

File No. 130296

Committee Item No. 1

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Land Use and Economic Development Date June 10, 2013

Board of Supervisors Meeting Date _____

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
| <input type="checkbox"/> | <input type="checkbox"/> | Resolution |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
| <input checked="" type="checkbox"/> | <input 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 |
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OTHER (Use back side if additional space is needed)

- | | | |
|-------------------------------------|--------------------------|--|
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | DPW Order No. 181148 |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Redevelopment Agency Ltr, dtd 1/30/12</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>General Plan Referral Ltr, dtd 12/15/11</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Conditional Assignment of Warranties and Guaranties</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Offer of Improvements</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
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| <input type="checkbox"/> | <input type="checkbox"/> | _____ |

Completed by: Alisa Miller Date June 7, 2013

Completed by: _____ Date _____

1 [Improvements - Mission Bay South Park P10]

2
3 **Ordinance dedicating City property, within portions of State Trust Parcel 2, known as**
4 **Mission Bay Park P10, lying along Mission Bay Circle and Mission Bay Drive as open**
5 **public right-of-way and naming the new park Mission Bay Park P10; 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 General Plan, priority policy findings of Planning Code,**
10 **Section 101.1, and the Mission Bay South Redevelopment Plan; accepting a**
11 **Department of Public Works Order; and authorizing official acts in connection with this**
12 **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 by Ordinance No. 335-98, on
21 November 2, 1998, a copy of which is in Clerk of the Board of Supervisors of the City and
22 County of San Francisco File No. 981441.

23 (b) The San Francisco Redevelopment Agency, in a letter dated January 30, 2012,
24 determined that the acceptance of the Mission Bay South Park P10 Public Infrastructure
25 Improvements, constructed pursuant to Permit No. 10IE-0106, dated March 9, 2010 (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.130296 and is incorporated by reference by
5 reference as though fully set forth herein.

6 (c) The City Planning Department, in a letter dated December 15, 2011, determined
7 that 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. 2011.1139R, 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 to the California
11 Environmental Quality Act ("CEQA") (California Public Resources Code, Sections 21000 et
12 seq.). A copy of the Planning Department letter is on file with the Clerk of the Board of
13 Supervisors in File No. 130296 and is incorporated by reference as though fully set forth
14 herein.

15 (d) In Department of Public Works (DPW) Order No. 181148, dated March 26,
16 2013, including Map No. A-17-173, dated March 26, 2013, the City Engineer and Director
17 certified that: (i) Mission Bay Park P10 is currently a portion of City property within State Trust
18 Parcel 2; (ii) Focil has irrevocably offered the Project Improvement facilities to the City; (iii) the
19 facilities have been inspected; were determined to be complete as of March 26, 2013 by the
20 Department of Public Works; have been constructed in accordance with the Project Plans and
21 Specifications and all City codes, regulations, standards and Mission Bay South
22 Redevelopment Plan and Plan Documents governing this Project; and are ready for their
23 intended use; and (iv) the facilities are recommended for acceptance as acquisition facilities,
24 dedication right-of-way, designation for park and open space purposes, and acceptance for
25 maintenance and liability purposes on behalf of the Successor Agency. A copy of the DPW

1 Order and Offer are on file with the Clerk of the Board of Supervisors in File No. 130296 and
2 are 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 Mission Bay Park P10 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 Mission Bay Park P10 Public Infrastructure
12 Improvements, dated January 23, 2012, and other actions set forth in the DPW Order.

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

15 (a) Pursuant to San Francisco Administrative Code, Sections 1.51 et seq., the
16 Acquisition Agreement dated June 1, 2001, by and between the San Francisco
17 Redevelopment Agency and Catellus Development Corporation, and DPW Order No. 181148,
18 dated March 26, 2013, the Board of Supervisors hereby accepts the Focil Irrevocable Offer of
19 the Mission Bay Park P10 Improvements dated January 23, 2012, and dedicates such
20 facilities for public use. The Board also accepts said facilities for maintenance and liability
21 purposes on behalf of the Successor Agency, subject to the conditions listed in subsections
22 (c), and (d).

23 (b) The Board of Supervisors approves Map No. A-17-173, and dedicates the areas
24 shown hatched on said Map No. A-17-173, as open public right-of-way for open space and
25 park purposes and designates the park name as "Mission Bay Park P10." The Board directs

1 the Department of Public Works to revise the City Right-of-Way Maps in accordance with this
2 Ordinance. The Board's acceptance of improvements is for the Mission Bay Park P10
3 Improvements only, excluding any encroachments that are permitted, not permitted, or both.

4 (c) The Board of Supervisors hereby acknowledges Focil's conditional assignment
5 of all warranties and guaranties to the Successor Agency related to the construction of the
6 above listed improvements.

