

File No. 110996

Committee Item No. 4

Board Item No. 15

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Land Use and Economic Development Date October 17, 2011

Board of Supervisors Meeting

Date October 25, 2011

Cmte Board

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OTHER (Use back side if additional space is needed)

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| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | DPW Order No. 179,528 |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Redevelopment Agency Letter, dtd 8/22/11 |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Planning Department General Plan Referral Letter, dtd 4/29/10 |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Offer of Improvements |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
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Completed by: Alisa Miller

Date October 14, 2011

Completed by: Alisa Miller

Date October 10, 2011

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

1 [Mission Bay Park Block P16 - Improvements]

2
3 **Ordinance dedicating City property and portions of State Trust Parcels 4 and 5, known**
4 **as Mission Bay Park Block P16, lying along Third Street, Mission Bay Boulevard North,**
5 **and Mission Bay Boulevard South for public use and naming the new park "Mission**
6 **Bay Commons Park;" accepting the irrevocable offer for the acquisition facilities;**
7 **designating said facilities for open space and park purposes; accepting the Park for**
8 **maintenance and liability purposes, subject to specified limitations; adopting**
9 **environmental findings and findings that such actions are consistent with the City's**
10 **General Plan, priority policy findings of City Planning Code Section 101.1, and the**
11 **Mission Bay South Redevelopment Plan; accepting a Department of Public Works**
12 **Order; and authorizing official acts in connection with this Ordinance.**

13 Note: Additions are single-underline italics Times New Roman;
14 deletions are ~~strikethrough italics Times New Roman~~.
15 Board amendment additions are double underlined.
16 Board amendment deletions are ~~strikethrough normal~~.

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

17 Section 1. Findings.

18 (a) All capitalized terms relating to Mission Bay shall have the definitions ascribed to
19 them pursuant to the Mission Bay South Redevelopment Plan and Plan Documents described
20 therein, approved and adopted by the Board of Supervisors of the City and County of San
21 Francisco by Ordinance No. 335-98, on November 2, 1998, a copy of which is in Clerk of the
22 Board of Supervisors File No. 981441.

23 (b) The San Francisco Redevelopment Agency, in a letter dated August 22, 2011
24 determined that the acceptance of the Mission Bay South Park P16 Public Infrastructure
25 Improvements, constructed pursuant to Permit No. 09IE-0651, dated November, 12 2009 (the

1 "Project"), and other actions herein set forth are consistent with the Mission Bay South
2 Redevelopment Plan ("Plan") and Plan Documents described therein and recommends Board
3 of Supervisors acceptance. A copy of the Redevelopment Agency letter is on file with the
4 Clerk of the Board of Supervisors in File No. 110996 and is incorporated by reference by
5 reference as though fully set forth herein.

6 (c) The City Planning Department, in a letter dated April 29, 2010, determined that
7 the acceptance of the Project Improvements and other actions herein set forth are in
8 conformance with the General Plan consistency findings of Case No. 2010.0203R, and the
9 eight priority policies of Planning Code Section 101.1 and the contemplated actions do not
10 trigger the need for subsequent environmental review pursuant the California Environmental
11 Quality Act ("CEQA") (California Public Resources Code Sections 21000 et seq.). A copy of
12 the Planning Department letter is on file with the Clerk of the Board of Supervisors in File No.
13 110996 and is incorporated by reference as though fully set forth herein.

14 (d) In Department of Public Works (DPW) Order No. 179,528, dated September 14,
15 2011, the City Engineer and Director certified that: (i) Park P16 is currently a portion of City
16 property, State Trust Parcel 4 subject to City jurisdiction and State Trust Parcel 5 subject to
17 Port jurisdiction; (ii) Focil has irrevocably offered the Project Improvement facilities to the City;
18 (iii) the facilities have been inspected; were determined to be complete as of February 11,
19 2011 by the Department of Public Works; have been constructed in accordance with the
20 Project Plans and Specifications and all City codes, regulations, standards and Mission Bay
21 South Redevelopment Plan and Plan Documents governing this Project; and are ready for
22 their intended use; and (iv) the facilities are recommended for acceptance as acquisition
23 facilities, dedication for public use, designation for park and open spaces purposes, and
24 acceptance for maintenance and liability purposes on behalf of the City and Redevelopment
25 Agency. A copy of the DPW Order and Offer are on file with the Clerk of the Board of

1 Supervisors in File No. 110996 and are incorporated by reference as though fully set forth
2 herein.

3 Section 2. Adoptions and Approvals.

4 (a) The Board of Supervisors adopts as its own the Redevelopment Plan
5 consistency findings of the San Francisco Redevelopment Agency in connection with the
6 acceptance of the Park P16 Improvements and other actions specified herein.

7 (b) The Board of Supervisors adopts as its own the General Plan and Planning
8 Code Section 101.1 consistency findings and CEQA findings of the Planning Department.

9 (c) The Board of Supervisors has reviewed and approves the City Engineer's
10 Certification and Director's recommendation concerning the acceptance of the Focil
11 Irrevocable Offer of Improvements for the Park P16 Public Infrastructure Improvements, dated
12 August 10, 2010, and other actions set forth in the DPW Order.

13 Section 3. Designation of Park Name, Acceptance of New Acquisition Facilities, and
14 Assumption of Maintenance and Liability Responsibilities.

15 (a) Pursuant to California Streets and Highways Code Section 1806 and San
16 Francisco Administrative Code Sections 1.51 et seq., the Acquisition Agreement dated June
17 1, 2001 by and between the San Francisco Redevelopment Agency and Catellus
18 Development Corporation, and the DPW Order No. 179,528, dated September 14, 2011, the
19 Board of Supervisors hereby accepts the Focil Irrevocable Offer of the Park P16
20 Improvements dated August 10, 2010 and dedicates such facilities for public use. The Board
21 also accepts said facilities for maintenance and liability purposes on behalf of the City and
22 Redevelopment Agency, subject to the conditions listed in subsections (c), (d) and (e).

