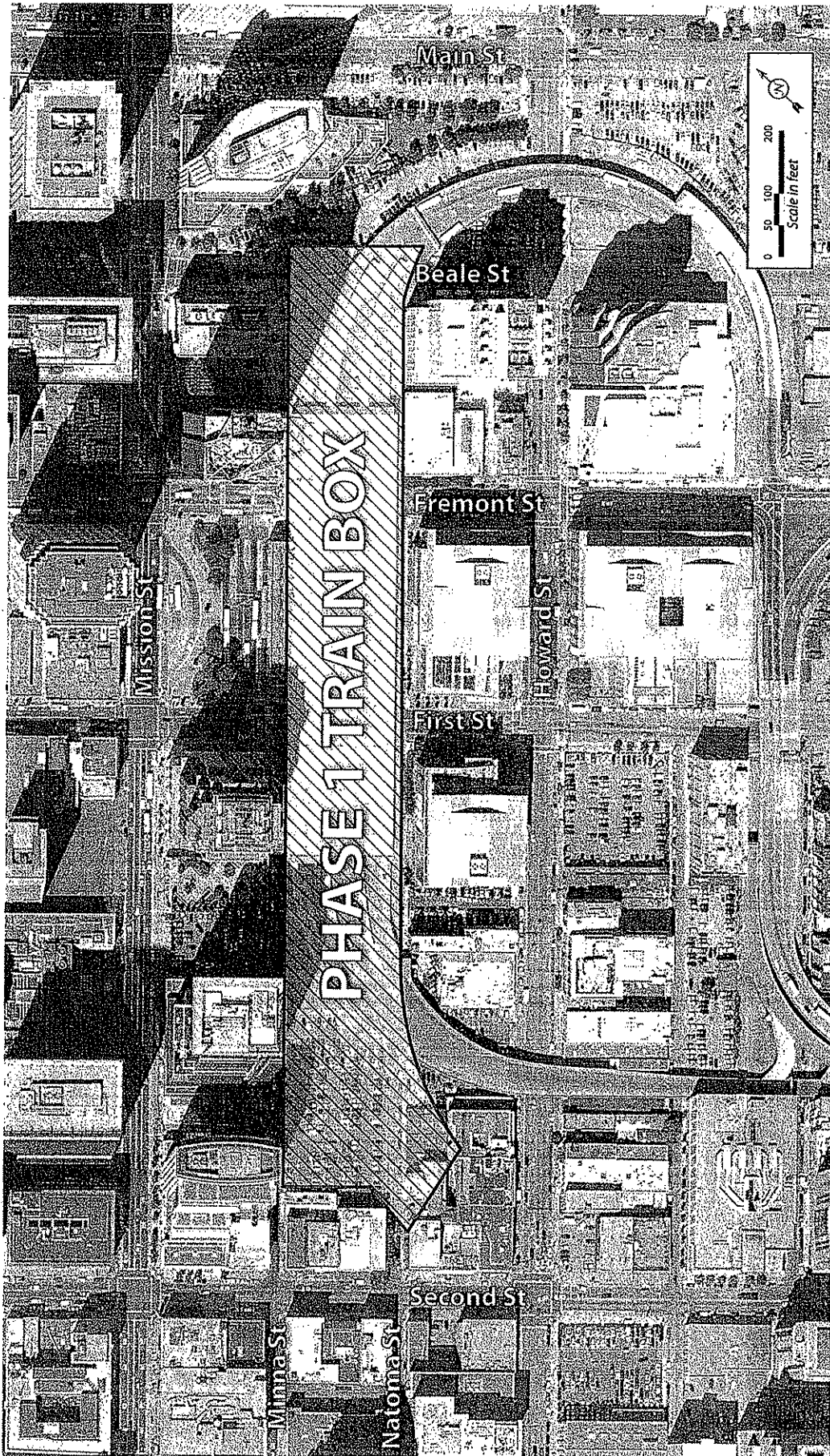
Legend

- Acquired
- To be Acquired
- Partial Acquisitions (pkg easements)

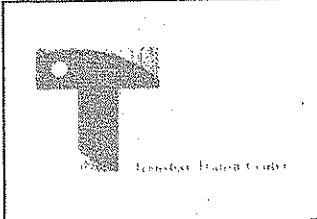
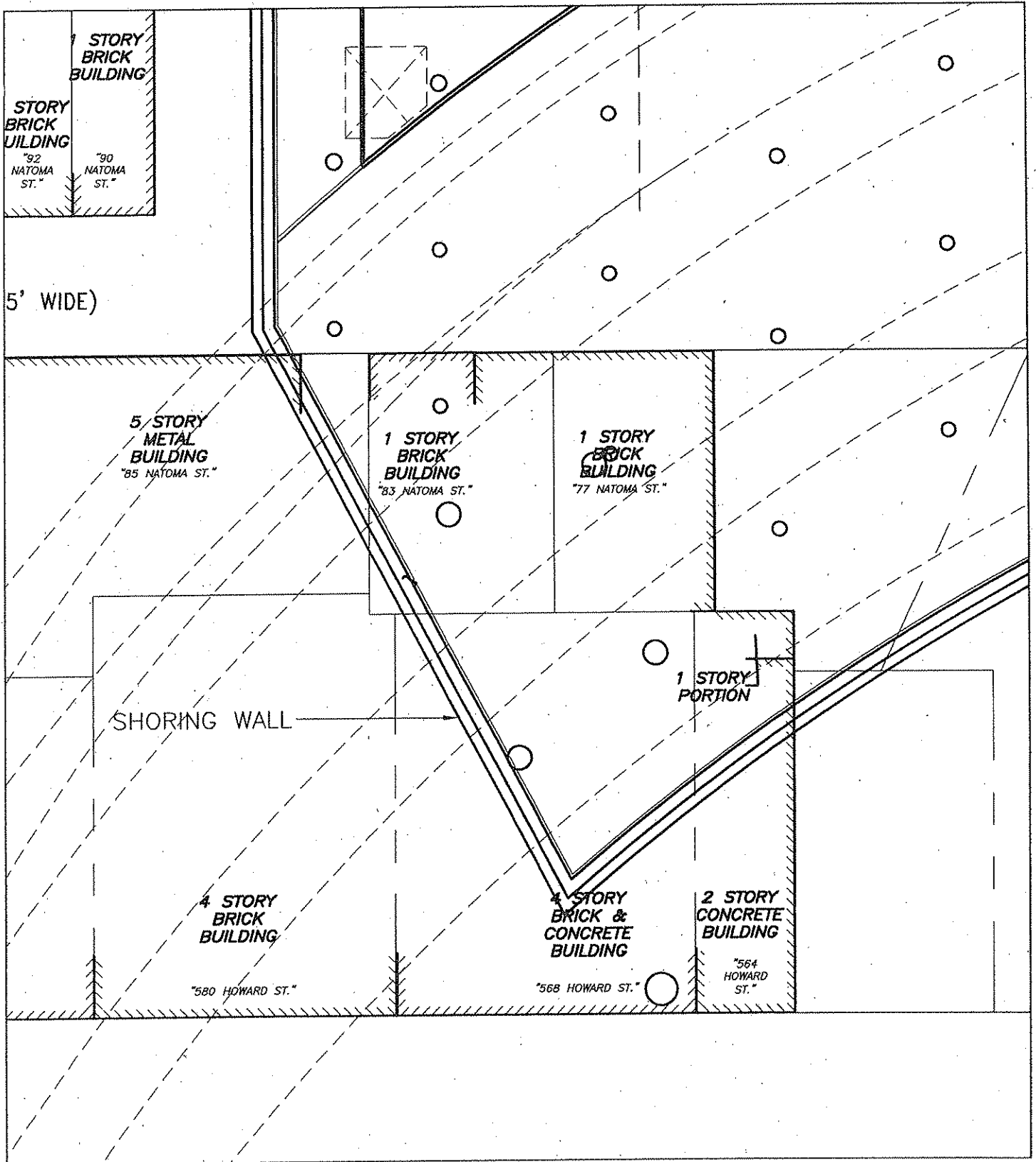
Scale in feet
0 250 500



I-80



Phase 1 Train Box



DRAWING TITLE:
SHORING WALL LAYOUT
ARCHITECTURAL LAYOUT

SCALE: 1/32" = 1'-0"
PROJECT NO.

DATE: 09/17/10
0803-00

SKA-1045

DRAWN BY: GR
CHECKED BY: PM

SHUTE, MIHALY & WEINBERGER LLP
ATTORNEYS AT LAW

E. CLEMENT SHUTE, JR.*
MARK I. WEINBERGER (1948-2005)
FRAN M. LAYTON
RACHEL B. HOOPER
ELLEN J. GARBER
TAMARA S. GALANTER
ANDREW W. SCHWARTZ
ELLISON FOLK
RICHARD S. TAYLOR
WILLIAM J. WHITE
ROBERT S. PERLMUTTER
OSA L. WÖLFF
MATTHEW D. ZINN
CATHERINE C. ENGBERG
AMY J. BRICKER
GABRIEL M.B. ROSS
DEBORAH L. KEETH
WINTER KING
KEVIN P. BUNDY
* SENIOR COUNSEL

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SAN FRANCISCO, CALIFORNIA 94102
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CARMEN J. BORG, AICP
URBAN PLANNERS

DEBORAH L. KEETH
KEETH@SMVLAW.COM
(415) 552-7272 EXT. 257

June 30, 2009

Via Express Mail

Patrick M. McNerney
54 Mint St. 5th Floor
San Francisco, CA 94103

Re: Notice of Decision to Appraise and Notice of Land Acquisition Procedures
County: San Francisco
Assessor's Parcel Number: 3721-109
Street Address: 85 Natoma St. #1

Dear Mr. McNerney:

The Transbay Joint Powers Authority ("TJPA") is charged with developing the transit portions of the Transbay Program (the "Transbay Program"). We represent the TJPA on matters relating to the Transbay Program.

We understand that you own property located at 85 Natoma St. #1 in San Francisco (the "Property"). The TJPA initially planned to acquire your Property in Phase II of the Transbay Program, which is scheduled to begin in 2012. Due to the TJPA's refinement of plans for construction of Phase I, the TJPA has determined that it may acquire the properties in the 85 Natoma building in Phase I, which is currently underway. We are writing to notify you of the TJPA's decision to appraise your Property and to describe the TJPA's land acquisition procedures and policies. The TJPA hopes that this letter will open a dialogue between you and the TJPA regarding the Transbay Program and the acquisition process.

Patrick M. McNerney
June 30, 2009
Page 2

The Transbay Program

The Transbay Program will include a new multi-modal Transit Center on the site of the present Transbay Terminal (at Mission and First Streets); an underground rail tunnel extending from the existing Caltrain terminus at Fourth and Townsend Streets into the new Transbay Transit Center; and development of 2,700 housing units in the vicinity, a third of which will be affordable. The new Transit Center will serve as the terminus of the Caltrain commuter rail and California High Speed Rail.

The Transbay Program will serve as a national model for transit-oriented development – locating public transit in an urban downtown environment close to employment, housing, and other amenities. The new Transit Center will serve eight Bay Area counties through nine transportation systems, including California High Speed Rail, and will serve more than 45 million passengers per year, facilitating wider use of public transit. It will also create more than 125,000 construction jobs, stimulating our local economy.

Notice of Decision to Appraise

The TJPA gives you this notice of its intention to appraise your Property for potential acquisition for the Transbay Program. This notice is required by state law, 25 California Code of Regulations Section 6184.

Based on federal requirements, the TJPA has adopted real property appraisal procedures which require two appraisals of each property, a review appraisal, and the Federal Transit Administration's ("FTA's") concurrence with the TJPA's determination of the fair market value of the Property.

The TJPA has retained two independent real property appraisers, Chris Carneghi, MAI, of Carneghi-Blum & Partners, Inc., and John Clifford, MAI, Clifford & Associates, to make two independent fair market value appraisals of the Property. Each appraiser will contact you to make arrangements for an appraisal of the Property. You and/or your representative are invited to accompany the appraisers during their respective inspections of the Property.

The TJPA also has retained an independent appraisal reviewer, David Tattersall, MAI, of David Tattersall & Co., to review the appraisals. The TJPA's review appraiser will review the Carneghi and Clifford appraisals and recommend that the TJPA approve one of the appraisals. The appraisals and the reviewer's recommendations will be forwarded to the FTA for its concurrence.

Following FTA review, the TJPA will make you a written offer of just compensation to purchase the Property. The TJPA's offer will be no less than the approved appraisal of the value of the Property. The TJPA will carefully consider any information that you

would like to present regarding the value of the Property. The TJPA hopes that this process will result in a voluntary sale of the Property to the TJPA.

Land Acquisition Procedures

The TJPA also gives you notice of the TJPA's land acquisition policies and procedures. This notice is also required by state law, 25 California Code of Regulations Section 6188. The policies and procedures are as follows:

- The basic objectives of the TJPA's land acquisition program are to make every reasonable effort to acquire expeditiously real property by agreements with property owners at the properties' fair market value so as to avoid litigation, to assure consistent treatment of all property owners located within a project area, and to promote public confidence in the TJPA's land acquisition practices.
- In the event that the TJPA decides to acquire the Property, the amount that you will be offered for the Property will be the amount that the TJPA will have determined to be just compensation based on an appraisal of the fair market value of the unencumbered fee simple interest in the unencumbered fee simple interest in the Property. The offer will not be less than the full amount of the TJPA's appraisal of the Property. The offer will disregard any decrease or increase in the fair market value of the Property prior to the date of valuation caused by the Transbay Program for which the Property is to be acquired, other than due to physical deterioration within the reasonable control of the property owner or occupant. The offer will not reflect any consideration of or allowance for any relocation assistance and payments or other benefit that the owner is entitled to receive under any agreement with the TJPA.
- If you reject the TJPA's offer of just compensation for the Property, the TJPA may recommend to the City and County of San Francisco (the "City") that the City use eminent domain, also called "condemnation," to acquire the Property. The TJPA will ask the City to decide whether to institute a formal condemnation proceeding against the Property as soon as possible following any recommendation by the TJPA. You are entitled to have the amount of compensation determined by a court of law under the Eminent Domain Law of the State of California (Code of Civil Procedure §§ 1230.010 et seq.). As required by Government Code Section 7267.2, we have enclosed an Eminent Domain Brochure prepared by the TJPA which answers questions that owners frequently ask concerning the land acquisition process. The TJPA believes that it is in all parties' best interests to reach a voluntary, negotiated sale of your Property to the TJPA.
- You will be entitled to receive full payment prior to vacating the Property unless you have elected to waive such entitlement. You are not required to pay recording fees,

Patrick M. McNerney

June 30, 2009

Page 4

transfer taxes, or the pro rata portion of real property taxes that are allocable to any period after the passage of title or possession.

- In addition to receiving just compensation for any property acquired by the TJPA, you and/or any occupants of the Property may be eligible to receive relocation benefits under the California Relocation Assistance Act (Government Code §§ 7260 et seq.) and/or the federal Uniform Relocation Assistance and Real Property Act (42 U.S.C. §§ 4601 et seq.). This notice does not, however, constitute an offer to purchase the Property, nor does it establish your eligibility or the eligibility of any occupant(s) of the Property for relocation assistance or relocation payments. Only those owners and/or occupants in occupancy at the time of the first written offer to purchase the Property may be eligible for relocation payments.

- All relocation services and benefits that you may be entitled to will be administered without regard to race, color, national origin, or sex, in accordance with Title VI of the Civil Rights Act of 1964 (41 U.S.C. §§ 2000d et seq.) and Section 162(a) of the Federal Highway Act of 1973 (23 U.S.C. § 324). Enclosed for your information is a copy of the Title VI statute and its implementing regulations, a description of the Title VI complaint process, and a Discrimination Complaint Form, and a booklet prepared by the California Department of Transportation titled "Working Together Works."

- You or your representative who has been designated by you in writing shall be given the opportunity to accompany the TJPA's appraisers during inspections of the Property.

- The TJPA will schedule construction of the Transbay Program such that any person or business legally occupying the Property shall have at least 90 days written notice of the date by which any occupant of the Property must vacate the Property, unless a court finds that the TJPA has an urgent need for possession of the Property and that possession will not displace or unreasonably affect any person in actual and lawful possession of the property to be acquired, or unless there is an emergency that threatens the general health or safety of the community.

- If after acquisition of the Property the TJPA makes arrangements to rent the Property to you/your tenant(s) for a short term or for a period subject to termination by the TJPA on short notice, the rent will not exceed the lesser of the fair rental value of the Property to a short term occupier or the pro rata portion of the fair rental value for a typical rental period.

As noted above, Mr. Carneghi and Mr. Clifford will contact you to make arrangements with you to appraise the Property. Please advise us if there is another person to whom we should direct our correspondence regarding the appraisal or other matters relating to the

Patrick M. McNerney
June 30, 2009
Page 5

Property. Please let us know if you are represented by counsel on matters relating to acquisition of the Property.

The TJPA is interested in keeping affected property owners fully informed about the Transbay Program and the land acquisition process. Please feel free to contact me at any time if you have any questions or concerns.

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP



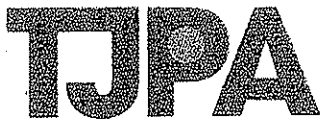
Deborah L. Keeth

Enclosures:

TJPA, Eminent Domain Brochure
Title VI Statutes and Regulations
Title VI Complaint Process
Title VI Discrimination Complaint Form
Caltrans, "Working Together Works"

cc (without enclosures):

Maria Ayerdi-Kaplan
Chris Carneghi
John Clifford



TRANSBAY JOINT POWERS AUTHORITY

Maria Ayerdi-Kaplan • Executive Director

096410

August 24, 2009

Patrick M. McNerney
54 Mint St., 5th Floor
San Francisco, CA 94103

Re: Transbay Program
Initial Contact Letter and General Information Notice—Landlord
Affected Property: 85 Natoma Street #1 (Block 3721, Lot 109)

Dear Mr. McNerney:

As you know, the Transbay Joint Powers Authority ("TJPA") is considering acquiring the property you own located at 85 Natoma Street #1 (Block 3721, Lot 109) in San Francisco (the "Property") in Phase 1 of the Transbay Transit Center Program (the "Transbay Program"), which is currently underway. We understand that you own the Property but lease it to Class Action Services, LLC, who occupies the Property as a business location (the "Tenant"). We are not aware of any other occupants of the Property. It is our understanding that although you may store personal property on the site, you do not occupy the site as your business, residence, or otherwise.


We are writing to inform you of your rights, as owner/landlord of the Property, and your Tenant's rights, as occupant of the Property, to receive relocation assistance, should the TJPA acquire your Property.

Property Owner/Landlord Relocation Assistance

If the TJPA acquires your Property, you would be required to relocate any of your personal property on the site in order to allow for construction of the Transbay Program. You would be eligible to receive relocation assistance and payments related to the cost to relocate your personal property from the Property, in accordance with the Federal Uniform Relocation Assistance and Real Property Acquisition Policies Act, and the California Relocation Act (the "Relocation Laws"). Your rights under these laws are discussed in the enclosed Relocation Brochure and summarized below:

- Moving Expenses. If you are required to move personal property from the site as a result of the TJPA's acquisition of the Property for the Transbay Program, you would be eligible to receive reimbursement for certain actual, reasonable moving expenses.
- Eligibility to Receive Payment. There is no eligibility to receive relocation assistance unless/until the TJPA makes an offer to acquire a property. If the TJPA makes an offer to purchase your Property, it will provide you a Notice of Eligibility for relocation assistance related to relocation of your personal property from the site.
- Right to Appeal. A person or business may appeal if it believes the TJPA has failed to properly determine eligibility or the amount of payment authorized by the relocation regulations. A person or business has the right to be represented by legal counsel, but this is not required. If a person or business still believes a proper determination has not been made at the conclusion of the appeal, the person or business may seek judicial review.
- Nondiscrimination. All services and/or benefits to be derived from any right of way activity will be administered without regard to race, color, national origin, or sex in compliance with Title VI of the 1964 Civil Rights Act.

The TJPA has hired the relocation assistance consultant Associated Right of Way Services ("AR/WS") to help it administer the Relocation Assistance Program. Jamie Guillen of AR/WS is your Relocation Advisor and can answer your questions related to the relocation of your personal property.

 ASSOCIATED
RIGHT OF WAY
SERVICES, INC.
Ms. Jamie Guillen, Relocation Advisor
Associated Right of Way Services, Inc.
2300 Contra Costa Boulevard, Suite 525
Pleasant Hill, CA 94523
(800) 558-5151 toll-free • (925) 691-6505 fax
jguillen@arws.com

Tenant Relocation Assistance

If the TJPA acquires the Property, your Tenant would be relocated in order to allow for construction of the Transbay Program. The TJPA will provide relocation assistance to all eligible tenants that are required to relocate as a result of the Transbay Program, in accordance with the Relocation Laws.

The TJPA has contacted your Tenant to inform it of the TJPA's plan for providing relocation assistance to any persons or businesses that are displaced as a result of the Transbay Program, notify the Tenant of its rights under federal and state law should the Tenant be required to move from the Property for the Transbay Program, and invite the Tenant to meet with AR/WS.

The TJPA has notified your Tenant that the TJPA has **not** issued a notice to vacate the premises, and the TJPA is **not** requiring your Tenant to move at this time. The TJPA has explained that it has **not** acquired the Property and the TJPA is **not** the Tenant's landlord. The TJPA has encouraged your Tenant to continue to honor the terms of any rental agreement with you.

A copy of the letter to your Tenant is enclosed for your information.

Thank you for working with the TJPA to help to plan for this important public transportation project. Please inform us if we have misunderstood your ownership or occupancy of the Property, or if there are any other owners or occupants of the Property. Should you have additional questions or if I can be of additional service please contact me by phone at 415-597-4620 or email at esum@transbaycenter.org.

Sincerely,



Edmond Sum, PE
Engineering Manager

Enclosures: (1) Relocation Brochure
(1) Letter to Tenant

cc: Jamie Guillen, AR/WS

Certification of Delivery	
<input type="checkbox"/>	This Notice was sent via first class and certified mail on _____.
<input type="checkbox"/>	This Notice was personally delivered on _____.
Signature:	Date:

Deborah L. Miller

From: Patrick M. McNerney [pmcnerney@martinbuilding.com]
Sent: Tuesday, October 20, 2009 9:17 AM
To: Deborah L. Keeth
Cc: Kurt Biddle
Subject: RE: TJPA engineering plans
Attachments: image002.jpg; image003.gif

Deborah,

Thank you for sending these documents to us. More specifically, the last file shows us some of the information we were looking for.

Additionally, we would like to see a copy of the updated engineering and layout drawings for the elevated bus ramp that runs adjacent to our properties at 85 Natoma Street and 580 Howard Street. This is very important for us to understand the overall impact of Phase 1 on our properties. I'm sure these drawings are already prepared, so we are hoping to get these right away.

How soon do you think we could receive this?

Thank you very much for your assistance.

Sincerely,

Patrick McNerney
President

MARTIN BUILDING COMPANY
14 Mint Plaza, Fifth Floor
San Francisco, CA 94103
t: 415.348.4600 f: 415.348.8058
www.martinbuilding.com



From: Kurt Biddle
Sent: Tuesday, October 20, 2009 8:30 AM
To: Patrick M. McNerney
Subject: FW: TJPA engineering plans

Here you go.

Let me know if these suffice or you need something else.

Kurt

Kurt Biddle
Asset Manager, DRE #01516771

MARTIN BUILDING COMPANY
14 Mint Plaza, Fifth Floor
San Francisco, CA 94103
t: 415.348.4668 f: 415.442.4811
www.martinbuilding.com



From: Deborah L. Keeth [<mailto:keeth@smwlaw.com>]
Sent: Monday, October 19, 2009 5:16 PM
To: Kurt Biddle
Cc: Andrew Schwartz
Subject: RE: TJPA engineering plans

Kurt –

The TJPA has provided me drawings to describe the Transbay Program's effect on 85 Natoma.

The 2004 Final EIS/EIR for the project identified 85 Natoma as required for the underground downtown extension of Caltrain, which is part of Phase II of the project. In particular, Pages 2-26 (Figure 2.2-9), 2-40 (Figure 2.2-23), 5-21 to 5-34, 5-25 (Figure 5.2-3), and 5-29 (Table 5.2-3) describe the use of 85 Natoma. I've attached the referenced pages here. You can also review the entire environmental document on the TJPA's website: www.transbaycenter.org

More recently, the TJPA determined that the underground train box that the TJPA plans to build in Phase I of the project also requires 85 Natoma. I'm attaching a drawing showing the outline of the train box and rail tracks in relation to 85 Natoma.