7 Section 4. Authorization for Implementation.

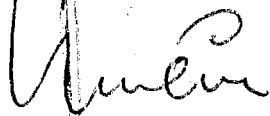
8 All actions heretofore taken by the officers of the City with respect to such
9 Ordinance are hereby approved, confirmed and ratified, and the Mayor, Clerk of the Board,
10 Director of Property, and Director are hereby authorized and directed to take any and all
11 actions which they or the City Attorney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

14 Section 5. Effective Date. This ordinance shall become effective 30 days from the
15 date of passage.

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RECOMMENDED:

DEPARTMENT OF PUBLIC WORKS

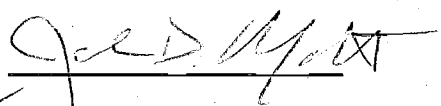
By: 

Mohammed Nuru
Director of Public Works

APPROVED AS TO FORM:

DENNIS J. HERRERA

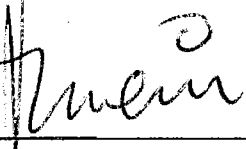
City Attorney

By: 

John D. Malamut
Deputy City Attorney

DESIGNATION CERTIFIED BY:

DEPARTMENT OF PUBLIC WORKS

By: 

Fuad S. Sweiss
Deputy Director of Engineering
and City Engineer

LEGISLATIVE DIGEST

[Improvements - Mission Bay South Park P10]

Ordinance dedicating City property, within portions of State Trust Parcel 2, known as Mission Bay Park P10, lying along Mission Bay Circle and Mission Bay Drive as open public right-of-way and naming the new park Mission Bay Park P10; 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 General Plan, priority policy findings of Planning Code, Section 101.1, and the Mission Bay South Redevelopment Plan; accepting a Department of Public Works Order; and authorizing official acts in connection with this Ordinance.

Existing Law

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

Amendments to Current Law

This legislation would accept offers of dedication for improvements; approve Map No. A-17-173, designate new right-of-way for 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 P10 Improvements located on portions of State Trust Parcel 2, subject to City jurisdiction.



Edwin M. Lee, Mayor
Mohammed Nuru, Director



Patrick Rivera, Division Manager

Mission Bay Task Force

March 29, 2013

Angela Calvillo, Clerk of the Board
Board of Supervisors
1 Dr. Carlton B. Goodlet Place, Room 244
San Francisco, Ca 94102-4689

RE: Acceptance of Mission Bay Park P10 Improvements

Dear Ms. Calvillo:

Attached please find an original and four copies of the proposed Mission Bay South Ordinance for Board of Supervisors approval which will accept the Mission Bay Park P10 Improvements and designate a portion of City property, State Trust Parcel 2 for public open space and park purposes.

The following is a list of accompanying documents (five sets):

1. Department of Public Works Order No. 181,148
2. Formal letter from the San Francisco Redevelopment Agency (SFRA) consistency determination and recommendation for Board of Supervisors acceptance of facilities.
3. Formal letter from the Department of City Planning determining consistency with General Plan and making environmental findings.
4. Irrevocable Offer of the Park P10 Public Infrastructure Improvements to the City and County of San Francisco.
5. A-17 Map showing the dedicated areas as open public right-of-way for open space and park purposes.

Please feel free to contact me for any assistance needed.

Sincerely,

Barbara Moy
Task Force Manager
Department of Public Works
Phone: (415) 558-4050
Email: barbara.moy@sfdpw.org

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2013 APR - 1 AM 11:02
AK





Edwin M. Lee, Mayor
Mohammed Nuru, Director

DPW Order No: 181148

March 26, 2013

Re: Recommendation for formal acceptance of Mission Bay Park P10 Improvements within the Mission Bay South Redevelopment Plan, dedication of City property within portions of State Trust Parcel 2 lying along Mission Bay Circle and Mission Bay Drive for public open space and park purposes and naming the new park "Mission Bay Park P10"; 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 P10 is a portion; and,



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

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

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

WHEREAS, On November 22, 2004, Catellus Operating Limited Partnership, a Delaware limited partnership, and Catellus Land and Development Corporation a Delaware Corporation granted all of its property in the grant deed, 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 18, 2011, the San Francisco Department of Public Works ("DPW") approved Instructional Bulletin #11 under Street Improvement Permit No. 10IE-0106 to construct certain permanent park improvements for Park P10(the "Project"); and

WHEREAS, In a letter (attached as Exhibit B) dated December 15, 2011 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. 2011.1139R, the eight priority policies of Planning Code Section 101.1 and the contemplated actions do not trigger the need for subsequent environmental review pursuant the California Environmental Quality Act ("CEQA") (California Public Resources Code Sections 21000 et seq.); and

WHEREAS, On January 23, 2012, FOCIL irrevocably offered to the City the Mission Bay Park P10 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, In a letter (attached as Exhibit A) dated January 30, 2012, the Redevelopment Agency determined the acceptance of the Project improvements and other actions specified herein are "consistent with the Mission Bay South Redevelopment Plan and Plan Documents and recommends Board of Supervisors accept the Permanent Park Improvements on behalf of the City"; and



WHEREAS, The Agency was terminated under State Legislature AB 26 and AB 1484. Subsequently, the San Francisco Board of Supervisors, by its Ordinance No. 215-12, established a new agency known as “Successor Agency to the Redevelopment Agency of the City and County of San Francisco” (“Successor Agency”). The Successor Agency assumed all rights, obligations and liabilities of the former Redevelopment Agency.

