

File No. 100853

Committee Item No. 3

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Land Use and Economic Development Date July 19, 2010

Board of Supervisors Meeting Date _____

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
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| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form (for hearings) |
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OTHER

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| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>DPW Order No. 170, 715</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>SF Redevelopment Agency Letter, dtd Maus 13, 2010</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Planning Department Determination Letter, dtd Maus 4, 2010</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Offer of Improvements</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Third Amendment to Ground Lease</u> |
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Completed by: Alisa Somera Date July 16, 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 [Mission Bay South - Park P18 Improvements]
2

3 Ordinance dedicating a portion of State Trust Parcel 5, known as Park P18, lying along
4 Terry A. Francois Boulevard between Mission Bay Boulevard North and China Basin
5 Street for public use and naming the new park "Bayfront Park;" accepting the
6 irrevocable offer for the acquisition facilities; designating said facilities for open space
7 and park purposes; accepting the Park for maintenance and liability purposes, subject
8 to specified limitations; adopting environmental findings and findings that such
9 actions are consistent with the City's General Plan, priority policy findings of City
10 Planning Code Section 101.1, and the Mission Bay South Redevelopment Plan;
11 accepting Department of Public Works Order No. 178,715 and authorizing official acts
12 in connection with this Ordinance.

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

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

17 Section 1. Findings.

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

23 (b) The San Francisco Redevelopment Agency, in a letter dated May 13, 2010
24 determined that the acceptance of the Mission Bay South Park P18 Public Infrastructure
25 Improvements, constructed pursuant to Permit No. 05IE-0557, dated October 16, 2005 (the

1 "Project"), and other actions herein set forth are consistent with the Mission Bay South
2 Redevelopment Plan ("Plan") and Plan Documents described therein and recommends Board
3 of Supervisors acceptance. A copy of the Redevelopment Agency letter is on file with the
4 Clerk of the Board of Supervisors in File No. 100853 and is incorporated by reference
5 by reference as though fully set forth herein.

6 (c) The City Planning Department, in a letter dated May 4, 2010, determined that
7 the acceptance of the Project Improvements and other actions herein set forth are in
8 conformance with the General Plan consistency findings of Case No. 2010.0198R, and the
9 eight priority policies of Planning Code Section 101.1 and the contemplated actions do not
10 trigger the need for subsequent environmental review pursuant the California Environmental
11 Quality Act ("CEQA") (California Public Resources Code Sections 21000 et seq.). A copy of
12 the Planning Department letter is on file with the Clerk of the Board of Supervisors in File No.
13 100853 and is incorporated by reference as though fully set forth herein.

14 (d) In Department of Public Works (DPW) Order No. 178,715, dated June 10, 2010,
15 the City Engineer and Director certified that: (a) Park P18 is currently a portion of State Trust
16 Parcel 5 subject to Port jurisdiction, (b) FOCIL-MB, LLC ("Focil") has irrevocably offered the
17 Project Improvement facilities to the City, (c) the facilities have been inspected; were
18 determined to be complete as of March 17, 2009 by the Department of Public Works; have
19 been constructed in accordance with the Project Plans and Specifications and all City codes,
20 regulations, standards and Mission Bay South Redevelopment Plan and Plan Documents
21 governing this Project; and are ready for their intended use, (d) the facilities are
22 recommended for acceptance as acquisition facilities, dedication for public use, designation
23 for park and open spaces purposes, and acceptance for maintenance and liability purposes
24 on behalf of the City and Redevelopment Agency. A copy of the DPW Order and Offer are on
25

1 file with the Clerk of the Board of Supervisors in File No. 100853 and are
2 incorporated by reference as though fully set forth herein.

3 Section 2. Adoptions and Approvals.

4 (a) The Board of Supervisors adopts as its own the Redevelopment Plan
5 consistency findings of the San Francisco Redevelopment Agency in connection with the
6 acceptance of the Park P18 Improvements and other actions specified herein.

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

9 (c) The Board of Supervisors has reviewed and approves the City Engineer's
10 Certification and Director's recommendation concerning the acceptance of the Focil
11 Irrevocable Offer of Improvements for the Park P18 Public Infrastructure Improvements, dated
12 February 4, 2009, and other actions set forth in the DPW Order.

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

15 (a) Pursuant to California Streets and Highways Code Section 1806 and San
16 Francisco Administrative Code Sections 1.51 et seq., the Acquisition Agreement dated June
17 1, 2001 by and between the San Francisco Redevelopment Agency and Catellus
18 Development Corporation, and the DPW Order No. 178,715, dated June 10, 2010, the Board
19 of Supervisors hereby accepts the Focil Irrevocable Offer of the Park P18 Improvements
20 dated February 4, 2009 and dedicates such facilities for public use. The Board also accepts
21 said facilities for maintenance and liability purposes on behalf of the City and Redevelopment
22 Agency, subject to the conditions listed in subsections (c) and (d).

23 (b) The Board of Supervisors designates that portion of the State Trust Parcel 5, as
24 shown on Exhibit "A-1" of the Offer of Improvements, for public open space and park
25 purposes and designates the park name as "Bayfront Park".

1 (c) The Board's acceptance of improvements are for the Park P18 Improvements
2 only, excluding any encroachments that are permitted, not permitted, or both.