I think you'll find the drawings on Page 2-40 and 5-25 helpful in seeing how the underground tunnel will connect with the underground train box.

Let me know if you would like to review any other documents or have any follow up questions.

Deborah

Deborah L. Keeth, Esq.
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
keeth@smwlaw.com

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Please consider the environment before printing this e-mail or attachments.

From: Kurt Biddle [<mailto:kurt@martinbuilding.com>]
Sent: Thursday, October 15, 2009 3:22 PM
To: Deborah L. Keeth
Cc: Andrew Schwartz
Subject: Re: TJPA engineering plans

Thank you Deborah.

On Oct 15, 2009, at 12:09 PM, "Deborah L. Keeth" <keeth@smwlaw.com> wrote:

Kurt –

I am a colleague of Andrew Schwartz. Andrew has been out of town at depositions all week, but he let me know that you are seeking TJPA engineering plans describing impact to 85 Natoma. I'm working with TJPA and will be back in touch shortly.

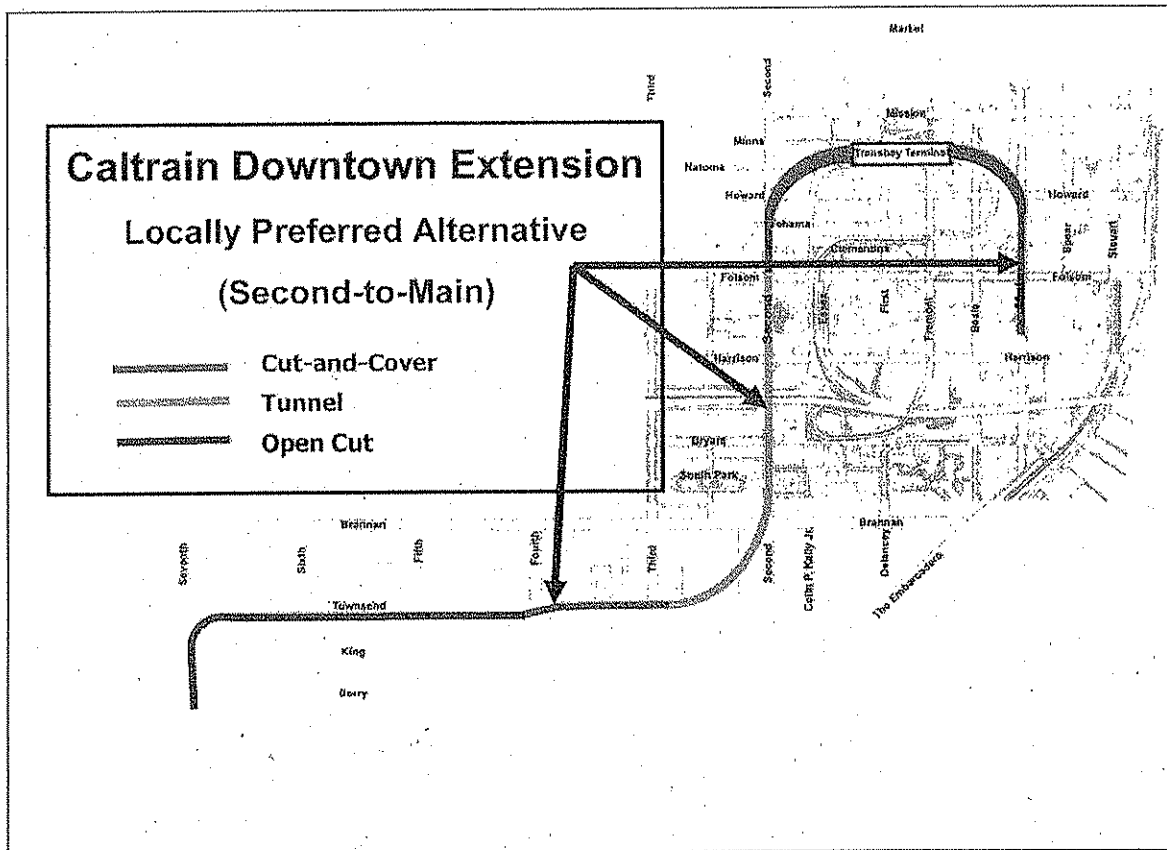
Best,
Deborah

Deborah L. Keeth, Esq.
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
keeth@smwlaw.com

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Figure 2.2-9: Caltrain Downtown Extension
Second-to-Main Alternative – Locally Preferred Alternative



The four tracks passing the Fourth and Townsend underground station would merge into two tracks under Townsend Street near Fourth Street. The alignment would then continue east under Townsend Street in a cut-and-cover tunnel configuration. It would then curve north at about Clarence Place just east of Third Street in a cut-and-cover configuration. For the current cut-and-cover option, eleven parcels with ten buildings would need to be acquired and demolished for this 1,100-foot long curve with 716- and 736-foot radii curves from Townsend to Second and Brannan Streets. (These buildings would remain for the tunneling option described below in Section 2.2.2.3.) The alignment would continue as a cut-and-cover section under Second Street for approximately 2,055 feet.

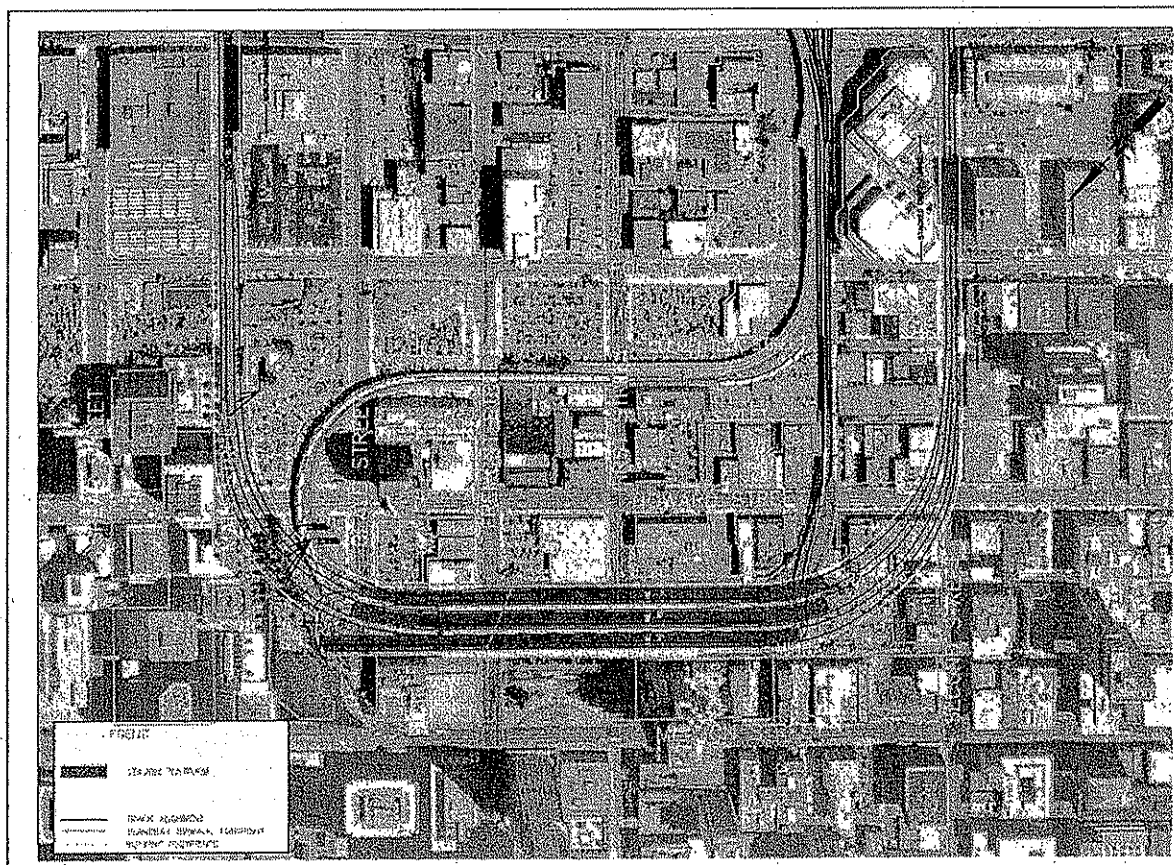
CHAPTER 2: DESCRIPTION OF THE PROJECT ALTERNATIVES

As described below, two alternatives are under consideration from Howard Street north:
(1) Second-to-Main, and (2) Second-to-Mission.

2.2.3.1 Second-to-Main Caltrain Extension Alternative

Figure 2.2-23 shows the refined Second-to-Main Alternative alignment as selected for the Locally Preferred Alternative. As the Second-to-Main Caltrain Extension Alternative approaches Howard Street along Second Street, it would curve 90 degrees northeasterly, along an approximately 970-foot long curve with track curve radii of 498 to 545 feet into the basement of the new Transbay Terminal. Under current plans, 14 parcels of land with 11 buildings would need to be acquired and demolished for this curve into the Terminal.

Figure 2.2-23: Caltrain Refined Second-to-Main Alternative – Locally Preferred Alternative



The terminal station would have six tracks and three platforms and would include approximately 2,000 feet of additional tracks (called tail tracks) in a cut-and-cover section leading from the east end of the new Terminal. These tracks would curve 90 degrees south along 498-foot to 521-foot

would generally be cast on adjacent towers and not reach the street. However, in the late afternoon, shadows from the tower proposed at the corner of Folsom and Spear Streets could reach the planned Rincon Park and shade a small southern portion of the park.

5.1.3.3 Shading Impacts of the Reduced Scope Alternative

The effects of this alternative would be very similar to those of the Full-Build. The following discussion identifies specific locations in which the impacts differ.

Spring. In the late afternoon, new shadows from the towers along Folsom Street would reach Folsom Street and extend east toward Steuart Street, but would fall short of the intersection between Folsom and Steuart Streets. (This intersection would be in shadow under the Full-Build Alternative.)

Summer. During the late afternoon, shadows would fall to the east. Under the Reduced Scope Alternative, shadows from the Transbay Terminal and the proposed redevelopment would add new shadow on Howard Street between Beale and Main Streets. Shadows from the proposed towers along Folsom Street would generally not extend as far south (i.e., would not cross Folsom Street) as under the Full Build scheme, but greater lengths of Folsom Street would be shaded.

Autumn. The effects of the Reduced Scope Alternative would be identical to those of the Full-Build Alternative.

Winter. The effects of the Reduced Scope Alternative would be identical to those of the Full-Build Alternative.

5.1.3.4 Shading Impacts of the Draft Transbay Redevelopment Area Design for Development Vision (August 2003)

Because the Design for Development Vision would have fewer towers and because those towers would be taller and more slender than those of the Full Build Alternative, shadowing effects would be generally less than those of the Full Build Alternative and more similar to those of the Reduced Scope Alternative. No adverse effects to sites under the control of the Recreation and Parks Department would found. Therefore, these shading effects would not be adverse.

5.2 DISPLACEMENTS AND RELOCATION

5.2.1 No-Project Alternative

No residential or non-residential displacements would occur directly as a result of the No-Project Alternative. Therefore, this section focuses on the displacement effects of the proposed Transbay Terminal, Caltrain Downtown Extension, and Redevelopment Plan.

Table 5.2-5: Estimated Residential and Non-Residential Acquisitions for
Transbay Terminal, Caltrain Downtown Extension and Redevelopment Program

RESIDENCES											
Project Component/ Alternatives	No. of Properties Acquired	Total Est. Land Area in Sq. Ft.	Total Est. Building Sq. Ft.	Estimated Number of Residential Units Displaced by Type						Estimated Persons Displaced	
				Total Single Family Units	Mobile Homes	Multi-Family		Total			
						Buildings	Units				
Transbay Terminal & Redevelopment Area	No Residential Units Affected										
Caltrain Downtown Extension (Cut-and-Cover Option)											
Second-to-Main	4	41,000	117,000	0	0	4	60	60	120		
Second-to-Mission	4	41,000	117,000	0	0	4	60	60	120		
Caltrain Downtown Extension (Tunneling Option)											
Second-to-Main	2	14,000	50,000	0	0	2	23	23	46		
Second-to-Mission	2	14,000	50,000	0	0	2	23	23	46		
BUSINESSES											
Project Component/ Alternatives	No. of Properties Acquired	Total Est. Land Area in Sq. Ft.	Total Est. Building Sq. Ft.	Estimated Number of Businesses Displaced by Type						Estimated Employees Displaced	
				Retail	Office/Bus. Services	Rest. / Bar	Industrial	Warehouse	Parking		Total
Transbay Terminal and Redevelopment Area											
	6	36,000	82,000	0	9	0	0	0	1	10	200
Caltrain Downtown Extension (Cut-and-Cover Option)											
Second-to-Main	25	224,000	433,000	6	32	4	2	1	3	48	1,084
Second-to-Mission	27	274,000	543,000	6	42	4	2	1	2	58	1,422
Caltrain Downtown Extension (Tunneling Option)											
Second-to-Main	16	81,000	146,000	5	29	4	0	0	2	40	425
Second-to-Mission	18	131,000	256,000	5	39	4	0	0	2	50	763

Source: Sedway Group, Parsons Transportation Group, 2001

5.2.5 Business and Residential Displacements

Field surveys and public records searches were performed to determine the potentially affected properties, the number and types of businesses occupying these properties, and the general character of the land uses. Businesses were consolidated into the following categories, as shown in Table 5.2-5: small or specialty retail, office/business services, restaurant/bar, industrial, warehouse, and parking. The estimated number of employees who may be displaced was determined from public business records or estimated by applying per-square-foot factors to the building areas of the affected properties. Estimates of affected employees are in full-time equivalents in all cases.

Because of the varied types of businesses in the SOMA, the high incidence of small specialty firms, and the relatively rapid changes in business activity, it is difficult to estimate accurately the number of businesses and employees that may be affected by acquisitions that would take place three to five years from now. The estimated acquisitions and displacements presented in this section are representative of conditions that may exist when the Transbay Terminal and Caltrain Downtown Extension would be implemented. Information would be updated during final design and during pre-construction surveys.

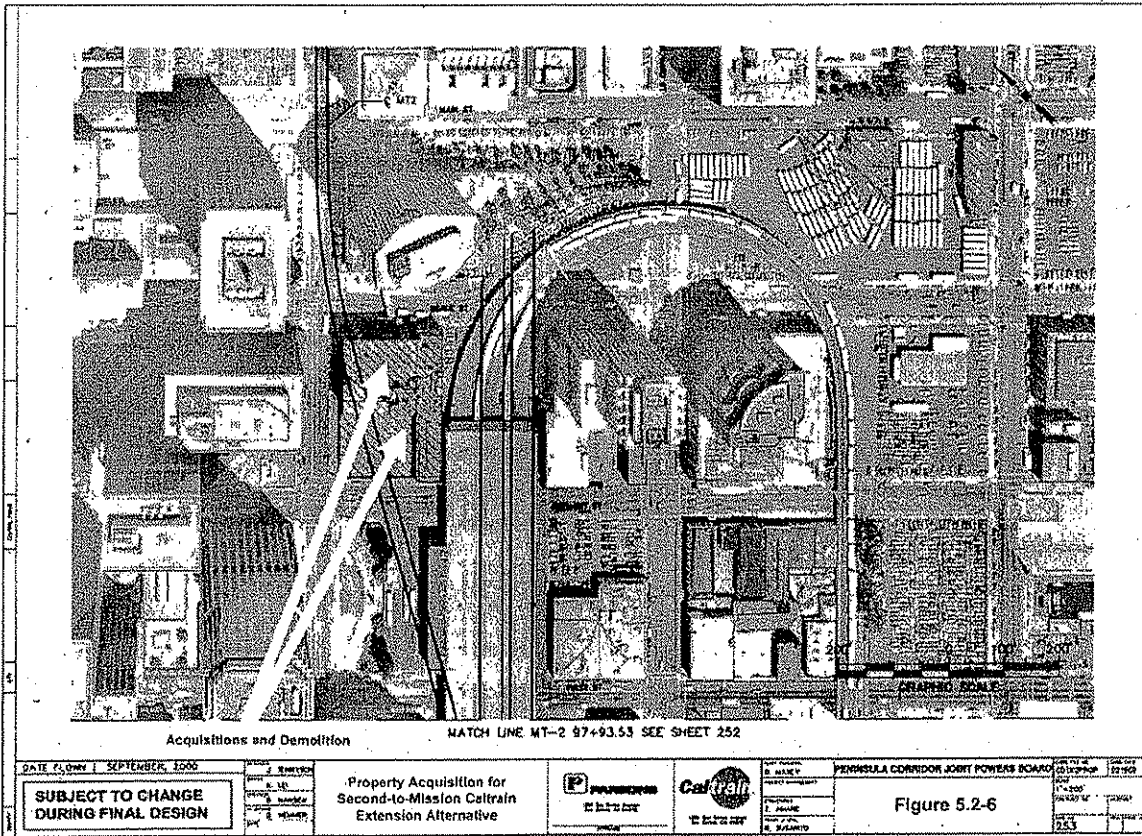
Residential Displacement. Construction of the Transbay Terminal and the Caltrain Downtown Extension could require acquisition of up to 60 residential units, including 14 live/work units. Twelve of these units have operating commercial businesses. Up to 120 persons per alternative would be relocated, assuming an average of two residents per unit.

Business Displacement. The Transbay Terminal and Caltrain Downtown Extension could displace up to 67 businesses, plus 12 businesses currently operating in the live/work units. Up to an estimated 1,600 respective employees could be displaced.

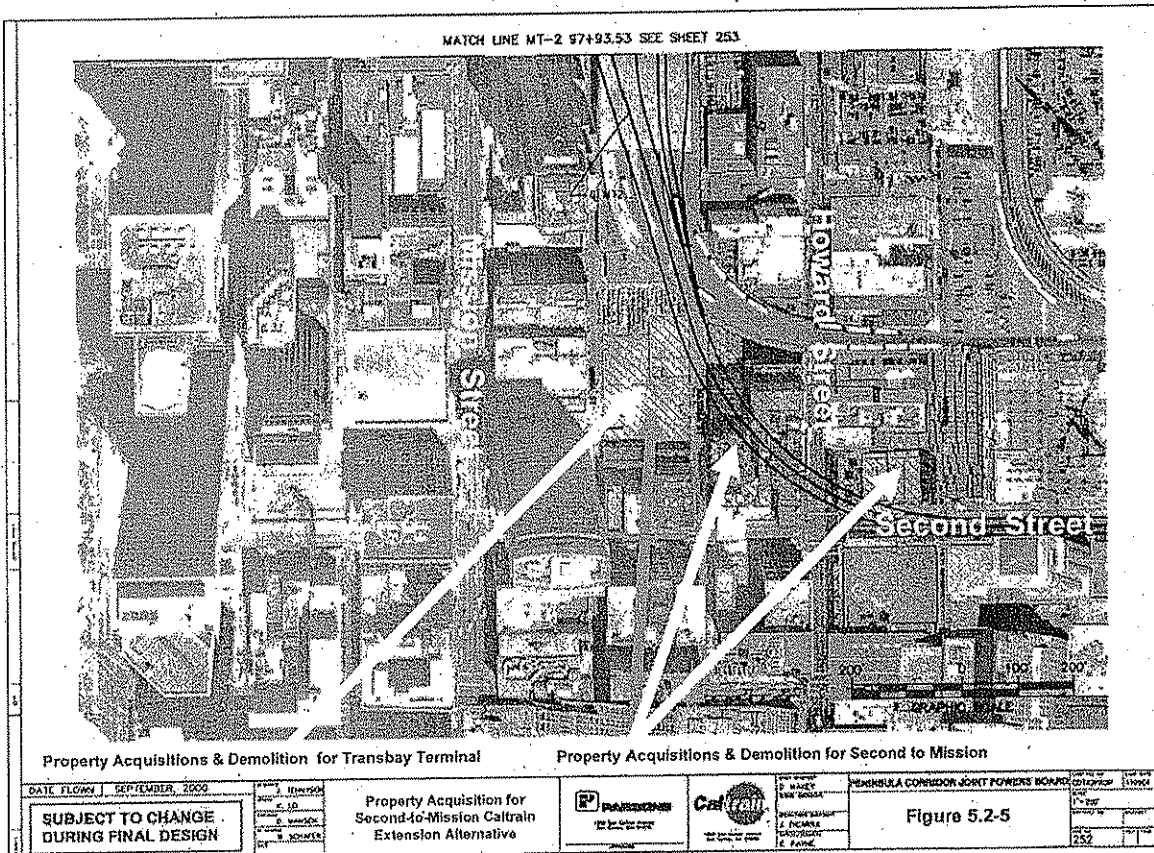
Federal and state laws require consistent and fair treatment of owners of properties to be taken, including just compensation for their properties. Uniform and equitable treatment of temporarily or permanently displaced businesses is also required by these laws. Acquisition costs are discussed in Section 5.6.

5.2.6 Relocation Resources

Acquisition of private properties required for the Caltrain Downtown Extension would represent a loss of up to 742,000 square feet of building space, of which up to 478,000 square feet is estimated to be office space; 127,000 square feet is estimated to be industrial space; 20,000 square feet is estimated to be retail/restaurant space; and 117,000 square feet is residential space.



CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATIONS MEASURES



**Table 5.2-3:
Property Acquisitions & Demolitions
Second-to-Main
Caltrain Extension Alternative**

Block & Lot Number		Address
3736	95	217 Second Street
3736	96	205-215 Second Street
3736	97	201 Second Street
3721	22	191 Second Street
3721	23	181 Second Street
3721	25	171 Second Street
3721	47	90 Natoma Street
3721	95	580-586 Howard Street
3721	108	81-83 Natoma Street
3721	109 through 118	85 Natoma Street
3721	29	77-79 Natoma Street
3721	20	568-576 Howard Street
3721	31	* Natoma Street

Notes:
* indicates no address listed

Source: Sedway Group, Parsons Transportation Group, 2001.

**Table 5.2-4:
Property Acquisitions & Demolitions
Second-to-Mission
Caltrain Extension Alternative**

Block & Lot Number		Address
3736	95	217 Second Street
3736	96	205-215 Second Street
3736	97	201 Second Street
3719	1	301-315 Mission Street (northern portion)
3719	17	101-129 Fremont Street
3721	22	191 Second Street
3721	23	181 Second Street
3721	25	171 Second Street
3721	47	90 Natoma Street
3721	95	580-586 Howard Street
3721	108	81-83 Natoma Street
3721	109 through 118	85 Natoma Street
3721	29	77-79 Natoma Street
3721	20	568-576 Howard Street
3721	31	* Natoma Street

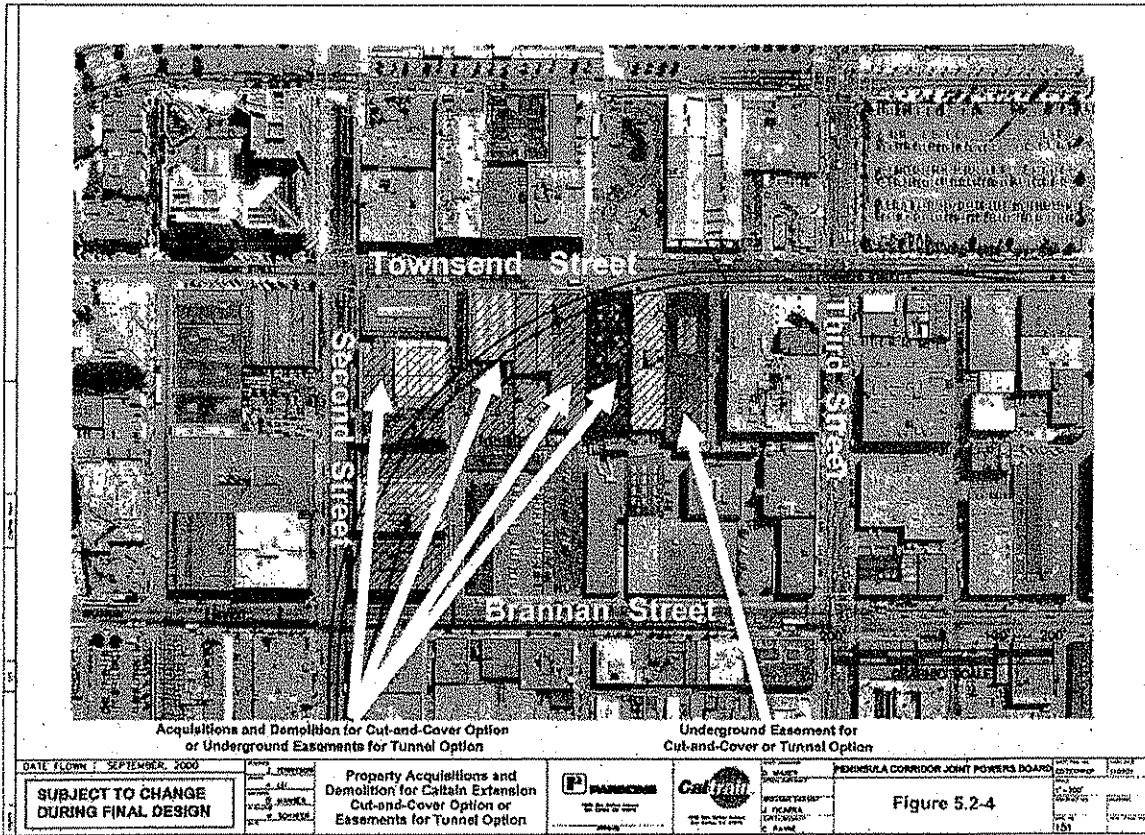
Notes:
* indicates no address listed

Source: Sedway Group, Parsons Transportation Group, 2004

5.2.4 Transbay Redevelopment Plan

Properties identified for redevelopment as part of the Redevelopment Plan are principally occupied by surface parking. Impacts to parking are discussed in Section 5.19.5.