23 (b) The Board of Supervisors designates that portion of City property, State Trust
24 Parcel 4 and State Trust Parcel 5, as shown on Exhibit "A-1" of the Offer of Improvements, for
25

1 public open space and park purposes and designates the park name as "Mission Bay
2 Commons Park".

3 (c) The Board's acceptance of improvements are for the Park P16 Improvements
4 only, excluding any encroachments that are permitted, not permitted, or both.

5 (d) The Board of Supervisors hereby acknowledges Focil's conditional assignment
6 of all warranties and guaranties to the San Francisco Redevelopment Agency related to the
7 construction of the above listed improvements.

8 (e) The Board's action to accept the improvements for maintenance and liability
9 purposes is subject to the maintenance obligations of the Redevelopment Agency contained
10 in the Third Amendment to the Agency Ground Lease. The City shall not incur maintenance
11 responsibility nor liability for said improvements until expiration of said ground lease. A copy of
12 the draft for said ground lease is on file with the Clerk of the Board in File No. 110996 and is
13 incorporated by reference as though fully set forth herein.

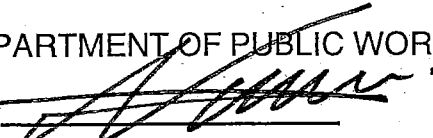
14 Section 4. Authorization for Implementation.

15 All actions heretofore taken by the officers of the City with respect to such
16 Ordinance are hereby approved, confirmed and ratified, and the Mayor, Clerk of the Board,
17 Director of Property, and Director of Public Works are hereby authorized and directed to take
18 any and all actions which they or the City Attorney may deem necessary or advisable in order
19 to effectuate the purpose and intent of this Ordinance, including, but not limited to, the filing of
20 the Ordinance in the Official Records of the City and County of San Francisco.

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RECOMMENDED:

DEPARTMENT OF PUBLIC WORKS

By: 

Mohammed Nuru
Director of Public Works

APPROVED AS TO FORM:

DENNIS J. HERRERA

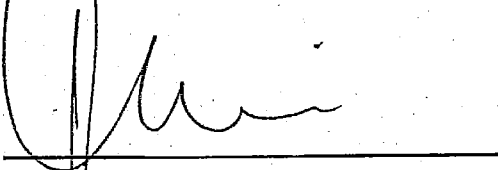
City Attorney

By: 

John D. Malamut
Deputy City Attorney

DESIGNATION CERTIFIED BY:

DEPARTMENT OF PUBLIC WORKS

By: 

Fuad S. Sweiss
Deputy Director of Engineering
and City Engineer

LEGISLATIVE DIGEST

[Mission Bay Park Block P16 - Improvements]

Ordinance dedicating City property and portions of State Trust Parcels 4 and 5, known as Mission Bay Park Block P16, lying along Third Street, Mission Bay Boulevard North, and Mission Bay Boulevard South for public use and naming the new park "Mission Bay Commons Park;" accepting the irrevocable offer for the acquisition facilities; designating said facilities for open space and park purposes; accepting the Park for maintenance and liability purposes, subject to specified limitations; adopting environmental findings and findings that such actions are consistent with the City's General Plan, priority policy findings of City Planning Code Section 101.1, and the Mission Bay South Redevelopment Plan; accepting a Department of Public Works Order; and authorizing official acts in connection with this Ordinance.

Existing Law

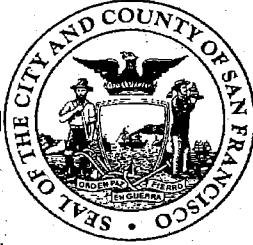
The Board of Supervisors adopted and approved the Redevelopment Plan for the Mission Bay South Project Area by Ordinance No. 335-98 on November 2, 1998. This Ordinance and related Mission Bay legislation established a process by which the project developer (FOCIL - MB, LLC) would construct specified public improvements and dedicate said improvements to the City. Upon dedication, the City would initiate the local and State law procedures to establish the area as public open space and park and take related actions.

Amendments to Current Law

This legislation would designate new public open space and park; accept the dedicated facilities; dedicate the improvements for public use; and accept the improvements for maintenance and liability purposes, subject to specified limitations, all in accordance with the procedures established for the Mission Bay South Redevelopment Plan and applicable local and State law. This Ordinance would make certain findings, including environmental findings and findings that the legislation is consistent with the Mission Bay South Redevelopment Plan, the General Plan, and the priority policy findings of the Planning Code Section 101.1.

Background Information

This legislation relates to the Mission Bay South Park P16 Improvements located on a portion of City property and portions of State Trust Parcel 4, subject to City jurisdiction, and State Trust Parcel 5, subject to Port jurisdiction.



**Department of Public Works
GENERAL - DIRECTOR'S OFFICE**

City Hall, Room 348

Edwin M. Lee, Mayor

Mohammed Nuru, Director

1 Dr. Carlton B. Goodlett Place, S.F., CA 94102

DPW Order No: 179,528

September 14, 2011

Re: Recommendation for formal acceptance of Park P16 Improvements within the Mission Bay South Redevelopment Plan, dedication of City property and portions of State Trust Parcels 4 and 5 along Third Street, Mission Bay Boulevard North and Mission Bay Boulevard South for public open space and park purposes and naming the park "Mission Bay Commons Park"; accepting the irrevocable offer for the acquisition facilities; dedication of said facilities to public use and acceptance for maintenance responsibilities and liability purposes.

