

Public Works Order No.: 201474



London N. Breed
Mayor

Mohammed Nuru
Director

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Re: Recommendation of formal acceptance of the Mission Bay Park 2 Parking Lot Improvements (a portion of Assessor's Parcel Block No. 8710, Lot 2, adjacent to Channel Street), Park P11-11A Improvements (east of Mission Bay Drive and Circle), and Parks P23 and P24 Improvements (adjacent to Terry Francois Boulevard between 16th and Illinois Streets) within the Mission Bay South Redevelopment Plan; dedication of City jurisdictional property within portions of State Trust Parcel 2; dedication of Port jurisdictional property within portions of State Trust Parcel 5; acceptance of the irrevocable offer for the acquisition facilities; dedication of said facilities to public use; designation for public open space and park purposes; establishing sidewalk widths; and acceptance for City maintenance responsibilities and liability purposes, subject to specified exceptions.

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 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 Real Estate Division and 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 and Port certain properties subject to a public trust, including Mission Bay Park 2 Parking Lot ("Park P2 Parking Lot"), Mission Bay Park P11-11A ("Park P11-11A"), and Mission Bay Parks P23 and P24 ("Parks P23 and P24"); 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 Mission Bay Plan “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 a Delaware Corporation (“CLDC”), 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, COLP and CLDC granted all of its property in the grant deed, and 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 February 1, 2012, state law dissolved the Redevelopment Agency and the transfer of all rights, obligations and liabilities of the former Redevelopment Agency to the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (“Successor Agency”), commonly known as the Office of Community Investment and Infrastructure (“OCII”); and

WHEREAS, On July 31, 2014, San Francisco Public Works approved under Street Improvement Permit No. 14IE-0749 the construction of certain permanent park improvements (“P2 Acquisition Facilities”) for Park P2 Parking Lot (the “P2 Project”) within the Park P2-Mission Creek Park system being a portion of Assessor’s Block Parcel No. 8710, Lot 2, and the construction of certain permanent park improvements (“P11-11A Acquisition Facilities”) for Park P11-11A (the “P11-11A Project”) east of Mission Bay Drive and Circle, adjacent to Mission Bay Boulevard North and Mission Bay South; and

WHEREAS, On December 1, 2015, San Francisco Public Works approved under Street Improvement Permit No. 15IE-451 the construction of certain permanent park improvements (“P23 and P24 Acquisition Facilities”) for Parks P23 and P24 (the “P23 and P24 Project”) lying along Terry Francois Boulevard, 16th Street and Illinois Street; and

WHEREAS, On March 26, 2019, FOCIL irrevocably offered to the City the P23 and P24 Acquisition Facilities constructed in accordance with the P23 and P24 Project Plans, and any authorized revisions or contract change orders thereto, and a Conditional Assignment of Warranties and Guaranties related to the construction of all the P23 and P24 Acquisition Facilities; and

WHEREAS, On April 10, 2019, Public Works issued a notice stating that the P2 Project had been substantially completed pursuant to the Improvement Permit No. 14IE-0749 and the P2 Acquisition Facilities were ready for their intended use; and

WHEREAS, On April 10, 2019, Public Works issued a notice stating that the P23 and P24 Project had been substantially completed pursuant to Improvement Permit No. 15IE-451 and the P23 and P24 Acquisition Facilities were ready for their intended use; and

WHEREAS, On May 1, 2019, FOCIL irrevocably offered to the City the P2 Acquisition Facilities and the P11-11A Acquisition Facilities, constructed in accordance with the P2 Project Plans and the P11-11A Project Plans, and any authorized revisions or contract change orders thereto, and a Conditional Assignment of Warranties and Guaranties related to the construction of all the P2 Acquisition Facilities and the P11-11A Acquisition Facilities; and

WHEREAS, In a letter dated May 10, 2019 the San Francisco Planning Department determined that the acceptance of the P2 Acquisition Facilities, the P11-11A Acquisition Facilities, and other actions specified herein are consistent with the findings of Case No. 2019-005380GPR regarding consistency with the General Plan and the eight priority policies of Planning Code Section 101.1, and that 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, In a letter dated May 14, 2019, the San Francisco Planning Department determined that the acceptance of the P23 and P24 Acquisition Facilities and other actions specified herein are consistent with the findings of Case No. 2019-005378GPR regarding consistency with the General Plan and the eight priority policies of Planning Code Section 101.1, and that 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, In a letter dated June 10, 2019, OCII determined the acceptance of the P2 Acquisition Facilities, the P11-11A Acquisition Facilities, and other actions specified herein are consistent with the Mission Bay South Redevelopment Plan and Plan Documents and recommended that the Board of Supervisors accept the Permanent Park Improvements on behalf of the City; and

