

1 [Mission Bay Port Land Transfer Agreement]

2 APPROVING AND AUTHORIZING THE AMENDMENT AND RESTATEMENT OF THE  
3 MISSION BAY PORT LAND TRANSFER AGREEMENT BETWEEN THE CITY AND  
4 COUNTY, THROUGH ITS PORT COMMISSION, AND CATELLUS DEVELOPMENT  
5 CORPORATION; APPROVING THE AGENCY LEASE AND THE CATELLUS LEASE IN  
6 CONNECTION THEREWITH; APPROVING INDEMNITIES AND RELEASES BY THE CITY  
7 IN CONNECTION WITH THE TRANSACTIONS CONTEMPLATED BY SUCH DOCUMENTS;  
8 ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA  
9 ENVIRONMENTAL QUALITY ACT; AND ADOPTING FINDINGS THAT SUCH AGREEMENT  
10 IS CONSISTENT WITH THE CITY'S GENERAL PLAN AND EIGHT PRIORITY POLICIES OF  
11 CITY PLANNING CODE SECTION 101.1.

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

13 Section 1. FINDINGS. The Board of Supervisors of the City and County of  
14 San Francisco hereby finds, determines and declares that:

15 A. Pursuant to Board of Supervisors Ordinance Nos. 52-92 and 53-92 and  
16 companion Resolution Nos. 116-92 and No. 117-92, the City, including through its Port  
17 Commission (the "Port"), entered into that certain Mission Bay Port Land Transfer Agreement  
18 dated as of September 8, 1993 (the "PLTA") with Catellus Development Corporation  
19 ("Catellus") and into that certain Mission Bay City Land Transfer Agreement dated as of  
20 September 8, 1993 (the "CLTA") with Catellus, pertaining to the transfer and exchange of  
21 land between the City, including the Port, and Catellus.

22 B. Pursuant to Board of Supervisors Ordinance No. 52-92 and companion  
23 Resolution No. 119-92, the City, including the Port, entered into that certain Agreement  
24 Concerning the Public Trust dated as of September 8, 1993 (the "ACPT") with Catellus and  
25 the State of California, pertaining to the exchange of certain public trust and Burton Act trust

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1 interests as required in order to effectuate the land transfers contemplated by the CLTA and  
2 the PLTA.

3 C. The main purposes of the CLTA, PLTA and ACPT (including as they are  
4 proposed to be amended) are to settle title disputes among the parties, to convert the existing  
5 fragmented system of present and former City street areas into an assemblage of  
6 developable parcels and to provide the public with enhanced access to the waterfront.

7 D. In May 1997, The Regents of the University of California ("The Regents")  
8 approved Mission Bay as the location for a major new campus of the University of California  
9 at San Francisco (the "UCSF Campus"). At the University's request, Catellus, which is the  
10 principal landowner in Mission Bay, and the City have offered to donate to The Regents at no  
11 transfer price a total of approximately 43 acres of land located in Mission Bay, which will  
12 enable The Regents to develop the UCSF Campus.

13 E. Pursuant to companion Board of Supervisors Ordinance Nos. 330-98  
14 and 332-98, adopted on October 30, 1998, the City, including its Port, intends to  
15 enter into amendments and restatements of the CLTA with Catellus (the "Amended CLTA")  
16 and the Agreement Concerning the Public Trust with Catellus and the State of California (the  
17 "Amended ACPT") that will accommodate the donation of land to The Regents necessary for  
18 the development of the UCSF Campus, redesignate the parcels to be transferred under those  
19 agreements and make other modifications to the CLTA and the ACPT. Copies of the  
20 Amended CLTA and the Amended ACPT are on file with Clerk of the Board of Supervisors  
21 under File Nos. 98-1435 and 98-1435, respectively.

22 F. Pursuant to Resolution Nos. 185-98 and 186-98, the Board of Supervisors has  
23 approved the donation by the City to The Regents of approximately 1.34 acres of present and  
24 former City street areas within the UCSF Campus, to enable The Regents to expand UCSF's  
25 facilities on an approximately 4.98 acre site known as Block 24, which is comprised of the

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1 City street areas and certain adjoining land to be contributed by Catellus to The Regents.  
2 Pursuant to Board of Supervisors Resolution No. 881-98, adopted on October 30,  
3 1998, the City intends to enter into an Agreement for Donation of Real Property (the "City  
4 Donation Agreement") with The Regents, whereby the City will donate a total of  
5 approximately 11.89 acres of land in Mission Bay South (in addition to the approximately  
6 1.34 acres of land parcel referred to above) as described therein (the "City Donation  
7 Property"), to be developed for university purposes. A copy of the City Donation Agreement  
8 is on file with the Clerk of the Board of Supervisors under File No. 98-1435.