Table 5.2-2: Properties to be Acquired or Underground Easement Properties (Either Second-to-Main or Second-to-Mission Caltrain Extension Alternative)		
Block and Lot Number		Address
Acquisitions and Demolition or Underground Easement [1]		
3788	74 through 85	164 Townsend Street
3788	10	148-154 Townsend Street
3788	9A	144-146 Townsend Street
3788	9	136 Townsend Street
3788	8	130 Townsend Street
3788	43	670 Second Street
3788	44	678-80 Second Street
3788	49 to 73	650 Second Street
3788	2	640 Second Street
3788	38	35 Stanford Street
3788	37	301 Brannan Street
Underground Easement for Either Cut-and-Cover or Tunneling Option		
3788	12	166-178 Townsend Street
Temporary Construction Easement (Second-to-Main Alternative – Locally Preferred Alternative)		
3718	025	201 Mission (southern portion of site)
Notes: [1] Properties listed would be acquired and demolished under the Cut-and-Cover Option. For the Tunneling Option, underground easement would be required for the listed properties.		
Source: Sedway Group, Parsons, 2004.		



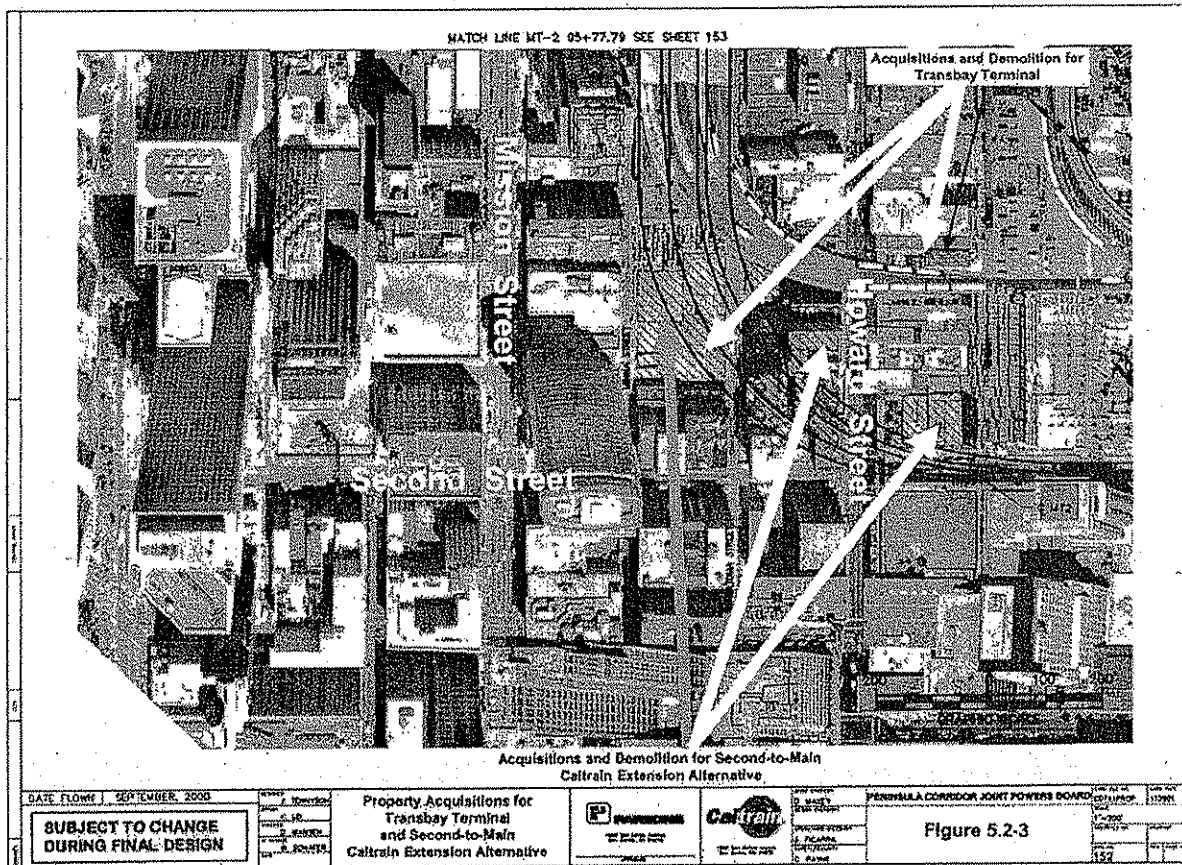
An additional property would be required for the permanent bus ramp. This property – Block 3736, Lot 74 (57 Tehama Street) – was not identified in the Draft EIS/EIR. The additional property is required due to necessary revisions to the permanent bus ramp resulting from: (1) responses to comments from Caltrans on the Draft EIS/EIR regarding the ramp structure shown in the Draft EIS/EIR, and (2) movement of the terminal to the west. This additional property is also shown in the table in italics.

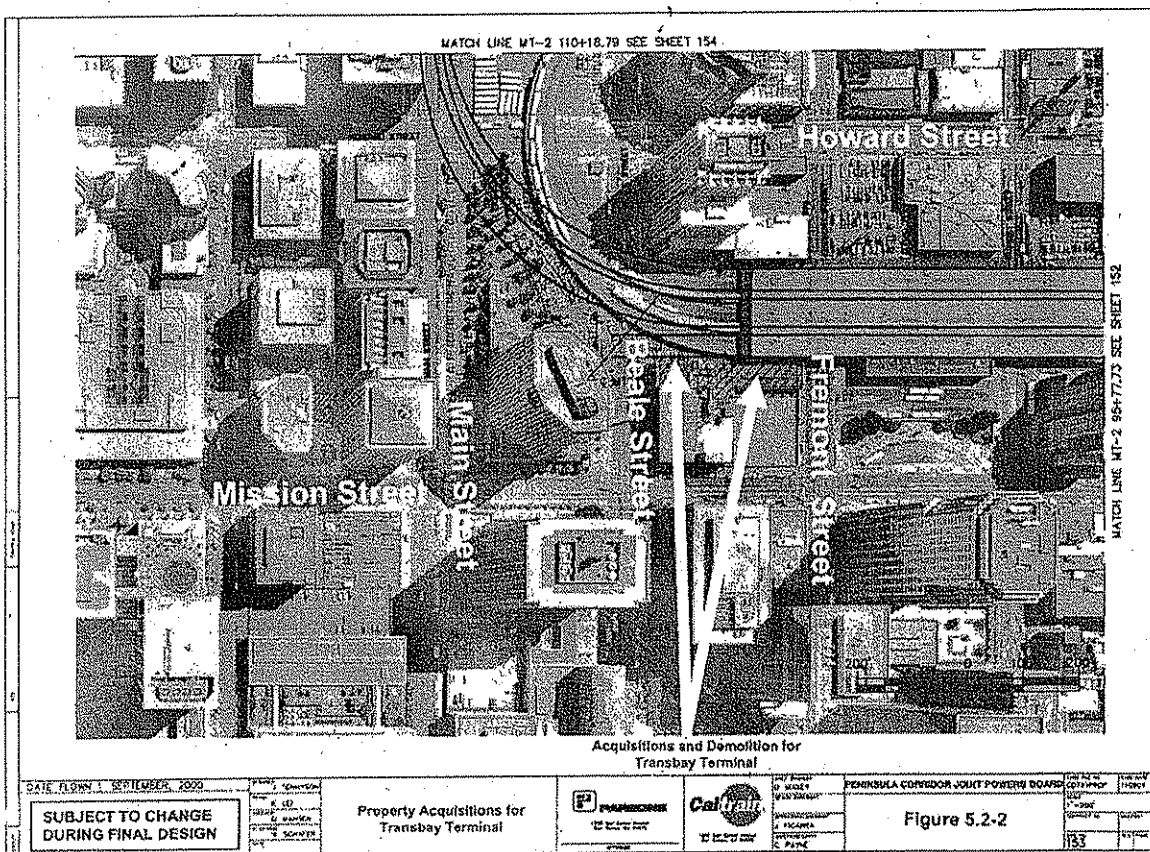
5.2.3 Caltrain Downtown Extension

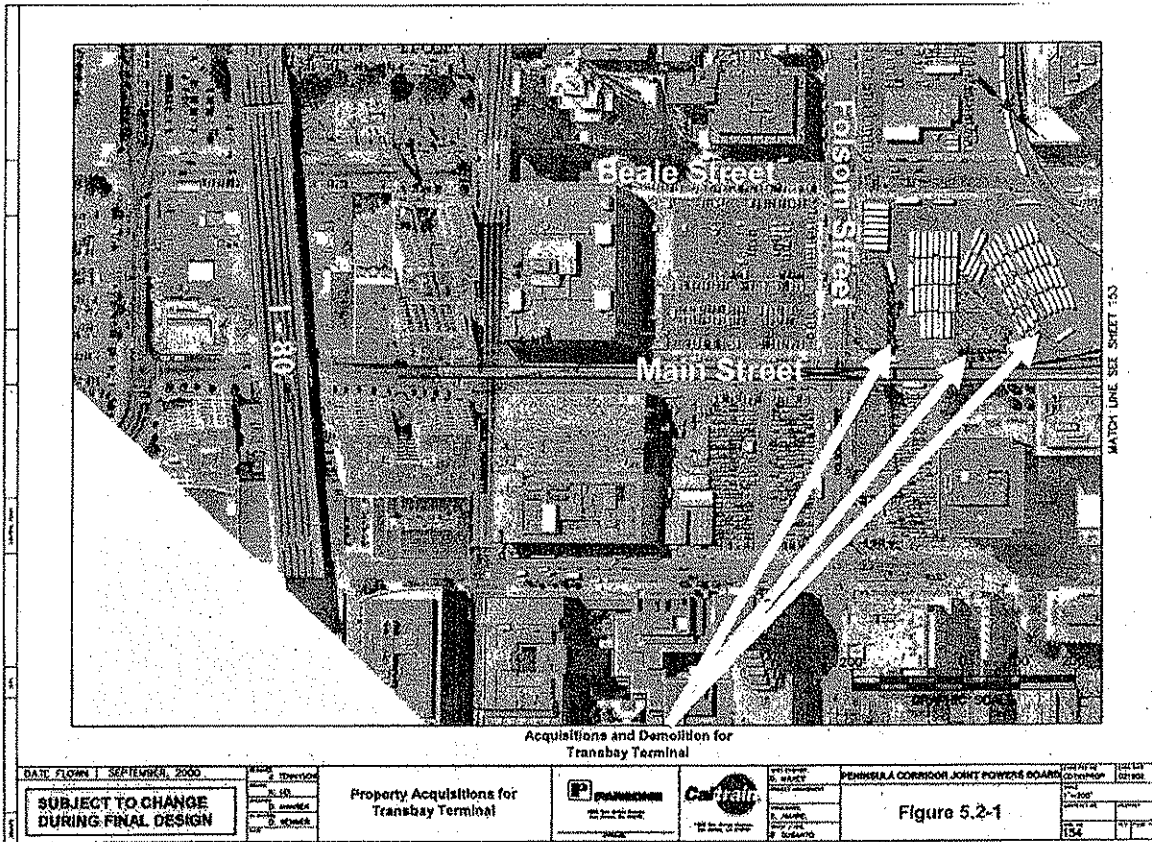
Properties that would need to be acquired or for which an underground easement would be required for either Caltrain Downtown Extension Alternative are shown in Table 5.2-2 and on Figure 5.2-4. Acquisition and demolition of these properties would occur for the Cut-and-Cover Option. Underground easement would be required for these properties for the Caltrain Extension Tunneling Option. *A construction easement will also be required for a portion of the private property (southern portion of Block 3718 – Lot 025) associated with 201 Mission Street, namely the parking area and access road to the loading docks for this structure. Temporary access will be provided from Main Street to the loading area for this structure during the construction period for the Caltrain Extension tail tracks.*

Properties that would need to be acquired and demolished for each of the Caltrain Downtown Extension Alternatives are shown in Tables 5.2-3 and 5.2-4. Properties shown as red on Figure 5.2-3 would be acquired for the Second-to-Main Alternative. Properties shown in red on Figures 5.2-5 and 5.2-6 would be required for the Second-to-Mission Alternative.

CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATIONS MEASURES







5.2.2 Transbay Terminal

Properties to be acquired for construction of the Transbay Terminal are shown in Table 5.2-1. These properties are shown as blue on Figures 5.2-1, 5.2-2 and 5.2-3. *Movement of the Transbay Terminal footprint to the west would require the acquisition of four additional properties for the terminal. These properties were formerly identified in the Draft EIS/EIR as necessary acquisitions under both Caltrain Extension Alternatives, so the properties were anticipated to be acquired for the Project in any event. The properties are now required for the terminal rather than the Caltrain Extension and are shown in the table in italics.*

Table 5.2-1: Property Acquisitions for the Transbay Terminal Alternatives		
Block & Lot Number	Address	
Full Acquisitions		
3721	45A	70 Natoma Street [a]
3721	46	78-80 Natoma Street [a]
3721	53	81 Minna Street [a]
3721	54	65 Minna Street [a]
3736	74	57 Tehama [b]
3739	2	Vacant lot on Main Street
3739	6	272 Main Street
3739	4 & 7	200 Folsom
3736	88	60 Tehama
Partial Acquisitions		
3721	16	546 Howard Few feet from northeast corner of building
3719	17	101-129 Fremont Street (Southern portion of this parcel near the Transbay Terminal)
<p><i>Notes:</i> [a] Assumed for acquisition as part of the Caltrain Extension in the Draft EIS/EIR. Now assumed for acquisition as part of the Transbay Terminal in this Final EIS/EIR due to proposed movement of the terminal to the west. [b] Additional property required for acquisition due to the necessary revisions between the Draft and Final EIS/EIR regarding the permanent bus ramp to the terminal.</p> <p>Source: Sedway Group, Parsons, 2004.</p>		

CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATION MEASURES

Based on current market conditions for commercial and residential space, most businesses and residents should be able to be relocated within the study area. The study area is part of the broader South of Market Area (SOMA), which has witnessed a dramatic transformation over the past seven years with older buildings rehabilitated and new buildings constructed on previously vacant or underutilized parcels. This area was the epicenter of the "dot com" boom in 1999 and 2000, during which multimedia, technology, and Internet companies, fueled by venture capital, exhibited a healthy appetite for real estate. Correspondingly, vacancy rates plummeted, rents and sales prices spiked, and new development and redevelopment was widespread throughout SOMA.

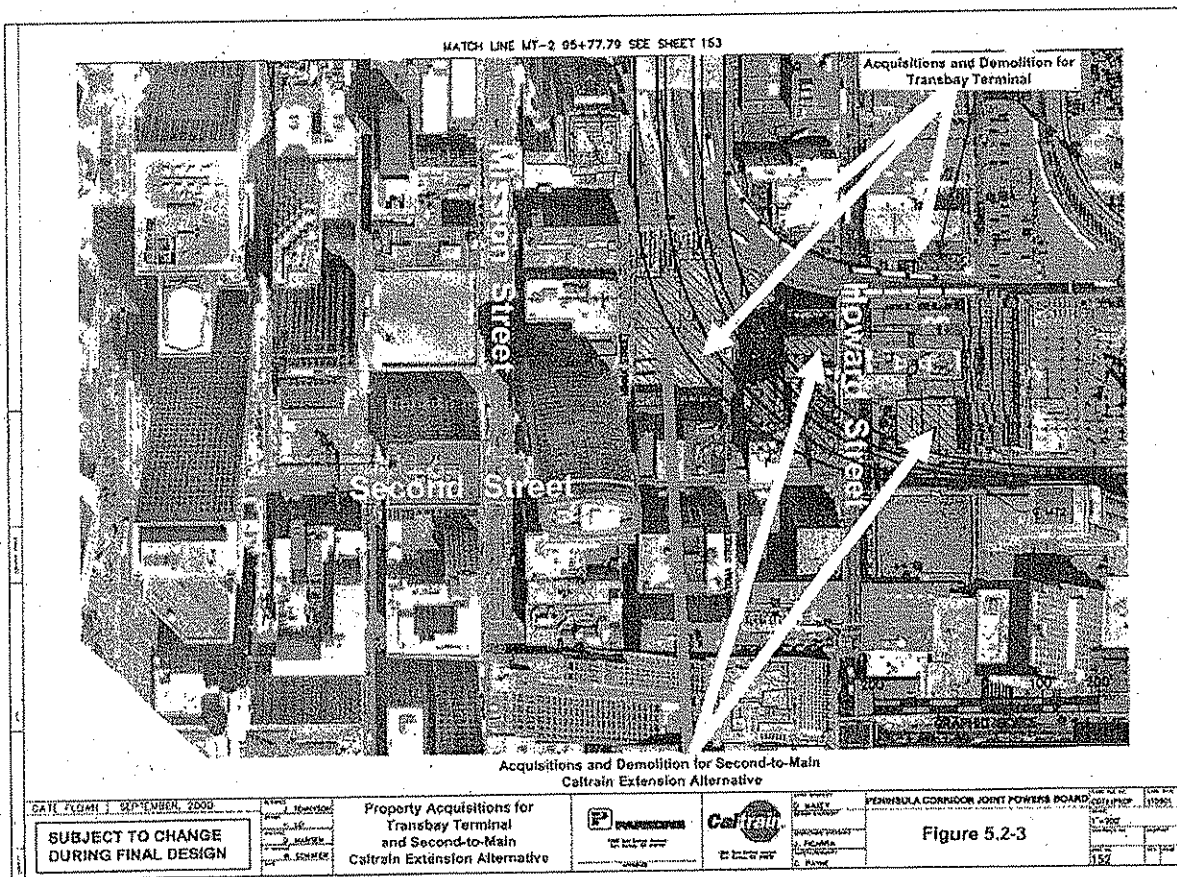
However, by the end of 2000, stock market reductions hit the technology and Internet sector and space was increasingly placed on the market for sublease. In 2001, the overall economy has substantially slowed, affecting demand for space. As a result, vacancy rates have increased. The properties located at Second and Howard streets are within the South of Market Financial District office submarket, which posted a 12 percent vacancy on an inventory of 20.8 million square feet as of the end of September 2001. The properties located at Second and Townsend streets are in the SOMA South office submarket, which has been more severely affected by the downturn. As of September 2001, this market had a vacancy rate of 26 percent on a total inventory of 5.5 million square feet.

As demand for office space has deteriorated, so has demand for industrial and retail space. The residential market, while not as severely affected, has also experienced increasing vacancy rates, lowered rents, and, with respect to "for-sale" projects, lower sales prices and longer marketing periods. A recovery is expected, but may not commence until at least the end of 2002. An improvement in the market to the point of the extremely strong conditions experienced in 1999 and 2000 is not expected for a number of years. Therefore, displaced businesses and residents interested in relocating within SOMA would likely find an ample supply of comparable office, industrial, retail, or residential space.

The federal Uniform Relocation Act (Public Law 91-646) and the California Relocation Act (Chapter 16, Section 7260 et seq. of the Government Code) and related laws and regulations contain specific requirements that govern both land acquisition and relocation. All real property to be acquired *will* be appraised to determine its fair market value before an offer is made to each property owner. Minimum relocation payments are detailed in the laws, and include moving and search payments for businesses. For purposes of the relocation acts, parking lots are considered businesses.

The City and County of San Francisco and the *Transbay Joint Powers Authority* will provide information, assistance and payments to all displaced businesses in accordance with these laws and regulations.

CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATIONS MEASURES



**Table 5.2-3:
Property Acquisitions & Demolitions
Second-to-Main
Caltrain Extension Alternative**

Block & Lot Number		Address
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3736	96	205-215 Second Street
3736	97	201 Second Street
3721	22	191 Second Street
3721	23	181 Second Street
3721	25	171 Second Street
3721	47	90 Natoma Street
3721	95	580-586 Howard Street
3721	108	81-83 Natoma Street
3721	109 through 118	85 Natoma Street
3721	29	77-79 Natoma Street
3721	20	568-576 Howard Street
3721	31	* Natoma Street

Notes:
* indicates no address listed.

Source: Sedway Group, Parsons Transportation Group, 2001.

**Table 5.2-4:
Property Acquisitions & Demolitions
Second-to-Mission
Caltrain Extension Alternative**

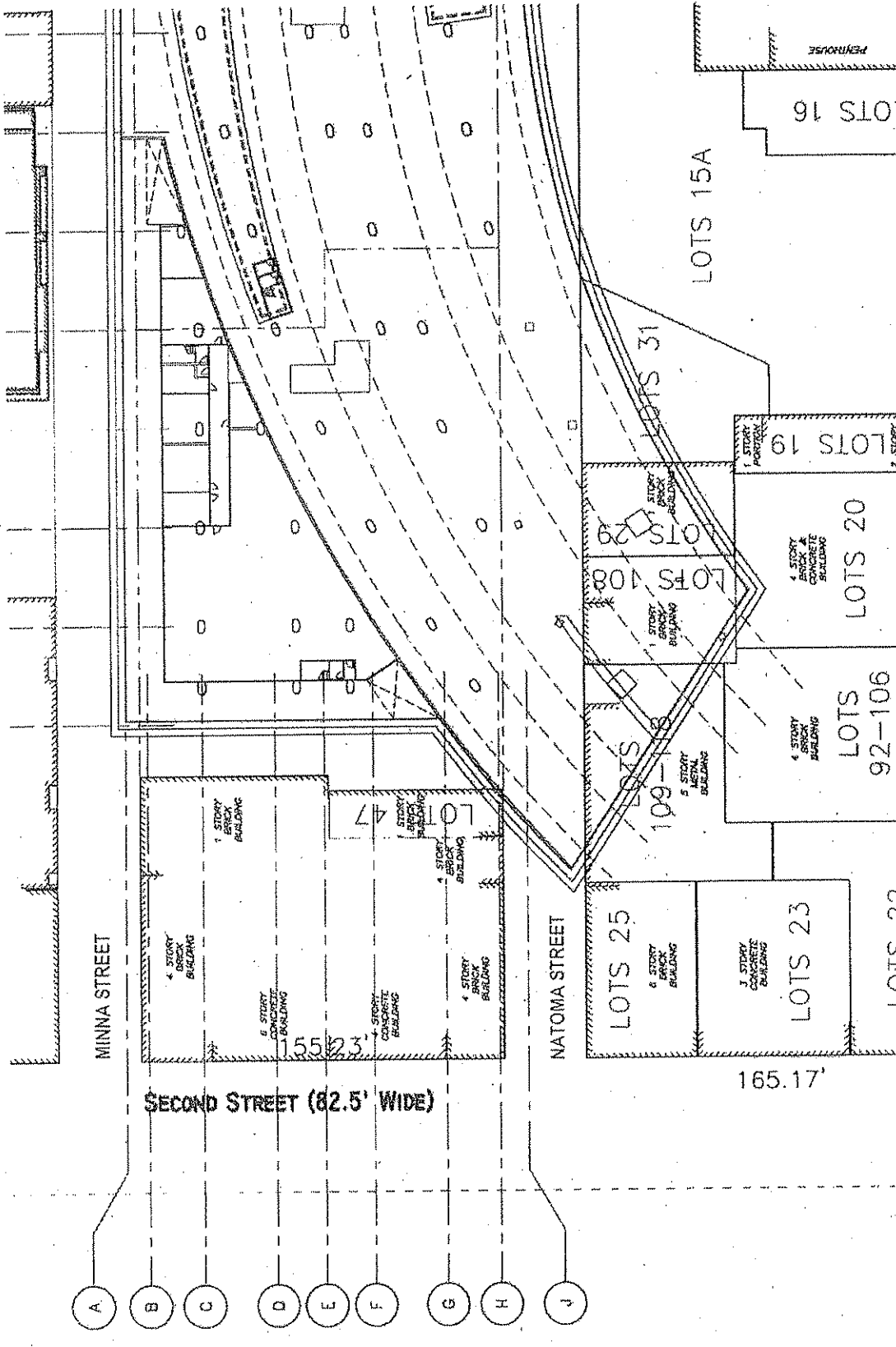
Block & Lot Number		Address
3736	95	217 Second Street
3736	96	205-215 Second Street
3736	97	201 Second Street
3719	1	301-315 Mission Street (northern portion)
3719	17	101-129 Fremont Street
3721	22	191 Second Street
3721	23	181 Second Street
3721	25	171 Second Street
3721	47	90 Natoma Street
3721	95	580-586 Howard Street
3721	108	81-83 Natoma Street
3721	109 through 118	85 Natoma Street
3721	29	77-79 Natoma Street
3721	20	568-576 Howard Street
3721	31	* Natoma Street

Notes:
* indicates no address listed.

