

File No. 101430

Committee Item No. _____

Board Item No. 36

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: _____ Date _____

Board of Supervisors Meeting

Date December 7, 2010

Cmte Board

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

OTHER (Use back side if additional space is needed)

✓ See *Index of Documents*

(See File 101409 for complete documents)

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Completed by: Alisa Somera Date December 2, 2010

Completed by: _____ Date _____

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

1 [Authorizing the Acquisition of Real Property by Eminent Domain for Transbay Transit Center
2 Program - 85 Natoma Street No. C1]
3

4 **Resolution authorizing the acquisition of real property commonly known as 85 Natoma**
5 **Street No. C1, San Francisco, California (Assessor's Block No. 3721, Lot No. 118) by**
6 **eminent domain for the public purpose of constructing the Transbay Transit Center**
7 **Program; adopting environmental findings under the California Environmental Quality**
8 **Act (CEQA), CEQA Guidelines, and Administrative Code Chapter 31; and adopting**
9 **findings of consistency with the General Plan and City Planning Code Section 101.1.**
10

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

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

22 WHEREAS, The Project will provide a critical transportation improvement, including a
23 modern regional transit hub connecting eight Bay Area counties and the State of California
24 through eleven transit systems; and
25

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

4 WHEREAS, The real property commonly known as 85 Natoma Street No. C1, San
5 Francisco, California (Assessor's Block 3721, Lot 118) (the Subject Property), which is more
6 particularly described in Exhibit A and shown in Exhibit B, is required for the construction of
7 the Project; and

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

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

19 WHEREAS, On April 20, 2004, in Resolution No. 45-2004, the San Francisco
20 Redevelopment Agency also certified the Final EIS/EIR and made findings similar to those of
21 the Commission with regard to CEQA and the CEQA guidelines. Resolution No. 45-2004 is
22 on file with the Clerk of the Board of Supervisors in File No. 040616 and is incorporated by
23 reference; and
24
25

1 WHEREAS, On April 22, 2004, the Board of Directors of the Transbay Joint Powers
2 Authority (TJPA), by Resolution No. 04-004, approved the components of the Project within its
3 jurisdiction and adopted CEQA Findings, including a Statement of Overriding Considerations
4 and a Mitigation Monitoring and Reporting Program. Resolution No. 04-004 is on file with the
5 Clerk of the Board of Supervisors in File No. 041079 and is incorporated by reference; and

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

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

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

1 WHEREAS, The Final EIS/EIR files and other Project-related Planning Department
2 files are available for review by this Board and the public. The Planning Department files are
3 available at 1660 Mission Street. Those files are part of the record before this Board and are
4 incorporated by reference; and

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

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

13 WHEREAS, On October 14, 2010, the TJPA's Board of Directors adopted Resolution
14 No. 10-045, in which it found that (a) the public interest and necessity require the Project; (b)
15 the Project is planned to maximize the public good and minimize private injury; (c) the Subject
16 Property is necessary for the Project; (d) the City and the TJPA have made a sufficient offer of
17 purchase and complied with all procedural prerequisites to the exercise of eminent domain;
18 and (e) acquisition of the Subject Property for the Project will fulfill the mandates of various
19 State and City laws, including San Francisco Proposition H-Downtown Caltrain Station
20 (November 1999), San Francisco Proposition K-San Francisco Transportation Sales Tax
21 (November 2003), California Public Resources Code Section 5027.1(a), and California Streets
22 and Highways Code Sections 2704.04(b) and 30914(c), all of which concern reconstruction of
23 the new Transit Center on the site of the existing Transbay Terminal and the new Transit
24 Center's accommodation of a Caltrain extension and high speed passenger rail line; and
25

1 WHEREAS, In adopting Resolution No. 10-045, the TJPA Board of Directors
2 recommended that this Board adopt a Resolution of Necessity to condemn the Subject
3 Property and initiate eminent domain proceedings to acquire the Subject Property for the
4 Project; and

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

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

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

20 FURTHER RESOLVED, That this Board finds that since the Final EIS/EIR and
21 Addenda were finalized, there have been no substantial Project changes and no substantial
22 changes in Project circumstances that would require major revisions to the Final EIS/EIR and
23 Addenda due to new significant environmental effects or an increase in the severity of
24 previously identified significant impacts, and there is no new information of substantial
25

1 importance that would change the conclusions set forth in the Final EIS/EIR and Addenda;
2 and, be it

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

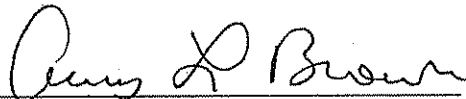
7
8 FURTHER RESOLVED, That by at least a two-thirds vote of this Board under
9 California Code of Civil Procedure Sections 1240.030 and 1245.230, this Board finds and
10 determines each of the following:

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


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

1 FURTHER RESOLVED, That this Board adopts as its own and incorporates by
2 reference herein, as though fully set forth, each of the findings made by the TJPA in adopting
3 Resolution No. 10-045 on October 14, 2010.
4
5

6 RECOMMENDED:
7 REAL ESTATE DIVISION, GENERAL SERVICES AGENCY

8 By: 
9 Amy Brown
10 Director of Real Estate

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

13 By: 
14 Kristen A. Jensen
15 Deputy City Attorney
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**EXHIBIT A
LEGAL DESCRIPTION**

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF SAN FRANCISCO, COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

Parcel I :

Condominium Unit No. C1, Lot No. 118, as shown upon the Condominium Map and Diagrammatic Floor Plan Entitled, "Map of 85 Natoma Street, a Live/Work Condominium Project, Being a Subdivision of Lot 90 as shown on that certain Parcel Map filed June 24, 1998, in Book 43 of Parcel Maps, at Page 181, being a portion of Assessor's Block 3721, San Francisco, California", which Map was filed for record in the Office of the Recorder of the City and County of San Francisco, State of California, on December 18th, 2000, in Book 66 of Maps, at Pages 18 to 22, inclusive, (referred to herein as "the Map") and as further defined in the Declaration of Covenants, Conditions and Restrictions recorded on April 9th, 2001, in Book H862, Page 70 of Official Records of the City and County of San Francisco, State of California (referred to herein as "the Declaration".)

Excepting therefrom any portion of the Common Area lying within said Unit.

Excepting therefrom:

- (A) Easements through said Unit, appurtenant to the Common Area and all other Units, for support and repair of the Common Area and all other Units.
- (B) Easements, appurtenant to the Common Area, for encroachment upon the air space of the Unit by those portions of the Common Area located within the Unit.

Parcel II:

An undivided 1.89% interest in and to the Common Area, as shown and defined on the Map, excepting therefrom the following:

- (A) Exclusive easements, other than Parcel III, as designated on the Map and reserved to Units for use as designated in the Declaration; and
- (B) Non-exclusive easements, appurtenant to all Units, for ingress and egress, support, repair and maintenance.

Parcel III:

- (A) The exclusive easement to use Deck Area designated N/A, on the Map;
- (B) The exclusive easement to use Parking Area designated N/A, on the Map.

Parcel IV:

A non-exclusive easement, appurtenant to Parcel I, above, for support, repair and maintenance, and for ingress and egress through the Common Area.

Parcel V:

Encroachment easements, appurtenant to the Unit, in accordance with the provisions of the Declaration.

APN: Lot 118, Block 3721 (85 Natoma #C1)

EXHIBIT B
MAP

Mission St

Howard St

Folsom St

Third St
Harrison St

Bryant St

Anthony St
Jessie St
Ecker Pl

Shaw Alley

TRANSBAY TRANSIT CENTER

Minna St

85 Natoma (3721/109-118)
580 Howard (3721/092-106)
568 Howard (3721/020)
564 Howard (3721/019)

80 Tehama (3736/088)

Tehama St

FREMONT/FOLSOM
OFF-RAMPS

Clementina St

NEW BUS RAMPS

Essex St

First St

Fremont St

Beale St

Main St

Spear St

Stuart St

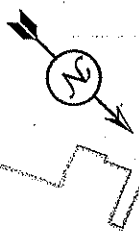
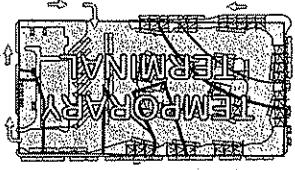
Embarcadero

DOWNTOWN RAIL EXTENSION




Second St

I-80

80



Legend

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

Scale in feet

0 250 500

Index of Documents in Administrative Record for Board File Nos. 101429 and 101430

85 Natoma Street #C1, San Francisco (Block 3721, Lot 118)

Date	Document
Procedural	
10/14/10	TJPA Board of Directors Resolution No. 10-045
11/23/10	Letter from TJPA to San Francisco Board of Supervisors re: 85 Natoma #C1
	Assessor's Master Sheet – 85 Natoma #C1 (FY 2009-2010)
	TJPA Notice of Public Hearing to Acquire Various Real Properties by Eminent Domain for Transbay Transit Center Program – 85 Natoma #C1
11/20/10	San Francisco Planning Department General Plan Consistency Determination – 85 Natoma #C1
Offer Letter	
08/02/10	Offer to purchase 85 Natoma #C1—City and TJPA to Martin Properties, LLC <u>Enclosure 1</u> : Appraisal <u>Enclosure 2</u> : Relocation Assistance Brochure <u>Enclosure 3</u> : Eminent Domain Brochure <u>Enclosure 4</u> : Agreement for Purchase and Sale of Real Estate
Property Description	
05/30/07	Preliminary Title Report
	Legal Description and Map
	Map of 85 Natoma in relationship to Transbay Project
	Map of 85 Natoma in relationship to Transbay Project – aerial photo of train box
	Map of 85 Natoma in relationship to Transbay Project – overhead drawing of west end of train box
Correspondence	
06/30/09	Letter from Shute, Mihaly & Weinberger (SMW) to Martin Properties (enclosures omitted)
08/24/09	Letter from TJPA to Martin Properties (enclosures omitted)
10/15/09 – 10/20/09	Email from/to SMW, Patrick McNerney, and Kurt Biddle
09/23/10	Email from/to SMW and Patrick McNerney (enclosures omitted)
10/01/10	Email from/to SMW and Jeff Knowles
10/11/10 (misdated as 9/11/10)	Letter from SMW to Jeff Knowles
10/01/10 –	Email from/to SMW, Patrick McNerney, and Jeff Knowles

Index of Documents in Administrative Record for Board File Nos. 101429 and 101430

85 Natoma Street #C1, San Francisco (Block 3721, Lot 118)

Date	Document
10/12/10	(enclosures omitted)
10/01/10 – 10/18/10	Email from/to SMW and Jeff Knowles (enclosures omitted)
10/18/10	Letter from SMW to Jeff Knowles
Studies and Reports	
	Caltrans Highway Design Manual (excerpts)
	Cambridge Systematics – Caltrain Downtown Extension and Transbay Ridership Analysis
09/2007	TJPA Final Relocation Impact Study I
01/2010	TJPA Final Relocation Impact Study II
	TJPA Relocation Assistance Brochure - Business
	TJPA Relocation Assistance Brochure - Residential
NEPA/CEQA	
04/2004	Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project: Final Environmental Impact Statement/Environmental Impact Report and Section 4(f) Evaluation (Final EIS/EIR) <u>Volume I</u> : Chapters 1-8; Appendices A-G <u>Volume II</u> : Responses to Public Comments on the Draft EIS/EIR <u>Volume III</u> : Written Public Comments and Public Hearing Transcripts on the Draft EIS/EIR
04/22/04	TJPA Resolution No. 04-004
02/08/05	Federal Transit Administration: Record of Decision <u>Appendix A</u> : Mitigation Monitoring and Reporting Program <u>Appendix B</u> : Memorandum of Agreement between the FTA and the California State Historic Preservation Officer
05/25/06	Final EIS/EIR - First Addendum
04/19/07	Final EIS/EIR - Second Addendum
1/17/08	Final EIS/EIR - Third Addendum
10/03/05	Final EIS/EIR - Fourth Addendum
04/09/09	Final EIS/EIR - Fifth Addendum
05/2010	Federal Railroad Administration: Reevaluation Updating the Transbay Program 2004 Final EIS (exhibits omitted except where noted) <u>Exhibit 6(a)</u> : Federal Transit Authority internal memo re: Environmental Clearance for advance construction on “train box” portion of Transbay Transit Center <u>Exhibit 6(b)</u> : Federal Railroad Administration letter to TJPA re: California allocation of High Speed Rail grants <u>Exhibit 9(a)</u> : California High-Speed Rail Authority: Report to the Legislature <u>Exhibit 9(b)</u> : California High-Speed Rail Authority Briefing April

Index of Documents in Administrative Record for Board File Nos. 101429 and 101430

85 Natoma Street #C1, San Francisco (Block 3721, Lot 118)

Date	Document
	2010 Meeting Agenda Item #7 re: Transbay Transit Center Design/Trainbox
08/04/10	Federal Railroad Administration: Record of Decision <u>Appendix A</u> : Mitigation Monitoring and Reporting Program <u>Appendix B</u> : Memorandum of Agreement Between the FTA and the California State Historic Preservation Officer
Transbay Legislation	
	Cal. Public Resources Code Section 5027.1
	Cal. Streets & Highway Code Section 2704.04
	Cal. Streets & Highway Code Section 30914
04/04/01	TJPA Joint Powers Agreement
11/02/99	San Francisco Proposition H
11/02/03	San Francisco Proposition K
03/02/04	San Francisco Regional Measure 2
11/04/08	California Proposition A
09/19/02	Senate Bill 1856 (Costa)
07/22/03	Assembly Bill 812 (Yee)
10/08/03	Senate Bill 916 (Perata)
12/19/01	Metropolitan Transportation Commission Resolution No. 3434
01/02/01	San Francisco Board of Supervisor Resolution No. 13-01
02/12/01	San Francisco Board of Supervisor Resolution No. 104-01
06/04/01	San Francisco Board of Supervisor Resolution No. 455-01
10/15/01	San Francisco Board of Supervisor Resolution No. 804-01
07/08/03	San Francisco Board of Supervisor Resolution No. 441-03
06/15/04	San Francisco Board of Supervisor Resolution No. 04-067
09/28/04	San Francisco Board of Supervisor Resolution No. 612-04
06/21/05	San Francisco Board of Supervisor Resolution No. 124-05
06/21/05	San Francisco Board of Supervisor Resolution No. 125-05
02/07/06	San Francisco Board of Supervisor Resolution No. 78-06
05/09/06	San Francisco Board of Supervisor Resolution No. 94-06
05/09/06	San Francisco Board of Supervisor Resolution No. 95-06
05/09/06	San Francisco Board of Supervisor Resolution No. 99-06

PROCEDURAL

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. 10-045

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

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

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

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

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

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

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

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

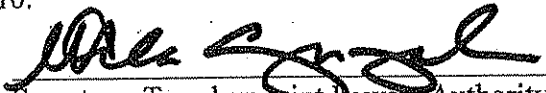
WHEREAS, The acquisition of the Properties for the Transbay Program will fulfill the mandates of various State and City laws, including San Francisco Proposition H-Downtown Caltrain Station (November 1999), San Francisco Proposition K-San Francisco Transportation Sales Tax (November 2002), California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

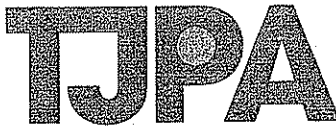
RESOLVED, That the TJPA recommends that the City Board of Supervisors adopt Resolutions of Necessity for the City to condemn on behalf of the TJPA the following properties, and initiate eminent domain proceedings to acquire the following properties for the Transbay Transit Center Program:

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

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

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


Secretary, Transbay Joint Powers Authority



TRANSBAY JOINT POWERS AUTHORITY

Maria Ayerdi-Kaplan • Executive Director

November 23, 2010

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

Board File Nos. 101429 and 101430

Re: Urging the Board of Supervisors to Pass a Resolution of Necessity Authorizing the Acquisition of 85 Natoma Street #C1, Assessor's Block 3721, Lot 118, by Eminent Domain for the Transbay Transit Center Program

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

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

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

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

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

As described in the March 2004 Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project Final Environmental Impact Statement/Environmental Impact Report (EIS/EIR) and subsequent addenda, the TJPA needs to acquire the property located at 85 Natoma Street #C1, Assessor's Block 3721, Lot 118 (the Property) for the Project. A copy of the Final EIS/EIR and addenda are on file with the Clerk of the Board of Supervisors in File Nos. 101429 and 101430, as are maps showing the relationship of the Property to the Project.

The TJPA has adopted a Relocation Assistance Program and has explained to owners and occupants of the Property that this program will assist them with relocation to replacement locations. Copies of information regarding the Relocation Assistance Program are on file with the Clerk of the Board of Supervisors in File Nos. 101429 and 101430.

As described in detail below, the City and the TJPA have made a joint offer to purchase the Property for its fair market value. The owner has not accepted the TJPA's offer and the TJPA does not expect to reach a negotiated agreement for the purchase of this Property at this time. A copy of the offer to purchase is on file with the Clerk of the Board of Supervisors in File Nos. 101429 and 101430.

The TJPA needs possession of the Property in early 2011 to proceed with scheduled construction of the Project. Acquisition of the Property by eminent domain is authorized by law and falls within the scope of the City's authority to exercise eminent domain on the TJPA's behalf. The City and the TJPA have complied with all procedural prerequisites to the exercise of eminent domain. Accordingly, on October 14, 2010, the TJPA Board of Directors adopted Resolution No. 10-045, urging the San Francisco Board of Supervisors to pass a Resolution of Necessity and to authorize the use of eminent domain to acquire the Property for the Project. A copy of the TJPA resolution is on file with the Clerk of the Board of Supervisors in File Nos. 101429 and 101430.

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

Use of Eminent Domain

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

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

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

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

The Resolution of Necessity

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

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

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

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

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

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

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

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

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

DTX. The Project also complies with California Public Resources Code Section 5027.1(a) and California Streets and Highways Code Sections 2704.04(b) and 30914(c), all of which endorse reconstruction of the new Transit Center on the site of the existing Transbay Terminal and the new Transit Center's accommodation of a Caltrain extension and high speed passenger rail line. Copies of the referenced legislation are on file with the Clerk of the Board in File Nos. 101429 and 101430.

In Motion No. 16773, the City's Planning Commission adopted findings certifying the Project's Final EIS/EIR and recognized that the Project is necessary and beneficial to the public for improvement of regional transit services and replacement of the existing, seismically inadequate Terminal. In Motion No. 04-067, the Board of Supervisors adopted the Planning Commission's findings. In Resolution No. 612-04, the Board of Supervisors adopted environmental findings in relation to the Project. In Ordinance No. 124-05, the Board of Supervisors adopted additional environmental findings as part of its adoption of the Transbay Redevelopment Plan. On November 20, 2010, the Planning Department issued a determination that acquisition of the Property for the Project is consistent with the General Plan and Eight Priority Policies. Copies of the referenced legislation and letter are on file with the Clerk of the Board in File Nos. 101429 and 101430.

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

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

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

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

As set forth in Board of Supervisors Resolution No. 612-04, which authorized the acquisition of property located at 80 Natoma Street by eminent domain, the Project is also planned to minimize private injury through mitigation measures that protect affected property owners and residents. A copy of the resolution is on file with the Clerk of the Board in File Nos. 101429 and 101430, and File No. 41079. The Final EIS/EIR and its addenda describe these measures, which include

specific methods used to calculate fair market value and the provisions of relocation assistance to property owners and tenants. As one such measure, the TJPA has adopted a comprehensive Relocation Assistance Program that provides displaced persons the full assistance available under federal and state law, including the Uniform Relocation Assistance and Real Property Acquisition Policies Act. Copies of materials related to the TJPA's Relocation Assistance Program are on file with the Clerk of the Board in File Nos. 101429 and 101430.

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

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

The Property is one condominium unit in a four story building located on Natoma Street, between First and Second Streets. The building contains more than 19,160 square feet of gross floor area. It has no historic significance. The Property is a 316 square foot commercial condominium unit on the ground floor. The Property is not owner-occupied. The Final EIS/EIR identifies the Property as right of way that the TJPA will need to acquire for construction of the Project. The condominium owners have not disputed the TJPA's need to acquire the condos in the building for the Project.

The TJPA requires the Property for construction of the train box portion of the Transit Center and the DTX tunnel. The DTX tunnel alignment will come into the Transit Center from Second Street, expanding to six tracks as it enters the lower levels of the new Transit Center. The interface between the DTX tunnel and the rail levels to be constructed within the Transit Center will be beneath the 85 Natoma condominium building. Construction of the train box requires demolition of the building. Maps depicting the relationship of the Property to the Program, and to the train box and tunnel in particular, are on file with the Clerk of the Board in File Nos. 101429 and 101430.