WHEREAS, California Statutes of 1968, Chapter 1333 ("the Burton Act") and San Francisco Charter Section 4.114 empower the San Francisco Port Commission - to use, conduct , operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and

WHEREAS, On November 2, 1998, the City, acting through its Board of Supervisors, approved the Mission Bay South Redevelopment Plan ("Mission Bay Plan") by its Ordinance No. 335-98; and

WHEREAS, On November 16, 1998, the Redevelopment Agency of the City and County of San Francisco (the "Redevelopment Agency") and Catellus Development Corporation ("Catellus") entered into the Mission Bay South Owner Participation Agreement (the "South OPA"); and

WHEREAS, On November 16, 1998, the City and County of San Francisco (the "City") and the Redevelopment Agency entered into the South Interagency Cooperation Agreement; and

WHEREAS, on July 19, 1999, the City and Catellus entered into the Amended and Restated Mission Bay City Land Transfer Agreement (the "Land Transfer Agreement"); and

WHEREAS, On July 19, 1999, the City acting by and through the San Francisco Port Commission (the "Port"), and Catellus entered into a Master Lease for portions of the public trust properties; and

WHEREAS, On July 19, 1999, the State of California quitclaimed to the City certain properties as public trust of which Park P16 is a portion; and,

WHEREAS, On June 1, 2001, the Redevelopment Agency and Catellus entered into the Mission Bay South Acquisition Agreement; and

WHEREAS, On November 16, 2001 (dated for reference purposes only), the City, and with respect to certain portions under Port jurisdiction, the Port, as Landlord, and the Redevelopment Agency, as tenant, entered into that certain Agency Ground Lease (the "Ground Lease"), to implement the improvement of open space, park or plazas as contemplated by the Land Transfer Agreement and the Plan Documents, including the South OPA; and,

WHEREAS, On December 1, 2003, Catellus merged into Catellus Operating Limited Partnership, a Delaware limited partnership ("COLP"), and on December 31, 2003 COLP, as successor by merger to Catellus contributed most of its interests in Mission Bay to Catellus Land and Development Corporation ("CLDC") a Delaware Corporation, thereby making CLDC a wholly owned subsidiary of COLP following the merger, including all

rights and obligations under the Project Permit and the Permit to Enter related to the Project; and

WHEREAS, On November 22, 2004, Catellus Operating Limited Partnership, a Delaware limited partnership, and Catellus Land and Development Corporation a Delaware Corporation granted all of its property in the grant deed, assigned all rights and obligations under the OPA as stated in the Assumption Agreement, to FOCIL – MB, LLC, a Delaware limited liability company ("FOCIL"); and

WHEREAS, On November 12, 2009, the City Department of Public Works issued Street Improvement Permit No. 09IE-0651 to construct certain permanent park improvements for the Park P16 Parcel (the "Project"); and

WHEREAS, In a letter (attached as Exhibit B) dated April 29, 2010 the City Planning Department determined that the acceptance of the Project improvements and other actions specified herein are consistent with the General Plan consistency findings of Case No. 2010.0203R, the eight priority policies of Planning Code Section 101.1 and the contemplated actions do not trigger the need for subsequent environmental review pursuant the California Environmental Quality Act ("CEQA") (California Public Resources Code Sections 21000 et seq.); and

WHEREAS, On August 10, 2010 FOCIL irrevocably offered to the City the Park Parcel P16 improvements constructed in accordance with the Project plans and any authorized revisions or contract change orders thereto and together with said offer an assignment of all guaranties and warranties related to the construction of all the improvements; and

WHEREAS, On December 6, 2010, FOCIL-MB, LLC and the Redevelopment Agency entered into that certain Agreement (Temporary Agency Use Agreement), providing the Agency the right to use Park P16 Improvements after substantial completion thereof, pending final completion and acceptance of the Park Improvements by the City; and

WHEREAS, On February 11, 2011, the Department of Public Works issued a notice stating that the Park P16 Improvements Project has been substantially completed pursuant to the Improvement Permit No. 09IE-0651 and ready for its intended use; and

WHEREAS, In a letter (attached as Exhibit A) dated August 22, 2011, the Redevelopment Agency determined the acceptance of the Project improvements and other actions specified herein are "consistent with the Mission Bay South Redevelopment Plan and Plan Documents and recommends Board of Supervisors accept the Permanent Park Improvements on behalf of the City"; and

WHEREAS, The City Engineer and Director hereby recommend and certify the following:

- 1) The Port currently holds title to a portion of the proposed public open space for the Project as a portion of State Trust Parcel 5 and the City holds title to State Trust Parcel 4 subject to Port jurisdiction and the use of the property as public open space is permitted under the terms of the State Trust.
- 2) FOCIL has irrevocably offered the project improvement facilities.
- 3) Mission Bay Development Group, LLC on behalf of FOCIL-MB, LLC, has submitted a copy of a record Notice of Completion, Assignments of Warranties and Guaranties, Assignments of Reimbursements to the Agency from third parties, if applicable, and evidence of acceptability of the facilities from all applicable public entities and/or non-City utilities.
- 4) All applicable inspections have been performed, test result have been obtained; permit conditions and mitigation measures have been complied with; punch list items have been resolved; Street Improvement Permit terms related to the Park P16 Project have been or will be met; and improvement plan As-Built drawings have been received.
- 5) We hereby certify to the Board of Supervisors that the Department of Public Works has determined that as of February 11, 2011, the Project is ready for its intended use and has been completed substantially in conformity with the Plans and Specifications for "295k P16" approved by or on behalf of the DPW

Director, on November 12, 2009, any authorized revision thereto, and the Project has been constructed in accordance with all City codes, regulations, standards and the Mission Bay South Plan and Plan Documents governing this Project with the noted exceptions.

