

File No. 110290

Committee Item No. 16  
Board Item No. 34

### COMMITTEE/BOARD OF SUPERVISORS

#### AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance SUB-Committee Date: May 11, 2011

Board of Supervisors Meeting

Date 5/17/11

#### Cmte Board

- |                                     |                                     |   |
|-------------------------------------|-------------------------------------|---|
| <input type="checkbox"/>            | <input type="checkbox"/>            | Motion  |
| <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 checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | *Budget and Legislative Report – Located in File No. 110226 |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Ethics Form 126   |
| <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                |
| <input type="checkbox"/>            | <input type="checkbox"/>            | MOU   |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Grant Information Form                                      |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Grant Budget  |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Subcontract Budget  |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Contract/Agreement  |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Award Letter  |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Application   |

#### OTHER (Use back side if additional space is needed)

- |                                     |                                     |                                       |
|-------------------------------------|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | *Economic Development Conveyance -MOU |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | TIDa Resolution No. 1-19-0421         |
| <input type="checkbox"/>            | <input type="checkbox"/>            | _____                                 |
| <input type="checkbox"/>            | <input type="checkbox"/>            | _____                                 |

Completed by: Victor Young

Date: May 6, 2011

Completed by: Victor Young

Date: 5-12-11

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



1 [Economic Development Conveyance Memorandum of Agreement - Treasure Island/Yerba  
2 Buena Island]

3  
4 **Resolution approving the Economic Development Conveyance Memorandum of**  
5 **Agreement for the Transfer of Former Naval Station Treasure Island from the United**  
6 **States Government to the Treasure Island Development Authority; adopting findings**  
7 **that the agreement is consistent with the City's General Plan and Eight Priority Policies**  
8 **of City Planning Code Section 101.1 under the California Environmental Quality Act.**

9  
10 WHEREAS, Former Naval Station Treasure Island is a military base located on  
11 Treasure Island and Yerba Buena Island (together, the "Base"), which is currently owned by  
12 the United States of America, acting by and through the Department of the Navy ("the Federal  
13 Government" or the "Navy"); and,

14 WHEREAS, Treasure Island was selected for closure and disposition by the Base  
15 Realignment and Closure Commission ("BRAC") in 1993, acting under Public Law 101-510,  
16 and its subsequent amendments; and,

17 WHEREAS, Pursuant to the power and authority provided by the Defense Base  
18 Closure and Realignment Act of 1990, 10 U.S.C. § 2687 note, as amended, the Navy is  
19 authorized to convey surplus property at a closed military installation to the local  
20 redevelopment authority for economic development purposes; and,

21 WHEREAS, The United States Department of Defense designated the City and County  
22 of San Francisco ("City") as the Local Redevelopment Authority ("LRA") responsible for the  
23 conversion of the Base under the federal disposition process; and,

24 WHEREAS, In July 1996, after an extensive community planning effort, a draft reuse  
25 plan for the Base (the "Reuse Plan") was unanimously endorsed by the Mayor, the Board of

1 Supervisors, the Planning Commission and the Treasure Island Citizens Reuse Committee;  
2 and,

3 WHEREAS, The United States Department of Housing and Urban Development  
4 approved the Reuse Plan on November 26, 1996; and,

5 WHEREAS, In 1997, the Base closed and the Treasure Island Development Authority  
6 ("TIDA") was created to replace the City as the LRA and to serve as a single entity  
7 responsible for the reuse and development of the Base; and,

8 WHEREAS, Under the Treasure Island Conversion Act of 1997, which amended  
9 Section 33492.5 of the California Health and Safety Code and added Section 2.1 to Chapter 3  
10 1333 of the Statutes of 1968 (the "Conversion Act"), the California Legislature (i) granted to  
11 the Board of Supervisors the authority to designate TIDA as a redevelopment agency under  
12 California Community Redevelopment Law with authority over the Base; and (ii) with respect  
13 to those portions of the Base that are subject to the public trust for commerce, navigation and  
14 fisheries (the "Tidelands Trust"), vested the authority to administer the Tidelands Trust as to  
15 such property in TIDA in accordance with the terms of the Conversion Act; and,