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

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

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

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

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

On August 2, 2010, the City and the TJPA jointly offered to purchase 85 Natoma #C1 for \$150,000. The joint offer fully complies with Government Code § 7267.2: it (1) establishes the amount that the agencies believe to be just compensation for the Property, which is not less than the approved appraisals of its fair market value; (2) extends an offer to the owner of record to acquire the Property for the full amount so established; (3) provides an informational pamphlet detailing the process of eminent domain and the owner's rights under the Eminent Domain Law; and (4) provides a sufficiently detailed written statement of, and summary of the basis for, the amounts established as just compensation.

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

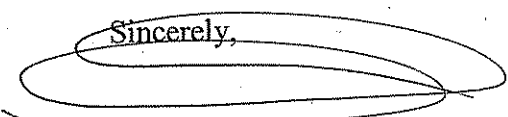
The joint offer to purchase the Property for its full, assessed, fair market value is sufficient for the City to proceed with an action in eminent domain.

Recommendation

On October 14, 2010 the TJPA Board of Directors adopted Resolution No. 10-045, which included the findings that (1) the public interest and necessity require the Transbay Transit Center Program, for which the property located at 85 Natoma Street #C1 is to be taken, (2) the Project is planned to maximize public good and minimize private injury, (3) the Property is necessary for the Project, and (4) the City and the TJPA have made an offer of purchase for the fair market value of the Property as determined by an appraisal. Resolution No. 10-045 urges the San Francisco Board of Supervisors to adopt a Resolution of Necessity as required to condemn the Property on behalf of the TJPA for the Project.

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

Sincerely,


Maria Ayerdi-Kaplan
Executive Director

Enclosure: Materials submitted to Board File Nos. 101429 and 101430

B07005

Real Property Master

Displayed: 11/05/2010

Read Only- Block Lot Roll 2010 RollCde S Secured
 '01 25 APN 3721 118 Year 2010 EvtDate 10/08/1998 Seq 001 VSC ENR 50
 Location 85 NATOMA ST #C1 Typ REG O REG ROLL Date 6/30/2010
 Bill Num Res# A0176
 Owner MARTIN PROPERTIES LLC Not.Date Next
 Care Of % PATRICK MCNERNEY
 Address 54 MINT ST 5FL TransCde PMGT Parcel Management
 CtyStZip SAN FRANCISCO CA 94103 Date 10/08/1998

Status Cde * Taxable NewConst
 Use Code SRES Single Family Residential NC Date Apl#
 Class Code LZ Live/Work Condominium
 Nbrhd Code 09-B Financial District South TempCode
 CPI Factor 2370% TRA 1-016 TempDate
 Tax Rate 1.1640 Acct #
 Appr Id 222 4/28/2006

Last Sale 0
 Base Years 2000 2002 506 Int 480 Penalty 0
 Land 7,243 Improvement 142,781 Total L&I 150,024
 Temp Land 0 Temp Impr 0 Total Temp 0
 Pers Prop 0 Fixtures 0 Exemptions 0
 Remarks SEE NOTES 0 Taxable 150,024

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

Sent via US Mail on November 19, 2010:

Martin Properties, LLC
54 Mint St. 5th Floor
San Francisco, CA 94103

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

NOTICE OF PUBLIC HEARING

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

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

Date: Tuesday, December 7, 2010

Time: 3:00 p.m.

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

Subject: Public Hearing on Adopting Resolution to Acquire Real Property by Eminent Domain: authorize acquisition of real property commonly known as 85 Natoma Street #C1, San Francisco, California (Assessor's Parcel No. Block 3721, Lot 118) by eminent domain for the public purpose of constructing the Transbay Transit Center Program.

Said public hearing will be held to make findings of whether the public interest and necessity require the City and County of San Francisco to acquire, by eminent domain, the following real property on behalf of the Transbay Joint Powers Authority (TJPA): fee ownership of the real property commonly known as 85 Natoma Street #C1, San Francisco, California (Assessor's Parcel No. Block 3721, Lot 118) (Property), by eminent domain, for the public purpose of constructing the Transbay Transit Center Program (Project); adopting environmental findings under the California Environmental Quality Act (CEQA), CEQA Guidelines, and Administrative Code Chapter 31; and adopting findings of consistency with the General Plan and City Planning Code Section 101.1. A description of the Property is set forth in **Schedule 1**, available in the official file for review in the Office of the Clerk of the Board.

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

Owners of the property who have been notified of such public hearing and who, within fifteen (15) days after the mailing of such notice, have filed a written request to do so, may

appear and be heard at the public hearing. The Board, at its discretion, need not give an opportunity to any other person to appear and be heard.

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

At the close of the public hearing, a vote will be made on a resolution entitled **“Resolution authorizing the acquisition of real property commonly known as 85 Natoma Street #C1, San Francisco, California (Assessor’s Parcel No. Block 3721, Lot 118) by eminent domain for the public purpose of constructing the Transbay Transit Center Program; adopting environmental findings under the California Environmental Quality Act (CEQA), CEQA Guidelines, and Administrative Code Chapter 31; and adopting findings of consistency with the General Plan and City Planning Code Section 101.1.”**

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

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

SCHEDULE 1

Legal description for the fee simple interest in real property commonly known as 85 Natoma Street #C1, San Francisco, California (Assessor's Parcel No. Block 3721, Lot 118)

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF SAN FRANCISCO, COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

Parcel I:

Condominium Unit No. C1, Lot No. 118, as shown upon the Condominium Map and Diagrammatic Floor Plan Entitled, "Map of 85 Natoma Street, a Live/Work Condominium Project, Being a Subdivision of Lot 90 as shown on that certain Parcel Map filed June 24, 1998, in Book 43 of Parcel Maps, at Page 181, being a portion of Assessor's Block 3721, San Francisco, California", which Map was filed for record in the Office of the Recorder of the City and County of San Francisco, State of California, on December 18th, 2000, in Book 66 of Maps, at Pages 18 to 22, inclusive, (referred to herein as "the Map") and as further defined in the Declaration of Covenants, Conditions and Restrictions recorded on April 9th, 2001, in Book H862, Page 70 of Official Records of the City and County of San Francisco, State of California (referred to herein as "the Declaration".)

Excepting therefrom any portion of the Common Area lying within said Unit.

Excepting therefrom:

- (A) Easements through said Unit, appurtenant to the Common Area and all other Units, for support and repair of the Common Area and all other Units.
- (B) Easements, appurtenant to the Common Area, for encroachment upon the air space of the Unit by those portions of the Common Area located within the Unit.

Parcel II:

An undivided 1.89% interest in and to the Common Area, as shown and defined on the Map, excepting therefrom the following:

- (A) Exclusive easements, other than Parcel III, as designated on the Map and reserved to Units for use as designated in the Declaration; and
- (B) Non-exclusive easements, appurtenant to all Units, for ingress and egress, support, repair and maintenance.

Parcel III:

- (A) The exclusive easement to use Deck Area designated N/A, on the Map;
- (B) The exclusive easement to use Parking Area designated N/A, on the Map.

Parcel IV:

A non-exclusive easement, appurtenant to Parcel I, above, for support, repair and maintenance, and for ingress and egress through the Common Area.

Parcel V:

Encroachment easements, appurtenant to the Unit, in accordance with the provisions of the Declaration.

APN: Lot 118, Block 3721 (85 Natoma #C1)

OFFER LETTER



Amy L. Brown
Director of Real Estate



August 2, 2010

Via Certified Mail

Martin Properties, LLC
54 Mint St. 5th Floor
San Francisco, CA 94103

Re: 85 Natoma Street #C1 (Block 3721, Lot 118): Offer to Purchase

Dear Martin Properties, LLC:

This letter constitutes a joint offer by the City and County of San Francisco ("City") and the Transbay Joint Powers Authority (TJPA) to purchase 85 Natoma Street #C1 (Block 3721, Lot 118) (the "Property") from Martin Properties, LLC for One Hundred Fifty Thousand Dollars (\$150,000) for the unencumbered fee simple interest in the Property.

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

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

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

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

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

F:\Managers\Admin JU\85 Natoma #C1.doc

Office of the Director of Real Estate • 25 Van Ness Avenue, Suite 400 • San Francisco, CA 94102
(415) 554-9850 • FAX: (415) 552-9216

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

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

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

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

Very truly yours,

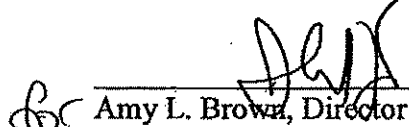
TRANSBAY JOINT POWERS AUTHORITY



Robert Beck, PE, Senior Program Manager

Date: 8/2/10

CITY AND COUNTY OF SAN FRANCISCO,
DEPARTMENT OF REAL ESTATE



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

Date: 8/2/10

Enclosures

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

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

PROPERTY DESCRIPTION



CHICAGO TITLE COMPANY

PRELIMINARY REPORT

*In response to the application for a policy of title insurance referenced herein, **Chicago Title Company** hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception herein or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.*

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said Policy or Policies are set forth in Attachment One. Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Attachment One. Copies of the Policy forms should be read. They are available from the office which issued this report.

This report (and any supplements or amendments hereto) is issued solely for the purpose of facilitating the issuance of a policy of title insurance and no liability is assumed hereby. If it is desired that liability be assumed prior to the issuance of a policy of title insurance, a Binder or Commitment should be requested.

The Policy(s) of title insurance to be issued hereunder will be policy(s) of Chicago Title Insurance Company, a Missouri corporation.

Please read the exceptions shown or referred to herein and the exceptions and exclusions set forth in Attachment One of this report carefully. The exceptions and exclusions are meant to provide you with notice of matters which are not covered under the terms of the title insurance policy and should be carefully considered.

It is important to note that this preliminary report is not a written representation as to the condition of title and may not list all liens, defects and encumbrances affecting title to the land.



Chicago Title Company

BY

[Signature] President

ATTEST

[Signature] Secretary



Chicago Title Company

2150 John Glenn Drive, Suite 300 • Concord, CA 94520
925 288-8000 • FAX 925 288-6415

PRELIMINARY REPORT

Amended

Title Officer: Meg Bertini

Title No.: 05-36901760-A-MB

Locate No.: CACTI7738-7738-2369-0036901760

Escrow No.: 160251227/Transbay

TO: Chicago Title Company-San Francisco
388 Market Street, Suite 1300
San Francisco, CA 94111

ATTN: Sue Trowbridge
YOUR REFERENCE: 160251227/Transbay

SHORT TERM RATE: Yes

PROPERTY ADDRESS: 85 Natoma Street # C1, San Francisco, California

EFFECTIVE DATE: May 30, 2007, 05:00 P.M.

The form of Policy or Policies of title insurance contemplated by this report is:

ALTA Owner's Policy (10/17/92)

1. THE ESTATE OR INTEREST IN THE LAND HEREINAFTER DESCRIBED OR REFERRED TO COVERED BY THIS REPORT IS:

A CONDOMINIUM, as defined in Sections 783 & 1351(f) of the California Civil Code, in fee
2. TITLE TO SAID ESTATE OR INTEREST AT THE DATE HEREOF IS VESTED IN:

Martin Properties, LLC, a California limited liability company
3. THE LAND REFERRED TO IN THIS REPORT IS DESCRIBED AS FOLLOWS:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

BW\KH 12/01/2005

LEGAL DESCRIPTION

EXHIBIT "A"

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF SAN FRANCISCO, COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

Parcel I:

Condominium Unit No. C1, Lot No. 118, as shown upon the Condominium Map and Diagrammatic Floor Plan Entitled, "Map of 85 Natoma Street, a Live/Work Condominium Project, Being a Subdivision of Lot 90 as shown on that certain Parcel Map filed June 24, 1998, in Book 43 of Parcel Maps, at Page 181, being a portion of Assessor's Block 3721, San Francisco, California", which Map was filed for record in the Office of the Recorder of the City and County of San Francisco, State of California, on December 18th, 2000, in Book 66 of Maps, at Pages 18 to 22, inclusive, (referred to herein as "the Map") and as further defined in the Declaration of Covenants, Conditions and Restrictions recorded on April 9th, 2001, in Book H862, Page 70 of Official Records of the City and County of San Francisco, State of California (referred to herein as "the Declaration".)

Excepting therefrom any portion of the Common Area lying within said Unit.

Excepting therefrom:

(A) Easements through said Unit, appurtenant to the Common Area and all other Units, for support and repair of the Common Area and all other Units.

(B) Easements, appurtenant to the Common Area, for encroachment upon the air space of the Unit by those portions of the Common Area located within the Unit.

Parcel II:

An undivided 1.89% interest in and to the Common Area, as shown and defined on the Map, excepting therefrom the following:

(A) Exclusive easements, other than Parcel III, as designated on the Map and reserved to Units for use as designated in the Declaration; and

(B) Non-exclusive easements, appurtenant to all Units, for ingress and egress, support, repair and maintenance.

Parcel III:

(A) The exclusive easement to use Deck Area designated N/A, on the Map;

(B) The exclusive easement to use Parking Area designated N/A, on the Map.

Parcel IV:

A non-exclusive easement, appurtenant to Parcel I, above, for support, repair and maintenance, and for ingress and egress through the Common Area.

Parcel V:

Encroachment easements, appurtenant to the Unit, in accordance with the provisions of the Declaration.

APN: Lot 118, Block 3721

AT THE DATE HEREOF, ITEMS TO BE CONSIDERED AND EXCEPTIONS TO COVERAGE IN ADDITION TO THE PRINTED EXCEPTIONS AND EXCLUSIONS IN SAID POLICY FORM WOULD BE AS FOLLOWS:

1. **Property taxes**, which are a lien not yet due and payable, including any assessments collected with taxes to be levied for the fiscal year 2007-2008.
2. **The lien of supplemental taxes**, if any, assessed pursuant to the provisions of Chapter 3.5 (Commencing with Section 75) of the Revenue and Taxation code of the State of California.
3. **The herein described property** lies within the boundaries of a Mello-Roos Community Facilities District ("CFD"), as follows:

CFD No: 90-1
For: School Facility Repair and Maintenance
Disclosed by: Notice of Special Tax Lien recorded July 5, 1990 in Book F160, Page 1044 and by Supplemental Notice of Special Tax Lien recorded July 11, 1990, in Book F165, Page 1 et. seq., Official Records of the City and County of San Francisco

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

Further information may be obtained by contacting:

San Francisco Unified School District
Office of the Superintendent for Business
135 Van Ness Ave.
San Francisco, CA 94102
Phone (415) 241-6024

4. **Notice of Special Restrictions** under the City Planning Code of the City and County of San Francisco upon the terms and conditions contained therein

Recorded: October 8, 1998, Instrument No. 98-G447785-00, Reel H237, Image 624, of Official Records

Reference is made to said document for full particulars.

5. **Matters** contained in that certain document entitled "Property Line Window Agreement" dated October 6, 1998, executed by Martin Properties LLC recorded October 8, 1998, Instrument No. 98-G447787-00, Reel H237, Image 626, of Official Records, which document, among other things, contains or provides for: That the proposed openings along the northeast property line will be protected or closed with approved windows or wall construction in the event that the adjoining property is improved in such a manner that the openings no longer comply with Sec. 504 (D) of the San Francisco Building Code:

Reference is hereby made to said document for full particulars.

6. **Matters** contained in that certain document entitled "Easement Agreement" dated October 25, 2000, executed by and between Maritn Properties LLC, a California limited liability company (MPLLC recorded November 6, 2000, Instrument No. 2000-G860199-00, Reel H758, Image 426, of Official Records:

Reference is hereby made to said document for full particulars.

7. **The matters** set forth in the document shown below which, among other things, contains or provides for: certain easements; liens and the subordination thereof; provisions relating to partition; restrictions on severability of component parts; and covenants, conditions and restrictions, but omitting any covenant or restriction, if any, based on race, color, religion, sex, handicap, familial status or national origin as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law.

Entitled: Declaration of Covenants, Conditions and Restrictions Establishing a Plan for Condominium Ownership of 85 Natoma Street
Recorded: April 9, 2001, Instrument No. 2001-G928081-00, Reel H862; Image 70, of Official Records

If you should request a copy of the document referred to above, the California Government Code Section 12956.1 requires that a county recorder, title insurance company, escrow company, real estate broker, real estate agent, or association that provides a copy of a declaration, governing document, or deed to any person shall place a cover page or stamp on the first page of the previously recorded document or documents stating, in at least 14-point boldface type, the following:

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

Said covenants, conditions and restrictions provide that a violation thereof shall not defeat the lien of any mortgage or deed of trust made in good faith and for value.

8. **Liens and charges** for upkeep and maintenance as set forth in the above mentioned declaration, payable to 85 Natoma Street Owners' Association.

9. **A deed of trust** to secure an indebtedness in the amount shown below, and any other obligations secured thereby

Amount: \$3,900,000.00
Dated: December 30, 2000
Trustor: Martin Properties, LLC, a California limited liability company
Trustee: Old Republic Title Company, a California corporation
Beneficiary: City National Bank, a national banking association
Address: 9701 Wilshire Boulevard, Suite 600
Beverly Hills, CA 90212
Loan No.: 03013
Recorded: January 26, 2001, Instrument No. 2001-G895708-00, Reel H812, Image 349, of Official Records

Said document is entitled, "Construction Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing".

This Amended and Restated Construction Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing supersedes the original Trust Deed in its entirety.

Affects: The herein described land and other land.

10. **The fact** that said land is included within a project area of the Redevelopment Agency shown below, and that proceedings for the redevelopment of said project have been instituted under the Redevelopment Law (such redevelopment to proceed only after the adoption of the redevelopment plan) as disclosed by a document.

Redevelopment Agency: Transbay Redevelopment Project Area
Recorded: August 4, 2006, Instrument No. 2006-I224836, Book J197, Page 575, of Official Records

11. **Covenants, conditions and restrictions** in the declaration of restrictions but omitting any covenants or restrictions, if any, including, but not limited to those based upon race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law.

Recorded: August 4, 2006, Instrument No. 2006-I224839, Book J197, Page 578, of Official Records

12. **Any rights of the parties in possession** of a portion of, or all of, said land, which rights are not disclosed by the public record.

This Company will require, for review, a full and complete copy of any unrecorded agreement, contract, license and/or lease, together with all supplements, assignments and amendments thereto, before issuing any policy of title insurance without excepting this item from coverage. The Company reserves the right to except additional items and/or make additional requirements after reviewing said documents.

- 13. Before issuing its policy of title insurance**, this Company will require for review, the following documents from the Limited Liability Company named below.

Limited Liability Company: Martin Properties, LLC, a California limited liability company

- (a) A copy of its operating agreement and any and all amendments, supplements and/or modifications thereto, certified by the appropriate manager or member.
- (b) Confirmation that its Articles of Organization (LLC-1), and Certificate of Amendment (LLC-2), any restated Articles of Organization (LLC-10) and/or Certificate of Correction (LLC-11) have been filed with the Secretary of State.
- (c) If the Limited Liability Company is member-managed a full and complete current list of members certified by the appropriate manager or member.
- (d) If the Limited Liability Company was formed in a foreign jurisdiction, evidence satisfactory to the Company, that it was validly formed, is in good standing and authorized to do business in the state of origin.
- (e) If the Limited Liability Company was formed in a foreign jurisdiction, evidence satisfactory to the Company, that it has complied with California "doing business" laws, if applicable.

After review of the requested documents, the Company reserves the right to add additional items or make additional requirements prior to the issuance of any policy of title insurance.

BWII/kh
12/01/05
Meg Update 6/8/2007

END OF ITEMS

- Note 1.** The name(s) of the buyer(s) furnished with this application for Title Insurance is/are:

Trans Bay Powers LLC

If these names are incorrect, incomplete or misspelled, please notify the Company.

- Note 2.** Property taxes for the fiscal year shown below are PAID. For proration purposes the amounts are:

Tax Identification No.:	Lot 118, Block 3721
Fiscal Year:	2006 - 207
1st Installment:	\$820.30
2nd Installment:	\$820.30
Exemption:	None
Land:	\$6,843.00
Improvements:	\$134,868.00
Personal Property:	\$0.00

Note 3. The Company is not aware of any matters which would cause it to decline to attach the CLTA Endorsement Form 116.2 indicating that the land includes a condominium designated as Commercial Condominium Unit No. C1 and known as 85 Natoma Street, San Francisco, California to an Extended Coverage Policy.

Note 4. There are NO deeds affecting said land, recorded within twenty-four (24) months of the date of this report.