3 (d) The Board's action to accept the improvements for maintenance and liability
4 purposes is subject to the maintenance obligations of the Redevelopment Agency contained
5 in the Third Amendment to the Agency Ground Lease. The City shall not incur maintenance
6 responsibility nor liability for said improvements until expiration of said ground lease. A copy of
7 the draft for said ground lease is on file with the Clerk of the Board in File No.
8 100953 and is incorporated by reference as though fully set forth herein.

9 Section 4. Authorization for Implementation.

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

16
17 RECOMMENDED:

18 DEPARTMENT OF PUBLIC WORKS

19 By: 

20 Edward D. Reiskin


21 Director of Public Works

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APPROVED AS TO FORM:

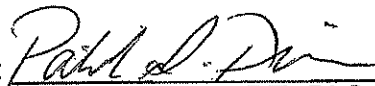
DENNIS J. HERRERA

City Attorney

By: 
John D. Malamut
Deputy City Attorney

DESIGNATION CERTIFIED BY:

DEPARTMENT OF PUBLIC WORKS .

By: 
for Fuad S. Sweiss, PE, PLS, LEED AP
City Engineer and
Deputy Director of Engineering

LEGISLATIVE DIGEST

[Mission Bay South-Park P18 Improvements.]

Ordinance dedicating a portion of State Trust Parcel 5, known as Park P18, lying along Terry A. Francois Boulevard between Mission Bay Boulevard North and China Basin Street for public use and naming the new park "Bayfront Park"; accepting the irrevocable offer for the acquisition facilities; designating said facilities for open space and park purposes; accepting the Park for maintenance and liability purposes, subject to specified limitations; adopting environmental findings and findings that such actions are consistent with the City's General Plan, priority policy findings of City Planning Code Section 101.1, and the Mission Bay South Redevelopment Plan; accepting Department of Public Works Order No. 178,715 and authorizing official acts in connection with this Ordinance.

Existing Law

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

Amendments to Current Law

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

Background Information

This legislation relates to the Mission Bay South Park P18 Improvements located in State Trust Parcel 5.



Gavin Newsom, Mayor

Edward D. Reiskin, Director



Department of Public Works
GENERAL - DIRECTOR'S OFFICE

City Hall, Room 348

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

DPW Order No: 178,715

June 10, 2010

FINDINGS OF DEPARTMENT OF PUBLIC WORKS

Re: Recommendation for formal acceptance of Park P18 Improvements within the Mission Bay South Redevelopment Plan, designation of a portion of State Trust Parcel 5 along Terry A. Francois Boulevard between China Basin Street and Mission Bay Boulevard North for public open space and park purposes and naming the park "Bayfront Park"; accepting the irrevocable offer for the acquisition facilities; dedication of said facilities to public use and acceptance for maintenance responsibilities and liability purposes.

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

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

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

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

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

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

WHEREAS, On July 19, 1999, the State of California quitclaimed to the City certain properties as public trust of which Park P18 is a portion; and,

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

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

WHEREAS, On June 4, 2002, the City Department of Public Works issued Street Improvement Permit No. 02IE-267 to construct certain open space improvements for the "Mission Bay Block P21 Landscape Improvements" (the "Park Improvements"); and,

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

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

WHEREAS, On March 30, 2005, FOCIL and the City entered into a Public Improvement Agreement with regard to the Park P18 Improvements; and

WHEREAS, On October 16, 2005, the City Department of Public Works issued Street Improvement Permit No. 05IE-0557 to construct certain permanent park improvements for the Park P18 Parcel (the "Project"); and

WHEREAS, On June 29, 2006 the City acting by and through the San Francisco Port Commission (the "Port") and the Agency entered into the First Amendment to Agency Ground Lease (the "First Amendment") which added the legal descriptions of Mission Bay North Parks NP1, NP2 and Mission Bay South Park P17 to the premises; and

WHEREAS, On February 4, 2009 FOCIL irrevocably offered to the City the Park Parcel P18 improvements constructed in accordance with the Project plans and any authorized revisions or contract change orders thereto and together with said offer an assignment of all guaranties and warranties related to the construction of all the improvements; and

WHEREAS, On April 24, 2009, the Department of Public Works issued a notice stating that as of March 17, 2009 the Park P18 Improvements Project has been substantially completed pursuant to the Improvement Permit #05IE-0557 and is ready for its intended use; and

WHEREAS, On March 17, 2009, FOCIL-MB, LLC and the Redevelopment Agency entered into that certain Agreement (Temporary Agency Use Agreement), providing the Agency the right to use Park P18 Improvements after substantial completion thereof, pending final completion and acceptance of the Park Improvements by the City; and

WHEREAS, In a letter (attached as Exhibit A) dated May 13, 2010, the Redevelopment Agency determined the acceptance of the Project improvements and other actions specified herein are "consistent with the Mission Bay South Redevelopment Plan and Plan Documents and recommends Board of Supervisors accept the Permanent Park Improvements on behalf of the City"; and

WHEREAS, In a letter (attached as Exhibit B) dated May 4, 2010 the City Planning Department determined that the acceptance of the Project improvements and other actions specified herein are consistent with the General Plan consistency findings of Case No. 2010.0198R, the eight priority policies of Planning Code Section 101.1 and the contemplated actions do not trigger the need for subsequent environmental review pursuant the California Environmental Quality Act ("CEQA") (California Public Resources Code Sections 21000 et seq.); and

WHEREAS, The Warranties and Guaranties for Mission Bay with regard to the Park P18 Improvements are now expired; and

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

- 1) The Port currently holds title to the proposed public open space for the Project as a portion of State Trust Parcel 5 subject to Port jurisdiction and the use of the property as public open space is permitted under the terms of the State Trust.