WHEREAS, On March 26, 2013 the DPW issued a notice stating that the Mission Bay Park P10 Improvements Project has been substantially completed pursuant to the Improvement Permit No. 10IE-0106 and is ready for its intended use; and

WHEREAS, On March 26, 2013 the Executive Director of the Successor Agency signed and accepted the FOCIL Conditional Assignment of Warranties and Guaranties with regard to the Mission Bay Park P10 improvements; and

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

- 1) The City currently holds title to the proposed public park and open space for the Project as a portion of State Trust Parcel 2 subject to City jurisdiction and the use of the property as public park and 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 City 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 P10 and Mission Bay Drive Median Project have been or will be met; and improvement plan As-Built drawings have been received.
- 5) We hereby certify to the Board of Supervisors that the Department of Public Works has determined that as of March 26, 2013, the Project is ready for its intended use and has been completed substantially in conformity with the Plans and Specifications for “ Park P10 and Mission Bay Drive Median”, which includes Mission Bay Park P10, approved by or on behalf of the DPW Director, on March 18, 2011, 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:



San Francisco Department of Public Works
Making San Francisco a beautiful, livable, vibrant, and sustainable city.

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 P10 Irrevocable Offer of Improvements, dated January 23, 2012.

I further recommend that the Board of Supervisors acknowledge FOCIL's Conditional Assignment of Warranties and Guaranties to the Successor Agency with regard to the Mission Bay Park P10 Improvements

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

I hereby recommend the Board of Supervisors approve Map No. A-17-173, dated March 26, 2013 and dedicate the area shown hatched as open public right-of-way and designate said areas for open space and park purposes and naming the new park "Mission Bay Park P10".

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

With Respect to Acceptance for Maintenance and Liability:

Pursuant to California Street 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 Successor Agency, subject to the limitations below.

The acceptance is subject to the following: (i) it is for the Park P10 improvements only, excluding any encroachments permitted, not permitted or both (ii) Focil Conditional Assignment of Warranties and Guaranties to the City ii) Successor Agency maintenance obligations contained in the 3rd Amendment to the Ground Lease which is to be drafted.

3/26/2013

3/27/2013

X



Sweiss, Fuad
Approver 2

X

Mohammed Nuru

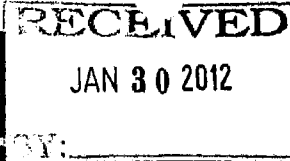
Nuru, Mohammed
Approver 3



San Francisco
Redevelopment Agency

One South Van Ness Avenue
San Francisco, CA 94103

415.749.2400



EDWIN M. LEE, Mayor
Darshan Singh, President
Rosario M. Anaya, Vice President
Miguel M. Bustos
Francee Covington
Leroy King
Rick Swig
Agnes Briones Ubalde
Tiffany Bohee, Interim Executive Director

January 30, 2012

126-006.12-206

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

RE: Mission Bay South-Park P10 and Mission Bay Drive Median Public Infrastructure
Improvements-Consistency Determination

Dear Ms. Kwak:

The Agency has received your request regarding the Park P10 and Mission Bay Drive Median public infrastructure improvements and their consistency with the Mission Bay South Redevelopment Plan and Plan Documents.

The Agency has reviewed the documents and related materials concerning the acceptance of the Park P10 and Mission Bay Drive Median public infrastructure improvements and other related actions thereto, finds these consistent with the Mission Bay South Redevelopment Plan and Plan Documents, and recommends that the Board of Supervisors accept the facilities on behalf of the City.

Sincerely,

A handwritten signature in black ink, appearing to read 'C. Reilly', written over the typed name and title.

Catherine Reilly
Assistant Project Manager

Cc: Barbara Moy, MBTF
Tiffany Bohee, SFRA
Kelley Kahn, SFRA



SAN FRANCISCO PLANNING DEPARTMENT

General Plan Referral

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Date: December 15, 2011
Case No. Case No. 2011.1139R
Mission Bay South Acceptance of Land and Public Infrastructure:
Mission Bay South Blocks 2-7 & 13 Phase 1 (AB 8711/ 013-032);
Mission Bay Blocks 2-7 & 11-13 Phase 2 (AB 8710/005, 008),
Mission Bay Drive Extension and Mission Bay Drive Circle (AB
8726/001, 002, AB 8709/002, 003); Mission Bay Drive Median and
Park P10 (AB 8709/002, 003); 4th Street/16th Street Signalization
(AB 8722/010, 8711/011)

Block/Lot No.: AB 8711/013-032, 8710/005, 008); 8726/001, 002, 8709/002-003;
AB 8709/002-003); AB 8722/010, 8711/011

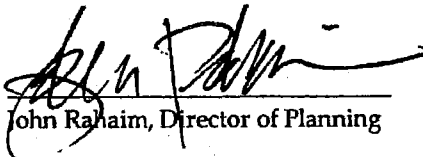
Project Sponsor: FOCIL-MB LLC
Mission Bay Development Group LLC
255 Channel Street
San Francisco, CA 94158