Note 5. Effective October 17, 1994 consider City of San Francisco Transfer Tax
\$100 to \$250,000 at \$2.50 per \$500 (\$5.00 per thousand)
\$250,000 to \$1,000,000 per \$500 (\$6.80 per thousand)
\$1,000,000 or more \$3.75 per \$500 (\$7.50 per thousand)

NOTE: These rates are for documents recorded on or after October 17, 1994, regardless of when the instrument was executed.

Note 6. Section 12413.1, California Insurance Code became effective January 1, 1990. This legislation deals with the disbursement of funds deposited with any title entity acting in an escrow or subescrow capacity. The law requires that all funds be deposited and collected by the title entity's escrow and/or subescrow account prior to disbursement of any funds. Some methods of funding may subject funds to a holding period which must expire before any funds may be disbursed. In order to avoid any such delays, all funding should be done through wire transfer, certified check or checks drawn on California financial institutions.

Note 7. The charge where an order is canceled after the issuance of the report of title, will be that amount which in the opinion of the Company is proper compensation for the services rendered or the purpose for which the report is used, but in no event shall said charge be less than the minimum amount required under Section 12404.1 of the Insurance Code of the State of California. If the report cannot be canceled "no fee" pursuant to the provisions of said Insurance Code, then the minimum cancellation fee shall be that permitted by law.

Note 8. California Revenue and Taxation Code Section 18662, effective January 1, 1994 and by amendment effective January 1, 2003, provides that the buyer in all sales of California Real Estate may be required to withhold 3 and 1/3% of the total sales price as California State Income Tax, subject to the various provisions of the law as therein contained.

END OF NOTES

ATTACHMENT ONE

AMERICAN LAND TITLE ASSOCIATION RESIDENTIAL TITLE INSURANCE POLICY (6-1-87) EXCLUSIONS

In addition to the Exceptions in Schedule B, you are not insured against loss, costs, attorneys' fees, and expenses resulting from:

1. Governmental police power, and the existence or violation of any law or government regulation. This includes building and zoning ordinances and also laws and regulations concerning:
 - land use
 - improvements on the land
 - land division
 - environmental protectionThis exclusion does not apply to violations or the enforcement of these matters which appear in the public records at policy date. This exclusion does not limit the zoning coverage described in Items 12 and 13 of Covered Title Risks.
2. The right to take the land by condemning it, unless:
 - a notice of exercising the right appears in the public records on the Policy Date
 - the taking happened prior to the Policy Date and is binding on you if you bought the land without knowledge of the taking

In addition to the Exclusions, you are not insured against loss, costs, attorneys' fees, and the expenses resulting from:

1. Any rights, interests, or claims of parties in possession of the land not shown by the public records.
2. Any easements or liens not shown by the public records. This does not limit the lien coverage in Item 8 of Covered Title Risks.

3. Title Risks:
 - that are created, allowed, or agreed to by you
 - that are known to you, but not to us, on the Policy Date-unless they appeared in the public records
 - that result in no loss to you
 - that first affect your title after the Policy Date - this does not limit the labor and material lien coverage in Item 8 of Covered Title Risks
4. Failure to pay value for your title.
5. Lack of a right:
 - to any land outside the area specifically described and referred to in Item 3 of Schedule A
 - or
 - in streets, alleys, or waterways that touch your landThis exclusion does not limit the access coverage in Item 5 of Covered Title Risks.

3. Any facts about the land which a correct survey would disclose and which are not shown by the public records. This does not limit the forced removal coverage in item 12 of Covered Title Risks.
4. Any water rights or claims or title to water in or under the land, whether or not shown by the public records.

CALIFORNIA LAND TITLE ASSOCIATION STANDARD COVERAGE POLICY - 1990 EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims, or other matters:
 - (a) whether or not recorded in the public records at Date of Policy, but created, suffered, assumed or agreed to by the insured claimant;
 - (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
 - (c) resulting in no loss or damage to the insured claimant;
 - (d) attaching or created subsequent to Date of Policy; or
 - (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage or for the estate or interest insured by this policy.
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with the applicable doing business laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage and is based upon usury or any consumer credit protection or truth in lending law.
6. Any claim, which arises out of the transaction vesting in the insured the estate or interest insured by this policy or the transaction creating the interest of the insured lender, by reason of the operation of federal bankruptcy, state insolvency or similar creditors' rights laws.

SCHEDULE B, PART I EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

PART I

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records. Proceedings by a public agency which may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests or claims which are not shown by the public records but which could be ascertained by an inspection of the land or which may be asserted by persons in possession thereof.
3. Easements, liens or encumbrances, or claims thereof, which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the public records.

**ATTACHMENT ONE
(CONTINUED)**

**AMERICAN LAND TITLE ASSOCIATION LOAN POLICY (10-17-92)
WITH A.L.T.A. ENDORSEMENT FORM 1 COVERAGE
EXCLUSIONS FROM COVERAGE**

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims, or other matters:
(a) created, suffered, assumed or agreed to by the insured claimant;
(b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
(c) resulting in no loss or damage to the insured claimant;
(d) attaching or created subsequent to Date of Policy (except to the extent that this policy insures the priority of the lien of the insured mortgage over any statutory lien for services, labor or material or to the extent insurance is afforded herein as to assessments for street improvements under construction or completed at Date of Policy); or
- (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage.
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with applicable doing business laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage and is based upon usury or any consumer credit protection or truth in lending law.
6. Any statutory lien for services, labor or materials (or the claim of priority of any statutory lien for services, labor or materials over the lien of the insured mortgage) arising from an improvement or work related to the land which is contracted for and commenced subsequent to Date of Policy and is not financed in whole or in part by proceeds of the indebtedness secured by the insured mortgage which at Date of Policy the insured has advanced or is obligated to advance.
7. Any claim, which arises out of the transaction creating the interest of the mortgage insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that is based on:
(i) the transaction creating the interest of the insured mortgagee being deemed a fraudulent conveyance or fraudulent transfer; or
(ii) the subordination of the interest of the insured mortgagee as a result of the application of the doctrine of equitable subordination; or
(iii) the transaction creating the interest of the insured mortgagee being deemed a preferential transfer except where the preferential transfer results from the failure:
(a) to timely record the instrument of transfer; or
(b) of such recordation to impart notice to a purchaser for value or a judgement or lien creditor.

**AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY (10-17-92)
EXCLUSIONS FROM COVERAGE**

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims, or other matters:
(a) created, suffered, assumed or agreed to by the insured claimant;
(b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
(c) resulting in no loss or damage to the insured claimant;
(d) attaching or created subsequent to Date of Policy, or
(e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the estate or interest insured by this policy.
4. Any claim, which arises out of the transaction vesting in the insured the estate or interest insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that is based on:
(i) the transaction creating the estate or interest insured by this policy being deemed a fraudulent conveyance or fraudulent transfer; or
(ii) the transaction creating the estate or interest insured by this policy being deemed a preferential transfer except where the preferential transfer results from the failure:
(a) to timely record the instrument of transfer; or
(b) of such recordation to impart notice to a purchaser for value or a judgement or lien creditor.

The above ALTA policy forms, dated 10-17-92, may be issued to afford either Standard Coverage or Extended Coverage. In addition to the above Exclusions from Coverage, the Exceptions from Coverage in a Standard Coverage policy will also include the following General Exceptions:

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records. Proceedings by a public agency which may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests or claims which are not shown by the public records but which could be ascertained by an inspection of the land or which may be asserted by persons in possession thereof.
3. Easements, liens or encumbrances, or claims thereof, which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b) or (c) are shown by the public records.

**ATTACHMENT ONE
(CONTINUED)**

**CLTA HOMEOWNER'S POLICY OF TITLE INSURANCE (10-22-03)
ALTA HOMEOWNER'S POLICY OF TITLE INSURANCE (10-22-03)
EXCLUSIONS**

In addition to the Exceptions in Schedule B, You are not insured against loss, costs, attorneys' fees, and expenses resulting from:

1. Governmental police power, and the existence or violation of any law or government regulation. This includes ordinances, laws and regulations concerning:
 - a. building
 - b. zoning
 - c. Land use
 - d. improvements on Land
 - e. Land division
 - f. environmental protection
 2. The failure of Your existing structures, or any part of them, to be constructed in accordance with applicable building codes. This Exclusion does not apply to violations of building codes if notice of the violation appears in the Public Records at the Policy Date.
 3. The right to take the Land by condemning it, unless:
 - a. notice of exercising the right appears in the Public Records at the Policy Date; or
 - b. the taking happened before the Policy Date and is binding on You if You bought the Land without Knowing of the taking.
 4. Risks:
 - a. that are created, allowed, or agreed to by You, whether or not they appear in the Public Records;
 - b. that are Known to You at the Policy Date, but not to Us, unless they appear in the Public Records at the Policy Date;
 - c. that result in no loss to You; or
 - d. that first occur after the Policy Date -- this does not limit the coverage described in Covered Risk 7, 8.d, 22, 23, 24 or 25.
 5. Failure to pay value for Your Title.
 6. Lack of a right:
 - a. to any Land outside the area specifically described and referred to in paragraph 3 of Schedule A; and
 - b. in streets, alleys, or waterways that touch the Land.
- This Exclusion does not limit the coverage described in Covered Risk 11 or 18.

LIMITATIONS ON COVERED RISKS

Your insurance for the following Covered Risks is limited on the Owner's Coverage Statement as follows:

- For Covered Risk 14, 15, 16 and 18, Your Deductible Amount and Our Maximum Dollar Limit of Liability shown in Schedule A.

The deductible amounts and maximum dollar limits shown on Schedule A are as follows:

	<u>Your Deductible Amount</u>	<u>Our Maximum Dollar Limit of Liability</u>
Covered Risk 14:	1.00% of Policy Amount or \$ 2,500.00 (whichever is less)	\$ 10,000.00
Covered Risk 15:	1.00% of Policy Amount or \$ 5,000.00 (whichever is less)	\$ 25,000.00
Covered Risk 16:	1.00% of Policy Amount or \$ 5,000.00 (whichever is less)	\$ 25,000.00
Covered Risk 18:	1.00% of Policy Amount or \$ 2,500.00 (whichever is less)	\$ 5,000.00

**ALTA EXPANDED COVERAGE RESIDENTIAL LOAN POLICY (10/13/01)
EXCLUSIONS FROM COVERAGE**

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the Land, (ii) the character, dimensions or location of any improvements now or hereafter erected on the Land, (iii) a separation in ownership or a change in the dimensions or areas of the Land or any parcel of which the Land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the Land has been recorded in the Public Records at Date of Policy. This exclusion does not limit the coverage provided under Covered Risks 12, 13, 14, and 16 of this policy.
- (b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the Land has been recorded in the Public Records at Date of Policy. This exclusion does not limit the coverage provided under Covered Risks 12, 13, 14, and 16 of this policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the Public Records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without Knowledge.
3. Defects, liens, encumbrances, adverse claims or other matters:
 - (a) created, suffered, assumed or agreed to by the Insured Claimant;
 - (b) not Known to the Company, not recorded in the Public Records at Date of Policy, but Known to the Insured Claimant and not disclosed in writing to the Company by the Insured Claimant prior to the date the Insured Claimant became an Insured under this policy;
 - (c) resulting in no loss damage to the Insured Claimant;
 - (d) attaching or created subsequent to Date of Policy (this paragraph does not limit the coverage provided under Covered Risks 8, 16, 18, 19, 20, 21, 22, 23, 24, 25 and 26); or
 - (e) resulting in loss or damage which would not have been sustained if the Insured Claimant had paid value for the Insured Mortgage.
4. Unenforceability of the lien of the Insured Mortgage because of the inability or failure of the Insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with applicable doing business laws of the state in which the Land is situated.
5. Invalidity or unenforceability of the lien of the Insured Mortgage, or claim thereof, which arises out of the transaction evidenced by the Insured Mortgage and is based upon usury, except as provided in Covered Risk 27, or any consumer credit protection or truth in lending law.
6. Real property taxes or assessments of any governmental authority which become a lien on the Land subsequent to Date of Policy. This exclusion does not limit the coverage provided under Covered Risks 7, 8(e) and 26.
7. Any claim of invalidity, unenforceability or lack of priority of the lien of the Insured Mortgage as to advances or modifications made after the Insured has Knowledge that the vestee shown in Schedule A is no longer the owner of the estate or interest covered by this policy. This exclusion does not limit the coverage provided in Covered Risk 8.
8. Lack of priority of the lien of the Insured Mortgage as to each and every advance made after Date of Policy, and all interest charged thereon, over liens, encumbrances and other matters affecting the title, the existence of which are Known to the Insured at:
 - (a) The time of the advance; or
 - (b) The time a modification is made to the terms of the Insured Mortgage which changes the rate of interest charged, if the rate of interest is greater as a result of the modification than it would have been before the modification. This exclusion does not limit the coverage provided in Covered Risk 8.
9. The failure of the residential structure, or any portion thereof to have been constructed before, on or after Date of Policy in accordance with applicable building codes. This exclusion does not apply to violations of building codes if notice of the violation appears in the Public Records at Date of Policy.

Fidelity National Title Group of Companies' Privacy Statement

July 1, 2001

We recognize and respect the privacy expectations of today's consumers and the requirements of applicable federal and state privacy laws. We believe that making you aware of how we use your non-public personal information ("Personal Information"), and to whom it is disclosed, will form the basis for a relationship of trust between us and the public that we serve. This Privacy Statement provides that explanation. We reserve the right to change this Privacy Statement from time to time consistent with applicable privacy laws.

In the course of our business, we may collect Personal Information about you from the following sources:

- From applications or other forms we receive from you or your authorized representative;
- From your transactions with, or from the services being performed by, us, our affiliates, or others;
- From our internet web sites;
- From the public records maintained by governmental entities that we either obtain directly from those entities, or from our affiliates or others; and
- From consumer or other reporting agencies.

Our Policies Regarding the Protection of the Confidentiality and Security of Your Personal Information

We maintain physical, electronic and procedural safeguards to protect your Personal Information from unauthorized access or intrusion. We limit access to the Personal Information only to those employees who need such access in connection with providing products or services to you or for other legitimate business purposes.

Our Policies and Practices Regarding the Sharing of Your Personal Information

We may share your Personal Information with our affiliates, such as insurance companies, agents, and other real estate settlement service providers. We also may disclose your Personal Information:

- to agents, brokers or representatives to provide you with services you have requested;
- to third-party contractors or service providers who provide services or perform marketing or other functions on our behalf; and
- to others with whom we enter into joint marketing agreements for products or services that we believe you may find of interest.

In addition, we will disclose your Personal Information when you direct or give us permission, when we are required by law to do so, or when we suspect fraudulent or criminal activities. We also may disclose your Personal Information when otherwise permitted by applicable privacy laws such as, for example, when disclosure is needed to enforce our rights arising out of any agreement, transaction or relationship with you.

One of the important responsibilities of some of our affiliated companies is to record documents in the public domain. Such documents may contain your Personal Information.

Right to Access Your Personal Information and Ability to Correct Errors or Request Changes or Deletion

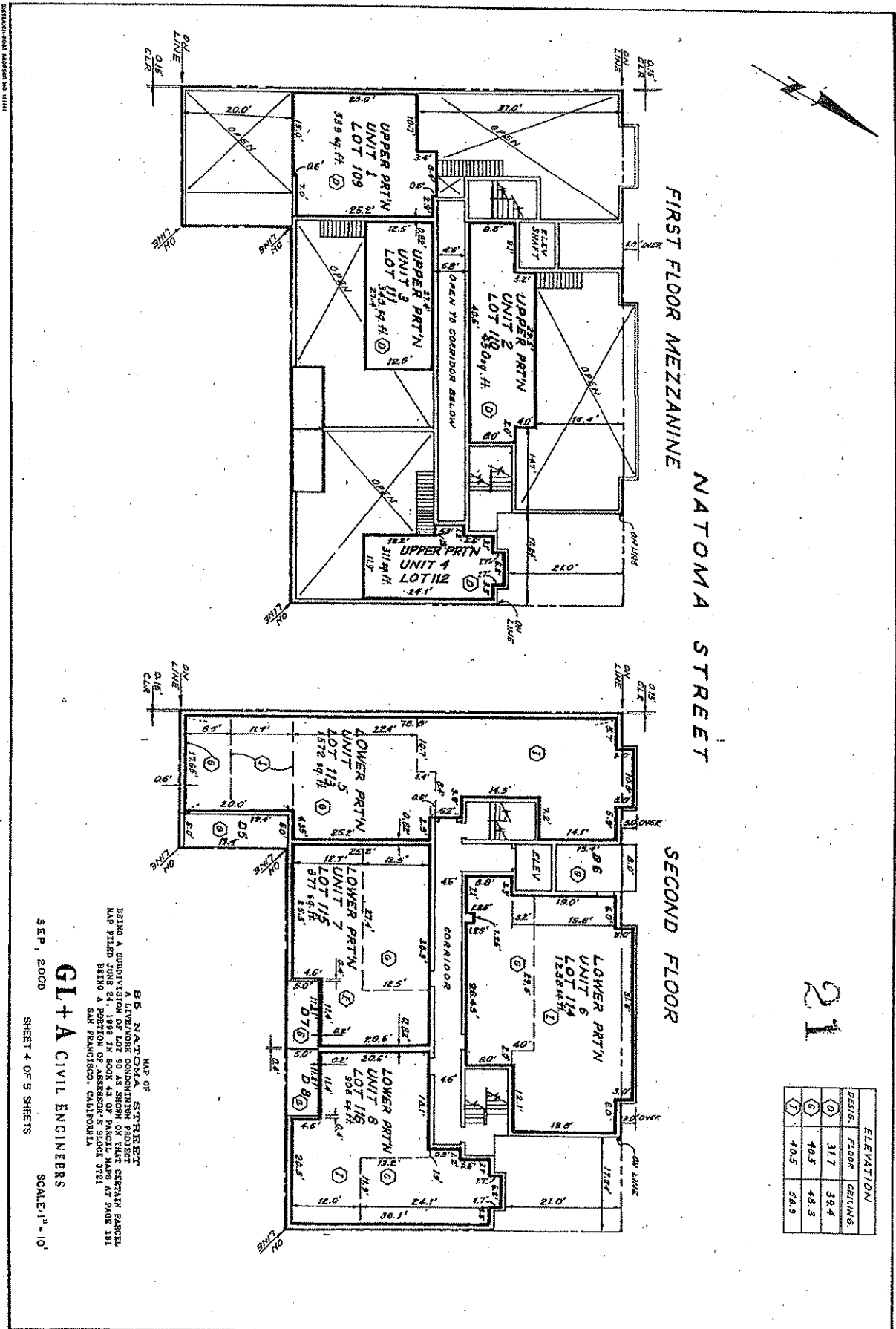
Certain states afford you the right to access your Personal Information and, under certain circumstances, to find out to whom your Personal Information has been disclosed. Also, certain states afford you the right to request correction, amendment or deletion of your Personal Information. We reserve the right, where permitted by law, to charge a reasonable fee to cover the costs incurred in responding to such requests.

All requests must be made in writing to the following address:

Fidelity National Title Group, Inc.
Privacy Compliance Officer
601 Riverside Avenue
Jacksonville, FL 32204

Multiple Products or Services

If we provide you with more than one financial product or service, you may receive more than one privacy notice from us. We apologize for any inconvenience this may cause you.