- 2) FOCIL has irrevocably offered the project improvement facilities.
- 3) Mission Bay Development Group, LLC on behalf of FOCIL-MB, LLC, has submitted a copy of a record Notice of Completion, Assignments of Warranties and Guaranties, Assignments of Reimbursements to the Agency from third parties, if applicable, and evidence of acceptability of the facilities from all applicable public entities and/or non-City utilities.
- 4) All applicable inspections have been performed, test result have been obtained; permit conditions and mitigation measures have been complied with; punch list items have been resolved; Street Improvement Permit terms related to the Park P18 Project have been or will be met; and improvement plan As-Built drawings have been received.
- 5) We hereby certify to the Board of Supervisors that, by the letter dated April 24, 2009 the Department of Public Works has determined that as of March 17, 2009, the Project is ready for its intended use and has been completed substantially in conformity with the Plans and Specifications for "Park P18" approved by or on behalf of the DPW Director, on October 16, 2005, and any authorized revision thereto, and that the Project has been constructed in accordance with all City codes, regulations, standards and the Mission Bay South Plan and Plan Documents governing this Project with the noted exceptions.

NOW THEREFORE BE IT ORDERED THAT,

With respect to facilities acceptance:

I hereby recommend the Board of Supervisors accept the Project Acquisition Facilities, as referenced in the Acquisition Agreement dated June 1, 2001, and as further described in the Park P18 Irrevocable Offer of Improvements, dated February 4, 2009.

With respect to public open space as park use:


I hereby recommend the Board of Supervisors dedicate that portion of State Trust Parcel 5 as shown on Exhibit A of the Park P18 Offer of Improvements for public use and designate this area for open space and park purposes.

I further recommend the Board of Supervisors designate the name of the new park as "Bayfront Park".


With Respect to Acceptance for Maintenance and Liability:

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

The acceptance is subject to the following: i) it is for the Park P18 improvements only, excluding any encroachments permitted, not permitted or both ii) the maintenance obligation shall be assumed by the Redevelopment Agency as set forth in the Third Amendment to Ground Lease to be developed between the respective agencies.

 [Click here to sign this section](#)

6/11/2010

 Fuad Sweiss, City Engineer

Signed by **Fuad Sweiss** [View details](#)
on Friday, June 11, 2010 12:03 PM (Pacific Daylight Time)

6/11/2010

X Edward D. Reiskin

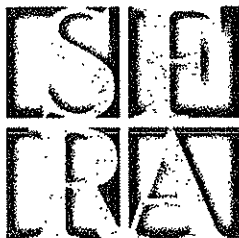
Signed by Reiskin, Ed [View details](#)
on Friday, June 11, 2010 12:11 PM (Pacific Daylight Time)

San Francisco
Redevelopment Agency

One South Van Ness Avenue
San Francisco, CA 94103

415.749.2400

May 13, 2010



GAVIN NEWSOM, Mayor

Rick Swig, President
Darshan Singh, Vice President
London Breed
Miguel M. Bustos
Francee Covington
Leroy King

Fred Blackwell, Executive Director

126-024.10-206

Ms. Grace Kwak, Project Manager
Infrastructure Development and Acquisitions Task Force
30 Van Ness, Room 4200
San Francisco, CA 94102

Subject: Acceptance of Park P18 Public Infrastructure Improvements

Dear Ms. Kwak:

The Agency has received your request regarding the Park P18 Improvements and their consistency with the Mission Bay South Plan and Plan documents.

The Agency has reviewed the documents and other materials related to the acceptance of the P18 Improvements and other related actions specified thereto. We find them these consistent with the Mission Bay South Redevelopment Plan and Plan documents and recommend the Board of Supervisors accept the facilities on behalf of the City.

Sincerely,

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

Catherine Reilly
Assistant Project Manager

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



SAN FRANCISCO PLANNING DEPARTMENT

May 4, 2010

Ms. Grace Kwak, Project Manager
Mission Bay Task Force (MBTF)
30 Van Ness Ave., Suite 4200
San Francisco, CA 94102

Re: **REPLACEMENT LETTER**
Case 2010.0198R Mission Bay South
City Acceptance of Land and Public Infrastructure Improvements
(AB 3837 Lot 002 and AB 8720, lots 002-009, 012 and 016) Blocks 9-9A,
10-10A Phase I, Park P18 and Storm Water Pump Station No. 6

Dear Ms. Kwak,

The Department recently completed review of the referenced General Plan Referral and responded in a findings letter dated April 29, 2010. After sending the letter to you, staff noticed that the Case Number referencing the project was incorrectly described as Case 2010.1098R. Would you kindly discard that letter and replace it with the enclosed letter, dated May 4, 2010.

The error was limited to transposing the case number. It does not affect to the General Plan consistency determination made for this project. Please pardon the error. Again, please replace the letter (dated April 29, 2010) with the enclosed letter. Thank you.