16 WHEREAS, Under the Conversion Act and TIDA's Articles of Incorporation and  
17 Bylaws, TIDA, acting by and through its Board of Directors (the "TIDA Board"), has the power,  
18 subject to applicable laws, to sell, lease, exchange, transfer, convey or otherwise grant  
19 interests in or rights to use or occupy all or any portion of the Base; and,

20 WHEREAS, TIDA submitted to the Navy an EDC Application and Business Plan for  
21 Naval Station Treasure Island dated June 19, 2000, as amended on July 1, 2003 (the "EDC  
22 Application"), for an economic development conveyance ("EDC") of the Base; and,

23 WHEREAS, In 2003, after a competitive bid process, the TIDA Board selected  
24 Treasure Island Community Development, LLC ("TICD") as the proposed master developer of  
25

1 the Base and entered into exclusive negotiations with TICD relating to a Disposition and  
2 Development Agreement ("TICD DDA") and other transaction documents; and,

3 WHEREAS, Since endorsement of the Reuse Plan and selection of TICD as the  
4 proposed master developer, TIDA has undertaken an extensive public process to further  
5 refine the land use plan for the Base, which has included over 220 public meetings before the  
6 TIDA Board, the Treasure Island/Yerba Buena Island Citizens Advisory Board ("CAB"), the  
7 Board of Supervisors, the Planning Commission, and in other public forums; and,

8 WHEREAS, In 2006, a Development Plan and Term Sheet for the Redevelopment of  
9 Naval Station Treasure Island (as updated from time to time, the "Development Plan")  
10 between TIDA and TICD was endorsed by the CAB, the TIDA Board and the Board of  
11 Supervisors, which, among other things, describes the updated land use plan for the  
12 proposed reuse and development of the Base (the "Project") and the basic terms of the  
13 proposed TICD DDA; and,

14 WHEREAS, In 2007, TIDA submitted an amended and restated EDC Application (the  
15 "Amended EDC Application") to the Navy based on the Development Plan; and,

16 WHEREAS, The Amended EDC Application proposed a financial structure for  
17 conveyance of the Base that included a profit participation mechanism that would include  
18 compensation to the Navy based on the actual performance of the Project; and,

19 WHEREAS, In October 2009, the President signed the 2009 National Defense  
20 Authorization Act, which included a provision specifically authorizing the Department of  
21 Defense to accept consideration for the transfer of BRAC properties under an EDC in the form  
22 of a profit participation component, which change enabled TIDA and the Navy in December  
23 2009 to negotiate the basic financial terms for the conveyance of the Base to TIDA; and,

24 WHEREAS, In April 2010, the Board of Supervisors unanimously voted to endorse a  
5 term sheet for the proposed EDC by Resolution No. 243-10, which term sheet addressed key

1 terms of the proposed EDC, including the conveyance process, the consideration payable to  
2 the Navy, and certain controls required by the Navy relating to the economic performance of  
3 the Project; and,

4 WHEREAS, In August 2010, Mayor Gavin Newsom, House Speaker Nancy Pelosi, and  
5 U.S. Secretary of the Navy Ray Mabus endorsed the terms of the proposed conveyance of  
6 the Base from the Navy to TIDA; and,

7 WHEREAS, TIDA and the Navy have diligently and in good faith negotiated an  
8 Economic Development Conveyance Memorandum of Agreement (the "EDC MOA"), a copy  
9 of which is on file with the Clerk of the Board of Supervisors in File No. 110290, which is  
10 hereby declared to be a part of this Resolution as if set forth fully herein; and,

11 WHEREAS, Pursuant to the EDC MOA, the consideration for the Base is based on a  
12 guaranteed, fixed initial payment plus additional consideration subject to the Project achieving  
13 certain financial benchmarks; and,