NOW THEREFORE BE IT ORDERED THAT,

With respect to facilities acceptance:

I hereby recommend the Board of Supervisors accept the Project Acquisition Facilities, as referenced in the Acquisition Agreement dated June 1, 2001, and as further described in the Park P16 Irrevocable Offer of Improvements, dated August 10, 2010.

With respect to public open space as park use:

I hereby recommend the Board of Supervisors dedicate city property and portions of State Trust Parcels 4 and 5 as shown on Exhibit A of the Park P16 Offer of Improvements for public use and designate this area for open space and park purposes.

I further recommend the Board of Supervisors designate the name of the new park as "Mission Bay Commons Park".

With Respect to Acceptance for Maintenance and Liability:

Pursuant to California Streets and Highways Code Section 1806 and San Francisco Administrative Code Sections 1.51 et seq., I hereby recommend that the Board of Supervisors accept the facilities for maintenance and liability purposes on behalf of the City and Redevelopment Agency, subject to the limitations below.

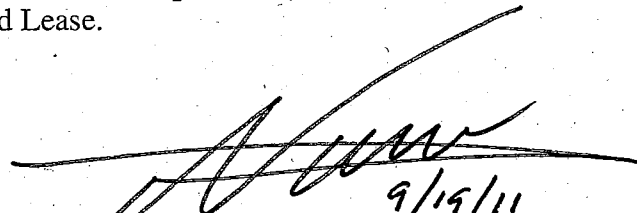
The acceptance is subject to the following: (i) it is for the Park P16 improvements only, excluding any encroachments permitted, not permitted or both (ii) Focil Conditional Assignment of Warranties and Guaranties to San Francisco Redevelopment Agency (iii) San Francisco Redevelopment Agency maintenance obligations contained in the Third Amendment to Agency the Ground Lease.

[Click here to sign this section](#)

9/16/2011

X Fuad Sweiss, City Engineer

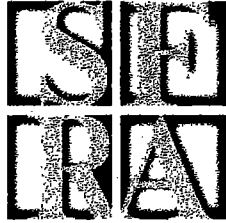
Signed by Sweiss, Fuad View details
on Friday, September 16, 2011 5:11 PM (Pacific Daylight Time)


9/19/11
MOHAMMED NURU,
INTERIM DIRECTOR

San Francisco
Redevelopment Agency

One South Van Ness Avenue
San Francisco, CA 94103

415.749.2400



EDWIN M. LEE, Mayor

Rick Swig, President
Darshan Singh, Vice President
Rosario M. Anaya
Miguel M. Bustos
Frances Covington
Leroy King
Agnes Briones Ubalde

Fred Blackwell, Executive Director

August 22, 2011

126-052.11-206

Ms. Grace Kwak
Project Manager
Mission Bay Task Force
Department of Public Works
30 Van Ness, Room 4200
San Francisco, CA 94102

RE: Mission Bay South Park P16 Public Infrastructure Improvements
Consistency Determination

Dear Ms. Kwak:

The Agency has received your request regarding the Park P16 public infrastructure improvements and their consistency with the Mission Bay South Redevelopment Plan and Plan Documents.

The Agency has reviewed the documents and related materials concerning the acceptance of the P16 public infrastructure improvements and other related actions thereto; finds these consistent with the Mission Bay South Redevelopment Plan and Plan Documents, and recommends that the Board of Supervisors accept the facilities on behalf of the City.

Sincerely,

A handwritten signature in black ink, appearing to read 'C. Reilly', written over a horizontal line.

Catherine Reilly
Assistant Project Manager

Cc: Barbara Moy, MBTF
Fred Blackwell, SFRA
Kelley Kahn, SFRA



SAN FRANCISCO PLANNING DEPARTMENT

April 29, 2010

Ms. Grace Kwak
City and County of San Francisco
Department of Public Works, Mission Bay Task Force
30 Van Ness Avenue, Suite 4200
San Francisco, CA 94102

Re: **Case No. 2010.0203R**
Mission Bay South – Acceptance of Land and Infrastructure
(Blocks 8721 Lots 011, 022, 024, 025, 026).

Dear Ms. Kwak:

On March 18, 2010 the Department received your request for a General Plan Referral as required by Section 4.105 of the Charter and Section 2A.53 of the Administrative Code of the City and County of San Francisco. The Department finds that the proposed acceptance of land and infrastructure in Mission Bay South ("Project") is, on balance, *in conformity* with the General Plan, as described in the attached staff report.

The Project calls for the dedication to the City of land and infrastructure, including completed roads, sidewalks, parks, other infrastructure systems and a storm water pump station. The Property is referenced above and the infrastructure improvements are more fully described in the application submittal. The improvements were built as part of the Mission Bay South Redevelopment Project.

Previous Actions Related to this Project

In previous undertakings related to the project, the Planning Commission found the Mission Bay South Redevelopment Project (Case 1996.771EMTZR), dated September 4, 1998, in conformity with the San Francisco General Plan, in Planning Commission Resolution No. 14699, adopted September 17, 1998. The project and project elements described in the current application (Case 2010.0203R) were included as part of the Mission Bay South Redevelopment Plan approved in earlier actions.

In addition to the actions above, an Owner Participation Agreement (OPA) was executed between the Redevelopment Agency of the City and County of San Francisco and the project sponsor, on November 16, 1998. The OPA required the owner to implement the Infrastructure Plan and construct the horizontal infrastructure and improvements that are incorporated into the subject project.