Sincerely,

Stephen Shotland

Encl: Replacement letter for
Case 2010.0198R

cc Ed Reiskin, Director of Public Works
Bruce Storrs, City and County Surveyor ✓
Kelley Kahn, SFRA
John Malamut, Deputy City Attorney
Brett Bollinger, PD
Stephen Shotland, PD

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

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SAN FRANCISCO PLANNING DEPARTMENT

May 4, 2010

Ms. Grace Kwak, Project Manager,
Mission Bay Task Force (MBTF)
30 Van Ness Ave., Suite 4200
San Francisco, CA 94102

Re: Case 2010.0198R Mission Bay South
City Acceptance of Land and Public Infrastructure Improvements
(AB 3837 Lot 002 and AB 8720, lots 002-009, 012 and 016) Blocks 9-9A,
10-10A Phase I, Park P18 and Storm Water Pump Station No. 6

Dear Ms. Kwak,

We are in receipt of your letter dated March 18, 2010, requesting that the Planning Department consider a General Plan referral application concerning City acceptance of land and public improvements and related actions, pursuant to Section 4.105 of the Charter and Section 2A.53 of the Administrative Code. The project is, on balance in conformity with the General Plan, as described in the Case Report, included as **Attachment 1**.

The Mission Bay Task Force (MBTF) proposes a number of actions to implement the Mission Bay South Redevelopment Plan Project Area, located south of Channel Street. The Mission Bay South Redevelopment Plan Project was approved as part of Planning Case 1996.771EMTZR. The Planning Commission found the Mission Bay North and Mission Bay South Redevelopment Plan Projects, on balance, in conformity with the General Plan by Resolution 14699, on September 17, 1998. The specific actions considered as part of the current Project require a General Plan Referral consistency determination and consideration and approval by the Board of Supervisors for City approval of the actions referenced above, including acceptance of real property and public infrastructure improvements. The proposed Project is described in further detail below.

PROPOSED ACTIONS BY THE BOARD OF SUPERVISORS

1. Acceptance of land (real property) for street and roadway use purposes

Acceptance of a portion of Block 8720, lot 016 and a portion of Assessor's Block 3837, lot 002, as shown on the Final Map and Offer of Dedication, shown in Exhibits B (Offer of Dedication), Exhibit C (Final Map Planned Development Mission Bay 9-9A and 10-10A), and Exhibit D (Blocks 9-9A and 10/10A Phase 1 Public Improvements). Exhibits B, C and D are located in Docket 2010.0198R and available for review at the Planning Department offices. The real property is described further described below.

- a. Portion of Block 8720, lot 016: a five foot-wide strip of land along the east side of Third Street between China Basin Street and Mission Bay Blvd. North as shown in Exhibit B and C of the submittal.

1650 Mission
Suite 400
San Francisco
CA 94103-24

Reception:
415.558.637

Fax:
415.558.640

Planning
Information:
415.558.637

- b. Portion of Block 3837, lot 002: a five-foot wide strip of land along the east side of Third Street between China Basin Street and Mission Bay Blvd. North (shown in Exhibit D of the submittal).

2. Acceptance of Dedication of Public Infrastructure Improvements.

The Department of Public Works (DPW) has determined that the public infrastructure facilities have been constructed in accordance with the City-approved plans and specifications and are ready for their intended use. The Project sponsor is obligated to dedicate the infrastructure facilities to the City and County. Infrastructure Improvements proposed to be dedicated to the City and County include those located adjacent to Assessor's Block No. 3837, lot 002, Block 8717, lots 003-005 and Block 8720, lots 016 and 017. The Board of Supervisors must consider taking action to accept the dedication of the public infrastructure facilities. The public infrastructure improvements include: low pressure water lines, reclaimed water lines, sewer, storm, gas and electric lines, street lighting, an auxiliary water supply system, sidewalks, pavement and landscaping. The Infrastructure Improvements are shown in the following submittal Exhibits:

- a. Excerpts of Blocks 10-10A As-Built Improvement Plans (Exhibit D of the submittal)
- b. Excerpts of Park P18 As-Built Improvement Plans (Exhibit E and F of the submittal)
- c. Excerpts of Storm Water Pump Station No. 6 As-Built Improvement Plans (Exhibit F of the submittal)

The Public Infrastructure facilities to be dedicated to the City and County of San Francisco include streets and public infrastructure improvements adjacent to Assessor's Block 8719 and 8720, including low pressure and reclaimed water lines, sewer, storm, gas and electric lines, street lighting, auxiliary water supply system elements, sidewalks, street pavement delineation, landscaping, Improvements to Park P18, and Storm Water Pump Station No. 6, further described below:

- a. China Basin Street between Third Street and Terry Francois Blvd: approximately 600 feet in length, one eastbound lane and one westbound lane with a parking lane and sidewalks on both sides of the street.
- b. Terry Francois Blvd. between China Basin Street and Mission Bay Blvd. North: approximately 400 feet in length, two northbound lanes, two southbound lanes, with bicycle lanes and parking lanes on both sides of the street.
- c. Mission Bay Blvd. North between Third Street and Terry Francois Blvd: approximately 700 feet in length, including one westbound lane with a parking lane and sidewalk on the north side of the street.
- d. The east side of Third Street north of Mission Bay Blvd. North: approximately 500 feet in length; two northbound lanes with a sidewalk (no parking lane).
- e. Park P18: approximately 0.34 acres in size, including landscaping and hardscape improvement features.
- f. Storm Water Pump Station No. 6 (located in Park P18) and related storm water collection and treatment elements.

ENVIRONMENTAL REVIEW

The Major Environmental Analysis section of the Planning Department completed Environmental Analysis of the Mission Bay Final Subsequent Environmental Impact Report (FSEIR) as part of Case no. 1996.771EMTZR. The FSEIR included analysis of regulatory and physical aspects of the Plan, including acceptance of real property for public road rights-of-way and other public uses, and acceptance of offers of dedication of horizontal improvements (infrastructure) including streets, sidewalks, street lighting, utility lines, and improved public open spaces, among other actions.