WHEREAS, On June 13, 2019, Public Works issued a notice stating that the P11-11A Project had been substantially completed as of April 26, 2019 pursuant to the Improvement Permit No. 14IE-0749 and the P11-11A Acquisition Facilities were ready for their intended use; and

WHEREAS, In a letter dated June 21, OCII determined the acceptance of the P23 and P24 Acquisition Facilities and other actions specified herein are consistent with the Mission Bay South Redevelopment Plan and Plan Documents and recommended that the Board of Supervisors accept the Permanent Park Improvements on behalf of the City; and

WHEREAS, On June 27, 2019, the Executive Director of OCII signed and accepted the FOCIL Conditional Assignment of Warranties and Guaranties with regard to the P2 Acquisition Facilities; and

WHEREAS, On June 27, 2019, the Executive Director of OCII signed and accepted the FOCIL Conditional Assignment of Warranties and Guaranties with regard to the P11-11A Acquisition Facilities; and

WHEREAS, On June 27, 2019, the Executive Director of OCII signed and accepted the FOCIL Conditional Assignment of Warranties and Guaranties with regard to the Park P23 and P24 Acquisition Facilities; and

WHEREAS, The Director recommends and the City Engineer hereby certifies the following:

- 1) The City currently holds jurisdiction over the Park P2 Parking Lot, a portion of State Trust Parcel 2, on which the P2 Project has been constructed and which is proposed to be used for public park and open space purposes, and Park P11-11A, a portion of State Trust Parcel 2, on which the P11-11A Project has been constructed and which is proposed to be used for public park and open space purposes.
- 2) The Port currently holds jurisdiction over Mission Bay Parks P23 and P24, a portion of State Trust Parcel 5, on which the P23 and P24 Project has been constructed and which is proposed to be used for public park and open space purposes.
- 3) FOCIL has irrevocably offered the P2 Acquisition Facilities, the P11-11A Acquisition Facilities, and the P23 and P24 Acquisition Facilities to the City.
- 4) On behalf of FOCIL, Mission Bay Development Group, LLC has submitted a copy of a record Notice of Completion, Assignments of Warranties and Guaranties, Assignments of Reimbursements to the City from third parties, if applicable, and evidence of acceptability of the P2 Acquisition Facilities, the P11-11A Acquisition Facilities, and the P23 and P24 Acquisition Facilities from all applicable public entities and/or non-City utilities.
- 5) Public Works has performed all applicable inspections, obtained test results, ensured compliance with permit conditions and mitigation measures, resolved punch list items, determined Street Improvement Permit terms have been or will be met, and received Street Improvement Plan as-built drawings.
- 6) We hereby certify to the Board of Supervisors that Public Works has determined that as of April 10, 2019, the P2 Acquisition Facilities are ready for their intended use and have been completed substantially in conformity with the Plans and Specifications for Park P2 Parking Lot, approved by or on behalf of the PW Director, on July 31, 2014, and any authorized revision thereto, and that the P2 Project has been constructed in accordance with all City codes, regulations, standards, and the Mission Bay South Plan and Plan Documents governing this Project.
- 7) We hereby certify to the Board of Supervisors that Public Works has determined that as of April 26, 2019, the P11-11A Acquisition Facilities are ready for their intended use and have been completed substantially in conformity with the Plans and Specifications for Park P11-11A, approved by or on behalf of the PW Director, on July 31, 2014, and any authorized

revision thereto, and that the P11-11A Project has been constructed in accordance with all City codes, regulations, standards, and the Mission Bay South Plan and Plan Documents governing this Project.

- 8) We hereby certify to the Board of Supervisors that Public Works has determined that as of April 10, 2019, the P23 and P24 Acquisition Facilities are ready for their intended use and have been completed substantially in conformity with the Plans and Specifications for Park P23 and P24, approved by or on behalf of the PW Director, on December 1, 2015, and any authorized revision thereto, and that the P23 and P24 Project has been constructed in accordance with all City codes, regulations, standards, and the Mission Bay South Plan and Plan Documents governing this Project.

NOW THEREFORE BE IT ORDERED THAT,

With respect to facilities acceptance:

I hereby recommend the Board of Supervisors accept the P2 Project Acquisition Facilities, the P11-11A Project Acquisition Facilities, and the P23 and P24 Project Acquisition Facilities, as referenced in the Acquisition Agreement dated June 1, 2001, and as further described in the Park P2 Parking Lot Irrevocable Offer of Improvements and the Park P11-11A Irrevocable Offer of Improvements, dated May 1, 2019, and the Park P23 and P24 Irrevocable Offer of Improvements, dated March 26, 2019.