Environmental Review

The Major Environmental Analysis section of the Planning Department completed Environmental Analysis of the Mission Bay Final Subsequent Environmental Impact Report (FSEIR) as part of

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

General Plan Referral
Case No. 2010.0203R

Case no. 1996.771.EMTZR. The FSEIR included analysis of regulatory and physical aspects of the Plan, including acceptance of real property for public road rights-of-way and other public uses, and acceptance of offers of dedication of horizontal improvements (infrastructure) including streets, sidewalks, street lighting, utility lines, and improved public open spaces, among other actions. The Final Subsequent Environmental Impact Report for Mission Bay (FSEIR) was prepared pursuant to the California Environmental Quality Act and was certified as adequate, accurate and objective in the following actions:

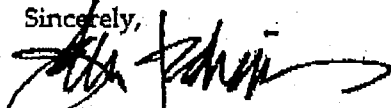
- Redevelopment Commission Resolution No. 182-98 on September 17, 1998;
- Planning Commission Resolution No. 14696 on September 17, 1998, certifying the Mission Bay North and Mission Bay South FSEIR;
- Board of Supervisors affirming the Planning Commission's certification by Resolution No. 854-98 on October 19, 1998.
- FSEIR Addendum # 6, issued by the Redevelopment Agency on September 10, 2008.

The Mission Bay Plan and implementation of the Plan were analyzed as part of the FSEIR certified by the Planning Commission and affirmed by the Board of Supervisors, and in subsequent FSEIR Addenda. The Major Environmental Analysis Section of the Department determined that the subject Project (acceptance of real property and acceptance of dedication of public infrastructure improvements), were analyzed in the earlier actions, are non-physical events, and are exempt from Environmental Review pursuant to Sec. 15060(c)(2) of CEQA Guidelines.

Findings Summary

As stated above, the project is on balance *in conformity* with the San Francisco General Plan, as detailed in the attached Case Report (Attachment 1). The Project is also consistent with Planning Code Section 101.1(b) General Plan Priority Policies, included as Attachment 2.

Sincerely,



John Rahain,
Director of Planning

Attachments:

1. Case Report
2. Planning Code Section 101.1 Policies

cc: Ed Reiskin, DFW
Bruce Storrs, Surveyor
John Malamut, City Attorney
Catherine Reilly, Redevelopment Agency
Steve Wertheim, Planning Dept

General Plan Referral
Case No. 2010.0203R

ATTACHMENT 1

GENERAL PLAN REFERRAL - CASE REPORT

RE: CASE NO. 2010.0203R
MISSION BAY SOUTH – ACCEPTANCE OF LAND AND INFRASTRUCTURE
(BLOCKS 8721 LOTS 011, 022, 024, 025, 026).

STAFF REVIEWER: STEVE WERTHEIM

GENERAL PLAN CONSIDERATIONS

Note: General Plan Objectives and Policies and in bold font, policy text is in regular font, and staff comments are in italic.

RECREATION AND OPEN SPACE ELEMENT

OBJECTIVE 2

DEVELOP AND MAINTAIN A DIVERSIFIED AND BALANCED CITYWIDE SYSTEM OF HIGH QUALITY PUBLIC OPEN SPACE.

POLICY 2.1

Provide an adequate total quantity and equitable distribution of public open spaces throughout the City.

Comment: The proposed Project includes approximately 2.25 acres of neighborhood-serving open space. Although Mission Bay, upon completion, will have a substantial amount of open space, it be serving nearby neighborhoods that are less well-served, such as SoMa, Showplace Square, and Dogpatch.

POLICY 2.6

Make open spaces accessible to people with special needs.

Comment: The proposed open space affiliated with the Project would be fully compliant with ADA accessibility standards.

OBJECTIVE 3

PROVIDE CONTINUOUS PUBLIC OPEN SPACE ALONG THE SHORELINE UNLESS PUBLIC ACCESS CLEARLY CONFLICTS WITH MARITIME USES OR OTHER USES REQUIRING A WATERFRONT LOCATION.

POLICY 3.1

Assure that new development adjacent to the shoreline capitalizes on its unique waterfront location, considers shoreline land use provisions, improves visual and physical access to the water, and conforms with urban design policies.

General Plan Referral
Case No. 2010.0203R

Comment: The new parks affiliated with this Project will provide shoreline connectivity by serving as the eastern portion of a linear park running the width of Mission Bay.

**OBJECTIVE 4
PROVIDE OPPORTUNITIES FOR RECREATION AND THE ENJOYMENT OF OPEN SPACE
IN EVERY SAN FRANCISCO NEIGHBORHOOD.**

POLICY 4.6
Assure the provision of adequate public open space to serve new residential development.

POLICY 4.7
Provide open space to serve neighborhood commercial districts.

Comment: Mission Bay will create substantial new residential and commercial development. The parks dedicated as part of this Project, along with others proposed as part of the Mission Bay Redevelopment, will ensure that adequate open space is available to serve new development.

TRANSPORTATION ELEMENT

**OBJECTIVE 23
IMPROVE THE CITY'S PEDESTRIAN CIRCULATION SYSTEM TO PROVIDE FOR
EFFICIENT, PLEASANT, AND SAFE MOVEMENT.**

POLICY 23.2
Widen sidewalks where intensive commercial, recreational, or institutional activity is present, sidewalks are congested and where residential densities are high.

Comment: Sidewalks being provided as part of this project meet, and often exceed, standards for sidewalk width.

**OBJECTIVE 27
ENSURE THAT BICYCLES CAN BE USED SAFELY AND CONVENIENTLY AS A PRIMARY
MEANS OF TRANSPORTATION, AS WELL AS FOR RECREATIONAL PURPOSES.**

POLICY 27.6
Accommodate bicycles on local and regional transit facilities and important regional transportation links wherever and wherever feasible.