The Final Subsequent Environmental Impact Report for Mission Bay (FSEIR) was prepared pursuant to the California Environmental Quality Act and was certified as adequate, accurate and objective in the following actions:

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

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

PREVIOUS ACTIONS RELATED TO THIS PROJECT

In previous actions related to the Mission Bay Project, the Planning Commission found the Mission Bay North and Mission Bay South Redevelopment Plans, dated September 4, 1998, in-conformity with the San Francisco General Plan. The current Project (acceptance of real property and acceptance of Dedication of Public Infrastructure Improvements in the Mission Bay South Redevelopment Area) was proposed as part of the Mission Bay South Redevelopment Plan approved in the earlier Planning Commission and Board of Supervisor actions. Other actions include those described below:

1. An Owner Participation Agreement (OPA) was executed between the Redevelopment Agency of the City and County of San Francisco and the Project Sponsor on November 16, 1998. The OPA required the owner to implement the Infrastructure Plan and to construct the horizontal

infrastructure and improvements that are incorporated into the subject project, contained in an Attachment D to that document.

2. The Mission Bay Tentative Map and Land Transfers were found to be consistent with the General Plan and Section 101.1 of the Planning Code in the Planning Department's letter to Mark A. Primeau of the Redevelopment Agency on November 13, 1998.
3. The Final Land Transfer Map was approved by the Board of Supervisors by Motion M9979 and recorded in Book Z of Maps, pages 97-117, Official Records.
4. The Mission Bay South Blocks (9-9A and 10-10A Tentative Map, conditionally approved on May 19, 2004, were found consistent with the General Plan and Section 101.1(b) of the Planning Code, subject to the CEQA mitigation measures adopted by the Board of Supervisors and the Redevelopment Commission as part of the Mission Bay North and South Development Plans. The Planning Department determinations and Conditions of Approval were set forth in a letter dated April 16, 2004, from the Planning Department to the Real Estate Department. The letter is included in Case 2010.0198R Project files as Exhibit J.
5. In a letter dated May 19, 2004, the SFRA determined that the Block 9-9A and 10-10A Tentative Map, conditionally approved on May 19, 2004, is consistent with the Mission Bay South Redevelopment Plan, including the Scope of Development and the Design for Development document, pursuant to Section 1434 of the Mission Bay Subdivision Code and that the Project is in substantial conformance with the Major Phase approved by the Redevelopment Commission. The letter is included in the Case 2010.0198R Project file as Exhibit K.
6. The Mission Bay South Block 9-9A and 10-10A Final Map was approved by the Board of Supervisors and recorded on May 31, 2005, in Book BB of Maps, pages 6-10. A copy is included in the Case 2010.0198R Project File as Exhibit C.

SUMMARY OF FINDINGS

In summary, the Project is, on balance, in conformity with the General Plan, as described in the attached Case Report (**Attachment 1**). The project is consistent with Planning Code Section 101.1 policies, included as **Attachment 2**.

Sincerely,



John Rahaim
Director of Planning

General Plan Referral
Case No. 2010.0198R

Attachments

1. Case Report
2. Planning Code Section 101(b) Priority Policies

cc Ed Reiskin, Director of Public Works
Bruce Storrs, City and County Surveyor ✓
Kelley Kahn, SFRA
John Malamut, Deputy City Attorney
Brett Bollinger, PD
Stephen Shotland, PD

The following Exhibits, referenced herein, are contained in Planning Dept. Docket No. 2010.0198R and are available for review at the Planning Department offices.

- Exhibit A - Location Map
- Exhibit B - Offer of Dedication
- Exhibit C - Final Map of Mission Bay (MB) South Blocks 9-9A and 10-10A
- Exhibit D - Excerpts of MB South Blocks 10-10A - As Built Improvement Plans
- Exhibit E - Excerpts of MB Park P18 Improvement Plans
- Exhibit F - Excerpts of the MB South Storm Water Pump Station No. 6 - As Built Plans
- Exhibit G - FSEIR Addendum No. 6
- Exhibit H - DCP General Plan Consistency letter for Land Transfer
- Exhibit I - Excerpt of MB Bay Owner Participation Agreement /Infrastructure Plan
- Exhibit J - DCP General Plan Consistency findings for MB Blocks 9-9A, 10-10A Tentative Map
- Exhibit K - SFRA letter approving MB Blocks 9-9A, 10-10A Tentative Map

CASE REPORT

ATTACHMENT 1

Case 2010.0198R Mission Bay South
City Acceptance of Land and Public Infrastructure Improvements
(AB 3837 Lot 002 and AB 8720, lots 002-009, 012 and 016) Blocks 9-9A,
10-10A Phase I, Park P18 and Storm Water Pump Station No. 6

Staff

Reviewer: Stephen Shotland

DATE: April 28, 2010

Note: General Plan OBJECTIVES in **Bold CAPS**, General Plan Policies and text are in **bold font**;
text is in regular font; Staff Comments in *italic font*

2004 HOUSING ELEMENT

OBJECTIVE 11
IN INCREASING THE SUPPLY OF HOUSING, PURSUE PLACE MAKING AND
NEIGHBORHOOD BUILDING PRINCIPLES AND PRACTICES TO MAINTAIN SAN
FRANCISCO'S DESIRABLE URBAN FABRIC AND ENHANCE LIVABILITY IN ALL
NEIGHBORHOODS.