FIRST FLOOR MEZZANINE
NATOMA STREET

SECOND FLOOR

21

ELEVATION	
DESIG.	FLOOR / CEILING
①	31.7 / 39.4
②	40.2 / 48.3
③	40.5 / 58.9

MAP OF
 88 NATOMA STREET
 A LIVE/WORK CONDOMINIUM PROJECT
 BEING A SUBDIVISION OF LOT 50 AS SHOWN ON THE CERTAIN PARCEL
 MAP FILED BEING A PORTION OF RECORD MAP 5722 IN BOOK 181
 SAN FRANCISCO, CALIFORNIA

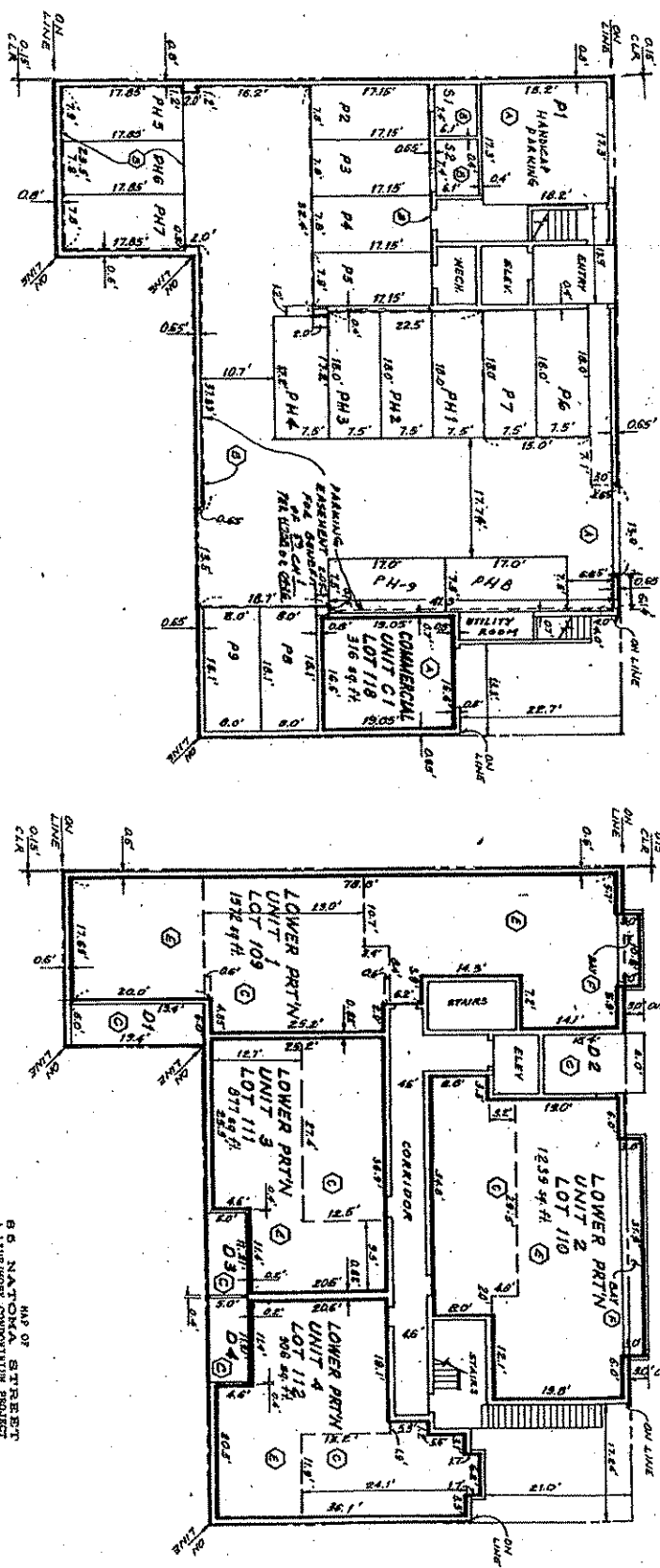
GL+A CIVIL ENGINEERS
 SEP, 2000
 SHEET 4 OF 5 SHEETS
 SCALE 1" = 10'



GROUND FLOOR

NATOMA STREET

FIRST FLOOR



ELEVATION	
02318	FLOOR CEILING
1	12.2 217
2	15.4 217
3	23.0 208
4	25.0 384
5	25.0 384

20

DRAWING NUMBER NO. 11111

86 P. 2000
 SHEET 3 OF 5 SHEETS
 SCALE: 1" = 10'
GL+A CIVIL ENGINEERS
 65 NATOMA STREET
 A LIVE/WORK CONDORINIUM PROJECT
 BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN MAP
 MAP FILED JUNE 24, 1988 IN BOOK 1508, 2ND EDITION, 1988
 BEING A SAN FRANCISCO, CALIFORNIA

OWNER'S STATEMENT

KNOW ALL MEN BY THESE PRESENTS That the undersigned state that they are the only parties having record title interest in the land subdivided and shown enclosed within the distinctive boundary line upon this map and hereby consent to the preparation and reprobation of the map...

On November 7, 2000, before me, Keith D. Sullivan, a Notary Public in and for said County and State, personally appeared James D. Nichols, a competent adult person, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged that by their signature on the instrument...

James D. Nichols, Notary Public in and for said County and State, Commission No. 121148 Expires 3-31-01

OWNER'S ACKNOWLEDGEMENT

State of California County of Santa Clara I, a.s. JAMES D. NICHOLS, do hereby acknowledge that I executed the foregoing instrument as my free and voluntary act and deed...

Notary Public in and for said County and State, personally appeared James D. Nichols, a competent adult person, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument...

TRUSTEE'S ACKNOWLEDGEMENT

State of California County of Santa Clara I, a.s. KEITH D. SULLIVAN, do hereby acknowledge that I executed the foregoing instrument as my free and voluntary act and deed...

TRUSTEE'S ACKNOWLEDGEMENT

State of California County of Santa Clara I, a.s. KEITH D. SULLIVAN, do hereby acknowledge that I executed the foregoing instrument as my free and voluntary act and deed...

Notary Public in and for said County and State, Commission No. 121148 Expires 3-31-01

STATEMENT OF AGREEMENT

Martin Properties, LLC, the undersigned, subdividers of the real property described in the heretofore stated that we have agreed to, and will comply with all the conditions of approval of said map as specified in the resolutions of Planning Commission and the Board of Supervisors...

James D. Nichols, Notary Public in and for said County and State, Commission No. 121148 Expires 3-31-01

ENGINEER'S STATEMENT

I hereby state that during the month of November 1986, a survey authorized by the Owners named herein was made by me or on my behalf in accordance with the provisions of the laws of the State of California...

James E. Smith, City Engineer, Commission No. 121148 Expires 3-31-01

CITY ENGINEER'S STATEMENT

I hereby state that I have examined this map; that the subdivision shown thereon is in accordance with the provisions of the laws of the State of California and that the monuments are of the character and location specified in the map...

Markus L. Kelly, Jr., City Engineer, Commission No. 121148 Expires 3-31-01

APPROVAL

This map is approved this 7th day of November, 2000, by Order No. 172,609 of the Board of Supervisors of the City and County of San Francisco...

APPROVED AS TO FORM

LOUISE BENNETT, City Attorney, County of San Francisco

CERTIFICATE

I, Clerk of the Board of Supervisors of the City and County of San Francisco, State of California, do hereby state that said Board of Supervisors by its Motion File No. 172,609, adopted December 7, 2000, approved this map entitled...

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand and caused the seal of this office to be affixed, this 7th day of November, 2000.

TAX STATEMENT

I, Gloria L. Young, Clerk of the Board of Supervisors of the City and County of San Francisco, State of California, do hereby state that the subdivider has filed a certificate from the Controller of the City and County showing that according to the records of this office there are no taxes on the land shown on this map...

Notary Public in and for said County and State, Commission No. 121148 Expires 3-31-01

RECORDER'S STATEMENT

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

FILED

Not Returnable MAP OF MARTIN PROPERTIES' LIVE/WORK CONDOMINIUM PROJECT BEING A SUBDIVISION OF LOT 50 AS SHOWN ON THAT CERTAIN PARCEL MAP FILED JUNE 24, 1988 IN BOOK 43 OF PARCEL MAPS AT PAGE 181 BEING A PORTION OF ASSESSOR'S BLOCK 3721 SAN FRANCISCO, CALIFORNIA

GL + A CIVIL ENGINEERS

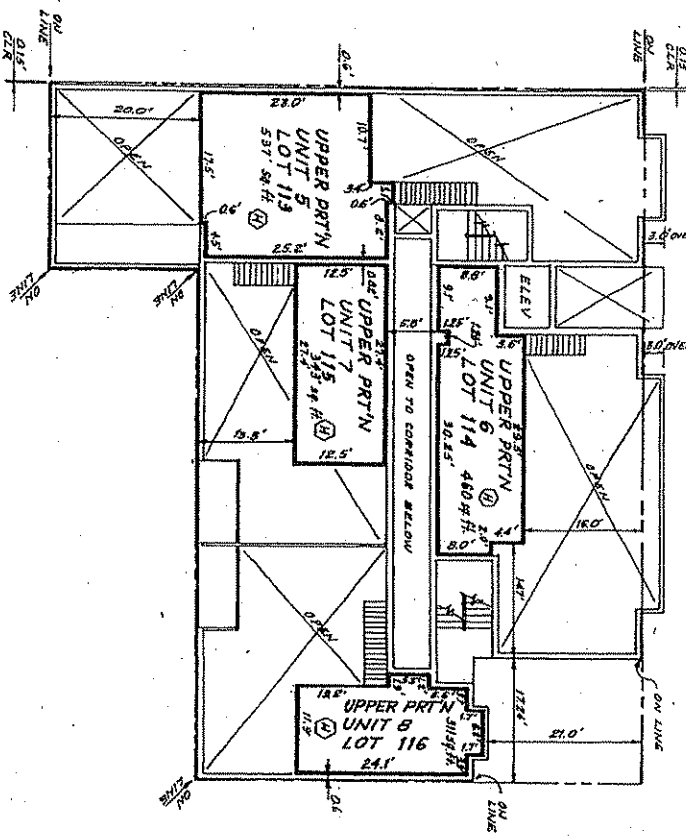
SEP. 2000 SHEET 1 OF 5 SHEETS



Administrative stamp area containing a barcode, recording information, and a 'REEL HY88 IMAGE 0051' label.

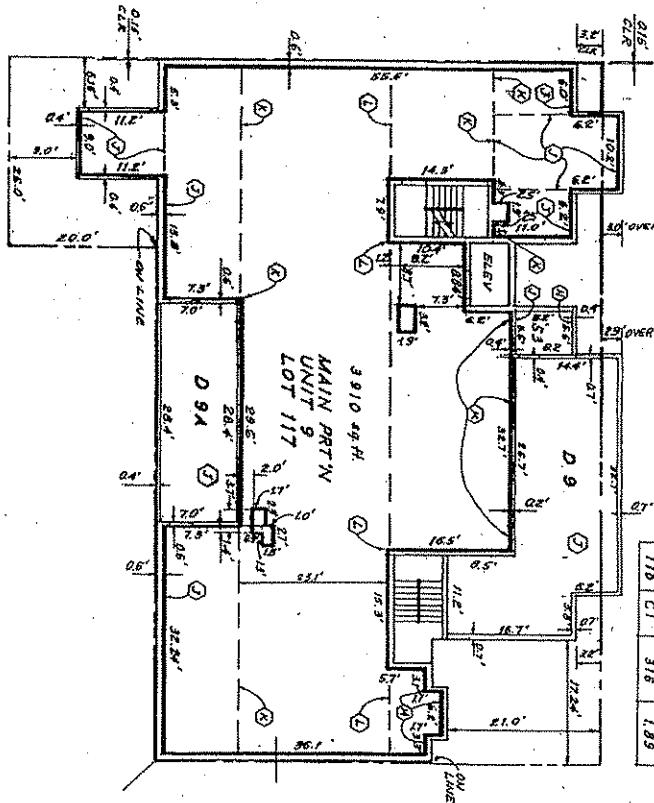


SECOND FLOOR MEZZANINE
NATOMA STREET



22

THIRD FLOOR



ELEVATION	
DESIG.	FLOOR CEILING
(H)	49.2 56.3
(J)	58.0 66.7
(K)	58.0 63.5
(L)	58.0 73.0
(M)	58.0 71.5
(N)	58.0 58.0

LOT NO.	UNIT NO.	SQ. FT.	AREA	PERCENT
108	1	2111	12.64	
110	2	1689	10.11	
111	3	1220	7.30	
112	4	1217	7.29	
113	5	2109	12.62	
114	6	1638	10.16	
115	7	1220	7.30	
116	8	1217	7.29	
117	9	3910	23.40	
118	C1	316	1.89	

GL+A CIVIL ENGINEERS

SEP. 2000 SHEETS 5 OF 5 SHEETS

SCALE: 1" = 10'

MAP OF ST. BERT
A LIVERPOOL CONDORNING PROJECT
BEING A SUBDIVISION OF LOT 90 AS SHOWN ON THAT CERTAIN PARCEL
MAP FILED JUNE 24, 1988 IN BOOK 43 OF PARCEL MAPS AT PAGE 181
DRAIN & SEWER
SAN FRANCISCO, CALIFORNIA

LEGAL DESCRIPTION

EXHIBIT "A"

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF SAN FRANCISCO, COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

Parcel I:

Condominium Unit No. C1, Lot No. 118, as shown upon the Condominium Map and Diagrammatic Floor Plan Entitled, "Map of 85 Natoma Street, a Live/Work Condominium Project, Being a Subdivision of Lot 90 as shown on that certain Parcel Map filed June 24, 1998, in Book 43 of Parcel Maps, at Page 181, being a portion of Assessor's Block 3721, San Francisco, California", which Map was filed for record in the Office of the Recorder of the City and County of San Francisco, State of California, on December 18th, 2000, in Book 66 of Maps, at Pages 18 to 22, inclusive, (referred to herein as "the Map") and as further defined in the Declaration of Covenants, Conditions and Restrictions recorded on April 9th, 2001, in Book H862, Page 70 of Official Records of the City and County of San Francisco, State of California (referred to herein as "the Declaration".)

Excepting therefrom any portion of the Common Area lying within said Unit.

Excepting therefrom:

(A) Easements through said Unit, appurtenant to the Common Area and all other Units, for support and repair of the Common Area and all other Units.

(B) Easements, appurtenant to the Common Area, for encroachment upon the air space of the Unit by those portions of the Common Area located within the Unit.

Parcel II:

An undivided 1.89% interest in and to the Common Area, as shown and defined on the Map, excepting therefrom the following:

(A) Exclusive easements, other than Parcel III, as designated on the Map and reserved to Units for use as designated in the Declaration; and

(B) Non-exclusive easements, appurtenant to all Units, for ingress and egress, support, repair and maintenance.

Parcel III:

(A) The exclusive easement to use Deck Area designated N/A, on the Map;

(B) The exclusive easement to use Parking Area designated N/A, on the Map.

Parcel IV:

A non-exclusive easement, appurtenant to Parcel I, above, for support, repair and maintenance, and for ingress and egress through the Common Area.

Parcel V:

Encroachment easements, appurtenant to the Unit, in accordance with the provisions of the Declaration.

APN: Lot 118, Block 3721

OWNER'S STATEMENT

KNOW ALL MEN BY THESE PRESENTS

That the undersigned state that they are the only parties having record title interest in the land described and shown enclosed within the distinctive boundary line upon this map and do hereby consent to the reproduction and reproduction of the map entitled...

MAP OF 85 NANTONA STREET, A LIVE/WORK CONDOMINIUM PROJECT... DATED THIS 27th day of November, 2000.

OWNERS: NANTONA PROPERTIES, LLC

BY: [Signature]

TRUSTEES: California State Association of Recording Officers... DATED THIS 27th day of November, 2000.

BY: [Signature]

Under Seal of Notary, recorded... Notary Public in and for said County of San Francisco, State of California.

OWNER'S ACKNOWLEDGMENT

State of California, County of San Francisco, 2000, before me, Notary Public in and for said County, personally appeared Patrick M. Kennedy and...



Notary Public in and for said County of San Francisco, State of California.

TRUSTEE'S ACKNOWLEDGMENT: State of California, County of San Francisco, 2000, before me, Notary Public in and for said County, personally appeared...

Notary Public in and for said County of San Francisco, State of California.

TRUSTEE'S ACKNOWLEDGMENT

State of California, County of San Francisco, 2000, before me, Notary Public in and for said County, personally appeared a Notary Public in and for said County, State of California...

Notary Public in and for said County of San Francisco, State of California.

TRUSTEES' STATEMENT

I hereby state that during the month of November, 1999, a survey was made of the property shown on this map, heretofore stated that we have agreed to...

OWNERS: 271 Patrick Johnson

BY: [Signature]

Notary Public in and for said County of San Francisco, State of California.

ENGINEER'S STATEMENT

I hereby state that I have examined this map and that the subdivision as shown is substantially in accordance with the subdivision map...

Notary Public in and for said County of San Francisco, State of California.

Notary Public in and for said County of San Francisco, State of California.

Administrative form with fields for recording information, including 'REEL N786 IMAGE 0851' and 'FILED' stamp.

APPROPRIATE

This map is approved this 29th day of November, 2000, by Order No. 17260. [Signature]

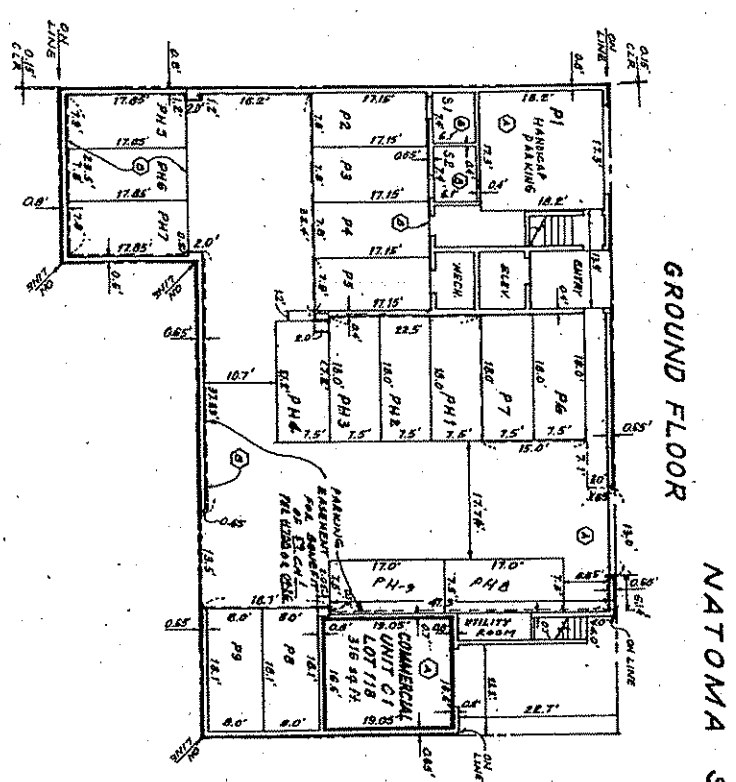
LOUIS BERN, CLERK ATTORNEY GENERAL, County of San Francisco.

CLERK'S CERTIFICATE: I, Gloria L. Young, Clerk of the Board of Supervisors of the City and County of San Francisco, State of California, do hereby state...

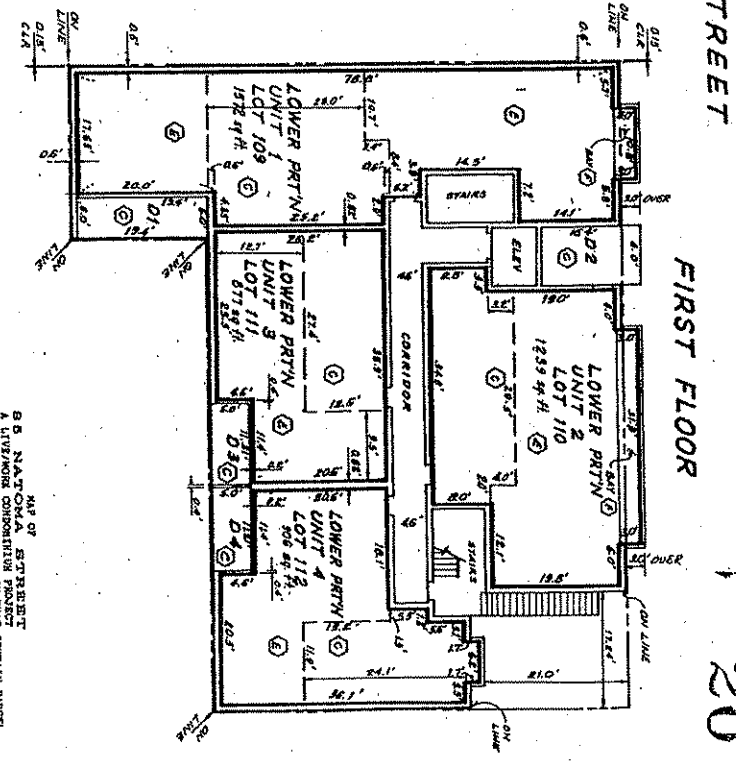
TRUSTEES' STATEMENT: I, Gloria L. Young, Clerk of the Board of Supervisors of the City and County of San Francisco, State of California, do hereby state...

RECORDING'S STATEMENT: Filed this 29th day of December, 2000, at 8:12 AM in Book 24, of Condominium Map No. 2000-1726, at the request of Patrick M. Kennedy, Notary Public in and for said County of San Francisco, State of California.

FILED: Not Returnable. B.S. NANTONA, ATTORNEY AT LAW, 85 NANTONA STREET, A LIVE/WORK CONDOMINIUM PROJECT, MAP FILED THIS 29th day of December, 2000, at 8:12 AM, at the request of Patrick M. Kennedy, Notary Public in and for said County of San Francisco, State of California.