Comment: Part of the dedicated streets (the re-aligned portion of Terry Francois Blvd.) will contain bike lanes.

COMMUNITY FACILITIES ELEMENT

OBJECTIVE 10

LOCATE WASTEWATER FACILITIES IN A MANNER THAT WILL ENHANCE THE EFFECTIVE AND EFFICIENT TREATMENT OF STORM AND WASTEWATER.

POLICY 10.1

Provide facilities for treatment of storm and wastewater prior to discharge into the Bay or ocean. Locate such facilities according to the Wastewater and Solid Waste Facilities Plan.

Comment: The stormwater pump station dedicated as part of this Project will serve as part of a storm water system that will discharge stormwater efficiently to the Bay. Unlike most areas of the City, Mission Bay has separate systems for stormwater and wastewater. Wastewater will continue to be delivered to facilities for treatment before discharge.

ENVIRONMENTAL PROTECTION ELEMENT

POLICY 3.3

Implement plans to improve sewage treatment and halt pollution of the Bay and Ocean.

New development in Mission Bay will construct separate systems for stormwater and wastewater management. Wastewater will continue to be delivered to facilities for treatment before discharge, reducing the amount of untreated (combined) sewage/wastewater that is discharged to the Bay after storm events.

POLICY 5.1

Maintain an adequate water distribution system within San Francisco.

Storage reservoirs and distribution lines within San Francisco should match the pattern of development in the city.

POLICY 5.5

Improve and extend the Auxiliary Water Supply system of the Fire Department for more effective fire fighting.

The public infrastructure systems to be accepted by the City include water supply lines, sewage lines, reclaimed water lines, as well as elements of the auxiliary water supply system. Accepting the public infrastructure improvements implements the referenced General Plan policies.

On balance, the Project is XX in conformity with the General Plan.

General Plan Referral
Case No. 2010.0203R

ATTACHMENT 2

Planning Code Provisions- Eight Priority Policies

Planning Code Section 101.1(b) establishes the following eight priority planning policies and requires review of permits for consistency with said policies. The Project and this General Plan Referral application are consistent or inconsistent with each of these policies as follows:

1. That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

The project would not affect neighborhood serving retail uses or opportunities for employment in or ownership of such businesses.

2. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.

The Project would not affect the City's housing stock or neighborhood character.

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

The Project would not affect the City's supply of affordable housing.

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

The infrastructure improvements being dedicated to the City have been designed within the parameters of the Mission Bay Master Plan, which enhances public transportation and bicycle amenities in the neighborhood.

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 resident employment and ownership in these sectors be enhanced.

The Project would not affect the industrial or service sectors or future opportunities for resident employment or ownership in these sectors.

General Plan Referral
Case No. 2010.0203R

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

The Project would not negatively affect preparedness against injury and loss of life in an earthquake and would comply with applicable safety standards.

7. That landmarks and historic buildings be preserved.

The Project would not affect any landmark or historic buildings.

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

The Project contributes over four acres of protected open space, while simultaneously increasing public access to the Bay.

I:\Citywide\General Plan\General Plan Referrals\2010\2010.0203R Mission Bay South - Acceptance of Land and
Infras_rev 4_28_10.doc

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

OFFER OF IMPROVEMENTS

(Mission Bay Commons Park Parcel P16)

FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL") does hereby irrevocably offer to the City and County of San Francisco, a municipal corporation ("City"), and its successors and assigns, all of the open space, right-of-way improvements and underground public utility facilities constructed or installed by or on behalf of FOCIL pursuant to the Street Improvement Permit #09IE-0651 (Mission Bay), date November 12, 2009, issued thereunder, for Mission Bay Commons Park Parcel P16 Improvements, and the improvement plans and specifications described therein, but excepting therefrom those portions of the facilities which are identified on the "as-built" drawings delivered to and on file with the City.

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


It is understood and agreed that: (i) upon acceptance of this offer of public improvements the City shall own and be responsible for maintenance of the offered public facilities and improvements, and (ii) the City and its successors or assigns shall incur no liability or obligation whatsoever hereunder with respect to such offer of public improvements, and, except as may be provided by separate instrument, shall not assume any responsibility for the offered improvements, unless and until such offer has been accepted by appropriate action of the Board of Supervisors.

The provisions hereof shall inure to the benefit of and be binding upon the heirs, successors, assigns and personal representatives of the respective parties hereto.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 10 day of August, 2010.