14 WHEREAS, The EDC MOA and the TICD DDA are structured so that TICD will make  
15 all payments to the Navy on behalf of TIDA, and the City will not be required to fund any of the  
16 consideration to the Navy and the City's General Fund is insulated from any obligation to pay  
17 on behalf of TIDA; and,

18 WHEREAS, The EDC MOA was presented to the CAB at a duly noticed public  
19 meetings on February 15, 2011 and \_\_\_\_\_, 2011, and on April  
20 19 \_\_\_\_\_, 2011 the CAB voted to recommend endorse the EDC MOA; and,

21 WHEREAS, The EDC MOA was presented to the TIDA Board at a duly noticed public  
22 meetings on February 18, 2011 and \_\_\_\_\_, 2011, and on April  
23 21 \_\_\_\_\_, 2011 the TIDA Board voted to approve the EDC MOA; and,

1 WHEREAS, TIDA's organizational documents require TIDA to obtain approval from the  
2 Board of Supervisors prior to entering into contracts with a term of more than 10 years or \$1  
3 million or more in anticipated revenue; and,

4 WHEREAS, The EDC MOA is anticipated to have a term in excess of 10 years; and,

5 WHEREAS, On April 21\_\_\_\_\_, 2011, the Planning Commission by Motion  
6 No. 18325\_\_\_\_\_ and the TIDA Board of Directors by Resolution No. 11-14-  
7 04/21\_\_\_\_\_, as co-lead agencies, certified the completion of the Final  
8 Environmental Impact Report for the Project, of which the EDC MOA forms a part; and,

9 WHEREAS, On \_\_\_\_\_, 2011, the TIDA Board of Directors, by Resolution  
10 No. \_\_\_\_\_, adopted environmental findings pursuant to the California  
11 Environmental Quality Act ("CEQA") with respect to approval of the Project, including a  
12 mitigation monitoring and reporting program and a statement of overriding considerations;  
13 and,

14 WHEREAS, On \_\_\_\_\_, 2011, the Planning Commission, by Motion No.  
15 \_\_\_\_\_, adopted environmental findings pursuant to CEQA with respect to  
16 approval of the Project, including a mitigation monitoring and reporting program and a  
17 statement of overriding considerations; and,

18 WHEREAS, The Planning Commission determined that the Project, and the various  
19 actions being taken by the City and the TIDA Board of Directors to approve and implement the  
20 Project, are consistent with the General Plan and with the Eight Priority Policies of City  
21 Planning Code Section 101.1, and made findings in connection therewith (the "General Plan  
22 Consistency Determination"), a copy of which is on file with the Clerk of the Board of  
23 Supervisors in File No. \_\_\_\_\_, and is incorporated into this Resolution by  
24 reference; and,

1       ~~WHEREAS, The Board of Supervisors has reviewed and considered the information~~  
2 ~~contained in the General Plan Consistency Determination, and concurrently with this~~  
3 ~~Resolution is adopting said findings as its own, and said findings are on file with the Clerk of~~  
4 ~~the Board of Supervisors in File No. \_\_\_\_\_, and incorporated into this Resolution~~  
5 ~~by reference; and,~~

6       WHEREAS, Concurrently with this Resolution, the Board of Supervisors has adopted  
7 Resolution No. \_\_\_\_\_, adopting findings under the California Environmental  
8 Quality ActCEQA, including the adoption of a mitigation monitoring and reporting program and  
9 a statement of overriding considerations in connection with the development of the Project,  
10 which Resolution is on file with the Clerk of the Board of Supervisors in File No. 110328, and  
11 incorporated herein by reference; now, therefore, be it

12       ~~RESOLVED, That the Board of Supervisors finds that the EDC MOA is consistent with~~  
13 ~~the General Plan and the Eight Priority Policies of City Planning Code Section 101.1 for the~~  
14 ~~reasons set forth in the General Plan Consistency Determination; and, be it~~

15       ~~FURTHER RESOLVED, That the Board of Supervisors approves the EDC MOA and~~  
16 ~~authorizes the Treasure Island Project Director of Redevelopment for TIDA ("Director") to~~  
17 ~~execute, deliver and perform the EDC MOA substantially in the form in the Board of~~  
18 ~~Supervisors' file; and, be it~~