Source: Sedway Group, Parsons Transportation Group, 2004.

5.2.4 Transbay Redevelopment Plan

Properties identified for redevelopment as part of the Redevelopment Plan are principally occupied by surface parking. Impacts to parking are discussed in Section 5.19.5.



1 - PLATFORM LEVEL - WEST PART
SCALE: 1/32" = 1'-0"

Transbay Transit Center
 Phase 1 - Below-grade Train Box
 50% Design Development Phase

Deborah L. Miller

From: Patrick M. McNerney [pmcnerney@martinbuilding.com]
Sent: Thursday, September 23, 2010 11:08 AM
To: Deborah L. Miller
Subject: RE: 85 natoma (1 of 3)
Attachments: image002.jpg; image003.jpg

Thank you.

Patrick McNerney
President

MARTIN BUILDING COMPANY
14 Mint Plaza, Fifth Floor
San Francisco, CA 94103
T: 415 348 4000 F: 415 348 8058
www.martinbuilding.com



From: Deborah L. Miller [mailto:miller@smwlaw.com]
Sent: Thursday, September 23, 2010 11:04 AM
To: Patrick M. McNerney
Subject: RE: 85 natoma (1 of 3)

Patrick -

Attached are pdf files of the summary appraisal statements, and word files of the purchase-sale agreements for the requested properties.

Deborah

Deborah L. (Keeth) Miller
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

** Please note I have changed my name to Deborah L. Miller. **

Please consider the environment before printing this e-mail or attachments.

From: Patrick M. McNerney [mailto:pmcnerney@martinbuilding.com]
Sent: Thursday, September 23, 2010 10:04 AM
To: Deborah L. Miller
Subject: 85 natoma

Hello Deborah,

I received the purchase offers for 4 units at 85 Natoma (units C1, 1, 2, and 4) and the parking at 580 Howard. Do you have digital files of the summary appraisal and purchase agreement you can send me for each parcel, please?

Thank you.

Patrick McNerney
President

Martin Building Company
14 Mint Plaza, Fifth Floor
San Francisco, CA 94103
t: 415.348.4600 f: 415.348.8058
www.martinbuilding.com



Deborah L. Miller

From: Knowles, Jeffrey [jgk@coblentzlaw.com]
Sent: Friday, October 01, 2010 8:12 AM
To: Deborah L. Miller
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Deborah:

Thank you for this information. As I said in my voicemail responding to your September 24 message (and have told you in telephone conversations in the past), the existence or non-existence of a demolition contract for 85 Natoma is of less interest to my clients than whatever schedule the TJPA or its vendors may have for work that would entail demolition of 85 Natoma. While I understand there may be "no schedule for demolition of 85 Natoma" in the sense that there is no contract in place to do so, that is not (and has not been) what I have been inquiring about. Surely there is a construction schedule or timeline -- tentative, contemplated, preliminary or otherwise -- that designates or presupposes a particular time (or range of times) for the taking of all property in Phase I, including 85 Natoma. It is inconceivable that construction/demolition could be so imminent and/or underway without a longer range schedule, regardless of how tentative it may be. Please consider this a Public Records Act and Sunshine Ordinance request for all documents relating to such a timeline or scheduling.

In the interim, we are working on a response to the TJPA's offer and will be in touch.

Regards,

Jeff Knowles

Jeffrey G. Knowles
Coblentz Patch Duffy & Bass LLP
Direct: (415) 772-5795
Main: (415) 391-4800
Facsimile: (415) 989-1663
www.coblentzlaw.com

From: Deborah L. Miller [mailto:miller@smwlaw.com]
Sent: Friday, October 01, 2010 5:59 AM
To: Knowles, Jeffrey
Subject: 85 Natoma

Jeff --

Responding to your telephone messages to me on September 29 and 30 --

You asked about schedule for demolition of 85 Natoma. As I explained in my September 24 message to you; the TJPA has not yet acquired possession of all of the units in 85 Natoma and 85 Natoma is not in the TJPA's current demolition contract. If the TJPA acquires possession of all of the units, the TJPA would need to amend the existing contract or enter a new contract for demolition before it could demolish the structure. Thus, there is no schedule for demolition of 85 Natoma.

Also as I mentioned re the schedule for construction, the TJPA's Buttress, Shoring, and Excavation contract is currently out to bid. The deadline for responses to bids has been extended to November 9. The TJPA expects to begin work under that contract in early 2011. That is, however, subject to change.

The TJPA would like to proceed expeditiously with acquisition of the units in 85 Natoma and the parking easement held by the owner of 580 Howard based on the TJPA's August 2, 2010 offers to purchase.

I understand that you represent the owners of 85 Natoma #1, 2, 4, 9, C1 and the owner of the parking easement. We have not yet received a response from your clients to the TJPA's offer. We would be glad to consider any information that you or your clients believe is relevant to the value of the units, or consider any comments to the proposed terms of purchase.

The TJPA is in escrow for the purchase of 2 other units in the building, and in discussions regarding 2 more units. I am hopeful that we can likewise reach agreement with your clients in the near term.

Best,
Deborah

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miller@smwlaw.com

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SHUTE, MIHALY
& WEINBERGER LLP

396 HAYES STREET, SAN FRANCISCO, CA 94102
T: 415 552-7272 F: 415 552-5816
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DEBORAH L. (KEETH) MILLER
Attorney
miller@smwlaw.com

September 11, 2010

Via email and US Mail

Jeffrey G. Knowles
Coblentz, Patch, Duffy & Bass LLP
One Ferry Building, Suite 200
San Francisco, CA 94111-4213
Email: jgk@coblentzlaw.com

Re: Public Records Act Request; 85 Natoma

Dear Mr. Knowles:

We understand that you represent the owners of 85 Natoma #1, 2, 4, 9, C1 and the owner of the parking easement in and across the 85 Natoma garage (collectively, the "Properties"). We are writing in response to your October 1, 2010 email requesting, under the Public Records Act and the San Francisco Sunshine Ordinance, Transbay Joint Powers Authority ("TJPA") documents relating to a timeline or schedule for the taking and/or demolition of the Properties.

As you know, the TJPA had initially planned to acquire the Properties in Phase 2. Due to the TJPA's refinement of plans for construction of Phase 1, the TJPA plans to acquire the Properties in Phase 1, which is currently underway. In particular, the Properties will facilitate construction of the train box below the Transit Center and the Downtown Rail Extension Project ("DTX") train tunnel, which will run below the condominium building as it expands on the curve into the new Transit Center. The building will have to be demolished to allow for construction of the Transbay Program rail components.

As we've previously explained, there is no timeline or schedule for the taking and/or demolition of the Properties. The City Board of Supervisors and the TJPA Board of Directors exercise sole discretion relating to acquisition of property; neither agency has approved any acquisition of the Properties. Moreover, acquisition and demolition would require numerous decisions and actions relating to issues such as funding, contracting, and other matters. Some of these decisions are within the exclusive control of government agencies other than the TJPA and which the TJPA cannot predict.

Jeffrey G. Knowles
September 11, 2010
Page 2

Nonetheless, we have provided you and your clients information about the TJPA's schedule and plans for demolition, construction, and funding to the extent it is available.

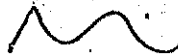
As we have previously explained, the TJPA's current schedule for Buttress, Shoring, and Excavation (BS&E) work in the vicinity of the Properties—which would be facilitated by acquisition of the Properties—is planned for Spring 2011. We have kept you apprised of the status of the contract that would have to be approved by the TJPA Board before the BS&E work may begin. In response to your request, we are enclosing a schedule of planned BS&E activity in the area near the Properties; this schedule is subject to change.

Also as we have previously explained, the City's and the TJPA's joint offers to purchase the Properties are contingent on an allocation of funds from the TJPA's funding partner, the San Mateo County Transportation Authority (SMCTA). On October 7, 2010, SMCTA approved the terms of the requested allocation. The TJPA Board will consider approval of the terms at its October 14, 2010 regular Board meeting. If the TJPA Board approves the allocation terms, we expect funds to be available for acquisition of the Properties shortly thereafter.

The TJPA would like to acquire the Properties before Spring 2011, when the TJPA plans to begin BS&E work in the area near the Properties. On August 2, 2010, the City and County of San Francisco and the TJPA made joint offers to purchase the Properties. Although more than 2 months has passed since TJPA made its offers, we have not received any response from your clients. We would be glad to consider any information that you or your clients believe is relevant to the value of the units, or consider any comments to the proposed terms of purchase.

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP

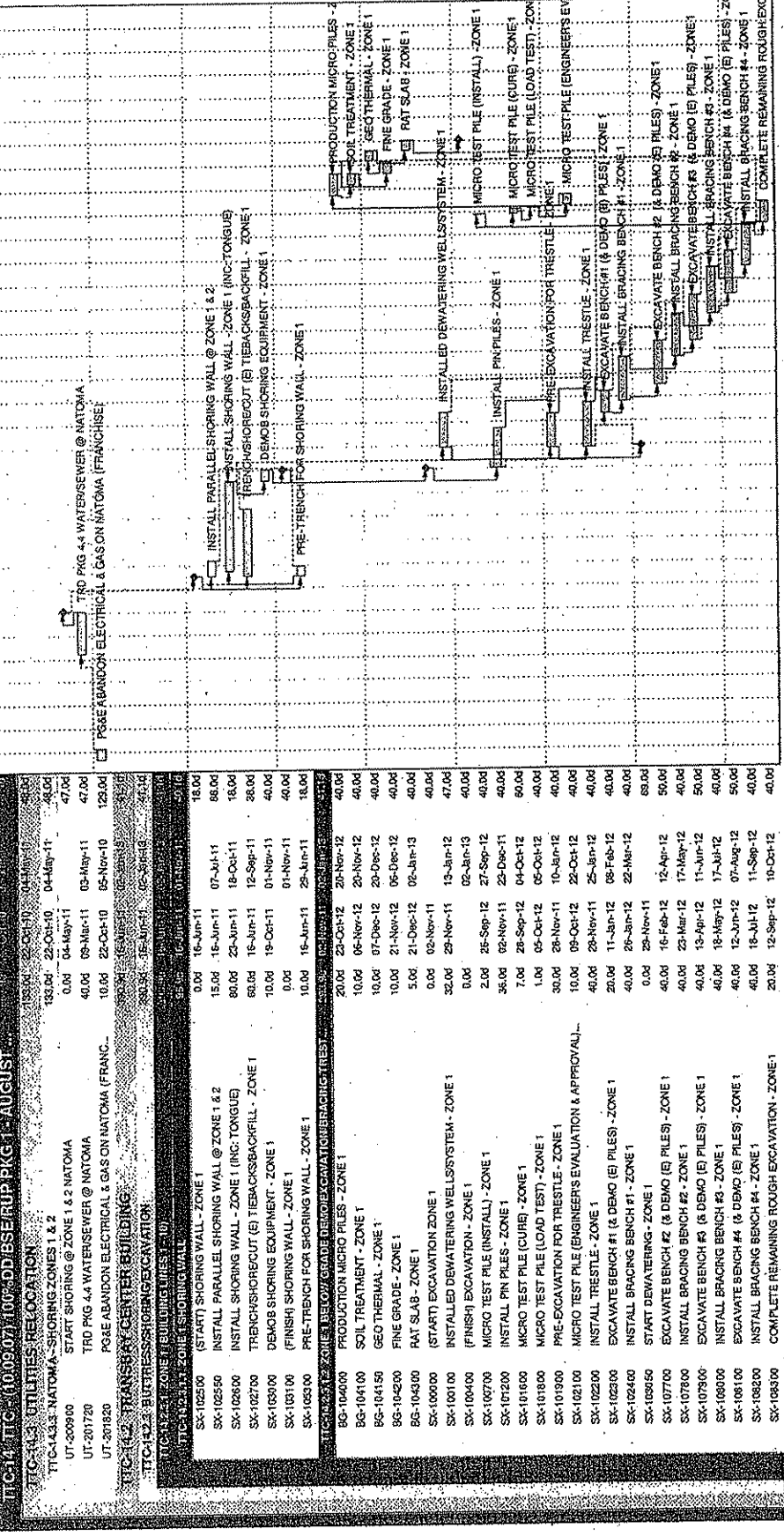


Deborah L. (Keeth) Miller

Enclosure

cc: Maria Ayerdi-Kaplan

SHUTE, MIHALY
& WEINBERGER LLP



Task Name	Start	Finish	Duration	Cost
START SHORING WALL - ZONE 1	04-May-11	04-May-11	1d	18.00
INSTALL PARALLEL SHORING WALL @ ZONE 1 & 2	15-Jun-11	07-Jul-11	22d	88.00
INSTALL SHORING WALL - ZONE 1 (INC. TONGUE)	23-Jun-11	18-Oct-11	86d	18.00
TRENCH SHORING CUT (E) TIEBACKS/BACKFILL - ZONE 1	15-Jun-11	12-Sep-11	59d	28.00
DEMOB SHORING EQUIPMENT - ZONE 1	18-Oct-11	01-Nov-11	14d	40.00
DEMOB SHORING EQUIPMENT - ZONE 1	01-Nov-11	01-Nov-11	1d	40.00
FINISH SHORING WALL - ZONE 1	01-Nov-11	01-Nov-11	1d	40.00
PRE-TRENCH FOR SHORING WALL - ZONE 1	15-Jun-11	29-Jun-11	14d	18.00
PRODUCTION MICRO PILES - ZONE 1	20-Sep-12	20-Sep-12	1d	40.00
SOIL TREATMENT - ZONE 1	06-Nov-12	20-Nov-12	14d	40.00
GEO THERMAL - ZONE 1	07-Dec-12	29-Dec-12	22d	40.00
FINE GRADE - ZONE 1	21-Nov-12	06-Dec-12	16d	40.00
RAY SLAB - ZONE 1	21-Dec-12	05-Jan-13	15d	40.00
EXCAVATION ZONE 1	02-Nov-11	02-Nov-11	1d	40.00
INSTALLED DEWATERING WELLS/STEM - ZONE 1	29-Nov-11	13-Jan-12	45d	40.00
(FINISH) EXCAVATION - ZONE 1	02-Apr-13	02-Apr-13	1d	40.00
MICRO TEST PILE (INSTALL) - ZONE 1	27-Sep-12	27-Sep-12	1d	40.00
MICRO TEST PILE (CURE) - ZONE 1	02-Nov-11	22-Dec-12	43d	40.00
MICRO TEST PILE (LOAD TEST) - ZONE 1	28-Sep-12	04-Oct-12	7d	90.00
PRE-EXCAVATION FOR TRESTLE - ZONE 1	05-Oct-12	05-Oct-12	1d	40.00
MICRO TEST PILE (ENGINEER'S EVALUATION & APPROVAL) - ZONE 1	22-Oct-12	10-Jan-12	80d	40.00
EXCAVATE BENCH #1 (& DEMO (E) PILES) - ZONE 1	25-Mar-12	25-Mar-12	1d	40.00
EXCAVATE BENCH #1 (& DEMO (E) PILES) - ZONE 1	08-Feb-12	08-Feb-12	1d	40.00
INSTALL BRACING BENCH #1 - ZONE 1	26-Jan-12	26-Jan-12	1d	89.00
EXCAVATE BENCH #2 (& DEMO (E) PILES) - ZONE 1	03-Mar-12	12-Apr-12	40d	50.00
EXCAVATE BENCH #2 (& DEMO (E) PILES) - ZONE 1	23-Mar-12	17-May-12	40d	40.00
EXCAVATE BENCH #3 (& DEMO (E) PILES) - ZONE 1	13-Apr-12	11-Jun-12	40d	50.00
EXCAVATE BENCH #3 (& DEMO (E) PILES) - ZONE 1	18-May-12	17-Jul-12	40d	40.00
EXCAVATE BENCH #4 (& DEMO (E) PILES) - ZONE 1	12-Jun-12	07-Aug-12	40d	50.00
EXCAVATE BENCH #4 - ZONE 1	18-Jul-12	11-Sep-12	40d	40.00
COMPLETE REMAINING ROUGH EXCAVATION - ZONE 1	20-Sep-12	10-Oct-12	20d	40.00

Deborah L. Miller

From: Patrick M. McNerney [pmcnerney@martinbuilding.com]
Sent: Tuesday, October 12, 2010 5:52 AM
To: Deborah L. Miller; Knowles, Jeffrey
Subject: RE: 85 Natoma
Attachments: image001.jpg

Deborah,

I have two additional questions, please.

- Can we get a copy of the site plan that clearly defines the areas referred to as Zone 1 and Zone 2 of Natoma Street?
- May I contact the person who prepared this schedule? I would like to understand the detail surrounding the shoring work (both for 85 Natoma and 580 Howard).

Thank you.

Patrick McNerney
President

MARTIN BUILDING COMPANY
11 Mint Plaza, Fifth Floor
San Francisco, CA 94103
T 415.348.4600 F 415.348.8058
www.martinbuilding.com



From: Deborah L. Miller [mailto:miller@smwlaw.com]
Sent: Monday, October 11, 2010 10:13 PM
To: Knowles, Jeffrey
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Jeff --

In follow up to our phone call on Friday, please see the attached correspondence, including the schedule of planned buttress, shoring, and excavation activities near 85 Natoma.

Deborah

Deborah L. (Keith) Miller
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

**** Please note I have changed my name to Deborah L. Miller. ****

Please consider the environment before printing this e-mail or attachments.

From: Deborah L. Miller
Sent: Friday, October 08, 2010 1:33 PM
To: 'Knowles, Jeffrey'
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Jeff -

I left you a phone message yesterday and today, letting you know I am available to talk at your convenience. In the meantime, TJPA is preparing its response to your Public Records Act request.

Deborah

Deborah L. (Keeth) Miller
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

**** Please note I have changed my name to Deborah L. Miller. ****

Please consider the environment before printing this e-mail or attachments.

From: Knowles, Jeffrey [mailto:jgk@coblentzlaw.com]
Sent: Wednesday, October 06, 2010 9:12 PM
To: Deborah L. Miller
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Perhaps you could give me a ring. I'm in tomorrow.

From: Deborah L. Miller [mailto:miller@smwlaw.com]
Sent: Wednesday, October 06, 2010 2:34 PM
To: Knowles, Jeffrey
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Jeff -

We received your October 1 request for documents under the Public Records Act and Sunshine Ordinance. The TJPA will respond to the request consistent with the time frames prescribed by those provisions.

We stand ready to review the property owners' responses to the TJPA's August 2 offers to purchase.

Deborah

Deborah L. (Keeth) Miller
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San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

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From: Knowles, Jeffrey [mailto:jgk@coblentzlaw.com]
Sent: Friday, October 01, 2010 8:12 AM
To: Deborah L. Miller
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Deborah:

Thank you for this information. As I said in my voicemail responding to your September 24 message (and have told you in telephone conversations in the past), the existence or non-existence of a demolition contract for 85 Natoma is of less interest to my clients than whatever schedule the TJPA or its vendors may have for work that would entail demolition of 85 Natoma. While I understand there may be "no schedule for demolition of 85 Natoma" in the sense that there is no contract in place to do so, that is not (and has not been) what I have been inquiring about. Surely there is a construction schedule or timeline -- tentative, contemplated, preliminary or otherwise -- that designates or presupposes a particular time (or range of times) for the taking of all property in Phase I, including 85 Natoma. It is inconceivable that construction/demolition could be so imminent and/or underway without a longer range schedule, regardless of how tentative it may be. Please consider this a Public Records Act and Sunshine Ordinance request for all documents relating to such a timeline or scheduling.

In the interim, we are working on a response to the TJPA's offer and will be in touch.

Regards,

Jeff Knowles

Jeffrey G. Knowles
Coblentz Patch Duffy & Bass LLP
Direct: (415) 772-5795
Main: (415) 391-4800
Facsimile: (415) 989-1663
www.coblentzlaw.com

From: Deborah L. Miller [mailto:miller@smwlaw.com]
Sent: Friday, October 01, 2010 5:59 AM

To: Knowles, Jeffrey
Subject: 85 Natoma

Jeff -

Responding to your telephone messages to me on September 29 and 30 --

You asked about schedule for demolition of 85 Natoma. As I explained in my September 24 message to you, the TJPA has not yet acquired possession of all of the units in 85 Natoma and 85 Natoma is not in the TJPA's current demolition contract. If the TJPA acquires possession of all of the units, the TJPA would need to amend the existing contract or enter a new contract for demolition before it could demolish the structure. Thus, there is no schedule for demolition of 85 Natoma.

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The TJPA is in escrow for the purchase of 2 other units in the building, and in discussions regarding 2 more units. I am hopeful that we can likewise reach agreement with your clients in the near term.

Best,
Deborah

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Fax: (415) 552-5816
miller@smwlaw.com

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Deborah L. Miller

From: Deborah L. Miller
Sent: Monday, October 18, 2010 2:31 PM
To: 'Knowles, Jeffrey'
Cc: 'Patrick M. McNerney'
Subject: RE: 85 Natoma
Attachments: Letter to Knowles 10-18-10.pdf; TG03 SL-004.pdf; TG03 SL-001.pdf

Please see attached letter with 2 enclosures.

Deborah

Deborah L. (Keeth) Miller
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

** Please note I have changed my name to Deborah L. Miller. **

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From: Deborah L. Miller
Sent: Friday, October 15, 2010 12:11 PM
To: 'Knowles, Jeffrey'
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Yes, except that Patrick made a follow up request on October 12, which we are preparing to respond to.

Deborah L. (Keeth) Miller
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

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From: Knowles, Jeffrey [mailto:jgk@coblentzlaw.com]
Sent: Friday, October 15, 2010 11:51 AM
To: Deborah L. Miller
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Deborah:

Does this letter constitute the TJPA's response to our Public Records Act and Sunshine Ordinance request?

Jeffrey G. Knowles
Coblentz Patch Duffy & Bass LLP
Direct: (415) 772-5795
Main: (415) 391-4800
Facsimile: (415) 989-1663
www.coblentzlaw.com

From: Deborah L. Miller [mailto:miller@smwlaw.com]
Sent: Monday, October 11, 2010 10:13 PM
To: Knowles, Jeffrey
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Jeff -

In follow up to our phone call on Friday, please see the attached correspondence, including the schedule of planned buttress, shoring, and excavation activities near 85 Natoma.

Deborah

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To: 'Knowles, Jeffrey'
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

Jeff -

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Deborah

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Cc: Patrick M. McNerney
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Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

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We stand ready to review the property owners' responses to the TJPA's August 2 offers to purchase.

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Sent: Friday, October 01, 2010 8:12 AM
To: Deborah L. Miller
Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

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Jeff Knowles

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Coblentz Patch Duffy & Bass LLP
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Main: (415) 391-4800
Facsimile: (415) 989-1663
www.coblentzlaw.com

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Sent: Friday, October 01, 2010 5:59 AM
To: Knowles, Jeffrey
Subject: 85 Natoma

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Also as I mentioned re the schedule for construction, the TJPA's Buttress, Shoring, and Excavation contract is currently out to bid. The deadline for responses to bids has been extended to November 9. The TJPA expects to begin work under that contract in early 2011. That is, however, subject to change.