POLICY 11.2

Ensure housing is provided with adequate public improvements, services, and amenities.

The Mission Bay project will provide a significant amount of new housing, including affordable housing units, consistent with these policies. The subject project is limited City-acceptance of property and public improvements, including provision of streets, sidewalks and related infrastructure, and improvements to publicly accessible open space in Assessor's Blocks 3837, lot 002 and Block 8720, lots 002-009, 012 and 016. The proposed project is generally consistent with the plans considered in earlier official actions by the Planning Commission, including Res. No. 14699, finding the Mission Bay North and Mission Bay South Redevelopment Plans in conformity with the General Plan. The proposed Project is required in order to implement the Mission Bay South Redevelopment Project, including construction of public infrastructure that will support development of a significant number of new housing units, including market rate and low-cost dwelling units.

COMMERCE & INDUSTRY ELEMENT

Policy 6.7

Promote high quality urban design on commercial streets.

Comment: Streets and other public infrastructure improvements will be constructed consistent with the Mission Bay South Redevelopment Plan, which calls for high quality design features in public rights-of-way and adjacent development. Implementation of the Project would permit development of neighborhood commercial uses and new residential development

COMMUNITY FACILITIES ELEMENT

OBJECTIVE 10

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

POLICY 10.1

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

Comment: The Project includes acceptance of elements of a stormwater collection and treatment system, including a stormwater pump station dedicated as part of this Project (Pump Station #6 located in Park P18). These improvements will serve as part of the City's storm water system that will discharge treated stormwater to the Bay. Unlike most areas of the City, Mission Bay has separate systems for stormwater and wastewater. Wastewater (sewage) will continue to be delivered to separate facilities for additional treatment.

ENVIRONMENTAL PROTECTION ELEMENT

POLICY 3.3

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

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

POLICY 5.1

Maintain an adequate water distribution system within San Francisco.

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

POLICY 5.5

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

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

RECREATION AND OPEN SPACE ELEMENT

POLICY 2.1

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

POLICY 2.7

Acquire additional open space for public use.

POLICY 3.5

Provide new public open spaces along the shoreline.

Mission Bay

The area known as Mission Bay is governed primarily by the Mission Bay North and Mission Bay South Redevelopment Plans...

The concept for the open space system for Mission Bay is to provide opportunities for local, citywide and regional recreational usage. The intent is to develop: (1) flexible/multiple use spaces that can accommodate heavy, active recreational uses as well as a balance of active and passive uses; and (2) spaces that will accommodate the immediate as well as the long-term/changing needs of the local community and the City.

The Recreation and Open Space Element calls for the City to provide adequate open space to serve the needs of all San Francisco residents. Redevelopment of the Mission Bay area will result in provision for a significant amount of new housing as well as office, commercial and retail development that will create a demand for publicly accessible open space that are not available in the area. As part of the Mission Bay Redevelopment Project, the project sponsor is responsible for establishing and maintaining new publicly accessible parks and open spaces for the area's residents, workers and visitors. By approving this action, the City will accept approximately 0.34 acres of property and landscape improvements at the site described as P18, once the Department of Public Works has determined that the improvements have been installed as approved by the City's Department of Public Works

TRANSPORTATION ELEMENT

Objective 1

Meet the needs of all residents and visitors for safe, convenient and inexpensive travel within San Francisco and between the city and other parts of the region while maintaining the high quality living environment of the Bay Area.

POLICY 1.6

Ensure choices among modes of travel and accommodate each mode when and where it is most appropriate.

Comment: The project includes acceptance of real property and infrastructure improvements, including improvements to rights-of-way that will accommodate all users, including trucks/vehicles, pedestrians and bicyclists.

POLICY 27.1

Expand and improve access for bicycles on city streets and develop a well-marked, comprehensive system of bike routes in San Francisco.

Comment: The Project includes acceptance of public infrastructure improvements, including improvements to street rights-of-way that have been designed to accommodate safe travel by vehicular, pedestrian and bicycle use.

URBAN DESIGN ELEMENT

Objective 4

Improvement of the neighborhood environment to increase personal safety, comfort, pride and opportunity.

Comment: The Project includes 1) City acceptance of real property to implement the Mission Bay South Redevelopment Project, 2) improvements to public rights-of-way, and 3) City acceptance of horizontal infrastructure improvements in public rights-of-way, including street roadways, sidewalks, street furniture and related infrastructure. The project sponsor is has constructed public streets and other public infrastructure improvements (horizontal infrastructure improvements) consistent with City- approved plans. The City would accept the street areas and infrastructure improvements including improved Park P18, consistent with approved plans, when the improvements have been completed.

CENTRAL WATERFRONT AREA PLAN

POLICY 6.2

Encourage additional housing within established residential areas.

The Central Waterfront Area Plan references the Mission Bay North and Mission Bay South Redevelopment Plans.

OBJECTIVE 8

IMPROVE TRANSPORTATION CONDITIONS WITHIN THE SUBAREAS.

POLICY 8.1

Improve internal vehicular circulation through the construction, repair, and maintenance of public streets, and the provision of appropriate signing and lighting.

POLICY 8.2

Maintain and construct sidewalks on streets with pedestrian traffic.

General Plan Referral
Case No. 2010.0198R

The project will result in improvements to public rights-of-way, including portions of roadways, sidewalks, and related horizontal infrastructure. The Project will improve vehicular and pedestrian access to the neighborhood.