GROUND STREET
NATOMA STREET



FIRST FLOOR

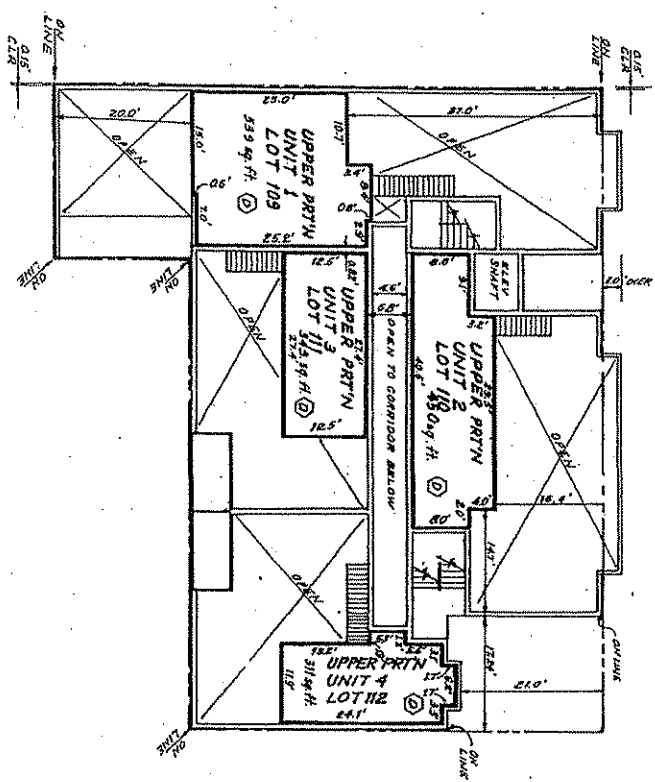
ELEVATION	
DESIG.	FLOOR SKYLING
(A)	12.2 217
(B)	11.4 217
(C)	23.0 208
(D)	23.0 384
(E)	23.0 384
(F)	25.0 384

20

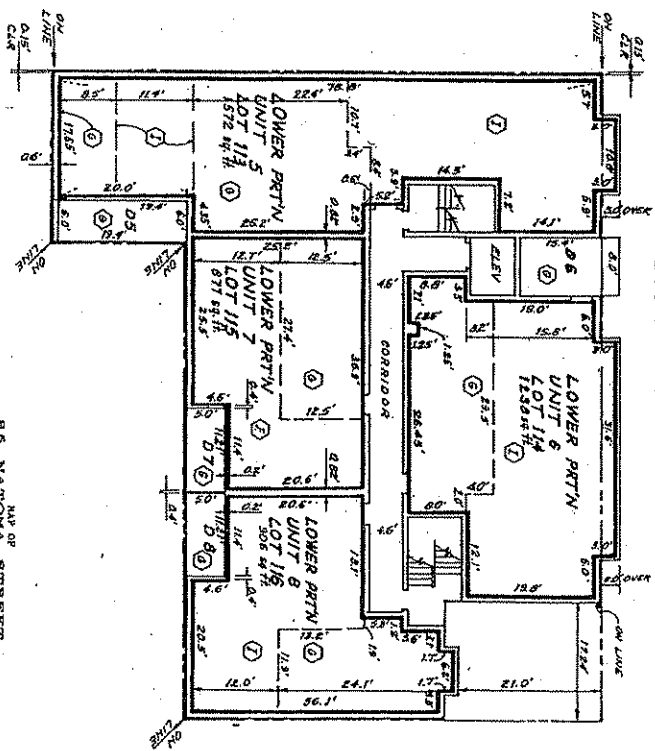
SEP, 1900
SHEET 3 OF 5 SHEETS
SCALE 1" = 10'
G.L. & A. CIVIL ENGINEERS
85 NATOMA STREET
A LIVING HOME CONDOMINIUM PROJECT
BEING A SUBDIVISION OF THE TRACT OF 43.3 ACRES OF PARCEL MAP 181
MAP 712ND BEING A PORTION OF ASSessor'S BLOCK 3733
SAN FRANCISCO, CALIFORNIA



FIRST FLOOR MEZZANINE
NATOMA STREET



SECOND FLOOR

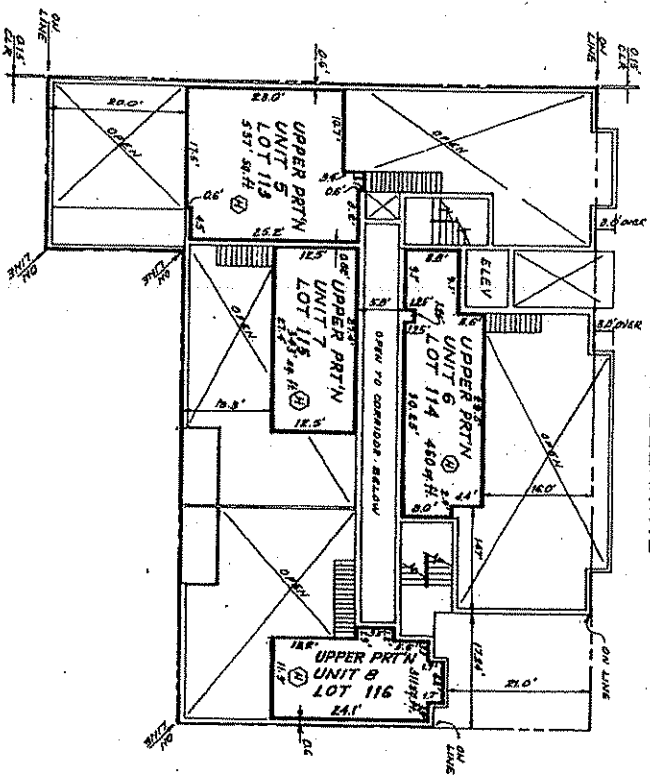


21

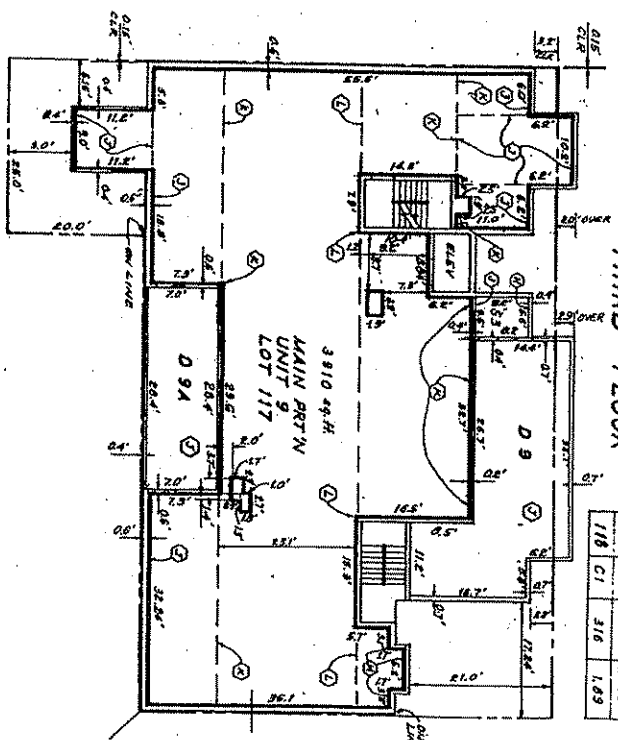
ELEVATION	
OSIS	FLOOR
①	31.7
②	40.5
③	44.3
④	40.5
⑤	58.5

MAP OF
 BEING A SUBDIVISION OF LOT 89 AS SHOWN ON THAT CERTAIN PARCEL
 MAP FILED JUNE 24, 1988 IN BOOK 43 OF PARCEL MAPS AT PAGE 181
 AND THE CITY OF SAN FRANCISCO, CALIFORNIA

GL+A CIVIL ENGINEERS
 SEP. 2008
 SHEET 4 OF 5 SHEETS
 SCALE: 1" = 10'



SECOND FLOOR MEZZANINE
NATOMA STREET



THIRD FLOOR

22

DESIG.	FLOOR	CEILING
(H)	48.2	56.9
(V)	52.0	66.7
(K)	52.0	69.5
(L)	58.0	73.0
(M)	58.0	71.5
(N)	58.0	58.0

LOT NO.	UNIT NO.	AREA SQ. FT.	PERCENT INTEREST
109	1	2111	12.64
110	2	1689	10.11
111	3	1220	7.30
112	4	1217	7.29
113	5	8709	12.62
114	6	1698	10.16
115	7	1220	7.30
116	8	1217	7.29
117	9	3910	23.40
118	C1	316	1.89

88 NATOMA STREET
 A LIVES/WORK COMMUNION PROJECT
 MAP FILED JUNE 24, 1988 FOR THE CITY OF SAN FRANCISCO
 BEING A PORTION OF ASSessor'S BLOCK 1712
 SAN FRANCISCO, CALIFORNIA

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

85 Natoma St. (3721/109-118)

Embarcadero

Steuart St

Spear St

Main St

Beale St

Fremont St

First St

Essex St

Second St

DOWNTOWN RAIL EXTENSION

Hawthorne St

Mission St

Howard St

Folsom St

Harrison St

Third St

Bryant St

Subject Property

85 Natoma (3721/109-118)

530 Howard (3721/092-106)

568 Howard (3721/020)

564 Howard (3721/019)

Tehama St

Clementina St

FREMONT/FOLSOM OFF RAMP

60 Tehama (3735/088)

TRANSBAY TRANSIT CENTER

TEMPORARY TERMINAL



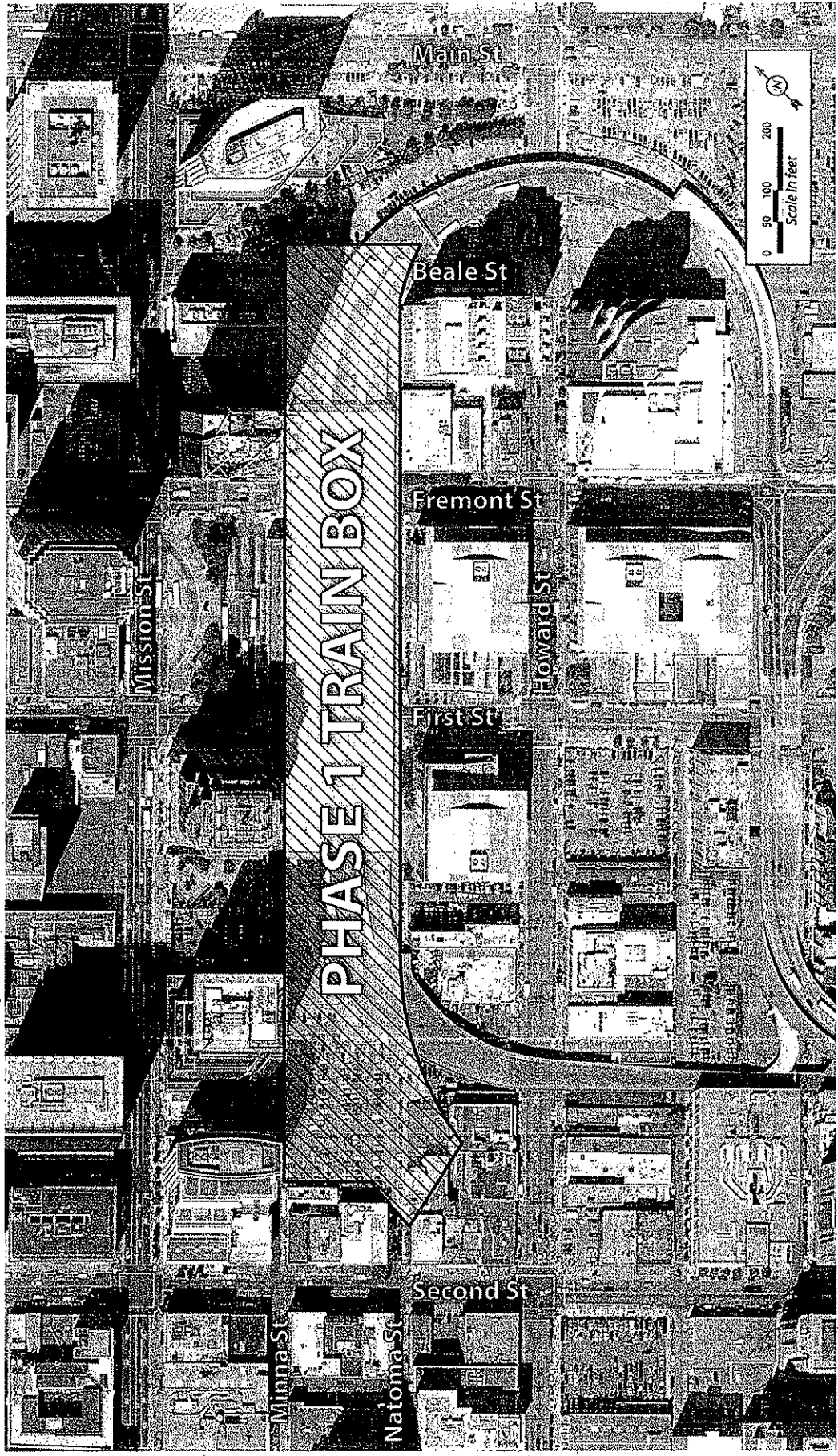
I-80

Legend

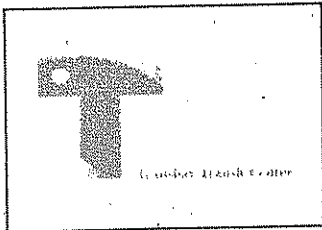
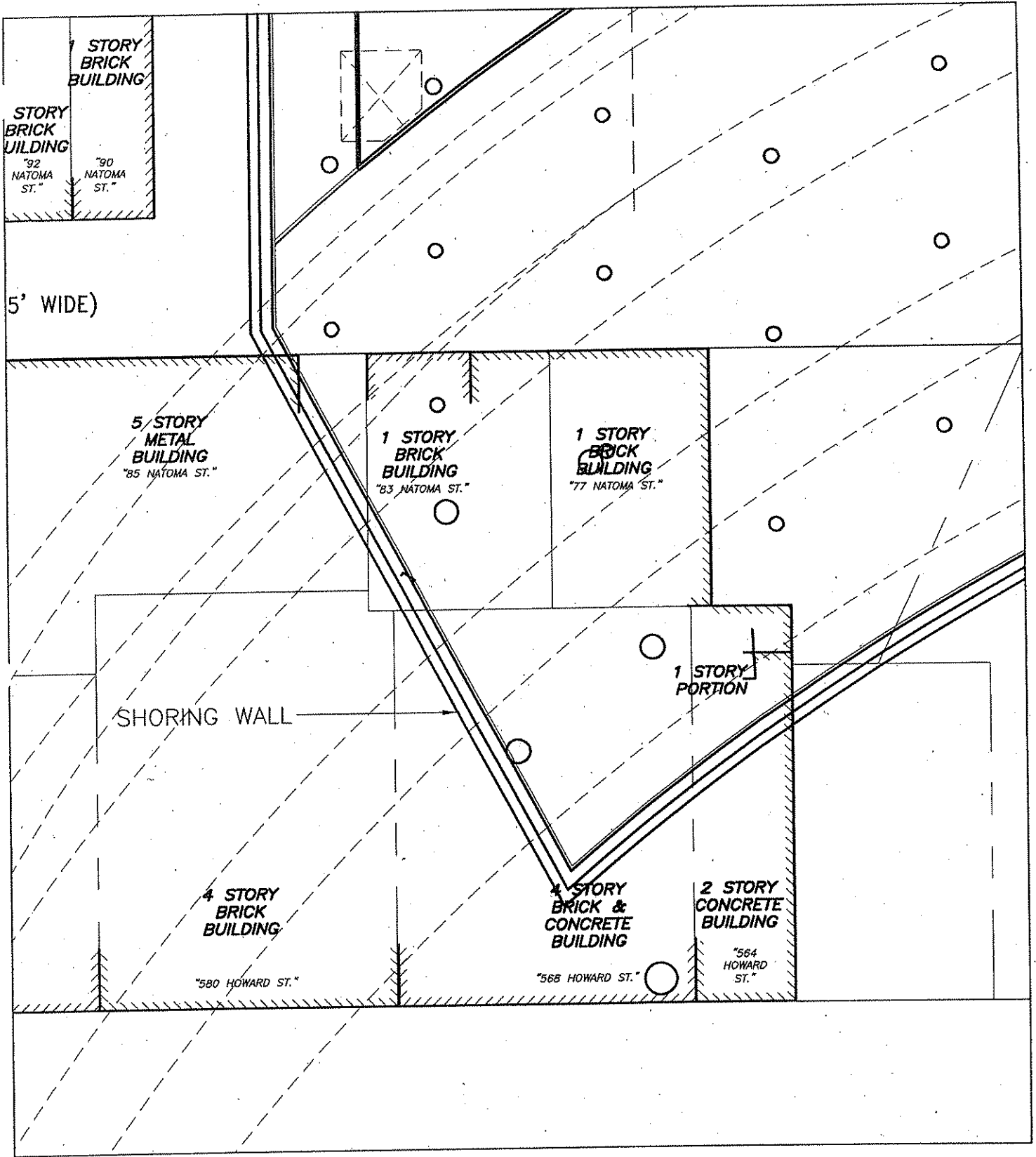
- Acquired
- To be Acquired
- Partial Acquisitions (pkg easements)

Scale in feet
0 250 500





Phase 1 Train Box



adamson
ASSOCIATES, INC.

DRAWING TITLE:
SHORING WALL LAYOUT
ARCHITECTURAL LAYOUT

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

DATE: 09/17/10
0803-00

SKA-1045

DRAWN BY: GR
CHECKED BY: PM

CORRESPONDENCE

SHUTE, MIHALY & WEINBERGER LLP
ATTORNEYS AT LAW

E. CLEMENT SHUTE, JR.*
MARK I. WEINBERGER (1946-2005)
FRAN M. LAYTON
RACHEL B. HOOPER
ELLEN J. GARBER
TAMARA S. GALANTER
ANDREW W. SCHWARTZ
ELLISON FOLK
RICHARD S. TAYLOR
WILLIAM J. WHITE
ROBERT S. PERLMUTTER
OSA L. WOLFF
MATTHEW D. ZINN
CATHERINE C. ENGBERG
AMY J. BRICKER
GABRIEL M.B. ROSS
DEBORAH L. KEETH
WINTER KING
KEVIN P. BUNDY
*SENIOR COUNSEL

396 HAYES STREET
SAN FRANCISCO, CALIFORNIA 94102
TELEPHONE: (415) 552-7272
FACSIMILE: (415) 552-5816
WWW.SMVLAW.COM

AMANDA R. GARCIA
JEANNETTE M. MACMILLAN
ISAAC N. BOWERS
HEATHER M. MINNER
ERIN B. CHALMERS
KRISTIN B. BURFORD

LAUREL L. IMPETT, AICP
CARMEN J. BORG, AICP
URBAN PLANNERS

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

June 30, 2009

Via Express Mail

Martin Properties, LLC
54 Mint St. 5th Floor
San Francisco, CA 94103

Re: Notice of Decision to Appraise and Notice of Land Acquisition Procedures
County: San Francisco
Assessor's Parcel Number: 3721-118
Street Address: 85 Natoma St. #C1

Dear Martin Properties, LLC:

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

We understand that you own property located at 85 Natoma St. #C1 in San Francisco (the "Property"). The TJPA initially planned to acquire your Property in Phase II of the Transbay Program, which is scheduled to begin in 2012. Due to the TJPA's refinement of plans for construction of Phase I, the TJPA has determined that it may acquire the properties in the 85 Natoma building in Phase I, which is currently underway. We are writing to notify you of the TJPA's decision to appraise your Property and to describe the TJPA's land acquisition procedures and policies. The TJPA hopes that this letter will open a dialogue between you and the TJPA regarding the Transbay Program and the acquisition process.

The Transbay Program

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

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

Notice of Decision to Appraise

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

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

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

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

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

Martin Properties, LLC
June 30, 2009
Page 3

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

Land Acquisition Procedures

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

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

Martin Properties, LLC

June 30, 2009

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

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

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

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

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

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

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

Martin Properties, LLC
June 30, 2009
Page 5

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

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

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP



Deborah L. Keeth

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

cc (without enclosures): Maria Ayerdi-Kaplan
Chris Carneghi
John Clifford



TRANSBAY JOINT POWERS AUTHORITY

María Ayerdi-Kaplan • Executive Director

096410

August 24, 2009

Martin Properties, LLC
54 Mint St., 5th Floor
San Francisco, CA 94103
Attn: Kurt Biddle

Re: Transbay Program
Initial Contact Letter and General Information Notice—Landlord
Affected Property: 85 Natoma St. #C1 (Block 3721, Lot 118)

Dear Mr. Biddle:

As you know, the Transbay Joint Powers Authority ("TJPA") is considering acquiring the property Martin Properties, LLC, owns located at 85 Natoma St. #C1 (Block 3721, Lot 118) in San Francisco (the "Property") in Phase 1 of the Transbay Transit Center Program (the "Transbay Program"), which is currently underway. We understand that Martin Properties, LLC, owns the Property but may lease it as a business location to a tenant (the "Tenant"). We are not aware of the name of any Tenant or any other occupants of the Property. It is our understanding that although Martin Properties, LLC, may store personal property on the site, it does not occupy the site as its business, residence, or otherwise.