19       FURTHER RESOLVED, That the Board of Supervisors authorizes and urges the  
20 Director, prior to execution of the EDC MOA, to make changes and take any and all steps,  
21 including but not limited to, the attachment of exhibits and the making of corrections, as the  
22 Director determines, in consultation with the City Attorney, are necessary or appropriate to  
23 consummate the EDC MOA in accordance with this Resolution; provided, however, that such  
24 changes and steps do not materially decrease the benefits to or materially increase the  
25



1 obligations or liabilities of TIDA or the City, and are in compliance with all applicable laws;  
2 and, be it

3 FURTHER RESOLVED, That all actions heretofore taken by TIDA and the City and  
4 their officers, employees, and agents with respect to the EDC MOA are hereby approved,  
5 confirmed and ratified; and, be it

6 FURTHER RESOLVED, That the Board of Supervisors authorizes and urges all  
7 officers, employees, and agents of TIDA and the City to take any and all steps as they deem  
8 necessary or appropriate, to the extent permitted by applicable law, in order to consummate  
9 the EDC MOA in accordance with this Resolution, including execution of subsequent  
10 documents and acceptance of real property from the Navy, or to otherwise effectuate the  
11 purpose and intent of this Resolution and TIDA's performance under the EDC MOA; and, be it

12 FURTHER RESOLVED, That the Board of Supervisors authorizes the Director to enter  
13 into any amendments or modifications to the EDC MOA that the Director determines, in  
14 consultation with the City Attorney, are in the best interest of TIDA and the City, do not  
15 materially decrease the benefits to or materially increase the obligations or liabilities of TIDA  
16 and the City, and are in compliance with all applicable laws.





**SAN FRANCISCO  
PLANNING DEPARTMENT**

April 27, 2011

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

Re: Transmittal of Planning Department Case Number 2007.0903BEMRTUWZ to the Board of Supervisors:  
Treasure Island/Yerba Buena Island Project  
Planning Commission Recommendation: Approval

Dear Ms. Calvillo,

On April 21, 2011, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed joint hearing with the Treasure Island Development Authority Board of Directors on the Treasure Island/Yerba Buena Island Project. At the hearing, the Commission considered the proposed General Plan, Planning Code, and Zoning Map Ordinances which the Commission initiated on March 3, 2011. The proposed Ordinances are as follows:

- Amendments to the General Plan which would amend the Transportation Element, the Recreation and Open Space Element, the Commerce and Industry Element, the Community Facilities Element, the Housing Element, the Urban Design Element, the Land Use Index along with other minor General Plan map amendments; establish the Treasure Island/Yerba Buena Island Area Plan (referred to you separately by Mayor Lee under File No. 110228).
- Amendments to the San Francisco Planning Code Sections 102.5 and 201 to include the Treasure Island/Yerba Buena Island Special Use District, Section 104 relating to height and bulk limits for Treasure Island and Yerba Buena Island, add Section 249.52 to establish the Treasure Island/Yerba Buena Island Special Use District, add Section 263.26 to establish the Treasure Island/Yerba Buena Island Height and Bulk District, and amend Table 270 to recognize this District (referred to you separately by Mayor Lee under File No. 110229).
- Amendments to the San Francisco Zoning Maps which would add new sectional map ZN14 to show the zoning designations of Treasure Island and Yerba Buena Island, add new sectional map HT14 to establish the Height and Bulk District for Treasure Island and Yerba Buena Island, add new sectional map SU14 to establish the Treasure Island/Yerba Buena Island Special Use District (referred to you separately by Mayor Lee under File No. 110227).