9 G. By Ordinance No. 327-98, adopted on October 30, 1998, the Board  
10 of Supervisors approved a Redevelopment Plan for the Mission Bay North Redevelopment  
11 Project, and by Ordinance No. 335-98, adopted on November 2, 1998, the Board of  
12 Supervisors also approved a Redevelopment Plan for the Mission Bay South Redevelopment  
13 Project.

14 H. Consistent with the donation of the City Donation Property for the UCSF  
15 Campus and with the objectives of the Mission Bay North and South Redevelopment Plans,  
16 the PLTA is proposed to be amended to redesignate a number of the Port Transfer Parcels,  
17 to make other modifications to the PLTA and to amend and restate the PLTA (the "Amended  
18 PLTA"). A copy of the proposed Amended PLTA is on file with the Clerk of the Board of  
19 Supervisors in File No. 98-1435.

20 I. The Amended PLTA sets forth the terms and conditions under which the City,  
21 through its Port, will convey to Catellus the "Port Transfer Parcels" and Catellus will convey to  
22 the City, through its Port, the "Western Pacific Transfer Parcels" and the "Western Pacific  
23 Shoreline," as such property is described therein.

24 J. The Amended CLTA provides for a lease by the City, including its Port, of  
25 certain Port property and certain City property, to Catellus for interim use until such time as

1 such parcels are required for the development of open space and streets under the  
2 applicable Redevelopment Plan and its related documents, on the terms described in the  
3 Catellus Lease attached to the Amended CLTA. The Amended PLTA provides for a lease  
4 (the "Agency Lease") by the City, including its Port, to the Redevelopment Agency of the City  
5 and County of San Francisco for the construction, operation and maintenance of open space  
6 on the Agency Leasehold Parcels (as defined in the Amended PLTA) upon prior notice by  
7 Catellus, subject to the terms described in the term sheet for the Agency Lease attached to  
8 the Amended PLTA. Such property would include the Mission Creek South Park and the  
9 Bayfront Park to be constructed by Catellus under the South OPA.

10 K. The land transfers and other agreements set forth in the Amended PLTA are a  
11 necessary pre-condition to the development of Mission Bay in accordance with the Mission  
12 Bay North and South Redevelopment Plans.

13 L. An independent appraisal of the Port Transfer Parcels and the Western Pacific  
14 Transfer Parcels and Western Pacific Shoreline has been prepared for and reviewed by the  
15 City's Director of Property, and the Director of Property has determined that the value of the  
16 lands and interests in lands which the City will receive pursuant to the Amended PLTA is  
17 equal to or greater than the value of the lands or interests in lands to be relinquished by the  
18 City pursuant to the Amended PLTA, as set forth in the letter from the Director of Property on  
19 file with the Clerk of the Board of Supervisors in File No. 98-1435.

20 M. By Port Commission Resolution Nos. 98-92, 98-90, and  
21 98-91, adopted on September 22, 1998, the San Francisco Port Commission  
22 approved the Amended ACPT, the Amended CLTA and the Amended PLTA and  
23 recommended approval of such agreements by this Board.

24 N. On September 17, 1998, the Planning Commission, by Motion  
25 No. 14696, and the Redevelopment Agency Commission, by Resolution

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1 No. 182-96, certified the Final Subsequent Environmental Impact Report for the  
2 Mission Bay Project ("Final SEIR") as accurate, adequate and objective and in compliance  
3 with the California Environmental Quality Act ("CEQA"), which certification was affirmed by  
4 the Board of Supervisors by Motion No. M98-132. This Board of Supervisors has  
5 reviewed and considered the information contained in the Final SEIR. For purposes of  
6 compliance with CEQA, the Amended PLTA is part of the Mission Bay project examined in  
7 the Final SEIR for which the Board of Supervisors, by Resolution No. 854-98, has  
8 adopted findings with respect to the Final SEIR as required by CEQA, which findings are on  
9 file with the Clerk of the Board of Supervisors under File No. 98-1427, and which  
10 findings are incorporated herein by this reference. The Board of Supervisors hereby adopts  
11 and incorporates the environmental findings under CEQA contained in Resolution  
12 No. 854-98 by reference as though such findings were fully set forth in this  
13 Ordinance.