We are writing to inform Martin Properties, LLC of its rights, as owner/landlord of the Property, and any Tenant's rights, as occupant of the Property, to receive relocation assistance, should the TJPA acquire the Property.

Property Owner/Landlord Relocation Assistance

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

- Moving Expenses. If Martin Properties, LLC is required to move personal property from the site as a result of the TJPA's acquisition of the Property for the Transbay Program, Martin Properties, LLC would be eligible to receive reimbursement for certain actual, reasonable moving expenses.
- Eligibility to Receive Payment. There is no eligibility to receive relocation assistance unless/until the TJPA makes an offer to acquire a property. If the TJPA makes an offer to purchase the Property, it will provide Martin Properties, LLC with a Notice of Eligibility for relocation assistance related to relocation of its personal property from the site.
- Right to Appeal. A person or business may appeal if it believes the TJPA has failed to properly determine eligibility or the amount of payment authorized by the relocation regulations. A person or business has the right to be represented by legal counsel, but this is not required. If a person or business still believes a proper determination has not been made at the conclusion of the appeal, the person or business may seek judicial review.

- **Nondiscrimination.** All services and/or benefits to be derived from any right of way activity will be administered without regard to race, color, national origin; or sex in compliance with Title VI of the 1964 Civil Rights Act.

The TJPA has hired the relocation assistance consultant Associated Right of Way Services ("ARWS") to help it administer the Relocation Assistance Program. Jamie Guillen of ARWS is Martin Properties, LLC's Relocation Advisor and can answer your questions related to the relocation of Martin Properties, LLC's personal property.

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

Tenant Relocation Assistance

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

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

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

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

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

Sincerely,



Edmond Sum, PE
 Engineering Manager

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

cc: Jamie Guillen, ARWS

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

Deborah L. Miller

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

Deborah,

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

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

How soon do you think we could receive this?

Thank you very much for your assistance.

Sincerely,

Patrick McNerney
President

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



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

Here you go.

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

Kurt

Kurt Biddle
Asset Manager, DRE #01516771

MARTIN BUILDING COMPANY
14 Mint Plaza, Fifth Floor
San Francisco, CA 94103
t: 415.348.4600 f: 415.442.4811
www.martinbuilding.com



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

Kurt –

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

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

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

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

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

Deborah

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

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

Thank you Deborah.

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

Kurt --

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

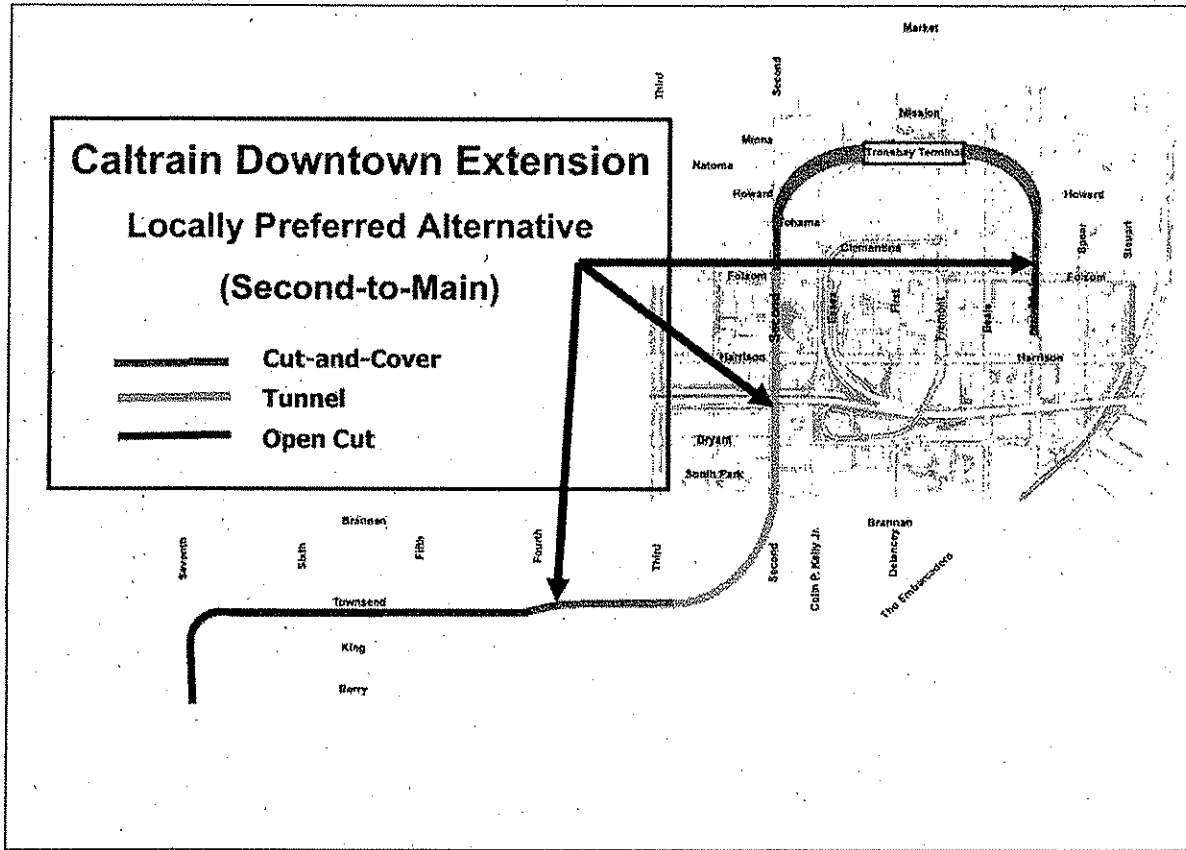
Best,
Deborah

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

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



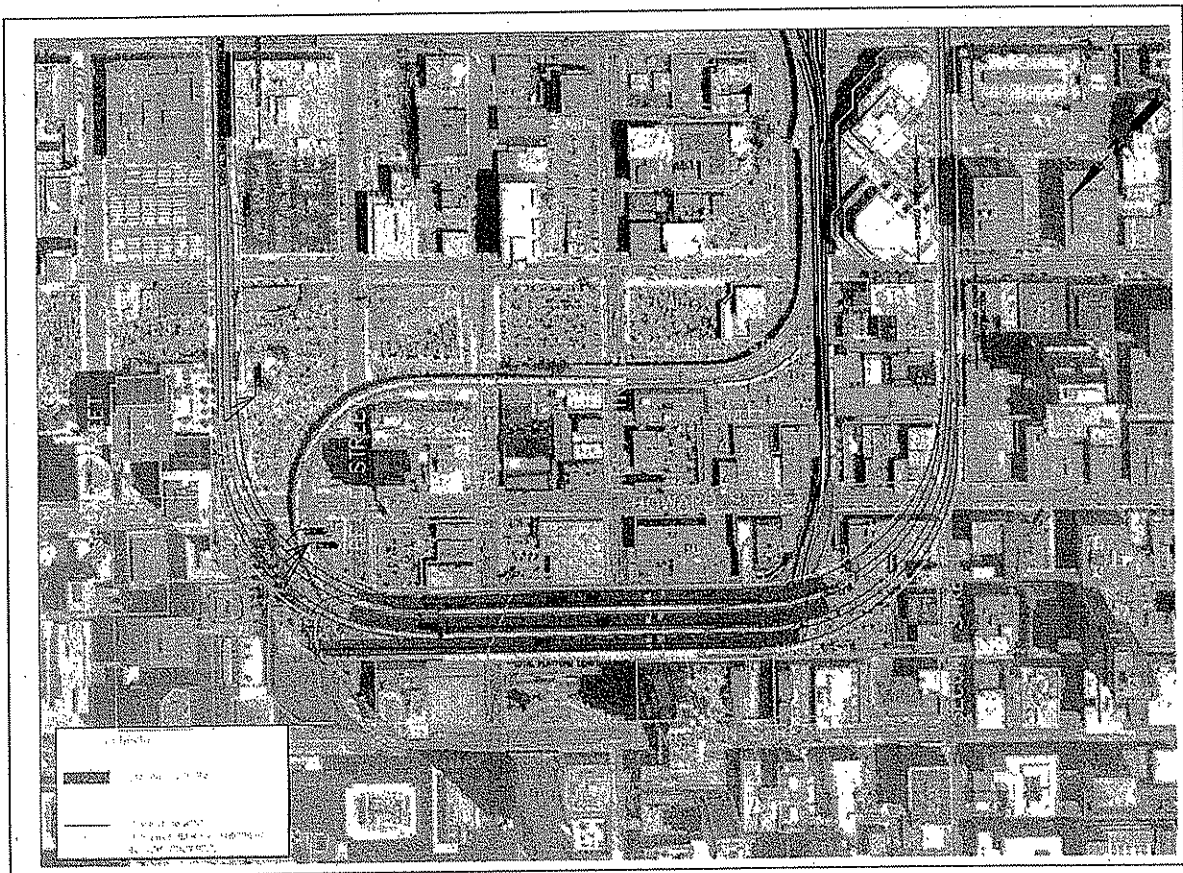
The four tracks passing the Fourth and Townsend underground station would merge into two tracks under Townsend Street near Fourth Street. The alignment would then continue east under Townsend Street in a cut-and-cover tunnel configuration. It would then curve north at about Clarence Place just east of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

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

2.2.3.1 Second-to-Main Caltrain Extension Alternative

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

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



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

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

5.1.3.3 Shading Impacts of the Reduced Scope Alternative

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

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

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

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

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

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

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

5.2 DISPLACEMENTS AND RELOCATION

5.2.1 No-Project Alternative

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

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

RESIDENCES											
Project Component/ Alternatives	No. of Properties Acquired	Total Est. Land Area in Sq. Ft.	Total Est. Building Sq. Ft.	Estimated Number of Residential Units Displaced by Type						Estimated Persons Displaced	
				Total Single Family Units	Mobile Homes	Multi-Family		Total			
						Buildings	Units				
Transbay Terminal & Redevelopment Area	No Residential Units Affected										
Caltrain Downtown Extension (Cut-and-Cover Option)											
Second-to-Main	4	41,000	117,000	0	0	4	60	60	60	120	
Second-to-Mission	4	41,000	117,000	0	0	4	60	60	60	120	
Caltrain Downtown Extension (Tunneling Option)											
Second-to-Main	2	14,000	50,000	0	0	2	23	23	23	46	
Second-to-Mission	2	14,000	50,000	0	0	2	23	23	23	46	
BUSINESSES											
Project Component/ Alternatives	No. of Properties Acquired	Total Est. Land Area in Sq. Ft.	Total Est. Building Sq. Ft.	Estimated Number of Businesses Displaced by Type							Estimated Employees Displaced
				Retail	Office/Bus. Services	Rest. / Bar	Industrial	Warehouse	Parking	Total	
Transbay Terminal and Redevelopment Area	6	36,000	82,000	0	9	0	0	0	1	10	200
Caltrain Downtown Extension (Cut-and-Cover Option)											
Second-to-Main	25	224,000	433,000	6	32	4	2	1	3	48	1,084
Second-to-Mission	27	274,000	543,000	6	42	4	2	1	2	58	1,422
Caltrain Downtown Extension (Tunneling Option)											
Second-to-Main	16	81,000	146,000	5	29	4	0	0	2	40	425
Second-to-Mission	18	131,000	256,000	5	39	4	0	0	2	50	763
Source: Sedway Group, Parsons Transportation Group, 2001											

5.2.5 Business and Residential Displacements

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

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

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

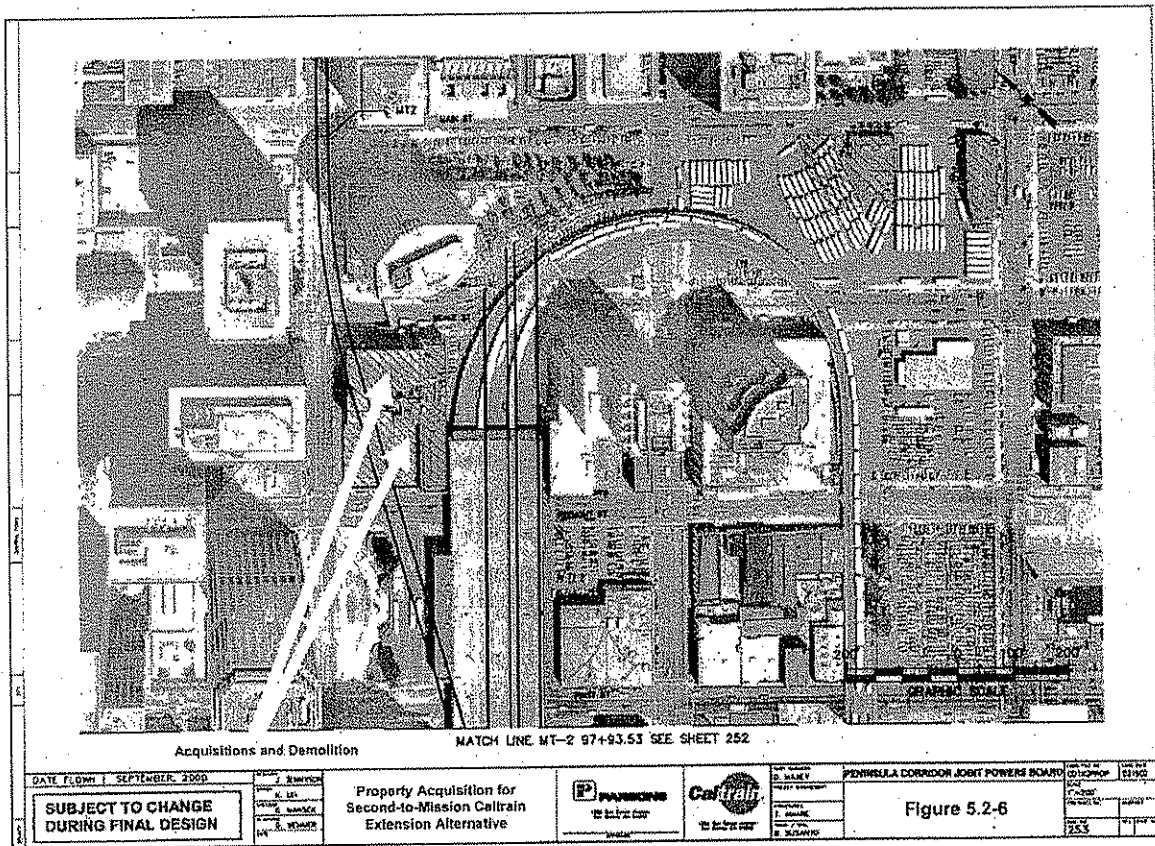
Business Displacement. The Transbay Terminal and Caltrain Downtown Extension could displace up to 67 businesses, plus 12 businesses currently operating in the live/work units. Up to an estimated 1,600 respective employees could be displaced.

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

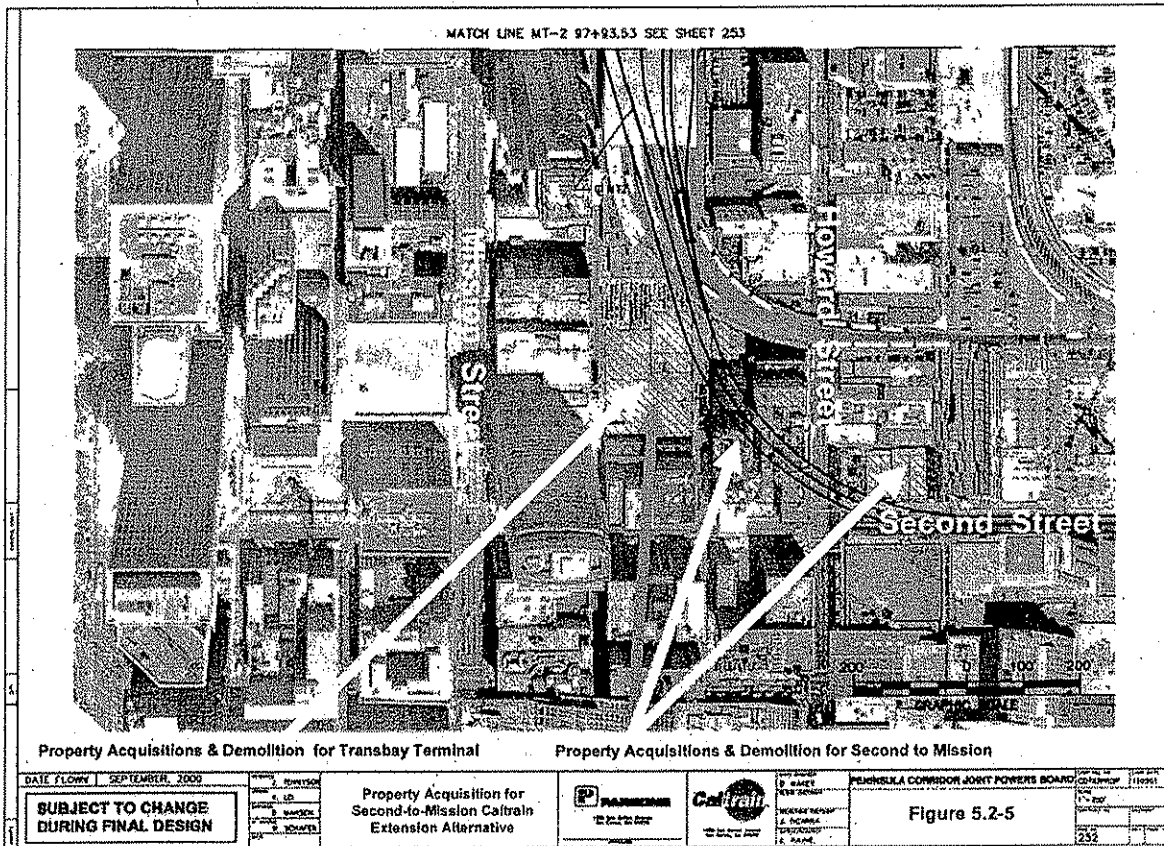
5.2.6 Relocation Resources

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

CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATIONS MEASURES



CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATIONS MEASURES



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

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

Notes:
* indicates no address listed

Source: Sedway Group, Parsons Transportation Group, 2001.