FOCIL-MB, LLC,
a Delaware limited liability company

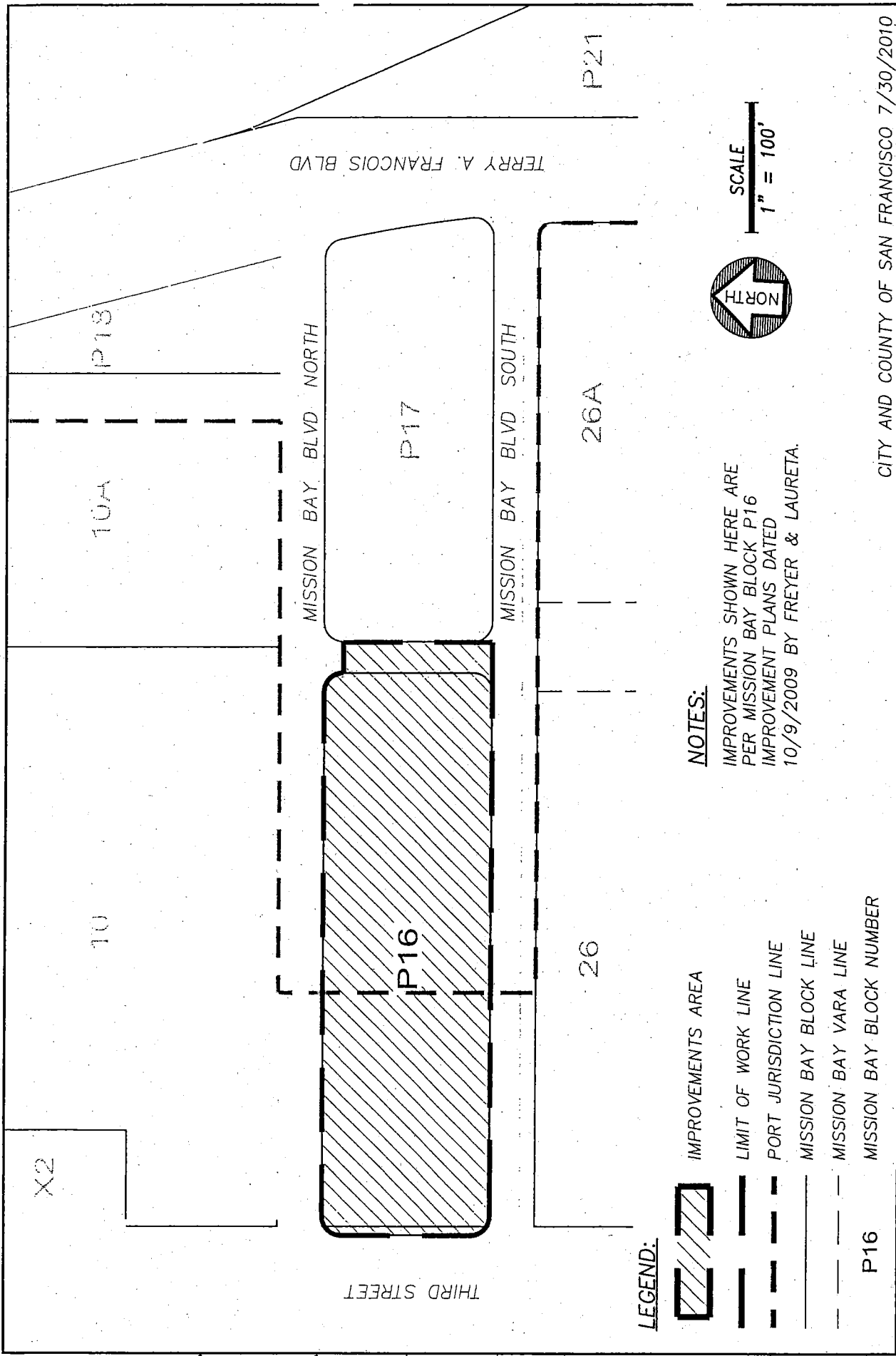
By: Farallon Capital Management, L.L.C.,
a Delaware limited liability company,
Its Manager

By: 





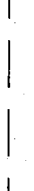
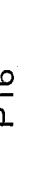
Name: Richard B. Fried
Managing Member

Title: _____

EXHIBIT A
[Plat Map]



LEGEND:

-  IMPROVEMENTS AREA
-  LIMIT OF WORK LINE
-  PORT JURISDICTION LINE
-  MISSION BAY BLOCK LINE
-  MISSION BAY VARA LINE
-  MISSION BAY BLOCK NUMBER

NOTES:
 IMPROVEMENTS SHOWN HERE ARE
 PER MISSION BAY BLOCK P16
 IMPROVEMENT PLANS DATED
 10/9/2009 BY FREYER & LAURETA.



SCALE
 1" = 100'

FREYER & LAURETA, INC.
 CIVIL ENGINEERS • SURVEYORS • CONSTRUCTION MANAGERS
 144 North San Mateo Drive • San Mateo, CA 94401
 (650)344-9901 • Fax (650)344-9920 • www.freyerlaureta.com

EXHIBIT A

MISSION BAY BLOCK P16

CITY AND COUNTY OF SAN FRANCISCO 7/30/2010

**THIRD AMENDMENT TO
GROUND LEASE**

BY AND BETWEEN

THE CITY AND COUNTY OF SAN FRANCISCO

AND

REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO

Mission Bay

**THIRD AMENDMENT TO
AGENCY GROUND LEASE**

(Adding Parks NP3, NP4, NP5, P16 and P18 and Amending Exhibits)

THIS THIRD AMENDMENT TO AGENCY GROUND LEASE ("Amendment"), dated for reference purposes only as of _____, 2011, by and between City and County of San Francisco, a municipal corporation, and with respect to those portions of the subject premises located within the jurisdiction of the San Francisco Port Commission (the "Port"), the City and County of San Francisco, acting by and through the Port (collectively, "City"), as landlord, and the Redevelopment Agency of the City and County of San Francisco, a public body corporate and politic of the State of California (together with any successor public agency designated by or pursuant to law, the "Agency"), as tenant, is made with reference to the following facts:

RECITALS

A. The City and the Agency entered into that certain Agency Ground Lease, dated as of November 16, 2001 (the "Original Ground Lease"), pursuant to which the City agreed to lease to the Agency and the Agency agreed to lease from the City certain premises (the "Premises") referred to as the Open Space Development Parcels (as defined in the Original Ground Lease) on terms and conditions set forth therein. Pursuant to Exhibit B-1 of the Original Ground Lease, the park known as P1 was included into the lease. The Original Ground Lease was amended by (i) that certain First Amendment to Ground Lease, dated as of June 29, 2006 (the "First Amendment"), pursuant to which Exhibit B-2, describing and depicting the parks known as NP1 and NP2, and Exhibit B-3, describing and depicting the park known as P17, were added to the lease, and (ii) that certain Second Amendment to Ground Lease, dated as of May 1, 2010, (the "Second Amendment"), pursuant to which, among other matters, Section 10.1 of the lease was amended and restated to revise certain maintenance obligations under the lease and Exhibit B-4, describing and depicting the park known as P21, was added to the lease. The Original Ground Lease, as amended by the First Amendment and Second Amendment, is referred to herein as the "Ground Lease." Capitalized terms not otherwise defined herein shall have the meanings given in the Ground Lease.