14 O. By Planning Commission Resolution No. 14699, adopted on  
15 September 17, 1998, the Planning Commission found that the Amended PLTA is consistent  
16 with the General Plan, as amended, and with the eight Priority Policies of City Planning Code  
17 Section 101.1, and a copy of such resolution is on file with the Clerk of the Board of  
18 Supervisors in File No. 98-1436. The Board of Supervisors hereby finds that the  
19 Amended PLTA is consistent with the General Plan, as amended, and with the eight Priority  
20 Policies of Planning Code Section 101.1 for the same reasons as set forth in the City  
21 Planning Commission's Resolution No. 14699 referred to above, and hereby  
22 incorporates such findings by reference as though fully set forth in this Ordinance.

23 P. The public interest and necessity require and are not inconvenienced by the  
24 conveyance of the Port Transfer Parcels as contemplated by the Amended PLTA. The value  
25 of the Western Pacific Transfer Parcels and Western Pacific Shoreline that the City, through

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1 its Port, will acquire or receive is equal to or greater than the value of the Port Transfer  
2 Parcels that it will convey.

3 Section 2. In accordance with the recommendation of the Director of Property, and  
4 the recommendation of the San Francisco Port Commission set forth in its Resolution  
5 No. 98-91, adopted on September 22, 1998, the Board of Supervisors approves  
6 the Amended PLTA and the conveyances of real property and transactions contemplated  
7 thereby, including the subsequent entry into and performance of the Agency Lease,  
8 consistent with the term sheet for the Agency Lease, described in the exhibit thereto, and of  
9 the Catellus Lease.

10 Section 3. The Board of Supervisors approves the releases and indemnities by the  
11 City with respect to hazardous substances and other matters pursuant to the Amended PLTA,  
12 the Catellus Lease and the Agency Lease as contemplated in the term sheet for the Agency  
13 Lease attached to the Amended PLTA.

14 Section 4. The Board of Supervisors authorizes the Mayor, the Director of Property  
15 and the Executive Director of the Port, to execute on behalf of the City and County of  
16 San Francisco the Amended PLTA and, in accordance with the Amended PLTA, the Agency  
17 Lease and Catellus Lease, including any additions or modifications thereto (including the  
18 attachment of exhibits and the approval of the form of the Agency Lease and the Catellus  
19 Lease and the addition of lands to the Agency Lease from time to time, as contemplated in  
20 the Amended CLTA and Amended PLTA) that the Mayor, the Director of Property and the  
21 Executive Director of the Port, in consultation with the City Attorney, determine are in the best  
22 interests of the City and are necessary or advisable to complete the transactions  
23 contemplated in the Amended PLTA (including the Agency Lease, on terms consistent with  
24 the term sheet for the Agency Lease, and the Catellus Lease), and do not materially increase  
25 the obligations or liabilities of the City, will not have any material adverse fiscal impact on the

1 City or materially diminish the rights of or benefits to the City, and are necessary or advisable  
2 to complete the transaction contemplated in the Amended PLTA and effectuate the purposes  
3 and intent of this Ordinance, such determination to be conclusively evidenced by the  
4 execution and delivery by the Mayor, Director of Property and Executive Director of the Port  
5 of the Amended PLTA and any amendments thereto.

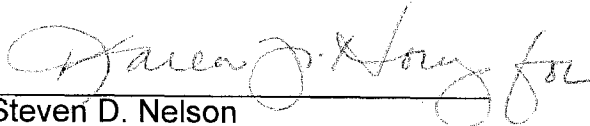
6 Section 5. The Board of Supervisors hereby authorizes the Director of Property to  
7 accept on behalf of the City, to be held under the jurisdiction of its Port Commission, the  
8 deeds to the Western Pacific Transfer Parcels and the Western Pacific Shoreline, subject to  
9 the terms and conditions set forth in the Amended PLTA and such non-material modifications  
10 to the deeds as may hereafter be agreed upon by the City and Catellus, subject to the  
11 limitations in Section 4 of this Ordinance.