The TJPA would like to proceed expeditiously with acquisition of the units in 85 Natoma and the parking easement held by the owner of 580 Howard based on the TJPA's August 2, 2010 offers to purchase.

I understand that you represent the owners of 85 Natoma #1, 2, 4, 9, C1 and the owner of the parking easement. We have not yet received a response from your clients to the TJPA's offer. We would be glad to consider any information that you or your clients believe is relevant to the value of the units, or consider any comments to the proposed terms of purchase.

The TJPA is in escrow for the purchase of 2 other units in the building, and in discussions regarding 2 more units. I am hopeful that we can likewise reach agreement with your clients in the near term.

Best,
Deborah

Deborah L. (Keeth) Miller
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

** Please note that I have changed my name to Deborah L. Miller. **

Please consider the environment before printing this e-mail or attachments.

Best,
Deborah

Deborah L. (Keeth) Miller
Shute, Mihaly & Weinberger LLP
396 Hayes St.
San Francisco, CA 94102
Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

** Please note that I have changed my name to Deborah L. Miller. **

Please consider the environment before printing this e-mail or attachments.

Jeffrey G. Knowles

October 18, 2010

Page 2

offers to purchase the Properties. Please contact us at your earliest convenience to discuss.

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP



Deborah L. (Keeth) Miller

Enclosure

cc: Maria Ayerdi-Kaplan

SHUTE, MIHALY
& WEINBERGER LLP



475 HAYWARD BLVD. SUITE 200
 7th FLOOR Emeryville, CA 94608
 Phone: (925) 299-0777
 Fax: (925) 299-0758

Scale:
 as indicated on
 drawings unless
 otherwise noted

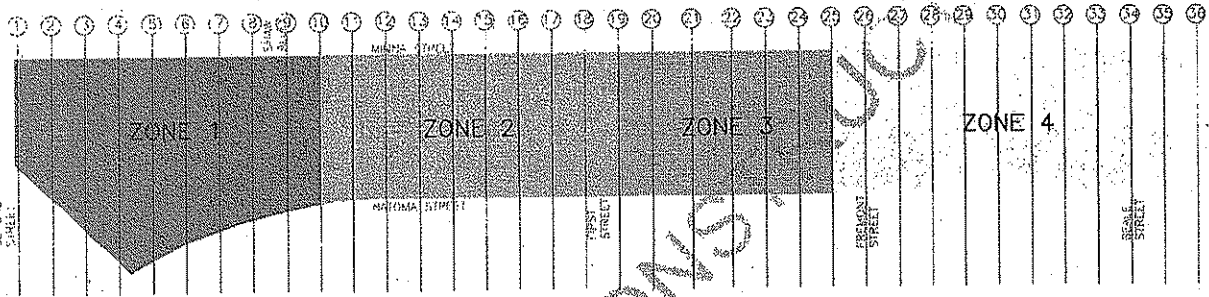
TRANSBAY TRANSIT CENTER
 SAN FRANCISCO, CA

Revision Block			
No.	Date	Description	By

NO. PROJ: 30100
**SITE LOGISTICS
 CONSTRUCTION ZONES**

Sheet No. _____
 of _____

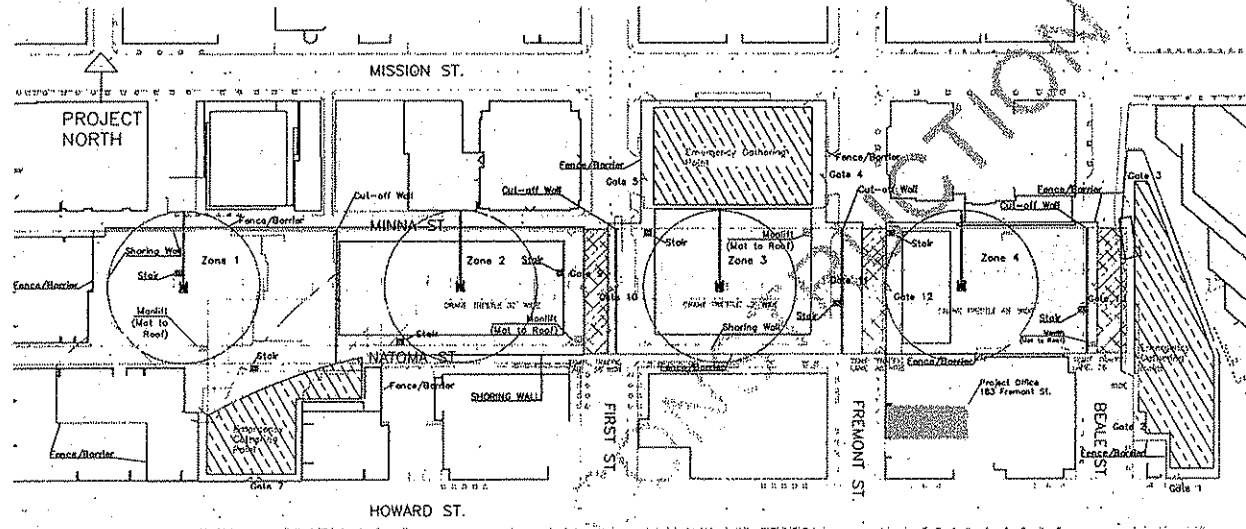
SL-004



① **TG03: BSE CONSTRUCTION ZONES**
 SCALE: N/A

NOT FOR CONSTRUCTION

APPROVED HERE:
 TITLE: _____
 DATE: _____
 BY: _____
 FOR: _____



GENERAL NOTES

1. No jobsite parking available.
2. No loading or unloading of materials on city streets at any time. Violators will be cited and fined.
3. All deliveries must be coordinated with Webcor/Obayashi.
4. Storage of materials in Staging Areas must be coordinated with Webcor/Obayashi.
5. All visitors must check in at the Webcor/Obayashi project office.

NOT FOR CONSTRUCTION



TRANSBAY TRANSIT CENTER
SAN FRANCISCO, CA

Rev	Desc	Date

300 HAZ 2010
Site Logistics
BSE Phase
ASB at 06/08

NOT FOR CONSTRUCTION
IMPORTANT NOTE
This document is not to be used for construction purposes. It is for informational purposes only. It is subject to change without notice and does not constitute a contract. For more information, please contact the project office.

SL-001

VOLUME I

**TRANSBAY TERMINAL /
CALTRAIN DOWNTOWN EXTENSION /
REDEVELOPMENT PROJECT**

in the City and County of San Francisco

**FINAL ENVIRONMENTAL IMPACT STATEMENT/
ENVIRONMENTAL IMPACT REPORT AND
SECTION 4(f) EVALUATION**

Pursuant to

National Environmental Policy Act of 1969, §102 (42 U.S.C. §4332); Federal Transit Laws (49 U.S.C. §5301(e), §5323(b) and §5324(b)); Section 4(f) of the Department of Transportation Act of 1966 (49 U.S.C. §303); National Historic Preservation Act of 1966, §106 (16 U.S.C. §470f); 40 CFR Parts 1500-1508; 23 CFR Part 771; Executive Order 12898 (Environmental Justice); and California Environmental Quality Act, PRC 21000 *et seq.*; and the State of California CEQA Guidelines, California Administrative Code, 15000 *et seq.*

by the

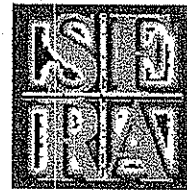
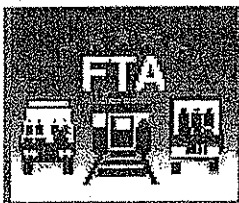
**U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL TRANSIT ADMINISTRATION**

and the

**CITY AND COUNTY OF SAN FRANCISCO,
PENINSULA CORRIDOR JOINT POWERS BOARD, AND
SAN FRANCISCO REDEVELOPMENT AGENCY**

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2010 NOV 24 AM 10:27
BY _____

March 2004



VOLUME II

**TRANSBAY TERMINAL /
CALTRAIN DOWNTOWN EXTENSION /
REDEVELOPMENT PROJECT**

in the City and County of San Francisco

**FINAL ENVIRONMENTAL IMPACT STATEMENT/
ENVIRONMENTAL IMPACT REPORT AND
SECTION 4(f) EVALUATION**

**RESPONSES TO PUBLIC COMMENTS ON THE
DRAFT ENVIRONMENTAL IMPACT STATEMENT/
DRAFT ENVIRONMENTAL IMPACT REPORT AND
DRAFT SECTION 4(f) EVALUATION**

by the

**U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL TRANSIT ADMINISTRATION**

and the

**CITY AND COUNTY OF SAN FRANCISCO,
PENINSULA CORRIDOR JOINT POWERS BOARD, AND
SAN FRANCISCO REDEVELOPMENT AGENCY**

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BY W

March 2004



VOLUME III

**TRANSBAY TERMINAL /
CALTRAIN DOWNTOWN EXTENSION /
REDEVELOPMENT PROJECT**

in the City and County of San Francisco

**FINAL ENVIRONMENTAL IMPACT STATEMENT/
ENVIRONMENTAL IMPACT REPORT AND
SECTION 4(f) EVALUATION**

**WRITTEN PUBLIC COMMENTS AND
PUBLIC HEARING TRANSCRIPTS ON THE**

**DRAFT ENVIRONMENTAL IMPACT STATEMENT/
DRAFT ENVIRONMENTAL IMPACT REPORT AND
DRAFT SECTION 4(f) EVALUATION**

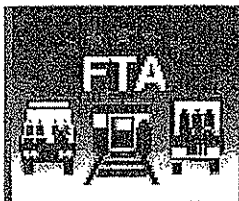
by the

**U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL TRANSIT ADMINISTRATION**

and the

**CITY AND COUNTY OF SAN FRANCISCO,
PENINSULA CORRIDOR JOINT POWERS BOARD, AND
SAN FRANCISCO REDEVELOPMENT AGENCY**

March 2004





U.S. Department
of Transportation
Federal Transit
Administration

RECEIVED FEB 21 2005

REGION IX
Arizona, California,
Hawaii, Nevada, Guam

201 Mission Street
Suite 2210
San Francisco, CA 94105-1839
415-744-3133
415-744-2726 (fax)

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2010 NOV 24 AM 10:28
BT

FEB 8 2005

Mr. Michael J. Scanlon
Executive Director
Peninsula Corridor Joint Powers Board
1250 San Carlos Ave
San Carlos, CA 94070

Re: Record of Decision; Transbay Terminal / Caltrain
Downtown Extension / Redevelopment Project

Dear Mr. Scanlon:

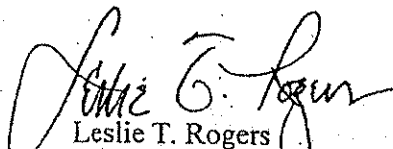
This is to advise you that the Federal Transit Administration has issued a Record of Decision (ROD) for the Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project. The comment period for the Final Supplemental Environmental Impact Statement closed May 4, 2004. The Federal Transit Administration's (FTA) Record of Decision (ROD) is enclosed.

Please make the ROD and supporting documentation available to affected government agencies and the public. Availability of the ROD should be published in local newspapers and should be provided directly to affected government agencies, including the State Inter-governmental Review contact established under Executive Order 12372.

Please note that if a grant is made for this project, the terms and conditions of the grant contract will require the grantee undertake the mitigation measures identified in the ROD.

Thank for your cooperation in meeting the NEPA requirements. If you have questions about our review, please call Mr. Jerome Wiggins at (415) 744-2819.

Sincerely,


Leslie T. Rogers
Regional Administrator

RECORD OF DECISION

Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project San Francisco, California

DECISION

The U.S. Department of Transportation, Federal Transit Administration (FTA), has determined that the requirements of the National Environmental Policy Act of 1969 (NEPA) have been satisfied for the Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project (Project) in San Francisco, California. The Project to which this Record of Decision (ROD) applies consists of the design, construction, and future operation of a multimodal transportation terminal, underground rail access tunnel to the terminal, and redevelopment of the surrounding area.

The Project consists of three main components: a multimodal transportation terminal designed to serve local and regional buses as well as commuter rail and proposed high speed rail, an approximately 1.3 mile underground passenger rail extension from the existing Fourth and Townsend Caltrain Station to the new terminal, and transit oriented redevelopment of the area surrounding the terminal. The Project also includes support components such as a temporary bus terminal facility to be used during construction, a new, permanent off-site bus storage/layover facility, reconstructed bus ramps leading to the west end of the new Transbay Terminal, and a redesigned Caltrain storage yard.

The Project was adopted as the Locally Preferred Alternative by the Transbay Joint Powers Authority (TJPA) and was evaluated as the Refined West Loop Terminal / Second-to-Main Tunnel Alignment / Tunneling Option / Full Build Redevelopment in the Project's Final Environmental Impact Statement/Report (Final EIS/EIR) issued in March 2004. That Final EIS/EIR provides the complete description of the Project, which is the subject of this ROD. EPA published the Notice of Availability for the Final EIS/EIR on April 2, 2004, in the Federal Register. The local lead agencies for the Project are the City and County of San Francisco, and the Peninsula Corridor Joint Powers Board. The TJPA is the Project's sponsoring agency for all project components other than the Redevelopment Plan and will be responsible for building, operating, and maintaining the Project components related to the Transbay Terminal.

AGREEMENTS

FTA and TJPA have executed a Project Development Agreement (PDA) to set forth their intentions for compliance with FTA's Record of Decision and program requirements that will govern the Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project. FTA and TJPA acknowledge that this agreement may be modified from time to time to accommodate statutory or regulatory changes, changes to the Project, or changes to TJPA's project management or financing plans, as necessary or appropriate. The executed PDA is attached (Appendix D).

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. ~~06~~-011

WHEREAS, In April 2004, the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project Final Environmental Impact Statement/ Environmental Impact Report ("Final EIS/EIR") (SCH #95063004) was certified by the City and County of San Francisco, the Peninsula Corridor Joint Powers Board, and the San Francisco Redevelopment Agency; and

WHEREAS, In April 2004 the Board of Directors of the Transbay Joint Powers Authority ("TJPA") approved the Locally Preferred Alternative ("LPA") of the Transbay Transit Center Program ("TTCP"); and

WHEREAS, The TJPA Board desires to refine the design and phasing of the Transbay Terminal/Caltrain Downtown Extension component of the LPA (the "Refined Project"); and

WHEREAS, In December 2005, Staff presented the Recommended Program Implementation Strategy of the Refined Project to the TJPA Board; on March 16 and May 25, 2006, Staff again provided the TJPA Board with the Recommended Program Implementation Strategy, and the Final Massing Study for the Transit Center Building that further documented the Refined Project; and

WHEREAS, Pursuant to Section 15164 of the California Environmental Quality Act ("CEQA," Pub. Res. Code §§ 21000 *et seq.*) and the CEQA Guidelines, the TJPA has prepared an Addendum to the Final EIS/EIR, which contains an analysis of the environmental impacts that may result from the proposed refinement of the LPA; and

WHEREAS, The Refined Project would not trigger the need for subsequent environmental review pursuant to Section 21166 of the Public Resources Code and Section 15162 of the CEQA Guidelines; and

WHEREAS, The Refined Project would not require major revisions of the Final EIS/EIR due to new or substantially increased significant environmental effects; and

WHEREAS, No substantial changes have occurred with respect to the circumstances under which the revisions to the Refined Project would be undertaken that would require major revisions of the Final EIS/EIR due to new or substantially increased significant environmental effects; and


WHEREAS, There has been no discovery of new information of substantial importance that would trigger or require major revisions of the Final EIS/EIR due to new or substantially increased significant environmental effects; and

WHEREAS, The TJPA Board has considered the Final EIS/EIR along with the Addendum to the Final EIS/EIR; now, therefore, be it

RESOLVED, That the TJPA Board:

1. Certifies that the Addendum to the Final EIS/EIR has been completed in compliance with CEQA and reflects the independent judgment of the TJPA; and
2. Adopts the Addendum to the Final EIS/EIR.

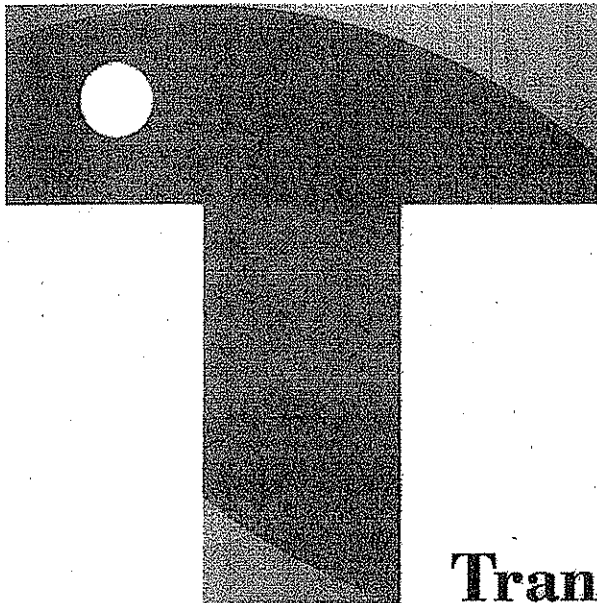
I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of June 2, 2006.


Secretary, Transbay Joint Powers Authority

Addendum for the Transbay Terminal/Downtown Extension/Redevelopment Project

Final Environmental Impact Statement/Report

May 25, 2006



Transbay Transit Center

URS

In association with
Hatch Mott McDonald & EPC Consultants
Consultants to the Transbay Joint Powers Authority



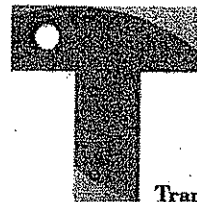
U.S. Department
of Transportation
**Federal Railroad
Administration**

Transbay Program

Final EIS Reevaluation

Updating the Transbay Program 2004 Final EIS for Adoption by
the Federal Railroad Administration

May 2010



Transbay Transit Center

**FEDERAL RAILROAD ADMINISTRATION
RECORD OF DECISION
FOR THE
TRANSBAY TRANSIT CENTER TRAINBOX**

DECISION

The United States Department of Transportation, Federal Railroad Administration (FRA) has determined that the requirements of the National Environmental Policy Act (NEPA), 42 U.S.C. §§ 4321 et seq., have been satisfied for the train box at the Transbay Transit Center (“TTC” or “Transit Center”) in San Francisco, California.

This decision has been made in accordance with the provisions of NEPA, which requires Federal agencies to integrate environmental values into their decision making processes by considering the environmental impacts of their proposed actions, reasonable alternatives to those actions, and integrating public participation into the process. This document sets forth the Record of Decision of FRA for the granting of Federal funds for the train box at the TTC. In making this decision, FRA considered the entire record, including the information, analysis, and public comments contained in the portions of the Final Environmental Impact Statement/Environmental Impact Report¹ (“2004 EIS”) for the Transbay Terminal/Caltrain Downtown/Extension Redevelopment Project (“Transbay Program”) that cover Phase 1 of the Transbay Program, which was completed by the Federal Transit Administration (“FTA”). In addition, FRA prepared and has relied upon the May 28, 2010 Transbay Program Final EIS Reevaluation (“Environmental Reevaluation”) of the Phase 1 portions of the 2004 EIS. Through the analysis contained in both the 2004 EIS and the Environmental Reevaluation, FRA has taken the requisite “hard look” at potential environmental impacts and has identified and independently evaluated the potential environmental effects associated with the project’s alternatives.

This ROD has been drafted in accordance with NEPA, the Council on Environmental Quality (CEQ) Regulations implementing NEPA (most specifically 40 C.F.R. § 1505.2), and FRA’s Procedures for Considering Environmental Impacts, 64 Fed. Reg. 28545 (May 26, 1999).

INTRODUCTION

FRA’s proposed action is to provide up to \$400 million of funding under the American Recovery and Reinvestment Act of 2009 (“Recovery Act”) to the Transbay Joint Powers Authority (“TJPA”) to fund construction of a train box to accommodate future high-speed train (“HST”) service at the TTC, which is an element of Phase 1 of the Transbay Program.

FTA and TJPA prepared the 2004 EIS as a joint environmental impact statement/environmental impact report to satisfy both the requirements of NEPA and the California Environmental

¹ An Environmental Impact Report (EIR) is an environmental document required under the California Environmental Quality Act (CEQA).



Caltrain Downtown Extension and Transbay Ridership Analysis

final report

prepared for


Transbay Joint Powers Authority

prepared by

Cambridge Systematics, Inc.



TRANSBAY JOINT POWERS AUTHORITY



Final Relocation Impact Study

September 2007



TRANSBAY JOINT POWERS AUTHORITY

Final Relocation Impact Study II

January 2010



TRANSBAY JOINT POWERS AUTHORITY

Relocation Assistance Brochure

Rights and Benefits Under the TJPA's Relocation Assistance Program for Businesses and Nonprofit Organizations

This brochure summarizes the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, 42 U.S.C. Section 4601 et seq., and its implementing regulations, 49 Code of Federal Regulations (CFR) Part 24, and the California Relocation Act, Govt. Code Section 7260 et seq., and its implementing regulations, 25 Cal. Code Regs. Section 6000 et seq.

Much of the content of this brochure was provided by The United States Department of Transportation, Federal Highway Administration, Office of Real Estate Services, Publication Number FHWA-HEP-05-031.



TRANSBAY JOINT POWERS AUTHORITY

Residential Relocation Assistance Brochure

Rights and Benefits under the TJPA's Relocation
Assistance Program for Residential Occupants

This brochure summarizes the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, 42 U.S.C. Section 4601 et seq.; and its implementing regulations, 49 Code of Federal Regulations (CFR) Part 24, and the California Relocation Act, Govt. Code Section 7260 et seq., and its implementing regulations, 25 Cal. Code Regs. Section 6000 et seq.

JOINT POWERS AGREEMENT

creating the

TRANSBAY JOINT POWERS AUTHORITY

The City and County of San Francisco, a municipal corporation and charter city and county duly organized and existing under its Charter and the Constitution of the State of California (the "City") and the Alameda-Contra Costa Transit District, a transit district duly organized and created in accordance with the Public Utilities Code of the State of California (commencing with Section 24501) (the "District") and the Peninsula Corridor Joint Powers Board-Caltrain, a joint exercise of powers agency comprised of the City and County of San Francisco, San Mateo County Transit District, and Santa Clara Valley Transportation Authority, duly created and organized in accordance with the Government Code of the State of California (commencing with Section 6500) (the "JPB") all of which entities shall be referred to herein collectively as the "Members," hereby enter into this Joint Powers Agreement (this "Agreement") creating the Transbay Joint Powers Authority (the "Authority"). All Members are public entities organized and operating under the laws of the State of California and each is a public agency as defined in Section 6500 of the Government Code of the State of California.

Recitals

- A. The State of California Department of Transportation currently operates and manages a bus transportation terminal in the City commonly known as the Transbay Terminal (the "Old Transbay Terminal") located on the site described in Exhibit A (the "Site").
- B. The Members recognize that the Old Transbay Terminal is underutilized and blighted, and can be developed to provide for regional, seamless, intermodal transit connections.
- C. Pursuant to Chapter 5, Division 7, Title 1 of the Government Code of the State of California the Members may jointly exercise any power common to them.
- D. The Members desire to jointly participate in the construction, development and operation of a new regional transit hub and related structures and ramps which will provide expanded bus and rail service and direct access to transit located in a new terminal building on the Site and/or property adjacent to the Site including bus storage/staging facilities in the vicinity of the Site, together with all necessary and essential ramps for access to and from the San Francisco-Oakland Bay Bridge from the new terminal building and to and from the bus storage/staging facilities, as well as a temporary bus facility with access to and from the San Francisco-Oakland Bay Bridge, all of which is more efficient and convenient for buses, trains, and the passengers using those systems.
- E. The Members intend to develop and construct a new transportation terminal on the Site, direct access ramps, links to regional transportation systems which includes the downtown extension of Caltrain from 4th and Townsend Streets to the new transportation terminal, a temporary terminal for use during construction of the new terminal, bus storage, and other facilities needed to develop the Site and/or property adjacent to the Site to its highest and best use.
- F. The Members intend to operate and manage the new transit terminal and related facilities (including but not limited to necessary bus storage/staging facilities and connecting ramps)

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City and County of San Francisco Voter Information Pamphlet and Sample Ballot

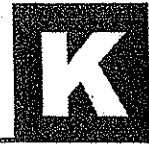
**Consolidated Municipal Election
November 2, 1999**

Check the back cover
of this
pamphlet for your
polling place address.