B. The term of the Ground Lease has commenced with respect to those portions of the Premises known as the Parks P1, NP1, NP2, P17 and P21. The City and the Agency have since determined that, notwithstanding the legal descriptions of Parks P1, NP1 and NP2 attached to the Ground Lease, the allocation of maintenance, repair and indemnity obligations between the City and the Agency would be simpler and would be easier to administer if, with respect to the portions of the Premises and adjacent City property on which rip rap has been installed, the boundaries of the parks would conform more closely to the lines marked by the rip rap. City has prepared and Agency has approved exhibits reflecting the revised boundaries of Parks P1, NP1 and NP2. Accordingly City and Agency presently desire to amend the Ground Lease to substitute revised exhibits for Exhibit B-1 (describing that portion of the Premises known as Park P1) and Exhibit B-2 (describing that portion of the Premises known as NP1 and NP2).

C. Owner has met the conditions in the North OPA for the development of Parks NP3, NP4 and NP5 in Mission Bay North and has met the conditions in the South OPA for the development of Parks P16 and P18. City and Agency presently wish to amend the Ground Lease to add the legal descriptions of Parks NP3, NP4 and NP5 in Mission Bay North and Parks P16 and P18 in Mission Bay South to Exhibit B of the Ground Lease and to commence the term of the Ground Lease with respect to such parks. The term of Park P16 shall commence at the time of acceptance of facilities for public park purposes by the Board of Supervisors.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, City and Agency hereby agree to amend the Ground Lease as follows:

1. Substitution of Exhibits. Effective as of the date hereof, Exhibit B-1 to the Ground Lease and Exhibit B-2 to the Ground Lease (as added by the First Amendment) are deleted and Exhibit B-1 (Substitute) and Exhibit B-2 (Substitute) attached to this Amendment are substituted therefor. City and Agency acknowledge that the depiction of the lines marked by the rip rap on attached Exhibit B-1 (Substitute) and Exhibit B-2 (Substitute) are approximate, and that the channel-side boundaries of Parks P1, NP1 and NP2 shall be the actual location of the top of the rip rap.
2. Addition of Descriptions of Parks NP3, NP4 and NP5. Exhibit B of the Ground Lease is hereby amended to add and incorporate the legal description on Exhibit B-5 and plat on Exhibit B-5-1 attached to this Amendment, which sets forth the description and depiction of Parks NP3, NP4 and NP5 in Mission Bay North. City and Agency acknowledge that the depiction of the lines marked by the rip rap on attached Exhibit B-5-A are approximate, and that the channel-side boundaries of Parks NP3, NP4 and NP5 shall be the actual location of the top of the rip rap.
3. Addition of Descriptions of Parks P16 and P18. Exhibit B of the Ground Lease is hereby amended to add and incorporate the legal description on Exhibit B-6 and plat depictions shown on Exhibit B-6-1 attached to this Amendment, which sets forth the description of Parks P16 and P18 in Mission Bay South.
4. Recitals. The Recitals to this Amendment are true and correct.
5. Ground Lease in Full Force and Effect. Except as expressly modified by this Amendment, all of the terms and conditions of the Ground Lease shall remain unchanged and in full force and effect.

[No further text this page.]

IN WITNESS WHEREOF, City and Agency execute this Amendment at San Francisco, California, as of the date set forth above.

CITY:

AGENCY:

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation

REDEVELOPMENT AGENCY
OF THE CITY AND COUNTY OF
SAN FRANCISCO

By _____
Edwin M. Lee
Mayor

By _____
AMY LEE
Deputy Executive Director
Finance and Administration

By _____
John Updike
Acting Director of Property

APPROVED AS TO FORM FOR CITY:

APPROVED AS TO FORM FOR AGENCY:

DENNIS J. HERRERA,
City Attorney

JAMES B. MORALES,
General Counsel

By _____
Deputy City Attorney

By _____
Deputy General Counsel

SAN FRANCISCO PORT COMMISSION

By: _____
MONIQUE MOYER
Executive Director

APPROVED AS TO FORM FOR PORT:

DENNIS J. HERRERA,
City Attorney

By _____
Deputy City Attorney

CONSENT

The undersigned, on behalf of Owner, in executing this Amendment for the sole purpose of approving the form of this Lease, as contemplated by the CLTA, the PLTA, and the Master Lease; provided, however, that nothing contained herein shall be deemed to impose any additional obligations or liabilities upon Owner under the Amendment other than as is already set forth in the Plan Documents and the Land Transfer Agreements, hereby consents to the foregoing Amendment.

FOCIL-MB, LLC, a Delaware limited liability company

By: Farallon Capital Management, L.L.C.,
its Manager

By: _____
Name: _____
Its: _____

EXHIBIT B-1 (Substitute)

(PARK P1)

(See attached)

EXHIBIT B-2 (Substitute)

(PARKS NP1 and NP2)

(See attached)

EXHIBIT B-5

(PARKS NP3, NP4 and NP5)

(See attached)

EXHIBIT B-

(PARKS P16 and P18)

(See attached)