BY \_\_\_\_\_  
AK

2011 APR 28 AM 11:33

1658 Mission St.  
San Francisco, CA 94103-2479  
RECEIVED  
PLANNING DEPARTMENT  
415.558.6378  
415.558.6409  
Planning Information: 415.558.6377

April 27, 2011

Transmittal of Planning Commission Actions  
Treasure Island/Yerba Buena Island Project

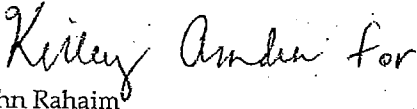
At the April 21, 2011 hearing, the Planning Commission, along with the Treasure Island Development Authority certified the Final Environmental Impact Report (FEIR) under Motion No. 18325 and Resolution No. 11-14-04/21, respectively.

Also at the April 21, 2011 hearing, the Planning Commission and the Treasure Island Development Authority Board of Directors made CEQA findings including the adoption of a Mitigation Monitoring Reporting Program (MMRP).

Finally, at the April 21, 2011 hearing, the Commission voted to recommend approval of the proposed Ordinances described above. The Planning Commission took other actions related to the project including finding the Treasure Island/Yerba Buena Island Project consistent with the General Plan and Planning Code Section 101.1 and finding the office component of the Project consistent with Planning Code Sections 320-325. Other actions included approving the Design for Development document for the Project as well as a Development Agreement for the Project.

The Motions and Resolution and related information referred to here are being transmitted to you along with actions by the Treasure Island Development Authority Board of Directors in a comprehensive packet from the Office of Economic and Workforce Development. If you have any questions or require further information please do not hesitate to contact me.

Sincerely,



John Rahaim  
Director of Planning



Draft 4-15-11

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42

CONFIDENTIAL DOCUMENT  
REAL PROPERTY NEGOTIATION  
(CA GOVERNMENT CODE SECTION 54956.8)

Attorney-Client Privilege

The validity of this Agreement is expressly and wholly contingent upon the execution of this Agreement by all parties. In the event that any party hereto refuses or otherwise fails to execute this Agreement, all parties hereto acknowledge and agree that this Agreement shall be a nullity, and the rights and obligations of the respective parties shall remain as they are without this Agreement.

(To be Removed Upon Execution)

**ECONOMIC DEVELOPMENT CONVEYANCE**

**MEMORANDUM OF AGREEMENT**

**BETWEEN**

**THE UNITED STATES OF AMERICA**

**AND**

**THE TREASURE ISLAND DEVELOPMENT AUTHORITY**

**FOR THE CONVEYANCE OF**

**THE NAVAL STATION TREASURE ISLAND**

1                                   **ECONOMIC DEVELOPMENT CONVEYANCE**  
2                                   **MEMORANDUM OF AGREEMENT**  
3                                   **BETWEEN**  
4                                   **THE UNITED STATES OF AMERICA**  
5                                   **AND**  
6                                   **THE TREASURE ISLAND DEVELOPMENT AUTHORITY**  
7                                   **FOR THE CONVEYANCE OF**  
8                                   **THE NAVAL STATION TREASURE ISLAND**

9  
10  
11                                   **INDEX**  
12

13  
14   **ARTICLE 1 DEFINITIONS.....3**  
15   **ARTICLE 2 ECONOMIC DEVELOPMENT CONVEYANCE .....3**  
16   **ARTICLE 3 CONVEYANCE SCHEDULE AND TRANSFERS ..... 4**  
17   **ARTICLE 4 CONSIDERATION ..... 12**  
18   **ARTICLE 5 CONTROLS..... 21**  
19   **ARTICLE 6 CONTRACTS AND PERMITS ..... 31**  
20   **ARTICLE 7 EASEMENTS AND OTHER SIMILAR INSTRUMENTS..... 31**  
21   **ARTICLE 8 CLOSING AND SETTLEMENT..... 34**  
22   **ARTICLE 9 UTILITIES AGREEMENT..... 36**  
23   **ARTICLE 10 TIME OF THE ESSENCE AND POSTPONEMENT ..... 37**  
24   **ARTICLE 11 ENVIRONMENTAL REPORTS..... 37**  
25   **ARTICLE 12 DELIVERY OF THE NAVY REAL PROPERTY DOCUMENTS..... 38**  
26   **ARTICLE 13 NAVY CARETAKER SITE OFFICE..... 38**  
27   **ARTICLE 14 NAVY REPRESENTATIONS ..... 39**  
28   **ARTICLE 15 AUTHORITY REPRESENTATIONS ..... 39**  
29   **ARTICLE 16 TITLE AND NAVY COVENANTS..... 40**  
30   **ARTICLE 17 ENVIRONMENTAL PROVISIONS..... 40**  
31   **ARTICLE 18 PETROLEUM CORRECTIVE ACTION ..... 41**  
32   **ARTICLE 19 COVENANT AGAINST CONTINGENT FEES..... 41**  
33   **ARTICLE 20 NOTICES ..... 42**  
34   **ARTICLE 21 PRIOR LIABILITIES..... 43**  
35   **ARTICLE 22 AUTHORITY'S AVAILABILITY OF FUNDS ..... 43**  
36   **ARTICLE 23 FINALITY OF CONVEYANCE..... 44**