The Project is, on balance, X in conformity with the General Plan.

Planning Code Section 101.1(b) Policies

ATTACHMENT 2

Case 2010.0198R Mission Bay South

City Acceptance of Land and Public Infrastructure Improvements
(AB 3837 Lot 002 and AB 8720, lots 002-009, 012 and 016) [Blocks 9-9A,
10-10A Phase I, Park P18 and Storm Water Pump Station No. 6]

Planning Code Section 101.1(b) establishes eight priority planning policies and requires the review of projects for consistency with said policies:

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

The Project would have no adverse effect on neighborhood serving retail uses or opportunities for employment in or ownership of such businesses. The Project actions considered in this case would implement policies and plans contained in the Mission Bay South Redevelopment Plan and the Design for Development document, which were found consistent with the General Plan in Case No. 1996.771EMTZR. The project would not negatively affect the level of neighborhood serving retail.

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

The Project considered would have no adverse effect on existing housing and neighborhood character. City acceptance of real property, acceptance of dedication of horizontal public infrastructure improvements (streets and related improvements) and improvements to a publicly accessible park, Park P18, are necessary for the Redevelopment Project to be implemented as approved. The Project is necessary in order to establish new residential and mixed-use development on the site.

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

The Project in itself (accepting real property and infrastructure improvements) would have no effect on the City's supply of affordable housing. Implementation of the Mission Bay North and South Redevelopment Plans, as adopted and approval of the Project actions would ultimately result in increasing the City's supply of affordable housing through adherence to the Community Redevelopment Law that requires at least 15% of all new and substantially rehabilitated dwelling units developed within the Project Area be affordable and occupied by, persons and families of low- or moderate income as defined by the California Health and Safety Code.

- (4) That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking.

The Project would not adversely impede MUNI transit service or overburden city streets and neighborhood parking.

- (5) That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

The Project would not adversely affect a diverse economic base. The property was once the site of rail yards and related development, subsequently vacant.

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

The Project, limited to acquisition of real property and acceptance of public infrastructure improvements (once constructed consistent with approved plans) would not adversely affect City preparedness against injury or loss of life in an earthquake. All development would be constructed consistent with current Building and Seismic Codes and regulations.

- (7) That landmarks and historic buildings be preserved.

The Project would not adversely affect landmarks or historic buildings.

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

The Project would not adversely affect parks and open space and their access to sunlight and vistas. By this Project, the City would accept real property proposed to be improved as a public park. The Project sponsor will construct improvements to Park P18, and the City would accept the public infrastructure improvements, including park landscape improvements, once the Department of Public Works determines that they have been constructed consistent with the approved Mission Bay South Redevelopment Plan, the Public Works Code and other appropriate Codes and regulations.

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

OFFER OF IMPROVEMENTS

**(Mission Bay Park Parcel P18 Improvements
(A part of Blocks 9/9A & 10/10A Phase I Public Improvements))**

FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL") does hereby irrevocably offer to the City and County of San Francisco, a municipal corporation ("City"), and its successors and assigns, all of the right-of-way improvements and underground public utility facilities constructed or installed by or on behalf of FOCIL pursuant to the Street Improvement Permit 05IE-0557 (Mission Bay) dated October 16, 2005, issued thereunder, for Mission Bay Park Parcel P18 Improvements (A part of Blocks 9/9A & 10/10A Phase I Public Improvements), and the improvement plans and specifications described therein, but excepting therefrom those portions of the facilities which are identified on the "as-built" drawings delivered to and on file with the City.

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

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

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

IN WITNESS WHEREOF, the undersigned has executed this instrument this 4th day of FEBRUARY, 2009.

FOCIL-MB, LLC,
a Delaware limited liability company

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

By:  _____

Name: Richard B. Fried
Managing Member

Title: _____

EXHIBIT A
[Plat Map]