Referred By: Grace Kwak
Department of Public Works / Mission Bay Task Force
30 Van Ness Avenue, Suite 4200
San Francisco, CA 94102

Staff Contact: Stephen Shotland – (415) 558-6308
stephen.shotland@sfgov.org

Recommendation: Finding the project, on balance, is in conformity with
the General Plan

**Recommended
By:**


John Rahaim, Director of Planning

PROJECT DESCRIPTION

We are in receipt of your letter dated October 3, 2011, as revised on October 14, 2011 and December 12, 2011, requesting that the Planning Department consider a General Plan Referral application concerning City acceptance of land, infrastructure improvements and related actions related to the Mission Bay South Redevelopment Project, pursuant to Section 4.105 of the Charter and Section 2A.53 of the Administrative Code. The proposed project calls for the acceptance of real property and acceptance and dedication of public infrastructure located in the Mission Bay South Redevelopment Project Area.

PROPOSED ACTIONS BY BOARD OF SUPERVISORS

The Board of Supervisors will consider taking actions to accept land located in the Mission Bay South Project Area, and to accept and dedicate Public Infrastructure. The infrastructure improvements have been constructed in the Mission Bay South Project Area, generally consistent with the Redevelopment Plan for the Mission Bay South Redevelopment Project, which was considered in earlier actions by the Planning Commission, and other official bodies. The property and public infrastructure improvements related to this action are summarized below and reviewed in the body of this General Plan Referral. Plans of the project elements are available for review in the Case 2011.1139R docket and are at the offices of the Planning Department.

LIST OF PROJECT ELEMENTS ¹

1. **Blocks 2-7 & 13 Phase 1 Improvements**
 - a. **Acceptance of Land (Assessor's Block 8711, Lots 15, 16, 18, 19, 22, 27, and 30).** The Board of Supervisors will act to approve the Grant Deeds for the land and authorize the Director of Property to accept the land. The subject case includes property shown on the Blocks 2-7 & 13 Phase 1 Final Map (Exhibit C-1) and Offers of Dedication (Exhibits B-1 and B-2), available for review at the offices of the Planning Department.
 - b. Acceptance and Dedication of Public Infrastructure, constructed per the approved plans
 - c. Excerpts of the Blocks 2-7 & 13 Phase 1 Improvement Plans (Excluding Parks)
2. **Blocks 2-7 & 11-13 Phase 2 Improvements**
 - a. **Acceptance of Land (Assessor's Block 8710, Lot 5, and Lot 8.** The Board of Supervisors will act to approve the Grant Deeds for the land and authorize the Director of Property to accept the land.
 - b. Acceptance and Dedication of Public Infrastructure, constructed per the approved plans
 - c. Excerpts of the Blocks 2-7 & 11-13 Phase 2 Improvement Plans
3. **Mission Bay Drive Extension and Mission Bay Drive Circle Improvements**
 - a. Acceptance and Dedication of Public Infrastructure, constructed per the approved plans
 - b. Excerpts of the Mission Bay Drive Extension and Mission Bay Drive Circle Improvement Plans
4. **Park P10 and Mission Bay Drive Median Public Improvements**
 - a. Acceptance and Dedication of Public Infrastructure, constructed per the approved plans
5. **4th Street and 16th Street Intersection Improvements**
 - a. Acceptance and Dedication of Public Infrastructure, constructed per the approved plans

¹ Attachment 1 describes the Project elements in greater detail; Exhibits are in Planning Case 2011.1139R docket and are available for review at the offices of the Planning Department.

Acceptance of Dedication of the Public Infrastructure Improvements

The Department of Public Works (DPW) has determined that the public infrastructure improvements listed as part of Case 2011.1139R have been installed and constructed in accordance with the approved Plans and Specifications and are ready for their intended use. Accordingly, the Developer is obligated to dedicate the Infrastructure Improvements to the City. The Project includes acceptance of the following types of infrastructure improvements: streets, roadways, curbs, gutters, sidewalks, street lighting, traffic controls, low pressure, high pressure and reclaimed water lines, sewer, stormwater, gas distribution and electric distribution lines and services, joint utility trenches, fire hydrants, as well as landscape materials installed as part of the infrastructure improvements.

PREVIOUS ACTIONS RELATED TO THIS PROJECT

The Board of Supervisors, the Planning Department and Planning Commission, and the Redevelopment Agency and Redevelopment Commission have taken a number of actions related to this project. Exhibits listed below are available for review in Docket 2011.1139R at the offices of the Planning Department. The following actions related to the project have been taken.