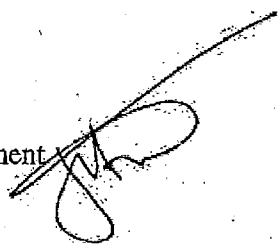
JOANNE HAYES-WHITE  
CHIEF OF DEPARTMENT



EDWIN M. LEE  
MAYOR

**SAN FRANCISCO FIRE DEPARTMENT**  
CITY AND COUNTY OF SAN FRANCISCO

**TO:** Planning Commission  
**FROM:** Joanne Hayes-White, Chief of Department  
**DATE:** April 21, 2011  
**SUBJECT:** Treasure Island Development Project



---

The San Francisco Fire Department has been briefed on the layout and infrastructure plan as it relates to the Treasure Island Development Project and has no objections to its movement forward. It is my understanding that as details of the plan are further refined, the San Francisco Fire Department will have the opportunity to review and approve all aspects that fall under its authority.

1  
2 [Economic Development Conveyance Memorandum of Agreement for Treasure Island]  
3 **Resolution approving the Economic Development Conveyance Memorandum of**  
4 **Agreement for the Transfer of Former Naval Station Treasure Island from the United**  
5 **States Government to the Treasure Island Development Authority.**

6 WHEREAS, Former Naval Station Treasure Island is a military base located on  
7 Treasure Island and Yerba Buena Island (together, the "Base"), which is currently owned by  
8 the United States of America, acting by and through the Department of the Navy ("the Federal  
9 Government" or the "Navy"); and,

10 WHEREAS, Treasure Island was selected for closure and disposition by the Base  
11 Realignment and Closure Commission ("BRAC") in 1993, acting under Public Law 101-510,  
12 and its subsequent amendments; and,

13 WHEREAS, Pursuant to the power and authority provided by the Defense Base  
14 Closure and Realignment Act of 1990, 10 U.S.C. § 2687 note, as amended, the Navy is  
15 authorized to convey surplus property at a closed military installation to the local  
16 redevelopment authority for economic development purposes; and,

17 WHEREAS, The United States Department of Defense designated the City and County  
18 of San Francisco ("City") as the Local Redevelopment Authority ("LRA") responsible for the  
19 conversion of the Base under the federal disposition process; and,

20 WHEREAS, In July 1996, after an extensive community planning effort, a draft reuse  
21 plan for the Base (the "Reuse Plan") was unanimously endorsed by the Mayor, the Board of  
22 Supervisors, the Planning Commission and the Treasure Island Citizens Reuse Committee;  
23 and,

24 WHEREAS, The United States Department of Housing and Urban Development  
25 approved the Reuse Plan on November 26, 1996; and,



1           WHEREAS, In 1997, the Base closed and the Treasure Island Development Authority  
2 ("TIDA") was created to replace the City as the LRA and to serve as a single entity  
3 responsible for the reuse and development of the Base; and,