Prepared by the Department of Elections
City and County of San Francisco

9901

Sales Tax for Transportation



PROPOSITION K

Shall the City implement a 30-year New Transportation Expenditure Plan directing transportation sales tax funds to improved maintenance of local streets, transportation for the elderly and disabled, the Central Subway, a citywide network of fast and reliable buses, the Caltrain Extension to a new Transbay Terminal, improvements to pedestrian and bicycle safety and other projects and continue the existing half-cent sales tax during implementation of the New Transportation Expenditure Plan and future Plan updates?

YES ←
NO ←

Digest

by the Ballot Simplification Committee

THE WAY IT IS NOW: The City charges a one-half cent sales tax to help pay for the transportation projects described in a spending plan approved by the voters in 1989. This tax will expire on April 1, 2010.

The San Francisco Transportation Authority directs use of the sales tax money. It can spend up to \$160 million (\$160,000,000) per year for the approved transportation projects, and can issue up to \$742 million (\$742,000,000) in bonds.

THE PROPOSAL: Proposition K is an ordinance that would continue the one-half cent sales tax, and replace the current transportation spending plan with a new, 30-year plan. Under the new plan, the money would be used for:

- Maintenance of local streets;
- Transportation for the elderly and disabled;
- Construction of a Central Subway;
- Upgrades to the bus system, including new buses, stations and dedicated lanes;
- A Caltrain extension to a new Transbay Terminal;
- Projects to improve pedestrian and bicycle safety;
- Support for regional transportation systems (BART, Caltrain, and ferries); and
- Replacing the roadway to Golden Gate Bridge (Doyle Drive).

The Transportation Authority could modify the plan if voters approved. The sales tax would continue as long as the new or modified plan is in effect.

The Transportation Authority would continue to direct use of the sales tax. It could spend up to \$485.175 million (\$485,175,000) per year and issue up to \$1.88 billion (\$1,880,000,000) in bonds, to be repaid from the one-half cent sales tax.

A two-thirds majority vote is required to approve this measure.

A "YES" VOTE MEANS: If you vote "Yes," you want to continue the one-half cent sales tax to pay for transportation projects described in a new 30-year spending plan, or future plans, and increase the amount of money the Transportation Authority may spend and borrow to pay for these projects.

A "NO" VOTE MEANS: If you vote "No," you do not want to make these changes.

Controller's Statement on "K"

City Controller Edward Harrington has issued the following statement on the fiscal impact of Proposition K:

Should the proposed ordinance be approved by the voters, the City would continue to collect an existing one-half cent sales tax dedicated to transportation projects. Revenue from this tax would also be used to match federal, state and regional transportation funding.

The current authorization for this tax expires March 31, 2010. The proposed ordinance would replace the current authorization with a new a 30-year authorization effective April 1, 2004 through March 31, 2034. The additional sales tax revenue which would be generated is approximately \$2.5 billion over the 30 year period.

How "K" Got on the Ballot

On July 29, 2003 the Board of Supervisors voted 11 to 0 to place Proposition K on the ballot.

The Supervisors voted as follows:

Yes: Supervisors Ammiano, Daly, Duffy, Gonzalez, Hall, Ma, Maxwell, McGoldrick, Newsom, Peskin, and Sandoval.

THIS MEASURE REQUIRES 66 2/3% AFFIRMATIVE VOTES TO PASS.

ARGUMENTS FOR AND AGAINST THIS MEASURE IMMEDIATELY FOLLOW THIS PAGE. THE FULL TEXT BEGINS ON PAGE 151. SOME OF THE WORDS USED IN THE BALLOT DIGEST ARE EXPLAINED ON PAGE 28.

38-CP143-364291-NE



143

Regional Measure 2

2

REGIONAL MEASURE 2

Shall voters authorize a Regional Traffic Relief Plan that does the following:

YES ←
NO ←

1. Directs revenues generated through the collection of bridge tolls to provide the following projects:
 - a. Expand and extend BART.
 - b. New transbay commuter rail crossing south of the San Francisco-Oakland Bay Bridge.
 - c. Comprehensive Regional Express bus network.
 - d. New expanded ferry service.
 - e. Better connections between BART, buses, ferries, and rail.
2. Approves a one dollar (\$1) toll increase effective July 1, 2004, on all toll bridges in the bay area, except the Golden Gate Bridge?

ARGUMENTS FOR AND AGAINST THIS MEASURE IMMEDIATELY FOLLOW THIS PAGE

THIS MEASURE REQUIRES 50%+1 AFFIRMATIVE VOTES TO PASS.

ARGUMENTS FOR AND AGAINST THIS MEASURE IMMEDIATELY FOLLOW THIS PAGE.

C A L I F O R N I A

GENERAL ELECTION

TUESDAY, NOVEMBER 4, 2008

The statutory deadline for placing legislative and initiative measures on the ballot was June 26. However, a new state law that passed after the deadline requires that Proposition 1 be removed from the ballot and be replaced by Proposition 1A. Therefore, although you are receiving information about both measures in the two state voter guides, only Proposition 1A will appear on your November 4, 2008, General Election ballot.

★ OFFICIAL VOTER INFORMATION GUIDE ★

Certificate of Correctness

I, Debra Bowen, Secretary of State of the State of California, do hereby certify that the measure included herein will be submitted to the electors of the State of California at the General Election to be held throughout the State on November 4, 2008, and that this guide has been correctly prepared in accordance with the law.

Witness my hand and the Great Seal of the State in Sacramento, California, on this 18th day of September, 2008.

Debra Bowen



Debra Bowen
Secretary of State

★ SUPPLEMENTAL ★

This guide contains information regarding one additional measure that has qualified for the November ballot.

Senate Bill No. 1856

CHAPTER 697

An act to add Chapter 20 (commencing with Section 2704) to Division 3 of the Streets and Highways Code, relating to financing a high-speed passenger train system by providing the funds necessary therefor through the issuance and sale of bonds of the State of California and by providing for the handling and disposition of those funds.

[Approved by Governor September 19, 2002. Filed
with Secretary of State September 19, 2002.]

LEGISLATIVE COUNSEL'S DIGEST

SB 1856, Costa. Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century.

Existing law creates the High-Speed Rail Authority with the responsibility of directing the development and implementation of intercity high-speed rail service.

This bill would enact the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, which, subject to voter approval, would provide for the issuance of \$9.95 billion of general obligation bonds, \$9 billion of which would be used in conjunction with available federal funds for the purpose of funding the planning and construction of a high-speed train system in this state pursuant to the business plan of the authority. Nine hundred fifty million dollars of the bond proceeds would be available for capital projects on other passenger rail lines to provide connectivity to the high-speed train system and for capacity enhancements and safety improvements to those lines. Bonds for the high-speed train system would not be issued earlier than January 1, 2006.

The bill would provide for the submission of the bond act to the voters at the general election on November 2, 2004.

The people of the State of California do enact as follows:

SECTION 1. (a) In light of the events of September 11, 2001, it is very clear that a high-speed passenger train network as described in the High-Speed Rail Authority's Business Plan is essential for the transportation needs of the growing population and economic activity of this state.

(b) The initial high-speed train network linking San Francisco and the Bay Area to Los Angeles will serve as the backbone of what will become

Senate Bill No. 1856

CHAPTER 697

An act to add Chapter 20 (commencing with Section 2704) to Division 3 of the Streets and Highways Code, relating to financing a high-speed passenger train system by providing the funds necessary therefor through the issuance and sale of bonds of the State of California and by providing for the handling and disposition of those funds.

[Approved by Governor September 19, 2002. Filed
with Secretary of State September 19, 2002.]

LEGISLATIVE COUNSEL'S DIGEST

SB 1856, Costa. Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century.

Existing law creates the High-Speed Rail Authority with the responsibility of directing the development and implementation of intercity high-speed rail service.

This bill would enact the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, which, subject to voter approval, would provide for the issuance of \$9.95 billion of general obligation bonds, \$9 billion of which would be used in conjunction with available federal funds for the purpose of funding the planning and construction of a high-speed train system in this state pursuant to the business plan of the authority. Nine hundred fifty million dollars of the bond proceeds would be available for capital projects on other passenger rail lines to provide connectivity to the high-speed train system and for capacity enhancements and safety improvements to those lines. Bonds for the high-speed train system would not be issued earlier than January 1, 2006.

The bill would provide for the submission of the bond act to the voters at the general election on November 2, 2004.

The people of the State of California do enact as follows:

SECTION 1. (a) In light of the events of September 11, 2001, it is very clear that a high-speed passenger train network as described in the High-Speed Rail Authority's Business Plan is essential for the transportation needs of the growing population and economic activity of this state.

(b) The initial high-speed train network linking San Francisco and the Bay Area to Los Angeles will serve as the backbone of what will become

an extensive 700-mile system that will link all of the state's major population centers, including Sacramento, the Bay Area, the Central Valley, Los Angeles, the Inland Empire, Orange County, and San Diego, and address the needs of the state.

(c) The initial network from San Francisco and the Bay Area Bay Area to Southern California could be in limited operation by 2008.

(d) The high-speed passenger train bond funds are intended to encourage the federal government and the private sector to make a significant contribution toward the construction of the high-speed train network.

(e) The initial segments shall be built in a manner that yields maximum benefit consistent with available revenues.

(f) After the initial investment from the state, operating revenues from the initial segments and funds from the federal government and the private sector will be used to pay for expansion of the system. It is the intent of the Legislature that the entire high-speed train system shall be constructed as quickly as possible in order to maximize ridership and the mobility of Californians.

(g) At a minimum, the entire 700-mile system described in the High-Speed Rail Authority's Business Plan should be constructed and in revenue service by 2020.

SEC. 2. Chapter 20 (commencing with Section 2704) is added to Division 3 of the Streets and Highways Code, to read:

CHAPTER 20. SAFE, RELIABLE HIGH-SPEED PASSENGER TRAIN BOND
ACT FOR THE 21ST CENTURY

Article 1. General Provisions

2704. This chapter shall be known and may be cited as the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century.

2704.01. As used in this chapter, the following terms have the following meanings:

(a) "Committee" means the High-Speed Passenger Train Finance Committee created pursuant to Section 2704.12.

(b) "Authority" means the High-Speed Rail Authority created pursuant to Section 185020 of the Public Utilities Code.

(c) "Fund" means the High-Speed Passenger Train Bond Fund created pursuant to Section 2704.05.

(d) "High-speed train" means a passenger train capable of sustained revenue operating speeds of at least 200 miles per hour where conditions permit those speeds.

(e) "High-speed train system" means a system with high-speed trains and includes, but is not limited to, the following components: right-of-way, track, power system, rolling stock, stations, and associated facilities.

Article 2. High-Speed Passenger Train Financing Program

2704.04. (a) It is the intent of the Legislature by enacting this chapter and of the people of California by approving the bond measure pursuant to this chapter to initiate the construction of a high-speed train network consistent with the authority's Final Business Plan of June 2000.

(b) (1) Nine billion dollars (\$9,000,000,000) of the proceeds of bonds authorized pursuant to this chapter, as well as federal funds and other revenues made available to the authority, to the extent consistent with federal and other fund source conditions, shall be used for planning and eligible capital costs, as defined in subdivision (c), for the segment of the high-speed train system between San Francisco Transbay Terminal and Los Angeles Union Station. Once construction of the San Francisco-Los Angeles segment is fully funded, all remaining funds described in this subdivision shall be used for planning and eligible capital costs, as defined in subdivision (c), for the following additional high-speed train segments without preference to order:

- (A) Oakland-San Jose.
- (B) Sacramento-Merced.
- (C) Los Angeles-Inland Empire.
- (D) Inland Empire-San Diego.
- (E) Los Angeles-Irvine.

(2) Revenues generated by operations above and beyond operating and maintenance costs shall be used to fund construction of the high-speed train system.

(c) Capital costs eligible to be paid from proceeds of bonds authorized for high-speed train purposes pursuant to this chapter include all activities necessary for acquisition of right-of-way, construction of tracks, structures, power systems, and stations, purchase of rolling stock and related equipment, and other related capital facilities and equipment.

(d) Proceeds of bonds authorized pursuant to this chapter shall not be used for any operating or maintenance costs of trains or facilities.

(e) The State Auditor shall perform periodic audits of the authority's use of proceeds of bonds authorized pursuant to this chapter for consistency with the requirements of this chapter.

2704.05. The proceeds of bonds issued and sold pursuant to this chapter shall be deposited in the High-Speed Passenger Train Bond Fund, which is hereby created.

2704.06. Nine billion dollars (\$9,000,000,000) of the money in the fund, upon appropriation by the Legislature, shall be available, without regard to fiscal years, for planning and construction of a high-speed train system in this state, consistent with the authority's Final Business Plan of June 2000, as subsequently modified pursuant to environmental studies conducted by the authority.

2704.07. The authority shall pursue and obtain other private and public funds, including, but not limited to, federal funds, funds from revenue bonds, and local funds, to augment the proceeds of this chapter.

2704.08. Proceeds of bonds authorized for high-speed train purposes pursuant to this chapter shall not be used for more than one-half of the total cost of construction of track and station costs of each segment of the high-speed train system.

2704.09. The high-speed train system to be constructed pursuant to this chapter shall have the following characteristics:

(a) Electric trains that are capable of sustained maximum revenue operating speeds of no less than 200 miles per hour.

(b) Maximum express service travel times for each corridor that shall not exceed the following:

(1) San Francisco-Los Angeles Union Station: two hours, 42 minutes.

(2) Oakland-Los Angeles Union Station: two hours, 42 minutes.

(3) San Francisco-San Jose: 31 minutes.

(4) San Jose-Los Angeles: two hours, 14 minutes.

(5) San Diego-Los Angeles: one hour.

(6) Inland Empire-Los Angeles: 29 minutes.

(7) Sacramento-Los Angeles: two hours, 22 minutes.

(8) Sacramento-San Jose: one hour, 12 minutes.

(c) Achievable operating headway (time between successive trains) shall be five minutes or less.

(d) The total number of stations to be served by high-speed trains for all of the segments described in subdivision (b) of Section 2704.04 shall not exceed 24.

(e) Trains shall have the capability to transition intermediate stations, or to bypass those stations, at mainline operating speed.

(f) For each corridor described in subdivision (b), passengers shall have the capability of traveling from any station on that corridor to any other station on that corridor without being required to change trains.

(g) In order to reduce impacts on communities and the environment, the alignment for the high-speed train system shall follow existing transportation or utility corridors to the extent possible.

(h) Stations shall be located in areas with good access to local mass transit or other modes of transportation.

(i) The high-speed train system shall be planned and constructed in a manner that minimizes urban sprawl and impacts on the natural environment.

(j) Preserving wildlife corridors and mitigating impacts to wildlife movement where feasible in order to limit the extent to which the system may present an additional barrier to wildlife's natural movement.

2704.095. (a) (1) Of the proceeds of bonds authorized pursuant to this chapter, nine hundred fifty million dollars (\$950,000,000) shall be allocated to eligible recipients for capital improvements to intercity and commuter rail lines and urban rail systems to provide connectivity to the high-speed train system as that system is described in subdivision (b) of Section 2704.04 and to provide capacity enhancements and safety improvements. Funds under this section shall be available upon appropriation by the Legislature in the Annual Budget act for the eligible purposes described in subdivision (d).

(2) Twenty percent (one hundred ninety million dollars (\$190,000,000)) of the amount authorized by this section shall be allocated for intercity rail to the Department of Transportation, for state-supported intercity rail lines that provide regularly scheduled service and use public funds to operate and maintain rail facilities, rights-of-way, and equipment. A minimum of 25 percent of the amount available under this paragraph (forty-seven million five hundred thousand dollars (\$47,500,000)) shall be allocated to each of the state's three intercity rail corridors.

The California Transportation Commission shall allocate the available funds to eligible recipients consistent with this section and shall develop guidelines to implement the requirements of this section. The guidelines shall include provisions for the administration of funds, including, but not limited to, the authority of the intercity corridor operators to loan these funds by mutual agreement between intercity rail corridors.

(3) Eighty percent (seven hundred sixty million dollars (\$760,000,000)) of the amount authorized by this section shall be allocated to eligible recipients, except intercity rail, as described in subdivision (c) based upon a percentage amount calculated to incorporate all of the following:

(A) One-third of the eligible recipient's percentage share of statewide track miles.

(B) One-third of the eligible recipient's percentage share of statewide annual vehicle miles.

(C) One-third of the eligible recipient's percentage share of statewide annual passenger trips:

The California Transportation Commission shall allocate the available funds to eligible recipients consistent with this section and shall develop guidelines to implement the requirements of this section.

(b) For the purposes of this section, the following terms have the following meanings:

(1) "Track miles" means the miles of track used by a public agency or joint powers authority for regular passenger rail service.

(2) "Vehicle miles" means the total miles traveled, commencing with pullout from the maintenance depot, by all locomotives and cars operated in a train consist for passenger rail service by a public agency or joint powers authority.

(3) "Passenger trips" means the annual unlinked passenger boardings reported by a public agency or joint powers authority for regular passenger rail service.

(4) "Statewide" when used to modify the terms in paragraphs (A), (B), and (C) of paragraph (3) of subdivision (a) means the combined total of those amounts for all eligible recipients.

(c) Eligible recipients for funding under paragraph (3) of subdivision (a) shall be public agencies and joint powers authorities that operate regularly scheduled passenger rail service in the following categories:

(1) Commuter rail.

(2) Light rail.

(3) Heavy rail.

(4) Cable car.

(d) Funds allocated pursuant to this section shall be used for connectivity with the high-speed train system or for the rehabilitation or modernization of, or safety improvements to, tracks utilized for public passenger rail service, signals, structures, facilities, and rolling stock.

(e) Eligible recipients may use the funds for any eligible rail element set forth in subdivision (d).

(f) In order to be eligible for funding under this section, an eligible recipient under paragraph (3) of subdivision (a) shall provide matching funds in an amount not less than the total amount allocated to the recipient under this section.

(g) An eligible recipient of funding under paragraph (3) of subdivision (a) shall certify that it has met its matching funds requirement, and all other requirements of this section, by resolution of its governing board, subject to verification by the California Transportation Commission.

(h) Funds made available to an eligible recipient under paragraph (3) of subdivision (a) shall supplement existing local, state, or federal revenues being used for maintenance or rehabilitation of the passenger rail system. Eligible recipients of funding under paragraph (3) of subdivision (a) shall maintain their existing commitment of local, state, or federal funds for these purposes in order to remain eligible for allocation and expenditure of the additional funding made available by this section.

(i) In order to receive any allocation under this section, an eligible recipient under paragraph (3) of subdivision (a) shall annually expend from existing local, state, or federal revenues being used for the maintenance or rehabilitation of the passenger rail system in an amount not less than the annual average of its expenditures from local revenues for those purposes during the 1998–99, 1999–2000, and 2000–01 fiscal years.

(j) Funds allocated pursuant to this section to the Southern California Regional Rail Authority for eligible projects within its service area shall be apportioned each fiscal year in accordance with memorandums of understanding to be executed between the Southern California Regional Rail Authority and its member agencies. The memorandum or memorandums of understanding shall take into account the passenger service needs of the Southern California Regional Rail Authority and of the member agencies, revenue attributable to member agencies, and separate contributions to the Southern California Regional Rail Authority from the member agencies.

Article 3. Fiscal Provisions

2704.10. Bonds in the total amount of nine billion nine hundred fifty million dollars (\$9,950,000,000), exclusive of refunding bonds, or so much thereof as is necessary, may be issued and sold to provide a fund to be used for carrying out the purposes expressed in this chapter and to be used to reimburse the General Obligation Bond Expense Revolving Fund pursuant to Section 16724.5 of the Government Code. The bonds, when sold, shall be and constitute a valid and binding obligation of the State of California, and the full faith and credit of the State of California is hereby pledged for the punctual payment of both principal of, and interest on, the bonds as the principal and interest become due and payable.

2704.11. (a) Except as provided in subdivision (b), the bonds authorized by this chapter shall be prepared, executed, issued, sold, paid, and redeemed as provided in the State General Obligation Bond Law, Chapter 4 (commencing with Section 16720) of Part 3 of Division 4 of

Title 2 of the Government Code, and all of the provisions of that law apply to the bonds and to this chapter and are hereby incorporated in this chapter as though set forth in full in this chapter.

(b) Notwithstanding any provision of the State General Obligation Bond Law, each issue of bonds authorized by the committee shall have a final maturity of not more than 30 years.

2704.12. (a) Solely for the purpose of authorizing the issuance and sale, pursuant to the State General Obligation Bond Law, of the bonds authorized by this chapter, the High-Speed Passenger Train Finance Committee is hereby created. For purposes of this chapter, the High-Speed Passenger Train Finance Committee is "the committee" as that term is used in the State General Obligation Bond Law. The committee consists of the Treasurer, the Director of Finance, the Controller, the Secretary of the Business, Transportation and Housing Agency, and the chairperson of the authority, or their designated representatives. The Treasurer shall serve as chairperson of the committee. A majority of the committee may act for the committee.

(b) For purposes of the State General Obligation Bond Law, the authority is designated the "board."

2704.13. The committee shall determine whether or not it is necessary or desirable to issue bonds authorized pursuant to this chapter in order to carry out the actions specified in Sections 2704.06 and 2704.095 and, if so, the amount of bonds to be issued and sold. Successive issues of bonds may be issued and sold to carry out those actions progressively, and it is not necessary that all of the bonds authorized be issued and sold at any one time. However, bonds for the high-speed train system may not be issued and sold prior to January 1, 2006. The committee shall consider program funding needs, revenue projections, financial market conditions, and other necessary factors in determining the shortest feasible term for the bonds to be issued.

2704.14. There shall be collected each year and in the same manner and at the same time as other state revenue is collected, in addition to the ordinary revenues of the state, a sum in an amount required to pay the principal of, and interest on, the bonds each year. It is the duty of all officers charged by law with any duty in regard to the collection of the revenue to do and perform each and every act which is necessary to collect that additional sum.

2704.15. Notwithstanding Section 13340 of the Government Code, there is hereby appropriated from the General Fund in the State Treasury, for the purposes of this chapter, an amount equal to that sum annually necessary to pay the principal of, and interest on, bonds issued and sold pursuant to this chapter, as the principal and interest become due and payable.

2704.16. The board may request the Pooled Money Investment Board to make a loan from the Pooled Money Investment Account, in accordance with Section 16312 of the Government Code, for purposes of this chapter. The amount of the request shall not exceed the amount of the unsold bonds which the committee has, by resolution, authorized to be sold for the purpose of this chapter, less any amount borrowed pursuant to Section 2701.17. The committee may adopt a resolution for such purposes prior to January 1, 2006. The board shall execute such documents as required by the Pooled Money Investment Board to obtain and repay the loan. Any amount loaned shall be deposited in the fund to be allocated by the board in accordance with this chapter.

2704.17. For the purpose of carrying out this chapter, the Director of Finance may authorize the withdrawal from the General Fund of an amount or amounts not to exceed the amount of unsold bonds which have been authorized by the committee to be sold for the purpose of carrying out this chapter, less any amount borrowed pursuant to Section 2704.16. Any amount withdrawn shall be deposited in the fund. Any money made available under this section shall be returned to the General Fund, plus the interest that the amounts would have earned in the Pooled Money Investment Account, from the sale of bonds for the purpose of carrying out this chapter.

2704.18. All money deposited in the fund which is derived from premium and accrued interest on bonds sold shall be reserved in the fund and shall be available for transfer to the General Fund as a credit to expenditures for bond interest.

2704.19. The bonds may be refunded in accordance with Article 6 (commencing with Section 16780) of the State General Obligation Bond Law. Approval by the electors of the state for the issuance of bonds shall include approval of the issuance of any bonds issued to refund any bonds originally issued or any previously issued refunding bonds.

2704.20. The Legislature hereby finds and declares that, inasmuch as the proceeds from the sale of bonds authorized by this chapter are not "proceeds of taxes" as that term is used in Article XIII B of the California Constitution, the disbursement of these proceeds is not subject to the limitations imposed by that article.

2704.21. Notwithstanding any provision of the State General Obligation Bond Law with regard to the proceeds from the sale of bonds authorized by this chapter that are subject to investment under Article 4 (commencing with Section 16470) of Chapter 3 of Part 2 of Division 4 of Title 2 of the Government Code, the Treasurer may maintain a separate account for investment earnings, order the payment of those earnings to comply with any rebate requirement applicable under federal law, and may otherwise direct the use and investment of those proceeds

so as to maintain the tax-exempt status of those bonds and to obtain any other advantage under federal law on behalf of the funds of this state.

SEC. 3. Section 2 of this act shall take effect upon the adoption by the voters of the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, as set forth in Section 2 of this act.