I further recommend that the Board of Supervisors acknowledge FOCIL's Conditional Assignment of Warranties and Guaranties to OCII with regard to the P2 Acquisition Facilities, the P11-11A Acquisition Facilities, and the P23 and P24 Acquisition Facilities.

With respect to public right-of-way as park and open space use:

I hereby recommend the Board of Supervisors approve Map No. A-17-183, Map No. A-17-184, and Map No. A-17-185; dedicate the areas shown hatched as open public right-of-way; and designate said areas for open space and park purposes only.

I further recommend the Board of Supervisors authorize the Director of Public Works to direct Public Works to revise the Official City Right-of-Way Maps to reflect this action.

With Respect to the Sidewalk Widths:

I hereby recommend the Board of Supervisors amend Ordinance No. 1061 entitled "Regulating the Width of Sidewalks" by adding thereto a new section to read as follows:

Section 1622. The width of sidewalk on the north side of Channel Street and included within the Park P2 Parking Lot shall be as shown on Public Works Drawing No. Q-20-1091.

The establishment of sidewalk widths does not obviate, amend, alter, or in any other way affect existing maintenance obligations of the adjacent property owners. The designated sidewalk is adjacent to the Park P2 Parking Lot, as shown on the PW Drawing No. Q-20-1091 and is not part of the official Channel Street right-of-way.

I further recommend the Board of Supervisors direct the Department of Public Works to revise the Official City Sidewalk Width Maps to reflect the aforementioned action.

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 P2 Acquisition Facilities, the P11-11A Acquisition Facilities, and the P23 and P24 Acquisition Facilities for maintenance and liability purposes on behalf of the City and OCII, subject to the limitations below.

The acceptance is subject to the following: (i) it is for the P2 Acquisition Facilities, the P11-11A Acquisition Facilities, and the P23 and P24 Acquisition Facilities only, excluding any encroachments permitted, not permitted or both; (ii) the FOCIL Conditional Assignment of Warranties and Guaranties, dated June 27, 2019; and (iii) OCII's maintenance obligations for the Park Improvements until the Redevelopment Plan terminates, with the exception of the P2 Parking Lot itself which shall remain City responsibility.

In addition, the acceptance of the Park P2 Parking Lot is subject to the subsequent authorization from the Port of San Francisco Fire Marshal regarding required access to fire suppression connections for Port tenants.

<p>X</p> <p>DocuSigned by: <i>John Thomas</i></p> <hr/> <p>Thomas, John B3944D53BAFD487... Dep Dir IV</p>	<p>X</p> <p>DocuSigned by: <i>Julia Dawson</i></p> <hr/> <p>Nuru, Mohammed B312F8341B64A0... Director</p>
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Certificate Of Completion

Envelope Id: 2AFDAF33A7AA4CFC97CF1B4A0F3FAE26	Status: Completed
Subject: Order 201474 - Mission Bay South - Park P11-11A, P23-P24 and Park P2 Parking Lot Acceptance	
Source Envelope:	
Document Pages: 6	Signatures: 2
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	DPW DocuSign
Time Zone: (UTC-08:00) Pacific Time (US & Canada)	30 Van Ness Ave. Suite 4400
	San Francisco, CA 94102
	dpw-docusign.service@sfdpw.org
	IP Address: 208.121.64.7


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Status: Original 7/3/2019 8:40:52 AM	Holder: DPW DocuSign dpw-docusign.service@sfdpw.org	Location: DocuSign
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Signer Events

John Thomas
John.Thomas@sfdpw.org
Deputy Director
Public Works
Security Level: Email, Account Authentication (None)

Signature


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Electronic Record and Signature Disclosure:
Accepted: 9/25/2017 8:51:22 AM
ID: 4e0d5871-b73d-4fc1-9628-bc63968c2df6

Julia Dawson
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Deputy Director
Public Works
Security Level: Email, Account Authentication (None)

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Using IP Address: 208.121.64.7

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Agent Delivery Events

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Intermediary Delivery Events

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Certified Delivery Events

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Envelope Summary Events

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Certified Delivered	Security Checked	7/3/2019 11:41:57 AM

Envelope Summary Events	Status	Timestamps
Signing Complete	Security Checked	7/3/2019 11:42:23 AM
Completed	Security Checked	7/3/2019 11:42:23 AM

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Electronic Record and Signature Disclosure

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To advise Public Works of your new e-mail address

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- ii. send us an e-mail to dannie.tse@sfdpw.org and in the body of such request you must state your e-mail, full name, IS Postal Address, telephone number, and account number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none"> •Allow per session cookies •Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

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