4           WHEREAS, Under the Treasure Island Conversion Act of 1997, which amended  
5 Section 33492.5 of the California Health and Safety Code and added Section 2.1 to Chapter 3  
6 1333 of the Statutes of 1968 (the "Conversion Act"), the California Legislature (i) granted to  
7 the Board of Supervisors the authority to designate TIDA as a redevelopment agency under  
8 California Community Redevelopment Law with authority over the Base; and (ii) with respect  
9 to those portions of the Base that are subject to the public trust for commerce, navigation and  
10 fisheries (the "Tidelands Trust"), vested the authority to administer the Tidelands Trust as to  
11 such property in TIDA in accordance with the terms of the Conversion Act; and,

12           WHEREAS, Under the Conversion Act and TIDA's Articles of Incorporation and  
13 Bylaws, TIDA, acting by and through its Board of Directors (the "TIDA Board"), has the power,  
14 subject to applicable laws, to sell, lease, exchange, transfer, convey or otherwise grant  
15 interests in or rights to use or occupy all or any portion of the Base; and,

16           WHEREAS, TIDA submitted to the Navy an Economic Development Conveyance  
17 Application and Business Plan for Naval Station Treasure Island dated June 19, 2000, as  
18 amended on July 1, 2003 (the "EDC Application"), for an economic development conveyance  
19 ("EDC") of the Base; and,

20           WHEREAS, In 2003, after a competitive bid process, the TIDA Board selected  
21 Treasure Island Community Development, LLC ("TICD") as the proposed master developer of  
22 the Base and entered into exclusive negotiations with TICD relating to a Disposition and  
23 Development Agreement ("TICD DDA") and other transaction documents; and,

24           WHEREAS, Since endorsement of the Reuse Plan and selection of TICD as the  
25 proposed master developer, TIDA has undertaken an extensive public process to further

1 refine the land use plan for the Base, which has included over 220 public meetings before the  
2 TIDA Board, the Treasure Island/Yerba Buena Island Citizens Advisory Board ("CAB"), the  
3 Board of Supervisors, the Planning Commission, and in other public forums; and,

4 WHEREAS, In 2006, a Development Plan and Term Sheet for the Redevelopment of  
5 Naval Station Treasure Island (as updated from time to time, the "Development Plan")  
6 between TIDA and TICD was endorsed by the CAB, the TIDA Board and the Board of  
7 Supervisors, which, among other things, describes the updated land use plan for the  
8 proposed reuse and development of the Base (the "Project") and the basic terms of the  
9 proposed TICD DDA; and,

10 WHEREAS, In 2007, TIDA submitted an amended and restated EDC Application (the  
11 "Amended EDC Application") to the Navy based on the Development Plan; and,

12 WHEREAS, The Amended EDC Application proposed a financial structure for  
13 conveyance of the Base that included a profit participation mechanism that would include  
14 compensation to the Navy based on the actual performance of the Project; and,

15 WHEREAS, In October 2009, the President signed the 2009 National Defense  
16 Authorization Act, which included a provision specifically authorizing the Department of  
17 Defense to accept consideration for the transfer of BRAC properties under an EDC in the form  
18 of a profit participation component, which change enabled TIDA and the Navy in December  
19 2009 to negotiate the basic financial terms for the conveyance of the Base to TIDA; and,

20 WHEREAS, In April 2010, the Board of Supervisors unanimously voted to endorse a  
21 term sheet for the proposed EDC by Resolution No. 243-10, which term sheet addressed key  
22 terms of the proposed EDC, including the conveyance process, the consideration payable to  
23 the Navy, and certain controls required by the Navy relating to the economic performance of  
24 the Project; and,

1           WHEREAS, In August 2010, Mayor Gavin Newsom, House Speaker Nancy Pelosi, and  
2 U.S. Secretary of the Navy Ray Mabus endorsed the terms of the proposed conveyance of  
3 the Base from the Navy to TIDA; and,

4           WHEREAS, TIDA and the Navy have diligently and in good faith negotiated an  
5 Economic Development Conveyance Memorandum of Agreement (the "EDC MOA"), attached  
6 as Exhibit A to this Resolution, which is hereby declared to be a part of this Resolution as if  
7 set forth fully herein; and,