1. The Planning Commission found the Mission Bay North and Mission Bay South Redevelopment Plans, dated September 4, 1998, consistent with the San Francisco General Plan, by adopting Resolution No. 14699 on September 17, 1998. The projects included all of the elements included in the subject case, which were proposed as part of the Mission Bay South Redevelopment Plan.
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, as stated in a letter dated Nov., 13, 1998 from the Planning Department to Mr. Mark Primeau, Department of Public Works. The Tentative Map and Land Transfer document, and are available for review as Exhibit K in the Planning Case 2011.1139 docket.
3. 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 included the Infrastructure Plan that defined the horizontal infrastructure plans and improvements that are incorporated into the subject project. The OPA is available for review as Exhibit L in the Planning Case 2011.1139R docket.
4. The Final Land Transfer Map was approved by the Board of Supervisors by Motion No. M99-79 and recorded in Book Z of Maps, on Pages 97-117, Official Records.
5. The Mission Bay South Blocks 2-7 and 11-13 Tentative Map (Phase 1 & 2), conditionally approved on August 10, 2004 was found to be consistent with the General Plan and Section 101.1 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 Development Plans. The Planning Department found the project, subject to Conditions of Approval, in conformity with the General Plan and the priority policies of Planning Code Section 101.1, in a letter dated August 6, 2004. A copy of the letter (Exhibit M) is available for review in the Planning Case 2011.1139R docket.

6. In a letter dated August 5, 2004, the SFRA determined that the Blocks 2-7 & 11-13 Tentative Map, conditionally approved on August 10, 2004, was consistent with the Mission Bay South Redevelopment Plan, including the Mission Bay South Plan, 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. A copy of the SFRA letter of August 5, 2004 is available for review as Exhibit M in the Planning Case 2011.1139R docket.
 - a. The Mission Bay South Blocks 2-7 & 13 Phase 1 Final Map, Tract No. 3936, was approved by the Board of Supervisors and recorded on February 22, 2006, in Book BB of Maps, at Pages 54 through 58. A copy of the Map is available for review as Exhibit C-1 in the Planning Case 2011.1139R docket. The Mission Bay South Blocks 11 and 12 Phase 2 Final Map was approved by the Board of Supervisors and recorded on April 8, 2011 in Book DD of Survey Maps, at Pages 116 through 121. A copy of the Map is available for review as Exhibit C-2 in the Planning Case 2011.1139R docket.

ENVIRONMENTAL REVIEW

The Major Environmental Analysis section of the Planning Department completed Environmental Review of the Mission Bay Final Subsequent Environmental Impact Report (FSEIR). The FSEIR included analysis of regulatory and physical aspects of the Plan, including: the vacation of public rights-of-way, property acquisition, acceptance of offers of dedication of land for road rights-of-way, and acceptance of offers of Dedication of horizontal improvements (street and public rights-of-way, stormwater and sanitary sewer pump stations), 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:

1. Redevelopment Commission Resolution No. 182-98 on 9/17/1998
2. Planning Commission Case 1996.771E, Resolution No. 14696 on 9/17/1998, certifying the FSEIR
3. Board of Supervisors affirmed the Planning Commission's certification of the EIR by Resolution No. 854-98 on 10/19/1998.
4. Redevelopment Agency issued Addendum #6 to the FSEIR on 9/10/2008.
5. All of the projects included and referenced as part of this Project were analyzed in the FSEIR and Addendum # 6; it is available for review in the subject case docket (Exhibit J).

The Environmental Planning Section of the Planning Department determined that further Environmental Analysis is not required, as the subject project (acceptance real property and acceptance of dedication of public infrastructure including the referenced project) was analyzed as part of the FSEIR certified by the Planning Commission and affirmed by the Board of Supervisors, as amended by subsequent Addenda. In addition, acceptance of infrastructure improvements (non-physical actions) is exempt from further environmental review, pursuant to Sec. 15060(c) (2) of CEQA guidelines.

GENERAL PLAN COMPLIANCE AND BASIS FOR RECOMMENDATION

The Project is consistent with the following relevant objectives and policies of the General Plan. The Project is consistent with the following General Plan Objectives and Policies. The Objectives and Policies are shown in bold font, policy text is in regular font, and staff comments are in *italic font*.

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

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 and dedication of sewer and stormwater lines constructed as part of the Project. Note: Mission Bay South Stormwater Pump Station # 4 was reviewed in Case No. 2011.1094R; Mission Bay Sanitary Sewer Pump Station was reviewed separately in Case No. 2011.1224R. Unlike most areas of the City, Mission Bay has separate systems for stormwater and wastewater. Wastewater will continue to be delivered to facilities for treatment before discharge.

ENVIRONMENTAL PROTECTION ELEMENT

POLICY 1.2

Improve the quality of natural resources.

OBJECTIVE 3

MAINTAIN AND IMPROVE THE QUALITY OF THE BAY, OCEAN AND SHORELINE AREAS.

POLICY 3.3

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

Comment: 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. Stormwater

and sanitary sewer lines have been incorporated into the project and would be accepted and dedicated for use as part of the project.

POLICY 5.1

Maintain an adequate water distribution system within San Francisco.

Comment: The project includes acceptance and dedication of water distribution lines in the public rights-of-way.

POLICY 5.5

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

Comment: 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 (where appropriate). Accepting the public infrastructure improvements implements the referenced General Plan policies.

HOUSING ELEMENT

OBJECTIVE 12

Balance housing growth with adequate infrastructure that serves the City's growing population.