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

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

Notes:
* indicates no address listed

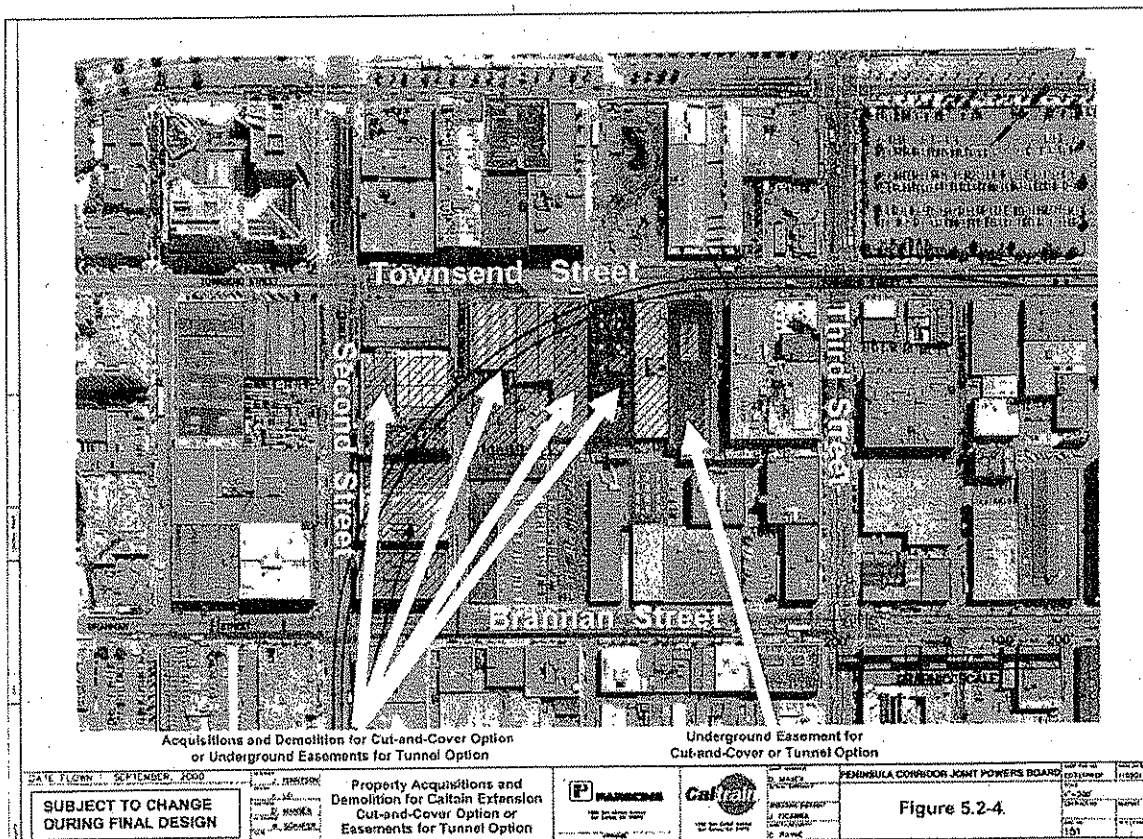
Source: Sedway Group, Parsons Transportation Group, 2004

5.2.4 Transbay Redevelopment Plan

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

Table 5.2-2: Properties to be Acquired or Underground Easement Properties
 (Either Second-to-Main or Second-to-Mission Caltrain Extension Alternative)

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



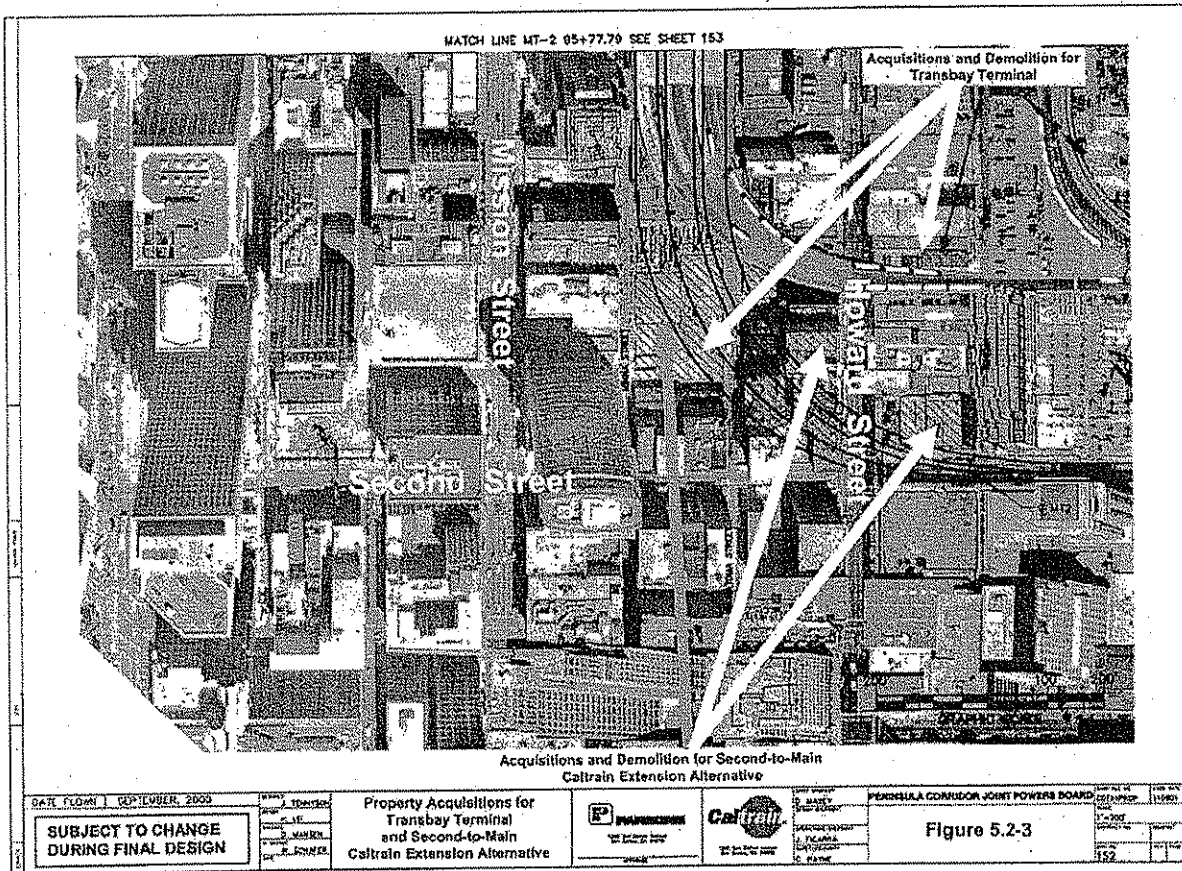
An additional property would be required for the permanent bus ramp. This property – Block 3736, Lot 74 (57 Tehama Street) – was not identified in the Draft EIS/EIR. The additional property is required due to necessary revisions to the permanent bus ramp resulting from: (1) responses to comments from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

5.2.3 Caltrain Downtown Extension

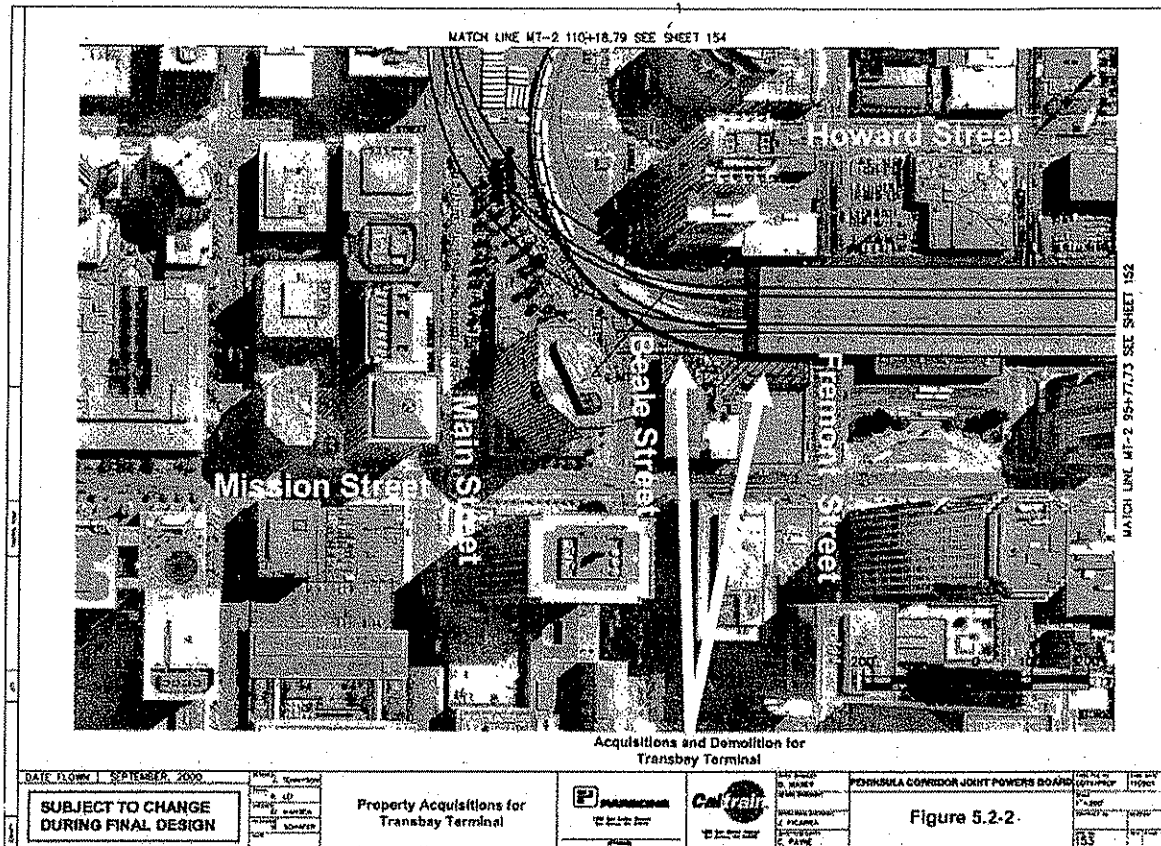
Properties that would need to be acquired or for which an underground easement would be required for either Caltrain Downtown Extension Alternative are shown in Table 5.2-2 and on Figure 5.2-4. Acquisition and demolition of these properties would occur for the Cut-and-Cover Option. Underground easement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

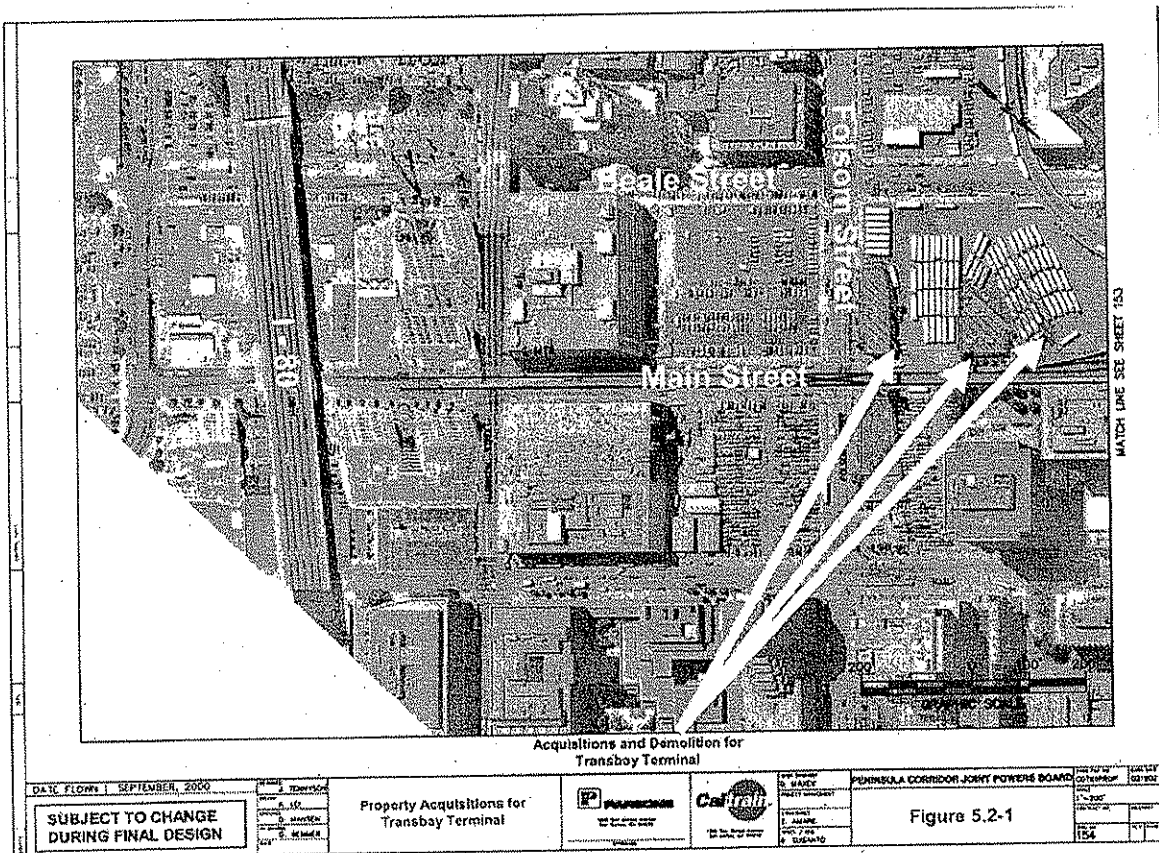
Properties that would need to be acquired and demolished for each of the Caltrain Downtown Extension Alternatives are shown in Tables 5.2-3 and 5.2-4. Properties shown as red on Figure 5.2-3 would be acquired for the Second-to-Main Alternative. Properties shown in red on Figures 5.2-5 and 5.2-6 would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

CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATIONS MEASURES



CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATIONS MEASURES





5.2.2 Transbay Terminal

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

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

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

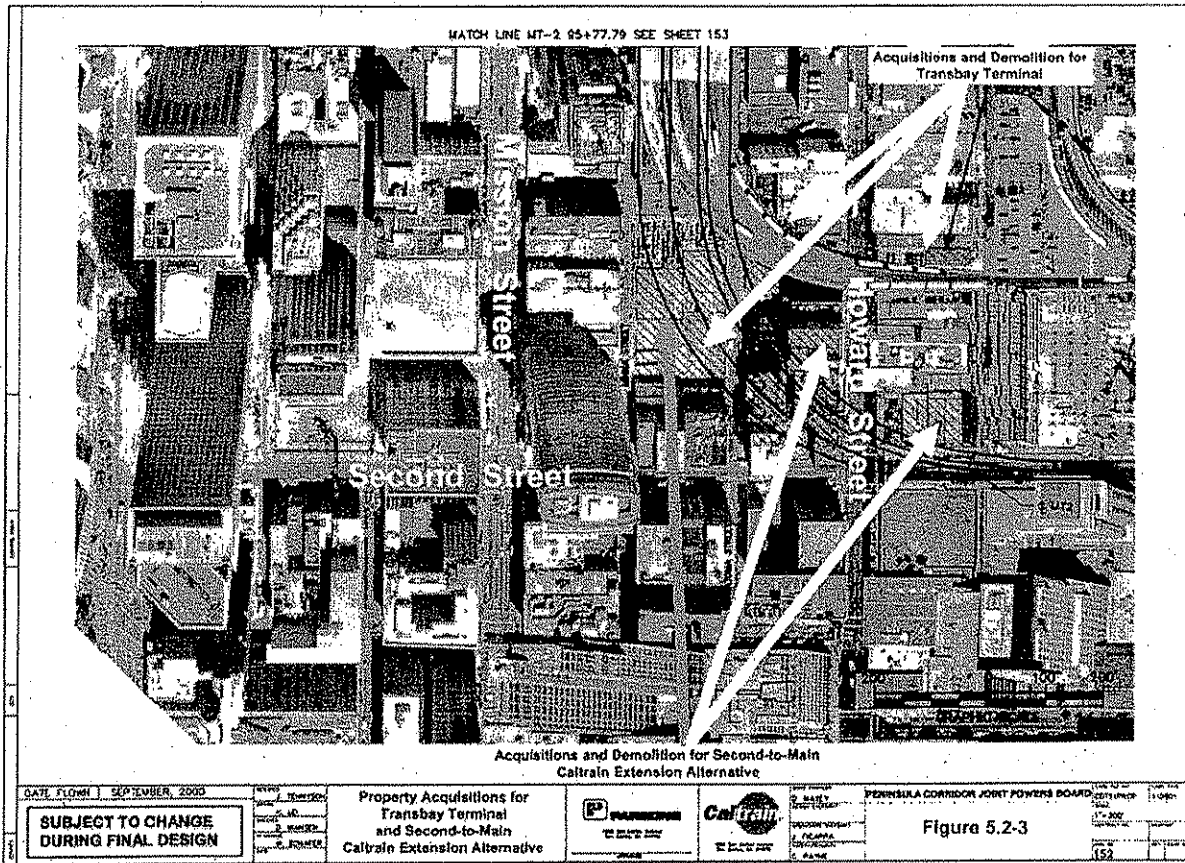
However, by the end of 2000, stock market reductions hit the technology and Internet sector and space was increasingly placed on the market for sublease. In 2001, the overall economy has substantially slowed, affecting demand for space. As a result, vacancy rates have increased. The properties located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

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

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

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

CHAPTER 5: ENVIRONMENTAL CONSEQUENCES AND MITIGATIONS MEASURES



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

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

Notes:
* indicates no address listed

Source: Sedway Group, Parsons Transportation Group, 2001.

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

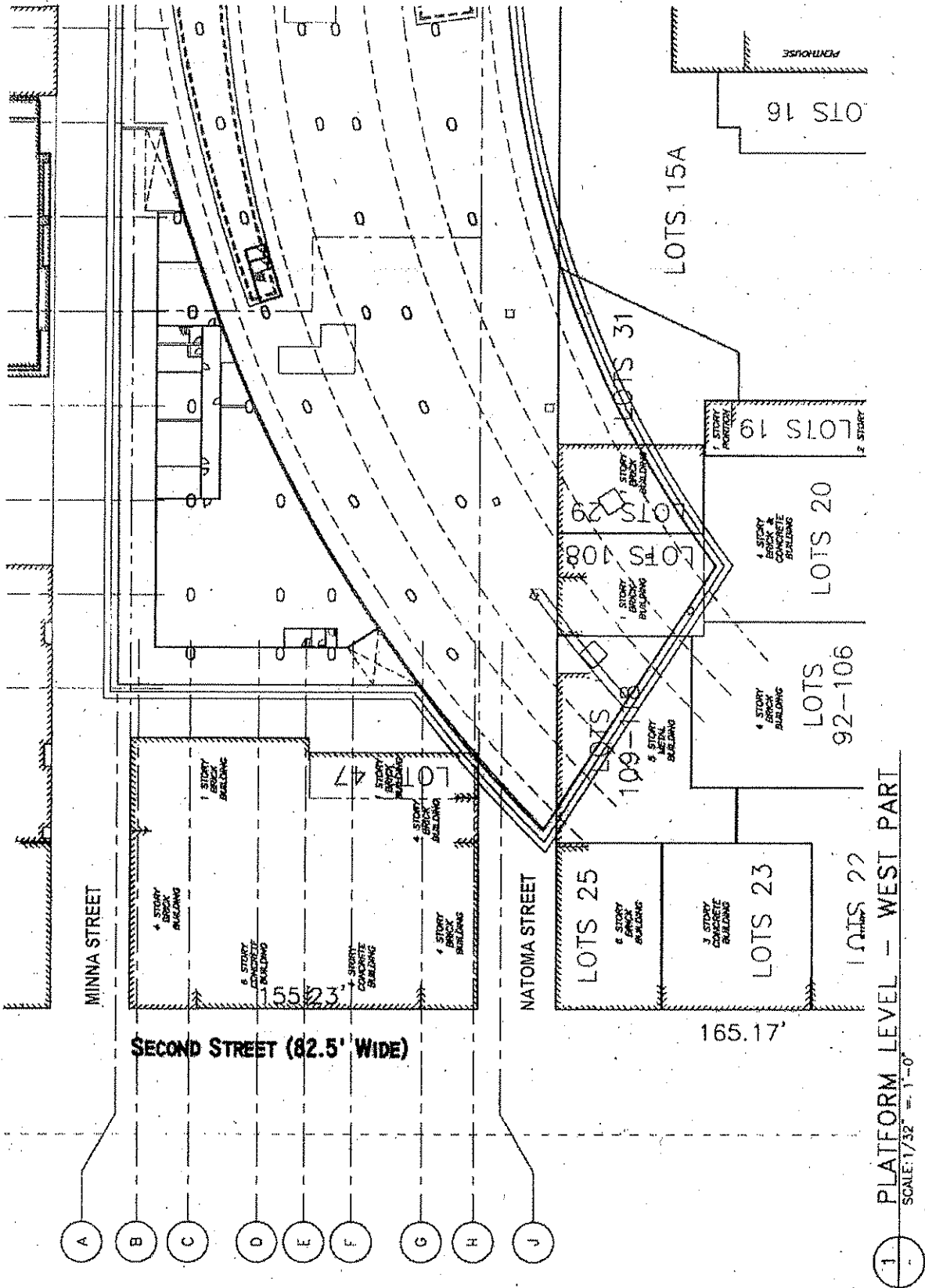
Block & Lot Number		Address
3736	95	217 Second Street
3736	96	205-215 Second Street
3736	97	201 Second Street
3719	1	301-315 Mission Street (northern portion)
3719	17	101-129 Fremont Street
3721	22	191 Second Street
3721	23	181 Second Street
3721	25	171 Second Street
3721	47	90 Natoma Street
3721	95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

Notes:
* indicates no address listed

Source: Sedway Group, Parsons Transportation Group, 2004

5.2.4 Transbay Redevelopment Plan

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



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

16oct09

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

Deborah L. Miller

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

Thank you.

Patrick McNerney
President

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



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

Patrick –

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

Deborah

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

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

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

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

Hello Deborah,

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

Thank you.