8           WHEREAS, Pursuant to the EDC MOA, the consideration for the Base is based on a  
9 guaranteed, fixed initial payment plus additional consideration subject to the Project achieving  
10 certain financial benchmarks; and,

11           WHEREAS, The EDC MOA and the TICD DDA are structured so that TICD will make  
12 all payments to the Navy on behalf of TIDA, and the City will not be required to fund any of the  
13 consideration to the Navy and the City's General Fund is insulated from any obligation to pay  
14 on behalf of TIDA; and,

15           WHEREAS, The EDC MOA was presented to the CAB at a duly noticed public meeting  
16 on February 15, 2011 and on April 19, 2011 the CAB voted to recommend the EDC MOA;  
17 and,

18           WHEREAS, On April 21, 2011, the Planning Commission by Motion No. 18325 and the  
19 TIDA Board by Resolution No. 11-14-04/21, as co-lead agencies, certified the completion of  
20 the Final Environmental Impact Report for the Project, of which the EDC MOA forms a part;  
21 and,

22           WHEREAS, On April 21, 2011, the TIDA Board, by Resolution No. 11-15-04/21,  
23 adopted environmental findings pursuant to the California Environmental Quality Act with  
24 respect to approval of the Project, including a mitigation monitoring and reporting program and  
25 a statement of overriding considerations; now, therefore, be it

1 RESOLVED, That the TIDA Board approves the EDC MOA and authorizes the  
2 Treasure Island Project Director ("Director") to execute, deliver and perform the EDC MOA,  
3 subject to Board of Supervisors approval of the EDC MOA; and, be it

4 FURTHER RESOLVED, That the TIDA Board authorizes and urges the Director, prior  
5 to execution of the EDC MOA, to make changes and take any and all steps, including but not  
6 limited to, the attachment of exhibits and the making of corrections, as the Director  
7 determines, in consultation with the City Attorney, are necessary or appropriate to  
8 consummate the EDC MOA in accordance with this Resolution; provided, however, that such  
9 changes and steps do not materially decrease the benefits to or materially increase the  
10 obligations or liabilities of TIDA, and are in compliance with all applicable laws; and, be it

11 FURTHER RESOLVED, That all actions heretofore taken by TIDA and its officers,  
12 employees, and agents with respect to the EDC MOA are hereby approved, confirmed and  
13 ratified; and, be it

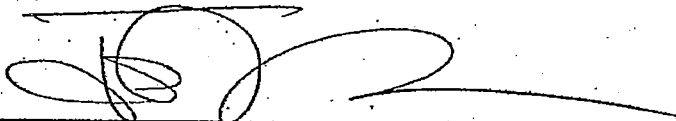
14 FURTHER RESOLVED, That the TIDA Board authorizes and urges all officers,  
15 employees, and agents of TIDA and the City to take any and all steps as they deem  
16 necessary or appropriate, to the extent permitted by applicable law, in order to consummate  
17 the EDC MOA in accordance with this Resolution, including execution of subsequent  
18 documents and acceptance of real property from the Navy, or to otherwise effectuate the  
19 purpose and intent of this Resolution and TIDA's performance under the EDC MOA; and, be it

20 FURTHER RESOLVED, That the TIDA Board authorizes the Director to enter into any  
21 amendments or modifications to the EDC MOA that the Director determines, in consultation  
22 with the City Attorney, are in the best interest of TIDA, do not materially decrease the benefits  
23 to or materially increase the obligations or liabilities of TIDA, and are in compliance with all  
24 applicable laws.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25

**CERTIFICATE OF SECRETARY**

I hereby certify that I am the duly elected Secretary of the Treasure Island Development Authority, a California nonprofit public benefit corporation, and that the above Resolution was duly adopted and approved by the Board of Directors of the Authority at a properly noticed meeting on April 21, 2011.

  
\_\_\_\_\_  
Jean-Paul Samaha, Secretary