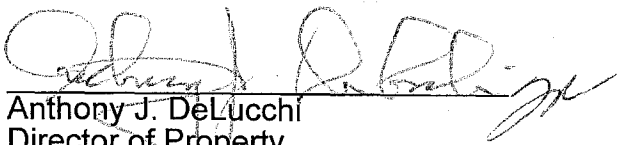
12 Section 6. The Board of Supervisors hereby authorizes and urges the Mayor, the  
13 Director of Property and the Executive Director of the Port, and to the extent necessary, the  
14 Clerk of the Board of Supervisors or any other City officer, to take any and all actions,  
15 including executing on behalf of the City or its Port any memoranda approving the form of  
16 exhibits to the Amended PLTA, the form of the Agency Lease or the Catellus Lease or  
17 exhibits thereto, any amendments to the Agency Lease to add lands thereto in accordance  
18 with the terms and conditions of the Amended CLTA and Amended PLTA, or any escrow  
19 instructions, closing or similar documents and any contracts, agreements, memoranda or  
20 similar documents with State, regional and local entities, that are necessary or proper to  
21 consummate the Amended PLTA (including the Agency Lease and the Catellus Lease),  
22 including any evidence of termination of the Port Agreement to License and Option (as  
23 described in the Amended PLTA) in accordance with this Ordinance, or to otherwise  
24 effectuate the purposes and intent of this Ordinance, such determination to be conclusively  
25 evidenced by the execution and delivery by such person or persons of any such documents.


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1 Section 7. The approval under this Ordinance shall take effect upon the effective  
2 date of the amendments to the General Plan approved under Board of Supervisors  
3 Ordinance No. 324-98, adopted on October 30, 1998.

4  
5 RECOMMENDED:

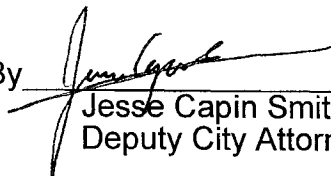
6   
7 Steven D. Nelson  
8 Director of Administrative Services

9   
10 Anthony J. DeLucchi  
11 Director of Property

12   
13 Douglas F. Wong  
14 Executive Director  
15 Port of San Francisco

16 APPROVED AS TO FORM:

17 LOUISE H. RENNE, City Attorney

18  
19 By   
20 Jesse Capin Smith  
21 Deputy City Attorney

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23  
24  
25  
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# City and County of San Francisco

Veterans Building  
401 Van Ness Avenue, Room 308  
San Francisco, CA 94102-4532

## Tails

## Ordinance

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**File Number:** 981436

**Date Passed:**

Ordinance approving and authorizing the amendment and restatement of the Mission Bay Port Land Transfer Agreement between the City and County, through its Port Commission, and Catellus Development Corporation; approving the Agency lease and the Catellus lease in connection therewith; approving indemnities and releases by the City in connection with the transactions contemplated by such documents; adopting environmental findings pursuant to the California Environmental Quality Act; and adopting findings that such agreement is consistent with the City's General Plan and Eight Priority Policies of Planning Code Section 101.1.

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October 19, 1998 Board of Supervisors — PASSED ON FIRST READING

Ayes: 9 - Ammiano, Bierman, Brown, Katz, Leno, Medina, Teng, Yaki, Yee

Absent: 1 - Newsom

Excused: 1 - Kaufman

October 26, 1998 Board of Supervisors — FINALLY PASSED

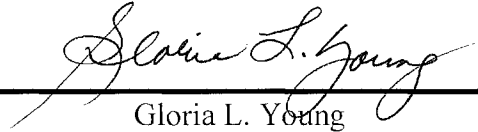
Ayes: 8 - Ammiano, Bierman, Brown, Leno, Medina, Teng, Yaki, Yee

Absent: 1 - Katz

Excused: 2 - Kaufman, Newsom

File No. 981436

I hereby certify that the foregoing Ordinance  
was **FINALLY PASSED** on **October 26, 1998**  
by the **Board of Supervisors of the City and**  
**County of San Francisco.**



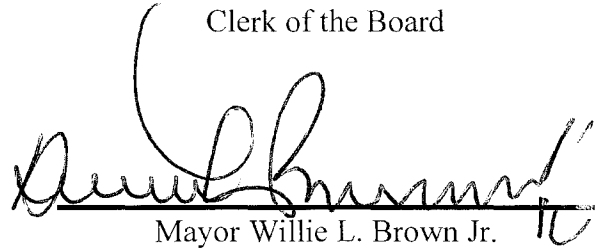
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Gloria L. Young  
Clerk of the Board

**OCT 30 1998**

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**Date Approved**



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Mayor Willie L. Brown Jr.