Policy 12.1 Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

Policy 12.2

Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

Policy 12.3

Ensure new housing is sustainably supported by the City's public infrastructure systems.

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 in Assessor's Block (AB) 8709 Lots 002 and 003, AB 8710 Lots 005 and 008, AB 8711 Lots 011 and 013-032, AB 8722 Lot 010, AB 8726 Lots 001 and 002. 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.

RECREATION AND OPEN SPACE ELEMENT

OBJECTIVE 2

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

POLICY 2.1

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

Comment: The proposed Project includes acceptance of park landscaping and other improvements associated with Park P10, and other landscape features associated with Mission Bay Drive Extension and the Mission Bay Circle Project. These improvements would provide amenities that would benefit residents of the Mission Bay South neighborhood, as well as other City residents.

POLICY 2.6

Make open spaces accessible to people with special needs.

Comment: The proposed open space and other amenities provided as part of this Project would be compliant with ADA accessibility standards.

POLICY 3.1

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

Comment: The new parks affiliated with Mission Bay South this Project is part of the east/west linear park extending to Third Street, located close to the Bay.

OBJECTIVE 4

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

POLICY 4.6

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

POLICY 4.7

Provide open space to serve neighborhood commercial districts.

Comment: Mission Bay will create substantial new residential and commercial development. The park and roadway median landscape improvements dedicated as part of this Project, along with others proposed as part of the Mission Bay Redevelopment Project will provide open space improvements serving the new development.

TRANSPORTATION ELEMENT

OBJECTIVE 23

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

POLICY 23.2

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

Comment: The project includes acceptance of real property to accommodate placement of public streets and related infrastructure improvements, as well as acceptance of dedication of public infrastructure improvements associated with the public rights-of-way and landscape improvements. The street, sidewalk and landscape improvements would be located within the Mission Bay South Redevelopment Project Area.

They include acceptance of the following properties to be improved with public streets and associated infrastructure: Lot 5 in Assessor's Block 8710 to provide land for a portion of Channel Street between the future Mission Bay Circle and future El Dorado Street; and Lot 8 in Assessor's Block 8700 to provide land for a portion of Long Bridge Street between Mission Bay Boulevard North and future China Basin Street for street and roadway purposes.

The project also includes Acceptance and dedication of Public Infrastructure and improvements including streets, with travel, parking and bicycle lanes, curbs, sidewalks, lighting. The improvements will also include water supply, sanitary sewer, stormwater sewer, gas and electric lines, and landscaping, among other improvements.

- Channel Street between Fourth Street and the future El Dorado South;
- Long Bridge Street between China Basin Street and Fourth Street;
- Fourth Street between Mission Rock Street and Channel;
- Fourth Street between Mission Rock Street and Mission Bay Boulevard North;
- Fourth Street between Mission Bay Boulevard North and Mission Bay Boulevard South;
- Fourth Street between Mission Bay Boulevard South and UCSF Lane;
- Mission Rock west of Third Street; China Basin Street west of Third Street;
- Mission Bay Boulevard South between Third Street and Merrimac Street;
- Mission Bay Boulevard North between Third Street and Fifth Street;
- Merrimac Street;
- El Dorado Street.
- Mission Bay landscape and related improvements to Mission Bay Drive sidewalks being provided as part of this project meet, and often exceed, standards for sidewalk width.

OBJECTIVE 24

IMPROVE THE AMBIENCE OF THE PEDESTRIAN ENVIRONMENT.

POLICY 24.2

Maintain and expand the planting of street trees and the infrastructure to support them.

POLICY 24.3

Install pedestrian-serving street furniture where appropriate.

Comment: Sidewalks adequate to accommodate expected levels of pedestrians have been incorporated as part of the design of all public rights-of-way. The improvements incorporate sidewalks, landscaping, street lighting, and crosswalks, as well as signage and street furniture, where desirable and appropriate.

OBJECTIVE 27

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

POLICY 27.1

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

POLICY 27.6

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

Comment: Bicycle Lanes have been constructed on some of the public rights-of-way proposed to be accepted and dedicated for public use, including on Fourth Street between Mission Rock Street and Channel (southbound lane with bike lane), and on Fourth Street between Mission Bay Boulevard North and Mission Bay Boulevard South (bike lane on both sides of the street)

URBAN DESIGN ELEMENT

OBJECTIVE 4

IMPROVEMENT OF THE NEIGHBORHOOD ENVIRONMENT TO INCREASE PERSONAL SAFETY, COMFORT, PRIDE AND OPPORTUNITY.

POLICY 4.3

Provide adequate lighting in public areas.

POLICY 4.4

Design walkways and parking facilities to minimize danger to pedestrians.

POLICY 4.8

Provide convenient access to a variety of recreation opportunities.

POLICY 4.10

Encourage or require the provision of recreation space in private development.

POLICY 4.12

Install, promote and maintain landscaping in public and private areas.

POLICY 4.13

Improve pedestrian areas by providing human scale and interest.