Patrick McNerney
President

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



Deborah L. Miller

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

Deborah:

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

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

Regards,

Jeff Knowles

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

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

Jeff --

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

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

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

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

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

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

Best,
Deborah

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

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

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

SHUTE, MIHALY
& WEINBERGER LLP

396 HAYES STREET, SAN FRANCISCO, CA 94102
T: 415 552-7272 F: 415 552-5816
www.smwlaw.com

DEBORAH L. (KEETH) MILLER
Attorney
miller@smwlaw.com

September 11, 2010

Via email and US Mail

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

Re: Public Records Act Request; 85 Natoma

Dear Mr. Knowles:

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

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

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

Jeffrey G. Knowles
September 11, 2010
Page 2

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

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

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

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

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP



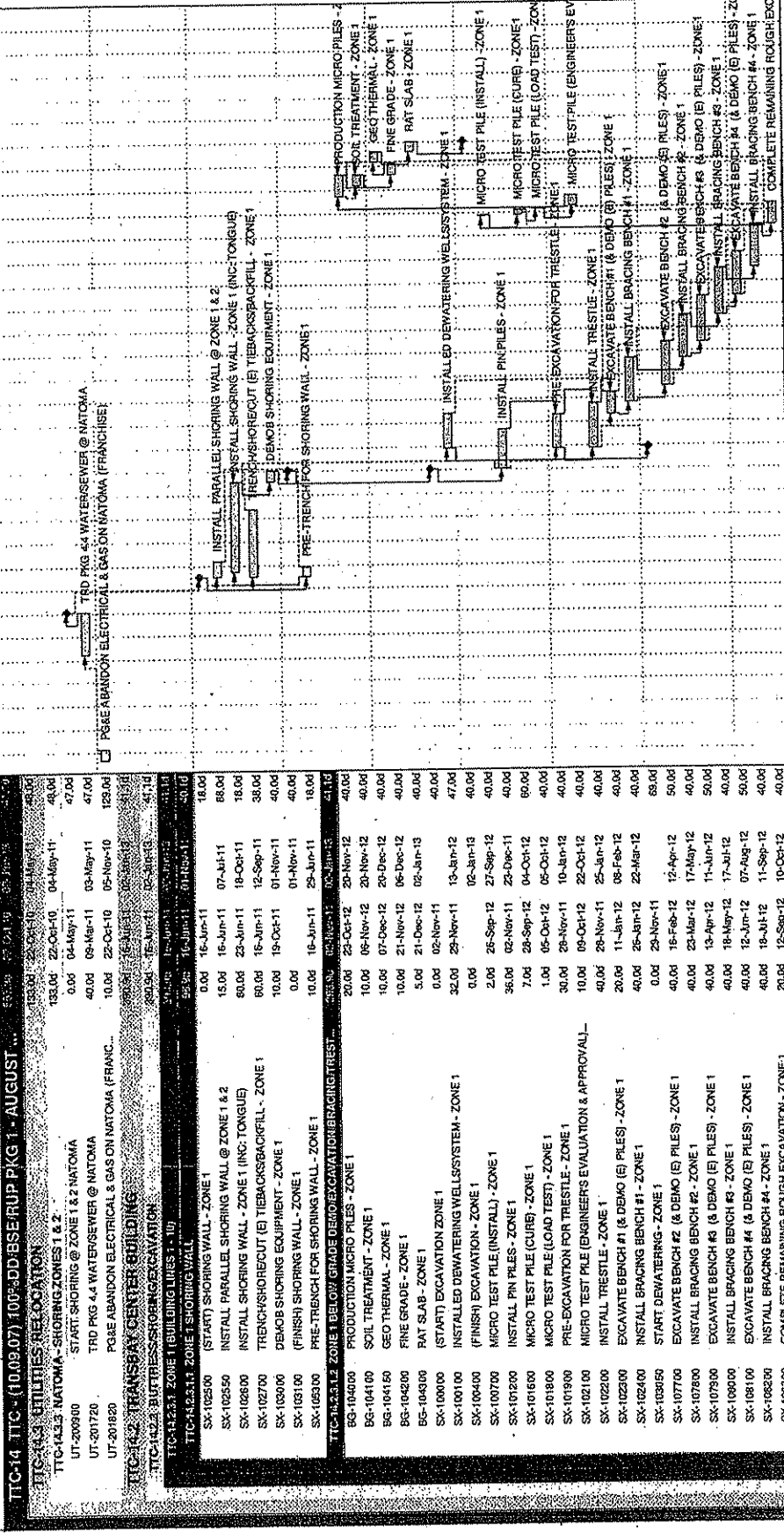
Deborah L. (Keeth) Miller

Enclosure

cc: Maria Ayerdi-Kaplan

SHUTE, MIHALY
& WEINBERGER LLP

Activity	Start	Finish	Duration	ES	EF	LS	LF
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TTC-14.11.1.61	05/09/11	05/09/11	1	05/09/11	05/09/11	05/09/11	05/09/11
TTC-14.11.1.62	05/09/11	05/09/11	1	05/09/11	05/09/11	05/09/11	05/09/11
TTC-14.11.1.63	05/09/11	05/09/11	1	05/09/11	05/09/11	05/09/11	05/09/11
TTC-14.11.1.64	05/09/11	05/09/11	1	05/09/11	05/09/11	05/09/11	05/09/11
TTC-14.11.1.65	05/09/11	05/09/11	1	05/09/11	05/09/11	05/09/11	05/09/11
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TTC-14.11.1.98	05/09/11	05/09/11	1	05/09/11	05/09/11	05/09/11	05/09/11
TTC-14.11.1.99	05/09/11	05/09/11	1	05/09/11	05/09/11	05/09/11	05/09/11
TTC-14.11.1.100	05/09/11	05/09/11	1	05/09/11	05/09/11	05/09/11	05/09/11



Deborah L. Miller

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

Deborah,

I have two additional questions, please.

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

Thank you.

Patrick McNerney
President

MARTIN BUILDING COMPANY
14 Mint Plaza, Fifth Floor
San Francisco, CA 94103
t: 415 348 4600 f: 415 348.8058
www.martinbuilding.com



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

Jeff -

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

Deborah

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

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

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

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

Jeff -

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

Deborah

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

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

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

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

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

Jeff -

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

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

Deborah

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

Deborah:

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

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

Regards,

Jeff Knowles

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

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

To: Knowles, Jeffrey
Subject: 85 Natoma

Jeff --

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

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

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

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

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

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

Best,
Deborah

Deborah L. (Keeth) Miller
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396 Hayes St.
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Tel: (415) 552-7272
Fax: (415) 552-5816
miller@smwlaw.com

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

Deborah L. Miller

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

Please see attached letter with 2 enclosures.

Deborah

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

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

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

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

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

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

Deborah:

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

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

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

Jeff -

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

Deborah

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

Jeff -

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

Deborah

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Sent: Wednesday, October 06, 2010 9:12 PM
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Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

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Sent: Wednesday, October 06, 2010 2:34 PM
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Cc: Patrick M. McNerney
Subject: RE: 85 Natoma

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

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Regards,

Jeff Knowles

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Main: (415) 391-4800
Facsimile: (415) 989-1663
www.coblentzlaw.com

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

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SHUTE, MIHALY
& WEINBERGER LLP

396 HAYES STREET, SAN FRANCISCO, CA 94102
T: 415 552-7272 F: 415 552-5816
www.smwlaw.com

DEBORAH L. (KEETH) MILLER
Attorney
miller@smwlaw.com

October 18, 2010

Via email and US Mail

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

Re: Public Records Act Request; 85 Natoma

Dear Mr. Knowles:

On October 11, 2010, the Transbay Joint Powers Authority (TJPA) provided its response to your client Patrick McNerney's October 1, 2010 request under the Public Records Act and the San Francisco Sunshine Ordinance for documents relating to a timeline or schedule for acquisition and/or demolition of 85 Natoma Street #1, 2, 4, 9, C1 and the parking easement in and across the 85 Natoma garage (collectively, the "Properties").

On October 12, 2010, Mr. McNerney requested a site plan showing the areas referred to by the TJPA as "Zone 1" and "Zone 2" in relation to 85 Natoma Street. Enclosed are pages SL-001 and SL-004 from the TJPA's Buttress/Shoring/Excavation (TG-03) bid manual. Please note that these documents are subject to change.

Mr. McNerney also indicated he has questions regarding the TJPA's proposed shoring work for the Transbay Transit Center. Numerous members of the TJPA team prepare the TJPA's plans and schedule for the proposed work. In order to be most efficient, the TJPA requests that Mr. McNerney submit his questions in writing to the TJPA.

We have not yet received any response from your client to the TJPA's August 2, 2010

Jeffrey G. Knowles
October 18, 2010
Page 2

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

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP

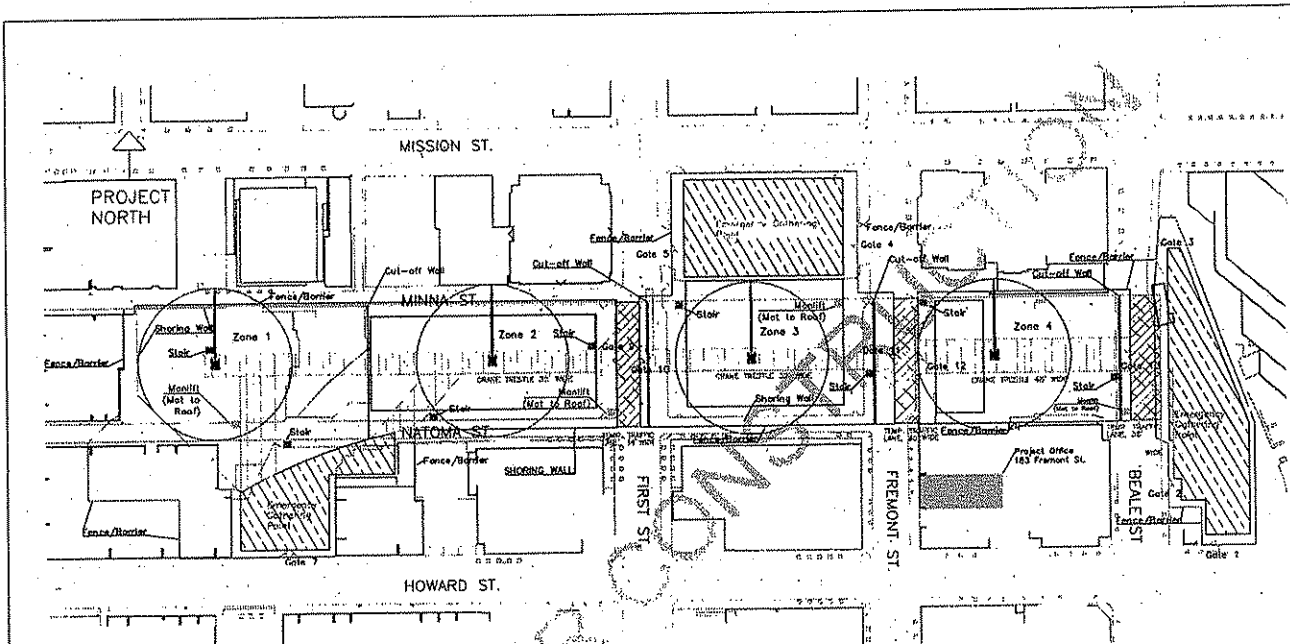


Deborah L. (Keeth) Miller

Enclosure

cc: Maria Ayerdi-Kaplan

SHUTE, MIHALY
& WEINBERGER LLP



321 MARKET STREET, SUITE 2000
 SAN FRANCISCO, CA 94102
 TEL: (415) 774-1111
 FAX: (415) 774-1112

PROJECT: TRANSBAY TRANSIT CENTER
 DATE: 08/11/10
 DRAWING NO: SL-001

TRANSBAY TRANSIT CENTER

SAN FRANCISCO, CA

Revision Block			
NO.	DATE	BY	DESCRIPTION

Site Logistics
 BSE Phase

Scale: AS SHOWN

SL-001

GENERAL NOTES

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

NOT FOR CONSTRUCTION

APPROPRIATE NOTED:
 THIS DRAWING IS NOT A CONTRACT DOCUMENT.
 IT IS FOR INFORMATION ONLY AND DOES NOT
 REPRESENT THE FINAL DESIGN OR CONSTRUCTION.
 ANY CHANGES TO THE DESIGN OR CONSTRUCTION
 SHALL BE MADE BY THE ARCHITECT OR ENGINEER
 OF RECORD.

Paper copies of documents in the following categories are located in the Master Binders:

Studies and Reports

NEPA/CEQA

Transbay Legislation

File Nos. 101432 and 101433	60 Tehama (3736-088)
File Nos. 101435 and 101436	564 Howard (3721-019)
File Nos. 101438 and 101439	568 Howard (3721-020)
File Nos. 101408 and 101409	85 Natoma #1 (3721-109)
File Nos. 101411 and 101412	85 Natoma #2 (3721-110)
File Nos. 101414 and 101415	85 Natoma #3 (3721-111)
File Nos. 101417 and 101418	85 Natoma #4 (3721-112)
File Nos. 101420 and 101421	85 Natoma #5 (3721-113)
File Nos. 101423 and 101424	85 Natoma #7 (3721-115)
File Nos. 101426 and 101427	85 Natoma #9 (3721-117)
File Nos. 101429 and 101430	85 Natoma #C1 (3721-118)
File Nos. 101441 and 101442	13 parking easement interests benefitted parcels: Block 3721, Lots 093-105 burdened parcels: Block 3721, Lots 109-118

VOLUME III

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

in the City and County of San Francisco

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

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

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

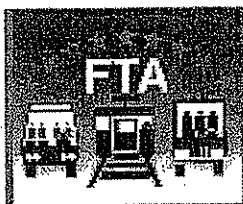
by the

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

and the

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

March 2004





U.S. Department
of Transportation
Federal Transit
Administration

RECEIVED FEB 21 2005

REGION IX
Arizona, California,
Hawaii, Nevada, Guam

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

FEB 8 2005

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2010 NOV 24 AM 10:28
BY [Signature]

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

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

Dear Mr. Scanlon:

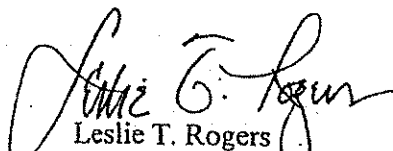
This is to advise you that the Federal Transit Administration has issued a Record of Decision (ROD) for the Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project. The comment period for the Final Supplemental Environmental Impact Statement closed May 4, 2004. The Federal Transit Administration's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

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

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

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

Sincerely,


Leslie T. Rogers
Regional Administrator

RECORD OF DECISION

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

DECISION

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

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

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

AGREEMENTS

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

TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS

Resolution No. 06-011

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

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

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

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

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

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

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

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

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

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

RESOLVED, That the TJPA Board:

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

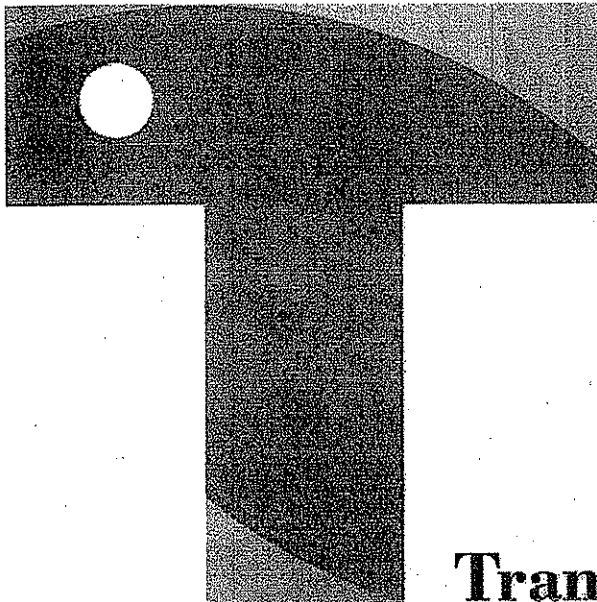
I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of June 2, 2006.


Secretary, Transbay Joint Powers Authority

Addendum for the Transbay Terminal/Downtown Extension/Redevelopment Project

Final Environmental Impact Statement/Report

May 25, 2006



Transbay Transit Center

URS

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



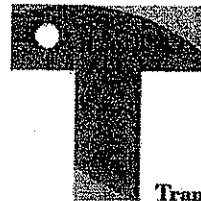
U.S. Department
of Transportation
**Federal Railroad
Administration**

Transbay Program

Final EIS Reevaluation

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

May 2010



Transbay Transit Center

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

DECISION

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

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

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

INTRODUCTION

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

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

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

**Caltrain Downtown Extension and Transbay
Ridership Analysis**

**final
report**

prepared for

Transbay Joint Powers Authority

prepared by

Cambridge Systematics, Inc.



TRANSBAY JOINT POWERS AUTHORITY



Final Relocation Impact Study

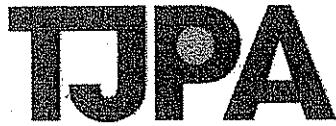
September 2007



TRANSBAY JOINT POWERS AUTHORITY

Final Relocation Impact Study II

January 2010



TRANSBAY JOINT POWERS AUTHORITY



Relocation Assistance Brochure

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

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

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



TRANSBAY JOINT POWERS AUTHORITY

Residential Relocation Assistance Brochure

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

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

JOINT POWERS AGREEMENT

creating the

TRANSBAY JOINT POWERS AUTHORITY

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

Recitals

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

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

**Consolidated Municipal Election
November 2, 1999**

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

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

9901

Sales Tax for Transportation



PROPOSITION K

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

YES ←
NO ←

Digest

by the Ballot Simplification Committee

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

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

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

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

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

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

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

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

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

Controller's Statement on "K"

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

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

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

How "K" Got on the Ballot

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

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

THIS MEASURE REQUIRES 66% AFFIRMATIVE VOTES TO PASS.

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

38-CP143-364291-NE



143

Regional Measure 2

2

REGIONAL MEASURE 2

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

YES ←
NO ←

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

ARGUMENTS FOR AND AGAINST THIS MEASURE IMMEDIATELY FOLLOW THIS PAGE

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

ARGUMENTS FOR AND AGAINST THIS MEASURE IMMEDIATELY FOLLOW THIS PAGE.

C A L I F O R N I A

GENERAL ELECTION

TUESDAY, NOVEMBER 4, 2008

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

★ OFFICIAL VOTER INFORMATION GUIDE ★

Certificate of Correctness

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

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

Debra Bowen



Debra Bowen
Secretary of State

★ SUPPLEMENTAL ★

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

Senate Bill No. 1856

CHAPTER 697

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

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

LEGISLATIVE COUNSEL'S DIGEST

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

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

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

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

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

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

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

Senate Bill No. 916

CHAPTER 715

An act to amend Section 14531 of the Government Code, to amend Sections 182.5, 188.3, 188.4, 188.10, 30101, 30101.8, 30113, 30600, 30601, 30604, 30606, 30750, 30751, 30760, 30761, 30791, 30884, 30885, 30887, 30889.3, 30891, 30894, 30910, 30912, 30913, 30915, 30916, 30918, 30919, 30920, 30950, 30950.1, 30950.2, 30950.3, 30950.4, 30953, 30958, 30960, 30961, 31000, 31010, and 31071 of, to amend and renumber Section 188.10 of, to add Sections 188.53, 30881, 30910.5, 30914.5, and 30922 to, and to repeal Sections 30603, 30605, 30608.2, 30752, 30753, 30754, 30755, 30756, 30757, 30762, 30762.5, 30763, 30764, 30764.5, 30765, 30766, 30767, 30791.7, 30792, 30792.2, 30793, 30794, 30795, 30886, 30888, 30889, 30896, and 30956 of, to repeal Article 5 (commencing with Section 30200) and Article 7 (commencing with Section 30350) of Chapter 1 of Division 17 of, to repeal and add Sections 30102.5, 30890, 30911, 30914, 30917, 30921, and 30951 of, the Streets and Highways Code, and to amend Section 5205.5 of the Vehicle Code, and to amend Section 5 of Chapter 898 of the Statutes of 1997 relating to transportation, and making an appropriation therefor.

[Approved by Governor October 8, 2003. Filed with
Secretary of State October 9, 2003.]

LEGISLATIVE COUNSEL'S DIGEST

SB 916, Perata. Toll bridge revenues: Treasure Island Development Authority.

Existing law generally makes the California Transportation Commission responsible for establishing the rates charged vehicles for crossing the state-owned toll bridges. Under existing law, the Metropolitan Transportation Commission (MTC) is authorized to adopt a toll schedule in lieu of the one adopted by the California Transportation Commission for the state-owned toll bridges in the San Francisco Bay Area. Existing law makes the MTC and the Bay Area Toll Authority (BATA), which is defined as the same body as the MTC, responsible for the programming, administration, and allocation of the revenue from the base toll charge collected from these bridges. Under existing law, a portion of this revenue is continuously appropriated to the Controller who is required to disburse these funds to the MTC to expend for purposes that reduce vehicular congestion on the bridges.