SEC. 4. (a) Section 2 of this act shall be submitted to the voters at the November 2, 2004, general election in accordance with provisions of the Government Code and the Elections Code governing the submission of statewide measures to the voters.

(b) Notwithstanding any other provision of law, all ballots of the November 2, 2004, general election shall have printed thereon and in a square thereof, exclusively, the words "Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century" and in the same square under those words, the following in 8-point type: "This act provides for the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century. For the purpose of reducing traffic on the state's highways and roadways, upgrading commuter transportation, improving people's ability to get safely from city to city, alleviating congestion at airports, reducing air pollution, and providing for California's growing population, shall the state build a high-speed train system and improve existing passenger rail lines serving the state's major population centers by creating a rail trust fund that will issue bonds totaling \$9.95 billion, paid from existing state funds at an average cost of _____ dollars (\$_____) per year over the 30-year life of the bonds, with all expenditures subject to an independent audit?" The blank space in the question to appear on the ballot pursuant to this subdivision shall be filled in by the Attorney General with the appropriate figure provided by the Legislative Analyst relative to the annual average cost of the bonds. Opposite the square, there shall be left spaces in which the voters may place a cross in the manner required by law to indicate whether they vote for or against the measure.

(c) Notwithstanding Sections 13247 and 13281 of the Elections Code, the language in subdivision (b) shall be the only language included in the ballot label for the condensed statement of the ballot title, and the Attorney General shall not supplement, subtract from, or revise that language, except that the Attorney General may include the financial impact summary prepared pursuant to Section 9087 of the Elections Code and Section 88003 of the Government Code. The ballot label is the condensed statement of the ballot title and the financial impact summary.

(d) Where the voting in the election is done by means of voting machines used pursuant to law in the manner that carries out the intent

of this section, the use of the voting machines and the expression of the voters' choice by means thereof are in compliance with this section.

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Assembly Bill No. 812

CHAPTER 99

An act to add Section 5027.1 to the Public Resources Code, relating to historic places.

[Approved by Governor July 22, 2003. Filed with Secretary of State July 22, 2003.]

LEGISLATIVE COUNSEL'S DIGEST

AB 812, Yee. Historic places: Transbay Terminal: demolition: housing.

(1) Existing law requires the Legislature to approve by statute a change, as specified, to a building or structure that is listed on the National Register of Historic Places and is transferred from state ownership to another public agency after January 1, 1987.

This bill would provide legislative approval for the demolition of the Transbay Terminal building in the City and County of San Francisco, including its associated vehicle ramps, for construction of a new terminal. The bill would also provide that the Transbay Joint Powers Authority shall have primary jurisdiction with respect to specified matters concerning the new terminal.

(2) The existing Community Redevelopment Law establishes requirements for a redevelopment project implemented through a redevelopment plan, including certain requirements to increase, improve, and preserve the supply of low- and moderate-income housing.

This bill would require that any redevelopment plan adopted to finance the demolition of the Transbay Terminal building and construction of a new terminal shall ensure that at least 25% of the dwelling units developed within the project be available at affordable housing cost to, and occupied by, persons and families whose incomes do not exceed 60% of the area median income, and that at least an additional 10% be available at affordable housing cost to, and occupied by, persons and families whose incomes do not exceed 120% of the area median income. The bill would further require the redevelopment agency to ensure that dwelling units made affordable pursuant to these requirements remain available at affordable housing cost to, and occupied by, persons and families of the respective income categories consistent with certain time requirements of the Community Redevelopment Law.

(3) This bill would make legislative findings and declarations regarding the necessity of a special statute.

The people of the State of California do enact as follows:

SECTION 1. Section 5027.1 is added to the Public Resources Code, to read:

5027.1. (a) As required by Section 5027, the Legislature hereby approves demolition of the Transbay Terminal building at First and Mission Streets in the City and County of San Francisco, including its associated vehicle ramps, for construction of a new terminal at the same location, designed to serve Caltrain in addition to local, regional, and intercity buslines, and designed to accommodate high-speed passenger rail service. The Transbay Joint Powers Authority shall have primary jurisdiction with respect to all matters concerning the financing, design, development, construction, and operation of the new terminal.

(b) Notwithstanding any other law, any redevelopment plan adopted to finance, in whole or in part, the demolition of the Transbay Terminal building and the construction of a new terminal, including its associated vehicle ramps, shall ensure that at least 25 percent of all dwelling units developed within the project area shall be available at affordable housing cost to, and occupied by, persons and families whose incomes do not exceed 60 percent of the area median income, and that at least an additional 10 percent of all dwelling units developed within the project area shall be available at affordable housing cost to, and occupied by, persons and families whose incomes do not exceed 120 percent of the area median income. The redevelopment agency shall ensure that dwelling units made affordable pursuant to this subdivision remain available at affordable housing cost to, and occupied by, persons and families of the respective income categories consistent with the time requirements contained in subdivision (f) of Section 33334.3 of, and subparagraph (C) of paragraph (2) of subdivision (b) of Section 33413 of, the Health and Safety Code.

SEC. 2. The Legislature finds and declares that a special law is necessary and that a general law cannot be made applicable within the meaning of Section 16 of Article IV of the California Constitution because of unique circumstances applicable only to the Transbay Terminal building.

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Senate Bill No. 916

CHAPTER 715

An act to amend Section 14531 of the Government Code, to amend Sections 182.5, 188.3, 188.4, 188.10, 30101, 30101.8, 30113, 30600, 30601, 30604, 30606, 30750, 30751, 30760, 30761, 30791, 30884, 30885, 30887, 30889.3, 30891, 30894, 30910, 30912, 30913, 30915, 30916, 30918, 30919, 30920, 30950, 30950.1, 30950.2, 30950.3, 30950.4, 30953, 30958, 30960, 30961, 31000, 31010, and 31071 of, to amend and renumber Section 188.10 of, to add Sections 188.53, 30881, 30910.5, 30914.5, and 30922 to, and to repeal Sections 30603, 30605, 30608.2, 30752, 30753, 30754, 30755, 30756, 30757, 30762, 30762.5, 30763, 30764, 30764.5, 30765, 30766, 30767, 30791.7, 30792, 30792.2, 30793, 30794, 30795, 30886, 30888, 30889, 30896, and 30956 of, to repeal Article 5 (commencing with Section 30200) and Article 7 (commencing with Section 30350) of Chapter 1 of Division 17 of, to repeal and add Sections 30102.5, 30890, 30911, 30914, 30917, 30921, and 30951 of, the Streets and Highways Code, and to amend Section 5205.5 of the Vehicle Code, and to amend Section 5 of Chapter 898 of the Statutes of 1997 relating to transportation, and making an appropriation therefor.

[Approved by Governor October 8, 2003. Filed with
Secretary of State October 9, 2003.]

LEGISLATIVE COUNSEL'S DIGEST

SB 916, Perata. Toll bridge revenues: Treasure Island Development Authority.

Existing law generally makes the California Transportation Commission responsible for establishing the rates charged vehicles for crossing the state-owned toll bridges. Under existing law, the Metropolitan Transportation Commission (MTC) is authorized to adopt a toll schedule in lieu of the one adopted by the California Transportation Commission for the state-owned toll bridges in the San Francisco Bay Area. Existing law makes the MTC and the Bay Area Toll Authority (BATA), which is defined as the same body as the MTC, responsible for the programming, administration, and allocation of the revenue from the base toll charge collected from these bridges. Under existing law, a portion of this revenue is continuously appropriated to the Controller who is required to disburse these funds to the MTC to expend for purposes that reduce vehicular congestion on the bridges.



METROPOLITAN
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Memorandum

TO: Planning and Operations Committee

DATE: December 7, 2001

FR: Executive Director

W.I.:

RE: Resolution No. 3434: Regional Transit Expansion Program of Projects

Resolution No. 3434 presents the recommended final Regional Transit Expansion program of projects, developed under the policy guidance of Resolution No. 3357. The draft recommended program was presented to the Planning and Operations Committee on November 9, 2001, and was released for public review and comment. Resolution No. 3434 presents the final program through four attachments, as follows:

Attachment A: Criteria Evaluation: presents a summary assessment of the recommended projects against the financial and performance criteria established under Resolution No. 3357.

Attachment B: Program of Projects: presents the final recommended listing of projects, including maps.

Attachment C: Funding Strategy: details the financial strategy for the individual projects.

Attachment D: Terms and Conditions: stipulates requirements for regional discretionary funding, attached to both revenue sources and individual projects.

The remainder of this memorandum outlines the key features of the overall program; discusses specifics related to the Resolution No. 3434 Attachments, highlighting changes made from the draft recommendations in November; and outlines important next steps related to the program.

Program of Projects: Summary

The proposed final program of projects represents the next generation of major regional transit expansions since the adoption of Resolution No. 1876—the Bay Area's Regional Rail Agreement of 1988. Like Resolution No. 1876, Resolution No. 3434 is dominated by funding commitments from state, regional and local sources. This program has a broader reach, however, encompassing nine new rail extensions, a comprehensive regional express bus program, and eight enhancement programs to existing rail and bus services. Taken collectively, the recommended program of projects is distinguished by the following factors:

Financial Characteristics

- Total capital cost: \$10.5 billion (2001 \$)
- Percent representing fully funded projects: 84%
- Federal/non-federal shares of fully funded program: 21% :79%
- Percent overall identified funding from local and regional sources: 60%
- Committed/advocacy-based shares of identified funding: 80%: 20%

Service Characteristics

- 140 new route miles of rail
- 600 new route miles of express bus
- 58% average increase in service levels for existing corridors
- 38.6 million new riders per year (estimated for fully funded projects)
- Average cost effectiveness of \$20.35 per new rider (estimated for fully funded projects)

Several other observations are worth noting. The program of projects closes some key gaps in the transit network, most notably extending BART from its existing southern terminus at Fremont south to Santa Clara county to connect with the Valley Transportation Authority light rail system and the Caltrain system. The Dumbarton rail project would provide a new southern transbay rail link, while the BART Oakland Airport connector provides a key rail to air connection with the second busiest airport in the Bay Area. New rail service is proposed in several other sections of the region with the Sonoma-Marín rail project, and the BART/rail connections in the Eastern Contra Costa and Tri-Valley corridors. And the Transbay Terminal/Caltrain Downtown Extension project in San Francisco significantly enhances the densest confluence of transit connections in the Bay Area.

As indicated above, increased service levels in existing transit corridors are a hallmark of this plan, illustrating the region's commitment to build on its strong foundations in addition to new service extensions. The Caltrain Express Phase 1 project is expected to increase the number of trains in the corridor by 50% (80 to 120 trains per day); implementation of Phase 2 would increase service levels by another 42% (120 to 170 trains). The Capitol Corridor Expansion: Phase 1 would increase daily trains by 60% (10 to 16 trains); Phase 2 will make ancillary improvements to increase overall service reliability and efficiency. The recommended Altamont Commuter Express service increase would double the number of trains from 4 to 8 per day. Frequency improvements in the AC Transit recommended Enhanced Bus corridors would improve 33-50%.

Much comment has been directed at concerns that the regional transit expansion program should contribute to improved transit oriented land uses, and serve transit dependent populations as well as individuals with auto options. Using a recent study by Professors Onesimo and Landis at the University of California, Berkeley, we estimate that 12.2 square miles of vacant land exists within two miles of the 100 station sites in the overall program. The study suggests that an additional 43.5 square miles could be "re-cyclable" for other purposes. While any land development would need to be closely coordinated with the relevant city and county general plans, these findings indicate a significant opportunity for transit-oriented development related to the implementation of these projects.

With respect to access for transit dependent persons, the proposed network of rail and bus lines would provide either new or enhanced service to areas where there are a high concentration of CalWORKs clients, based on MTC's evaluation of Lifeline Transit needs. In particular, AC Transit's Enhanced Bus project serves a densely populated corridor in the East Bay with a high percentage of low-income and minority persons, as does Muni's Central Subway extension.

Final Program: Key Changes

The most significant change incorporated since the November 9th draft is the removal of the "Track 1" and "Blueprint" distinctions for purposes of the overall program of projects. Although the requirement still remains that only fully funded projects can be included in the Regional Transportation Program (RTP) under federal law, Resolution No. 3434 confers a separate Commission endorsement regarding long range policy and financial commitments to its projects. That is, the financial commitments of regional discretionary funds outlined in Attachment C-Funding Strategy are equally firm, whether the project is fully or partially funded. As projects secure full resource commitments, they can advance into the RTP.

Other key changes are indicated below:

Attachment A: The summary table has been augmented with definitions of the quantitative measures used to assign indicated rankings. Supporting calculated values for all projects are available from MTC staff. These numbers may be updated as related project studies are completed and refined information is made available. At the November 9th meeting of the Planning and Operations Committee, staff indicated that not all project sponsors had been able to provide the detailed data necessary to permit a complete evaluation of their financial capacity to operate and maintain the extension over the short and long term, based on one of the criteria in Resolution No. 3357. General Managers of agencies sponsoring projects with identified shortfalls were asked to submit further information in writing detailing the actions they would consider to close any anticipated shortfalls, and a timeline for doing so. Based on letters received to date, we have confirmed that the projects slated for inclusion in the 2001 RTP meet this criterion.

Attachment B: The table and accompanying maps list the entire list of projects; fully funded projects are indicated as eligible for inclusion in the 2001 RTP.

Attachment C: The program of projects has updated cost information and revenue assignments for the Downtown East Valley, BART/East Contra Costa Rail and BART/Tri-Valley Rail, and Capitol Corridor Phase 2 projects. The Caltrain Express Phase 2 project has been added, given recent assurances of local funding commitments to a defined phase.

Attachment D: Terms and Conditions have been further refined, the most important of which are to:

- Add new language clarifying the on-going determinations needed to ensure adherence to the Commission's criterion under Resolution No. 3357 for financial operating and maintenance capacity; and the determination that new transit expansions not adversely affect core bus services.
- Add a condition requiring bicycle and pedestrian access planning at station sites for projects supported by Resolution No. 3434 investments.
- Add new language related to the BART-Warm Springs to San Jose extension segment to incorporate key elements of the BART-VTA negotiated agreement, including the potential "lien" on VTA's TDA revenue to pay operating expenses of the BART extension.
- Further stipulate funding priorities for projected AB 1171 funds, made available by the extension of the \$1 seismic surcharge on the state-owned toll bridges.
- Make funding committed to the BART/East Contra Costa Rail and BART/Tri-Valley Rail projects eligible for access improvements to existing BART stations in the respective corridors.

Continuing Work

Should the Commission approve this program, it will become the basis for significant advocacy efforts in both Washington and Sacramento. As reauthorization of TEA-21 approaches, the region must position its recommended candidates to compete well for federal 5309 New Starts and Bus Discretionary programs, and advocate for overall program funding that will support them. In Sacramento, the placement of Proposition 42 on the March 2002 ballot creates particular urgency to advocate for Regional Transit Expansion Projects with current shortfalls, as examples of critical new investments that could benefit from the proposition's passage. On a longer time frame, new county sales tax measures and renewals of existing taxes present other local opportunities to secure funding needed to deliver the entire program as envisioned in Resolution No. 3434.

Finally, it is important to recognize that several on-going studies may soon provide updated information that will further refine the scope for some of the recommended expansion projects. The Resolution explicitly makes provisions to amend the program, as new information warrants.

Recommendation

Staff recommends that the Planning and Operations Committee approve Resolution No. 3434, and forward it to the Commission for adoption.

Steve Heminger

Date: December 19, 2001
W.I.: 12110
Referred by: POC
Revised: 01/30/02-C

ABSTRACT

Resolution No. 3434, Revised

This resolution sets forth MTC's Regional Transit Expansion Program of Projects.

This resolution was amended on January 30, 2002 to include the San Francisco Geary Corridor Major Investment Study to Attachment B, as requested by the Planning and Operations Committee on December 14, 2001.

Further discussion of this action is contained in the MTC Executive Director's Memorandum dated December 14, 2001.

Date: December 19, 2001
W.I.: 12110
Referred by: POC

RE: Regional Transit Expansion Program of Projects

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION NO. 3434

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Bay Area pursuant to Government Code Section 66500 et seq.; and

WHEREAS, MTC adopted Resolution No. 1876 in 1988 which set forth a new rail transit starts and extension program for the region; and

WHEREAS, significant progress has been made in implementing Resolution No. 1876, with new light rail service in operation in San Francisco and Silicon Valley, new BART service extended to Bay Point and Dublin/Pleasanton in the East Bay, and the BART extension to San Francisco International Airport scheduled to open in 2002; and

WHEREAS, MTC's long range planning process, including the Regional Transportation Plan and its *Transportation Blueprint for the 21st Century*, provides a framework for comprehensively evaluating the next generation of major regional transit expansion projects to meet the challenge of congestion in major corridors throughout the nine-county Bay Area; and

WHEREAS, the Commission adopted Resolution No. 3357 as the basis for assisting in the evaluations of rail and express/rapid bus projects to serve as the companion follow-up program to Resolution No. 1876; and

WHEREAS, local, regional, state and federal discretionary funds will continue to be required to finance an integrated program of new rail transit starts and extensions including those funds which are reasonably expected to be available under current conditions, and new funds which need to be secured in the future through advocacy with state and federal legislatures and the electorate; and

WHEREAS, the Regional Transit Expansion program of projects will enhance the Bay Area's transit network with an additional 140 miles of rail, 600 miles of new express bus routes, and a 58% increase in service levels in several existing corridors, primarily funded with regional and local sources of funds; and

WHEREAS, MTC recognizes that coordinated regional priorities for transit investment will best position the Bay Area to compete for limited discretionary funding sources now and in the future; now, therefore, be it

RESOLVED, that MTC adopts a Regional Transit Expansion Program of Projects, consistent with the Policy and Criteria established in Resolution No. 3357, as outlined in Attachment A, attached hereto and incorporated herein as though set forth at length; and be it further

RESOLVED, that this program of projects, as set forth in Attachment B is accompanied by a comprehensive funding strategy of local, regional, state and federal funding sources as outlined in Attachment C, attached hereto and incorporated herein as though set forth at length; and, be it further

RESOLVED, that the regional discretionary funding commitments included in this financial strategy are subject to the terms and conditions outlined in Attachment D, attached hereto and incorporated herein as though set forth at length.

METROPOLITAN TRANSPORTATION COMMISSION

Sharon J. Brown, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at a regular meeting of the Commission held in Oakland, California, on December 19, 2001.

ATTACHMENT A - Regional Transit Expansion Policy Criteria Evaluation Matrix

Project	Sponsor	Project Cost 2001 \$ Millions	Resolution 1876-Tier 1 prior 1976 Tier 1 commitment	TEA-21 Funds TEA-21 authorization or other federal appropriations	TCRP or other state level commitments	Dedicated Local Funding Local funds as a percent of total capital cost	Operations/ Maintenance Demonstrated operating plan	Supportive Land Use		Cost- Effectiveness Cost per new transit rider	System Connectivity		System Access # of modal access options	Project Readiness # of pre-construction activities completed or in progress
								Residential density around stations	Employment density around stations		# connecting operations	Frequency/ decides		
BART to Warm Springs	BART	\$ 634	Yes	Yes	Yes	H	Yes	M	M	M	H	No	H	M
BART Warm Springs to San Jose	VTA	\$ 3,710	No	Yes	Yes	H	Yes	M	M	M	H	Yes	H	L
MUNI 3rd St. LRT Phase 2 - New Central Subway	SFC/TAM/Minit	\$ 647	No	Yes	Yes	M	Yes	H	H	L	H	No	H	H
BART/Oakland Airport Connector	BART	\$ 232	No	Yes	No	M	Yes	M	M	H	H	Yes	H	M
Caltrain Downtown Extension/Rebuilt Transbay Terminal	SFGTA	\$ 1,885	Yes	Yes	No	H	Yes	H	H	L	H	Yes	H	M
Caltrain Rapid Rail/Electrification	JPB	\$ 602	No	No	No	H	Yes	M	H	L	H	No	H	M
Caltrain Express: phase 1	JPB	\$ 127	No	No	Yes	L	Yes	M	H	H	M	No	H	H
Downtown East Valley: Light Rail and Bus Rapid Transit Phase 1 and 2	VTA	\$ 518	No	No	No	H	Yes	H	M	L	H	No	H	M
Capitol Corridor: Phase 1 Expansion	CC/JPA	\$ 129	No	No	Yes	L	Yes	H	M	H	L	No	H	M
AC Transit Oakland/San Leandro Bus Rapid Transit: Phase 1 (Enhanced Bus)	AC Transit	\$ 151	No	No	No	L	Yes	H	H	H	L	No	H	L
Regional Express Bus Phase 1	MTG/Operators	\$ 40	No	No	Yes	L	Yes	H	H	H	M	Yes	H	H
Dumbarton Rail	JPB	\$ 129	No	No	No	H	No	M	L	L	H	Yes	H	L
BART/East Contra Costa Rail Extension	CC/TA	\$ 345	No	No	Yes	L	No	-	-	-	-	-	-	L
BART/Tri-Valley Rail Extension	AC/MA	\$ 345	No	No	Yes	L	No	-	-	-	-	-	-	L
Allamont Commuter Express (ACE): service expansion	AGE	\$ 121	No	No	No	L	-	M	M	H	L	No	M	-
Caltrain Express Phase 2	JPB	\$ 330	No	No	No	H	-	M	H	H	-	No	H	-
Capitol Corridor: Phase 2 Enhancements	CC/JPA	\$ 284	No	No	Yes	L	Yes	H	M	H	L	No	H	M
Sonoma-Marin Rail	SMART	\$ 200	No	No	Yes	L	No	L	M	-	L	No	H	L
AC Transit Enhanced Bus: Hesperian/Foothill/MacArthur corridors	AC Transit	\$ 90	No	No	No	L	-	H	M	H	L	No	H	-

Note: "L" indicates that complete information is not available.

Date: December 19, 2001
W.I.: 12110
Referred by: POC

Attachment A
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Resolution No. 3357 Criteria: Definitions and Measurement

Financial Criteria:

Honor 1876 commitments: Priority assigned to those projects of the original seven "Tier 1" Resolution No. 1876 projects that do not yet have a defined and secured financial agreement.
Rating: "Yes" or "No"

TEA-21/federal reauthorization: Current federal financial support exists for the project, through TEA-21 authorizing language for New Starts funding, or other federal appropriation commitments.
Rating: "Yes" or "No"

TCRP/State commitments: Current state financial commitment is secured by the project, through Traffic Congestion Relief Program funds, or other existing state funding commitments.
Rating: "Yes" or "No"

Dedicated local commitments: Local financial commitment for the project, based on percentage of local funds to total capital costs.
Rating: "High": Greater than 50%; "Medium": 30% to 50%; "Low": under 30%

Operations/Maintenance: Project can be maintained and operated once built, based on financial plans and policies submitted by the project sponsor, outlining sources and commitments of funds for the period of operations through the end of the RTP (2025) or for at least 10 years, whichever is longer. Any financial burden imposed by the transit expansion project may not undermine core bus service within the same system, especially that needed by transit dependent persons.
Rating: "Yes" or "No"

Performance Criteria:

Land Use: Evaluate potential system benefits accrued as a result of adjacent land uses along rail/bus corridors, based on year 2025 projected net residential and employment land use densities around planned stations or transit corridors.

Rating: "High": urban or urban core/CBD; "Medium": suburban; "Low": rural or rural suburban, as measured below:

Net Population Density	Total Population/ Residential Area square miles	Net Employment Density	Total Employment/ Commercial Area square miles
Rural	< 5,000	Rural	< 5,000
Rural-Suburban	5,000-10,000	Suburban	5,000-20,000
Suburban	10,000-20,000	Urban	20,000-50,000
Urban	20,000-50,000	Urban Core	50,000-100,000
Urban Core	>50,000	Urban CBD	>100,000

Cost-effectiveness: "Cost per new rider", measured as dollars per new rider (shifting from auto to transit; not transit to transit).

Rating: "High": \$0 - \$15/new rider; "Medium": \$16 - \$30/new rider;
"Low": over \$30/new rider

Note: Resolution No. 3357 also provides for another measure of cost effectiveness: "transit user benefits" that will be incorporated into this analysis at a later date once the methodology is available from the Federal Transit Administration.

System Connectivity: Assess the interconnected relationship of the transit expansion and the existing transit network, through measures of connections, service frequency and gap closures.