Comment: The project sponsor has constructed streets and infrastructure and amenities necessary as part of redevelopment of the Mission Bay South Redevelopment Project. The improvements include establishing new public roadways and associated sidewalks, lighting and other improvements, consistent with the level of amenities provided on other City streets. The improvements have been designed to accommodate neighborhood residents and other users. The project includes landscaping that would be installed along the streets to be accepted by the City and County, and landscaping improvements as part of Park P10.

RECOMMENDATION: Finding the Project, on balance, in-conformity with the General Plan
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Attachments:

Att. 1 Project Description, listing all project elements, including acceptance of land and acceptance and dedication of Public Infrastructure. Attachment 1 provides a list of the Exhibits contained in Planning Department Case 2011.1139R docket, available for review at the Planning Department offices.

PLANNING CODE SECTION 101.1(B) PROVISIONS- EIGHT PRIORITY POLICIES

Planning Code Section 101.1(b) establishes the following eight priority planning policies and requires review of permits for consistency with said policies. The subject project is found to be consistent with the Eight Priority Policies of Planning Code Section 101.1(b) in that:

1. That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.
The project would not affect neighborhood serving retail uses or opportunities for employment in or ownership of such businesses.
2. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.
The Project would not affect the City's housing stock or neighborhood character.
3. That the City's supply of affordable housing be preserved and enhanced.
The Project 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. The land proposed to be accepted by the City and infrastructure improvements proposed to be accepted and dedicated for public use have been designed and constructed consistent with approved plans for the Mission Bay Redevelopment Project Area. The public rights-of-way and related infrastructure proposed to be accepted for public dedication have been designed to accommodate all users and would enhance a mix of transportation modes.
5. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.
The Project would not affect the industrial or service sectors or future opportunities for resident employment or ownership in these sectors. The property was once the site of rail yards and related development; however, it has subsequently been 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.

The Project would not negatively affect preparedness against injury and loss of life in an earthquake.

7. That landmarks and historic buildings be preserved.

The Project would not affect any landmark or historic buildings.

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

The Project includes acceptance and dedication of real property and infrastructure improvements including streets and related infrastructure and landscape improvements. The project would have no adverse effect on parks and open space or their access to sunlight and vistas.

Note: Referenced Exhibits available for review in Docket 2011.1139R)

1. Blocks 2-7 & 13 Phase 1 Improvements

a. Acceptance of Land

FOCIL-MB, LLC is granting Assessor's Block 8711 Lots 14-16, 18, 19, 22, 27 and 30 being portions of Long Bridge Street, China Basin Street, Merrimac Street, Fourth Street, Channel Street and Mission Rock Street to the City and County of San Francisco for street and roadway purposes as shown on the Blocks 2-7 & 13 Phase 1 Final Map (Exhibit C-1) and Offers of Dedication (Exhibits B-1 and B-2). The Board of Supervisors will act to approve the Grant Deeds for the land and authorize the Director of Property to accept the land as shown on the Exhibits.

b. Acceptance of Dedication of Public Infrastructure

The infrastructure will have been constructed per the Improvement Plans, together with curb, gutter, sidewalks, street lighting, traffic controls, low pressure, high pressure and reclaimed water, sewer, storm, gas and electric lines and services, joint utility trench, fire hydrant and landscaping. The Department of Public Works (DPW) will have determined that the facilities have been constructed in accordance with the Plans and Specifications and are ready for their intended use. Accordingly the Developer is obligated to dedicate the infrastructure facilities to the City. The dedication will be for improvements located on portions of Channel Street, Long Bridge Street, Merrimac Street, Mission Bay Boulevard North, Mission Bay Boulevard South, Fourth Street, China Basin Street and Mission Rock Street as shown on Exhibit A. The Board of Supervisors must act to accept the dedication of the Public Facilities. The description of the detail of the infrastructure is as shown below.

c. Excerpts of the Blocks 2-7 & 13 Phase 1 Improvement Plans (excluding Parks)-Exhibit D

- a. Channel between Fourth Street and future El Dorado South: approximately 950 feet in length, two northbound lanes, two southbound lanes, sidewalk on the south side of street with parking on the north side of street. *(Sheets C3.01, C3.01A and C3.02)*
- b. Long Bridge Street between China Basin Street and Fourth Street; approximately 900 feet in length, one northbound lane, one southbound lane, with sidewalk and parking on both sides of street. *(Sheets C3.07, C3.09 and C3.10)*
- c. Fourth Street between Mission Rock Street and Channel: approximately 500 feet in length, one northbound lane, one southbound lane with bike lane, sidewalk and parking on both sides of street. *(Sheet C3.07)*
- d. Fourth Street between Mission Rock Street and Mission Bay Boulevard North: approximately 650 feet in length, two northbound lanes, one southbound lane, bike lane and sidewalk on both sides and parking on the west side of street. *(Sheet C3.05 and C3.06)*
- e. Fourth Street between Mission Bay Boulevard North and Mission Bay Boulevard South: approximately 150 feet in length, one northbound lane with a left turn lane approaching Mission Bay Boulevard North, one southbound lane with a left turn lane approaching Mission Bay Boulevard South, bike lane and sidewalk on both sides of street (no parking). *(Sheet C3.05)*
- f. Fourth Street between Mission Bay Boulevard South and UCSF Lane: approximately 300 feet in length, one northbound, one northbound lane, one southbound lane with sidewalk on both sides of street (no parking). *(Sheet C3.36)*
- g. Mission Rock west of Third Street; approximately 350 feet in length, one eastbound lane, one westbound lane with sidewalk and parking on both sides of street. *(Sheet C3.06 and 3.11)*