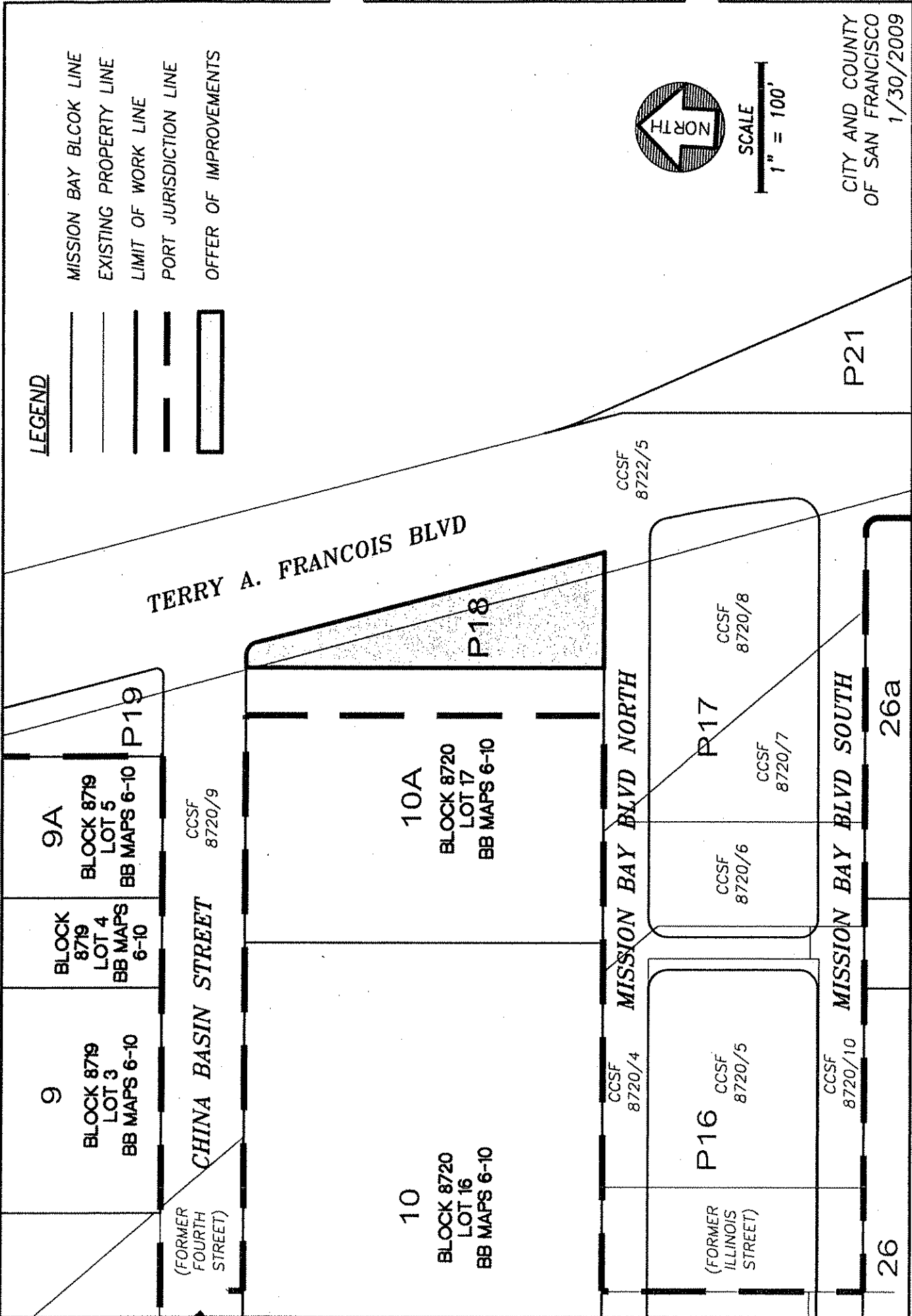
LEGEND

- MISSION BAY BLOCOK LINE
- EXISTING PROPERTY LINE
- LIMIT OF WORK LINE
- PORT JURISDICTION LINE
- OFFER OF IMPROVEMENTS



SCALE
1" = 100'

CITY AND COUNTY
OF SAN FRANCISCO
1/30/2009



IMPROVEMENTS EXHIBIT
MISSION BAY PARK P18

F&L
Freyer & Laureta, Inc.
 civil engineers • surveyors • construction managers
 144 North San Mateo Drive • San Mateo, CA 94401
 (650)344-9901 • Fax (650)344-9920 • www.freyerlaureta.com

**THIRD AMENDMENT TO
GROUND LEASE**

BY AND BETWEEN

THE CITY AND COUNTY OF SAN FRANCISCO

AND

REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO

Mission Bay

**THIRD AMENDMENT TO
AGENCY GROUND LEASE**

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

THIS THIRD AMENDMENT TO AGENCY GROUND LEASE ("Amendment"), dated for reference purposes only as of _____, 2010, by and between City and County of San Francisco, a municipal corporation, and with respect to those portions of the subject premises located within the jurisdiction of the San Francisco Port Commission (the "Port"), the City and County of San Francisco, acting by and through the Port (collectively, "City"), as landlord, and the Redevelopment Agency of the City and County of San Francisco, a public body corporate and politic of the State of California (together with any successor public agency designated by or pursuant to law, the "Agency"), as tenant, is made with reference to the following facts:

RECITALS

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

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

C. Owner has met the conditions in the North OPA for the development of Parks NP3, NP4 and NP5 in Mission Bay North. City and Agency presently wish to amend the Ground Lease to add the legal descriptions of Parks NP3, NP4 and NP5 in Mission Bay North and park P18 in Mission Bay South to Exhibit B of the Ground Lease and to commence the term of the Ground Lease with respect to such parks.

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

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

[No further text this page.]

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

CITY:

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation

By _____
GAVIN NEWSOM
Mayor

By _____
AMY L. BROWN
Director of Property

APPROVED AS TO FORM FOR CITY:

DENNIS J. HERRERA,
City Attorney

By _____
Deputy City Attorney

SAN FRANCISCO PORT COMMISSION

By: _____
MONIQUE MOYER
Executive Director

APPROVED AS TO FORM FOR PORT:

DENNIS J. HERRERA,
City Attorney

By _____
Deputy City Attorney

AGENCY:

REDEVELOPMENT AGENCY
OF THE CITY AND COUNTY OF
SAN FRANCISCO

By _____
FRED BLACKWELL
Executive Director

APPROVED AS TO FORM FOR AGENCY:

JAMES B. MORALES,
General Counsel

By _____
Deputy General Counsel

CONSENT

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

FOCIL-MB, LLC, a Delaware limited liability
company

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

By: _____
Name: _____
Its: _____

EXHIBIT B-1 (Substitute)

(PARK P1)

(See attached)

EXHIBIT B-2 (Substitute)
(PARKS NP1 and NP2)

(See attached)

EXHIBIT B-5

(PARKS NP3, NP4, NP5)

(See attached)

EXHIBIT B-6

(PARK P18)

(See attached)