Rating:

A. Number of Connecting Operators: "High": 5 or more; "Medium": 3 to 4; "Low": 1 to 2

B. Frequency: Peak Period Headways: "High": 10 minutes or less; "Medium": 20 minutes to 11 minutes; "Low": Greater than 20 minutes

C. Gap Closures: "Yes" or "No" for completion of a major closure in the regional network.

System Access: Determine the ability of users to easily access (via walking, biking, auto or transit transfers) the new extensions, based on number of modal access options

Rating: "High": 4 or more; "Medium": 3; "Low": 1 to 2

Project Readiness: Priority assigned to projects that are able to proceed expeditiously to implementation, based on pre-construction activities completed or in progress as of December 2001.

Rating: "High": corridor evaluation+environmental analysis+preliminary design and engineering; "Medium": corridor evaluation+environmental analysis; "Low": Sketch planning or corridor evaluation only.

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 Revised: 01/30/02-C

Attachment B
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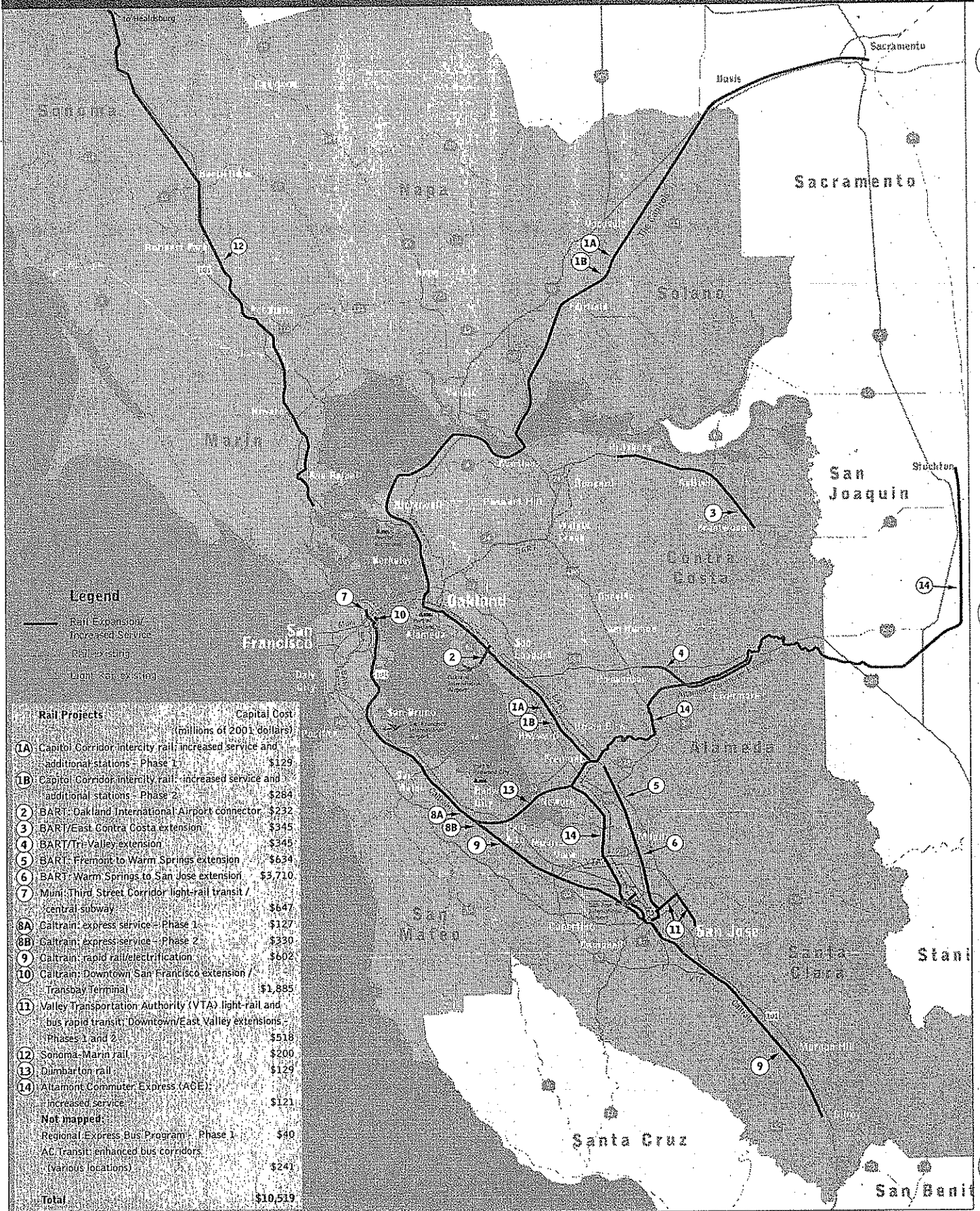
Regional Transit Expansion Policy: Recommended Program of Projects

PROJECT	COST (millions of 2001 \$)	2001 RTP
BART: Fremont to Warm Springs	\$634	X
BART: Warm Springs to San Jose	\$3,710	X
MUNI Third Street Light Rail: Phase 2-Central Subway	\$647	X
BART/Oakland Airport Connector	\$232	X
Caltrain Downtown Extension/Rebuilt Transbay Terminal	\$1,885	X
Caltrain Rapid Rail/Electrification	\$602	X
Caltrain Express: phase 1	\$127	X
Downtown to East Valley: Light rail and Bus Rapid Transit: Ph. 1&2	\$518	X
Capitol Corridor: Phase 1 Expansion	\$129	X
AC Transit Oakland/San Leandro Bus Rapid Transit: Ph. 1 (Enhanced Bus)	\$151	X
Regional Express Bus Phase 1	\$40	X
Dumbarton Rail	\$129	
BART/East Contra Costa Rail Extension	\$345	\$95 for right of way
BART/Tri-Valley Rail Extension	\$345	\$80 for right of way
Altamont Commuter Express (ACE): service expansion	\$121	
Caltrain Express: Phase 2	\$330	
Capitol Corridor: Phase 2 Expansion	\$284	
Sonoma-Marin Rail	\$200	
AC Transit Enhanced Bus: Hesperian/Foothill/MacArthur corridors	\$90	
TOTAL:	\$10,519	

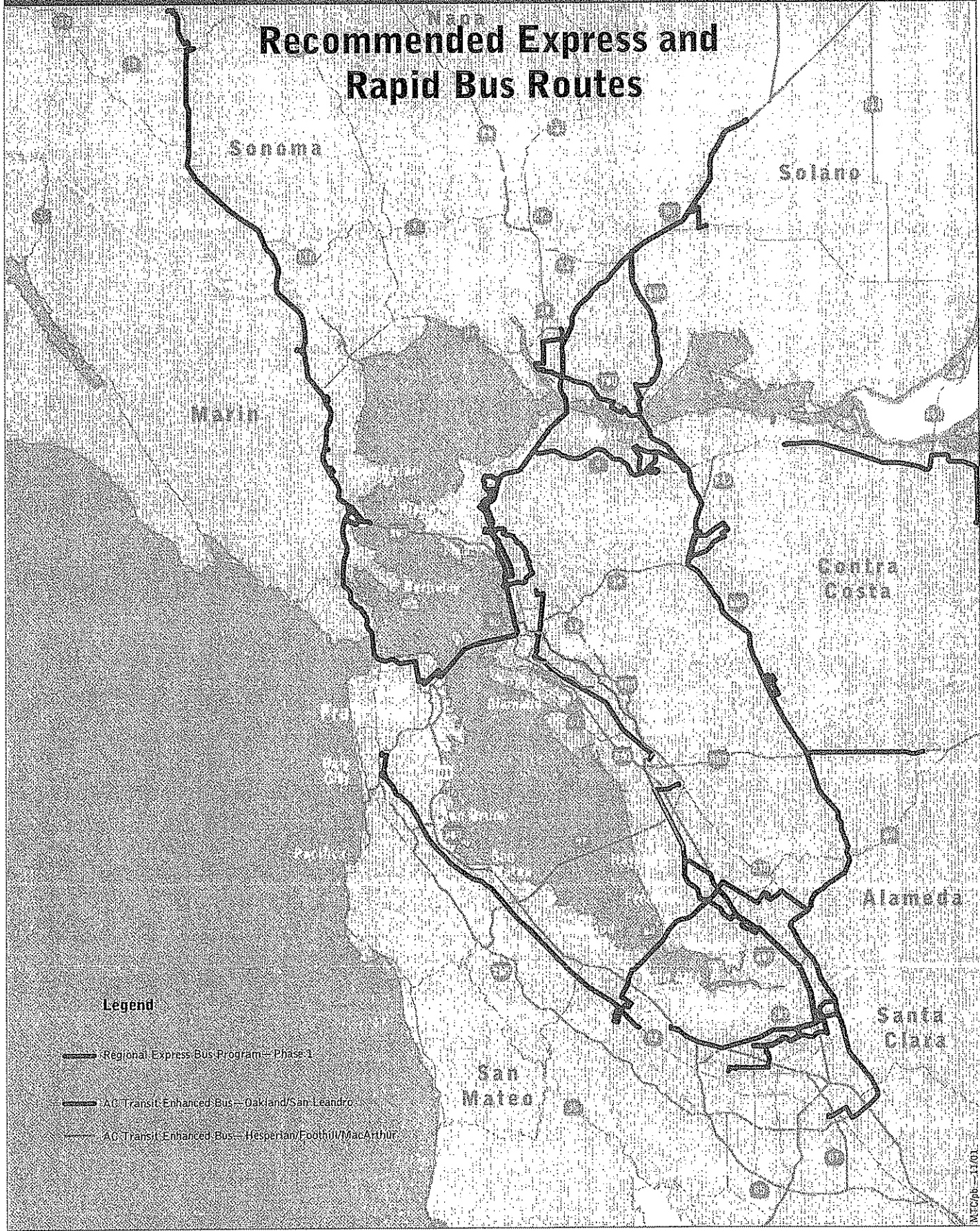
RTEP Studies (funded outside of the RTP)

PROJECT	COST (millions of 2001 \$)
Napa/Solano Passenger Train Study	\$0.4
BART:30 th /Mission Station Study	\$0.5
San Francisco Geary Corridor Major Investment Study	\$0.6
TOTAL: RTEP Studies	\$1.5

Resolution No. 3434 Regional Transit Expansion Program of Projects



Recommended Express and Rapid Bus Routes



Legend

- Regional Express Bus Program - Phase 1
- AC Transit Enhanced Bus - Oakland/San Leandro
- AC Transit Enhanced Bus - Hesperian/Foothill/MacArthur

MTC/06-11/01

ATTACHMENT C: Regional Transit Expansion Policy - Funding Strategy

Project	Sponsor	Project Cost (2001 \$)	Committed Funding					Regional Discretionary Funding (see attached definitions)					Blueprint Funds		Issues/Notes	
			TORP	Sales Tax	Resolution 1876	RTIP/STP/CHAQ	Other	Section 5309 New Starts	RM-1 Rail	ITIP	Bus	AS 1171	CARB/ AB 434	Shortfall		Prop. 42 (ACA 4) RTIP
BART to Warm Springs	BART	534	110	193	205	25	12	80								Note 1
BART Warm Springs to San Jose	MTA	3,710	514	2,262				834								Note 2
EXPO Third Street Light Rail Transit Project Phase 2 - New Central Subway	SECTA/Alameda	647	140	75		75		432								Note 3
BART/Oakland Airport Connector	BART	232		75		44	37		45							Note 4
Caltrain Downtown Extension/Rebuilt Transbay Terminal	SFCTA	1,865		27		23	1973		59			150				Note 5
Caltrain Rapid Rail/Electrification	JPB	602		345		47	85		65			50				Note 6
Caltrain Express Phase 1	JPB	127	127													Note 7
Downtown to East Valley Light Rail and Bus Rapid Transit Phase 1 and 2	MTA	518		518			18									Note 8
Capitol Corridor Phase 1 Expansion	CC/PA	129	101			3			98							Note 9
AC Transit Oakland/San Leandro Bus Rapid Transit Phase 1 (Enhanced Bus)	AC Transit	151		23		17				115						Note 10
Regional Express Bus Phase 1	MTC	40	40													Note 11
Dumbarton Rail	JPB	129		117					12							Note 12
BART/East Contra Costa Rail Extension	CC/PA/BART	345		59		20			52			115				Note 13
BART/Travis Valley Rail Extension	ACG/MA/BART	345		10		16	47		32			95				Note 14
Altamont Commuter Express (ACE) service expansion	ACE	121		32												Note 15
Caltrain Express Phase 2	JPB	330		140												Note 16
Capitol Corridor Phase 2 enhancements	CC/PA	284	18			18			89							Note 17
Sanoma-Marin Rail	SMART	200	37				28									Note 18
AC Transit Enhanced Bus: Hesperian/Foothill/MacArthur corridors	AC Transit	90														Note 19
TOTAL		\$ 10,513	\$ 1,097	\$ 3,801	\$ 206	\$ 288	\$ 1,810	\$ 1,286	\$ 473	\$ 176	\$ 138	\$ 360	\$ 50	\$ 855		

General Notes

- For all projects, see Terms and Conditions listed in Attachment D.
- Other funding includes \$12 million in BART funds. Resolution 1876 includes \$60 M in RM-1 payback and \$145M in San Mateo buy-in. Assumes sweep of \$111 million in TORP funds from BART to San Jose to the Warm Springs project.
- Sales tax includes adjustment to 2001 dollars, \$50 million from Measure B commuter rail, and \$116 million in Measure A contingency. Budget assumes \$35 million in TCRP and \$12 million in RABA funds washed to the county for off budget right of way costs.
- Other funding includes \$25M in Port of Oakland and \$12M in City of Oakland funds.
- Other refers to \$1.2 billion land sales and tax increment financing equivalent to provisions of AB 1419 (split \$1,036 million for the TBT and \$164 million for the Downtown Extension project), \$311 million in net operating revenues from the TBT, and \$62 million in BATA bridge toll subsidy.
- Sales tax is San Mateo Measure B. STP/CHAQ/RTIP funding is San Francisco share.
- Other refers to \$20 million in salvage value from sale of diesel engines and \$75 million in Section 5309 funds for the replacement of 30 existing diesel trains with electric train units.
- Sales tax is \$168 million in San Mateo Measure B and \$237 in Santa Clara Measure A. \$47 million in STP/CHAQ/RTIP funding is San Francisco's share. Final sales tax and STP/CHAQ/RTIP funding will be as provided by the Joint Powers Agreement as it currently exists or as it may be amended.
- Measure A sales tax adjusted to 2001 dollars.
- Capitol Corridor service expansion will result in 16 daily round trips between Oakland and Sacramento/San Jose (includes Alviso second track). Intercity Rail ITIP funds are assumed for Phase 1 track improvements and additional service enhancements in Phase 2.
- The total cost includes funding for a right-of-way element of this project with a cost of \$80 million - comprised of \$10 million in sales tax, \$16 million in Livemore Impact Fees, and \$7 million in RM-1 Rail.
- Other funds include \$28M in Proposition 116 funding.

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Definitions and Assumptions of Regional Discretionary Funding

- Federal Section 5309 New Starts: estimate for the 25-year RTP period totals \$1.266 billion. This estimate trends against recent historical averages of the Bay Area's New Starts funding compared to the nation, an average of 7% over the last 10 years. This represents a target for advocacy in Washington, D.C.; actual authorizations and appropriations are at the discretion of Congress.
- Regional Measure 1 Rail Reserve: estimate for the 25-year RTP period totals \$176 million, net of existing commitments to the BART Warm Springs extension. These funds from the base \$1 Bay Bridge toll are directly allocated by the Commission to rail projects in the bridge corridor according to a statutory formula splitting the funds 70% to East Bay projects, and 30% to West Bay projects. This funding estimate assumes debt financing against this revenue stream.
- Interregional Transportation Improvement Program: estimate for the 25-year RTP period totals \$473 for the Regional Transit Expansion projects; other ITIP funding is assumed for highway and other projects. This funding assumes a state focus for urban rail projects, plus additional funds to reflect the state's Intercity Rail Plan elements for the Capitol Corridor, and potential High Speed Rail related interests. As ITIP funds are the state's discretionary portion of the State Transportation Improvement Program, this represents a target for advocacy in Sacramento. Actual programming commitments and allocations are at the discretion of the California Transportation Commission.
- Federal Section 5309 Bus Discretionary: estimate for the 25-year RTP period totals \$138 million for the Regional Transit Expansion projects, after assigning \$89 million to defray transit capital shortfalls for existing transit system bus replacements for Muni, Golden Gate, and Vallejo Transit. The estimate is based on the region's recent historical average in obtaining these discretionary funds, which are subject to appropriation by Congress.
- AB 1171: This is a discretionary funding source passed by the Legislature and signed by the Governor in October 2001. AB 1171 (Dutra) extends the \$1 seismic surcharge (the second half of the current \$2 auto toll) on the seven state-owned Bay Area toll bridges for up to 30 years to finance retrofit work. Under certain financing provisions, a portion of that toll revenue will return to MTC acting as the Bay Area Toll Authority (BATA). This funding can be used for projects consistent with the voter approved Regional Measure 1 program—including congestion relief projects in corridors served by some proposed transit

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expansion projects—and is estimated over the 25-year period of the RTP to total \$500 million based on debt financing; \$360 million of this amount is being assigned to the Regional Transit Expansion program of projects.

- CARB/AB 434: Both the California Air Resources Board (CARB) and the Bay Area Air Quality Management District (AB 434) administer discretionary funding programs focused in whole or in part on reducing emissions from diesel engines. \$50 million is assumed from the two programs combined to help fund the Caltrain electrification project. This funding target for advocacy over the RTP period is sized to the annual funding levels of the two programs.

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Terms and Conditions

General Terms

1. Operating Funding – In order for an extension of service to be included in the Regional Transportation Plan (RTP), the project sponsor must provide evidence of its ability to fund operation of the service for a minimum of 10 years, or the duration of operations within the 25-year RTP time horizon, whichever is longer. These financial capacity determinations must also include a demonstration of the transit operator's ability to sustain levels of core bus services to low-income and minority populations, as required under MTC Resolution No. 3357. Should the transit operator's financial stability deteriorate, or the expansion project in question experience significant cost increases, these financial capacity determinations will be revisited in MTC's review of the operator's applicable Short Range Transit Plan.
2. Cost Increases – Commitments of regional discretionary funds (Section 5309 New Starts and Bus, Regional Measure 1 Rail Reserve, ITIP, AB 1171, and CARB/AB 434) are capped at the amounts shown in Attachment C in 2001 dollars. Escalation adjustments will be made at the time funds are secured or allocated, except for bridge toll funds that are shown in year-of-financing dollars. Project sponsors are responsible for funding any cost increases (including financing costs) above the estimates shown in Attachment C from other sources.
3. Amendment – The Commission shall consider amending this regional transit expansion program following the passage of major new funding sources that could advance projects with current shortfalls into the RTP, such as ACA 4 (Proposition 42 on the March 2002 state ballot) or county sales tax measures. New funding sources also could be used to offset cost increases for projects already included in the RTP.
4. Station Access Planning: Consistent with recommendations of MTC's Regional Bicycle Plan, all new transit stations that are built as result of Resolution No. 3434 investments must provide direct and convenient pedestrian and bicycle access from adjacent walkways and bicycle facilities. Station access planning shall be consistent with the conclusions reached from the evaluation of FSM 5 in the 2001 Bay Area Ozone Attainment Plan.

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Specific Conditions

1. Section 5309 New Starts – The region's first priority for federal New Starts funds is the BART extension to San Francisco International Airport until such time that the project receives its final appropriation from Congress, currently expected in 2006. Thereafter, the BART Warm Springs to San Jose extension and the Muni Central Subway project will share equal priority.
2. Section 5309 Bus – Phase 1 of AC Transit's Oakland/San Leandro Bus Rapid Transit: Phase 1-Enhanced Bus project will be the region's first priority for federal discretionary bus funding. The Section 5309 Bus commitment will be reduced by up to \$44 million if a like amount of Alameda Measure B Tier 2 funds become available for the Phase 1 project, and these federal bus funds will be redirected to the AC Transit Enhanced Bus: Hesperian/Foothill/MacArthur. The Commission also will support up to \$89 million in Section 5309 funds for bus replacement projects for Muni, Golden Gate, and Vallejo Transit to fund capital shortfalls for these operators identified in the 2001 RTP, consistent with the project readiness and need for funds of the AC Transit enhanced bus projects.
3. AB 1171 – These funds will be subject to terms and conditions established by MTC acting as the Bay Area Toll Authority (BATA); are contingent upon the availability of excess toll revenue net of Caltrans debt service; and are not available for programming until completion of the toll bridge seismic retrofit program, currently scheduled for 2007. The balance of these funds not committed in Attachment C will be reserved as follows: \$100 million reserved for the north connector and weave correction components of the I-80/680 interchange project, and \$40 million for other congestion relief improvements in the Northern Bridge group—Antioch, Benicia-Martinez, Carquinez and Richmond-San Rafael—corridors. Should AB 1171 funds exceed \$500 million, the next increment up to \$60 million will also be reserved for Northern Bridge group corridor improvements. The next increment above the \$60 million will be distributed evenly between the BART/East Contra Costa Rail Extension and BART/Tri Valley Rail Extension projects, not to exceed \$25 million each, in addition to the sums stipulated in Attachment C. Any increment above these amounts will be allocated at the discretion of the Commission.
4. BART to Warm Springs – The ITIP commitment to this project will be reduced by up to \$80 million if a like amount of Alameda Measure B Tier 2 funds become available for this project.

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5. BART Warm Springs to San Jose – In addition to the general terms for operating funding imposed on all projects, the BART Warm Springs to San Jose project is included in the RTP contingent upon approval by the BART and VTA Boards of an operating and maintenance agreement regarding extension of service into Santa Clara County and associated impacts of the extension on the core BART system. If a TDA “lien” is implemented pursuant to the BART/VTA agreement after 2009, MTC will condition allocation of the remaining TDA funds subject to the following:

At the time that the BART to San Jose extension commences revenue service, or at any point thereafter, should VTA’s bus service levels have not achieved, or later fall below, a 600 fleet/500 peak target, then MTC shall hold public hearings at which VTA must demonstrate that services to Title VI communities have been assured, based on MTC’s Lifeline Transportation analysis, as validated and amended by transit operators and the Congestion Management Agencies.

Should VTA choose to identify TDA funds as the guaranteed operating and maintenance subsidy pursuant to the BART/VTA agreement and demonstrate that it has secured other funding sources to replace the TDA revenue so guaranteed, then MTC shall not condition its allocation of TDA funds as described above.

6. BART/Oakland Airport Connector – The Commission expects that BART will give first priority for any surplus operating revenue from this project to be used to defray operating costs of new BART-administered rail services in the Livermore and Antioch corridors.
7. Caltrain Downtown Extension/Rebuilt Transbay Terminal – (1) This project is included in the RTP contingent upon written assurance from Caltrans that the transfer of state-owned property necessary to finance the project will occur administratively in a timely manner. (2) The project sponsor’s financial plan assumes that \$475 million in tax increment and net operating revenue generated from the new Transbay Terminal will be available to help defray the capital cost of the Caltrain Downtown Extension project. Should such revenues be lower than expected, back-up funding for the Caltrain extension must be provided by the Peninsula Corridor JPB according to a formula to be negotiated by its member agencies. (3) The ITIP commitment to the project will be reduced by \$59 million if a rollover of San Francisco’s sales tax measure is approved.
8. Caltrain Rapid Rail/Electrification: The distribution of sales tax and STP/CMAQ/STIP Track 1 funds that represent funding contributions of the three Peninsula Corridor JPB agencies for the electrification project may be renegotiated by the JPB, and a new distribution submitted to MTC for inclusion in the funding plan for the project. The ITIP

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commitment to the project will be reduced by up to \$65 million if a like amount of funding is secured from the California High Speed Rail Authority.

9. Dumbarton Rail – This project can advance into the RTP upon funding and approval of an operating and maintenance agreement by the affected counties.
10. BART/East Contra Costa Rail Extension – The regional discretionary funds committed in Attachment C are for a commuter rail connection to the existing BART line (such as eBART), a BART extension in the Route 4/Antioch corridor, or for access improvements to existing BART stations in the corridor. The costs shown are for the eBART proposal. If right-of-way costs are lower than \$95 million, the savings shall be applied to rail construction costs in the corridor.
11. BART/Tri-Valley Rail Extension – The regional discretionary funds committed in Attachment C are for a commuter rail connection to the existing BART line (such as tBART), a BART extension in the I-580/Livermore corridor, or for access improvements to existing BART stations in the corridor. The costs shown are for the tBART proposal. If right-of-way costs are lower than \$80 million, the savings shall be applied to rail construction costs in the corridor.