- h. China Basin Street west of Third Street; approximately 650 feet in length, one eastbound lane, one westbound lane with sidewalk and parking on both sides of street. *(Sheets C3.12 and C3.13)*
- i. Mission Bay Boulevard South between Third Street and Merrimac Street; approximately 600 feet in length, one eastbound lane with sidewalk and parking on the south side of street. *(Sheets C3.16 and C3.17)*
- j. Mission Bay Boulevard North between Third Street and Fifth Street; approximately 600 feet in length, one westbound lane with sidewalk and parking on the north side of street. *(Sheets C3.14 and C3.15)*
- k. Merrimac Street; approximately 300 feet in length, one northbound lane, one southbound lane with sidewalk and parking on both sides of street. *(Sheet C3.08)*
- l. El Dorado Street; approximately 250 feet in length, two northbound lanes, two southbound lanes, sidewalk adjacent to Block 13W and sidewalk adjacent to Block 12E (no parking). *(Sheet C3.18)*

2. Blocks 2-7 & 11-13 Phase 2 Improvements

a. Acceptance of Land

FOCIL-MB, LLC is granting Assessor's Block 8710 Lot 5 being a portion of Channel Street between future Mission Bay Circle and future El Dorado Street and Assessor's Block 8710 Lot 8 being a portion of Long Bridge Street between Mission Bay Boulevard North and future China Basin Street to the City and County of San Francisco for street and roadway purposes as shown on the Blocks 11 & 12 Phase 1 Final Map (Exhibit C-2) and Offer of Dedication (Exhibit B-3). The Board of Supervisors will act to approve the Grant Deeds for the land and authorize the Director of Property to accept the land as shown on the Exhibits.

b. Acceptance of Dedication of Public Infrastructure

The Infrastructure will have been constructed per the Improvement Plans, together with curb, gutter, sidewalks, street lighting, low pressure, high pressure and reclaimed water, sewer, storm, gas and electric lines and services, joint utility trench, fire hydrant and landscaping. The Department of Public Works (DPW) will have determined that the facilities have been constructed in accordance with the Plans and Specifications and are ready for their intended use. Accordingly the Developer is obligated to dedicate the Infrastructure facilities to the City. The dedication will be for improvements located on portions of Channel Street, Long Bridge Street, Mission Bay Boulevard North, Mission Bay Boulevard South as shown on Exhibit A. The Board of Supervisors must act to accept the dedication of the Public Facilities. The description of the detail of the infrastructure is as follows:

c. Excerpts of the Blocks 2-7 & 11-13 Phase 2 Improvement Plans-Exhibit E

- a. Channel Street between Mission Bay Circle and El Dorado Street: approximately 750 feet in length, two northbound lanes, two southbound lanes with sidewalks on both sides of street (no parking). *(Sheets C3.1 and Sheets C3.2)*
- b. Long Bridge Street between Mission Bay Boulevard North and China Basin Street: approximately 400 feet in length, one eastbound lane, one westbound lane with sidewalks on both sides of street (no parking). *(Sheet C3.3)*
- c. Mission Bay Boulevard North between Merrimac Street and Mission Bay Circle: approximately 700 feet in length, one westbound lane with sidewalk on the north side of street (no parking). *(Sheet C3.4 and C3.5)*
- d. Mission Bay Boulevard South between Fifth Street and Mission Bay Circle: approximately 700 feet in length, one eastbound lane with sidewalk on the south side of street (no parking). *(Sheet C3.6 and C3.7)*

3. Mission Bay Drive Extension and Mission Bay Drive Circle Improvements

The Mission Bay Drive Extension and Mission Bay Drive Circle improvements are located on City property and

The Infrastructure will have been constructed per the Improvement Plans. The Department of Public Works (DPW) will have determined that the facilities have been constructed in accordance with the Plans and Specifications and are ready for their intended use. Accordingly the Developer is obligated to dedicate the Infrastructure facilities to the City. The dedication will be for the Signalization of the 4th and 16th Street Intersection improvements as shown on Exhibit A. The Board of Supervisors must act to accept the dedication of the Public Facilities. The improvements include but are not limited to, traffic signal poles, traffic signal controller, masts, and heads in each corner of the intersection as shown on excerpts of the "4th Street and 16th Street Intersection Improvements Plan" attached as Exhibit G.

Note: The following Exhibits, referenced herein, are contained in Planning Dept. Docket No. 2011.1139R and are available for review at the Planning Department offices.

1. Exhibit A – Location Map
2. Exhibit B-1 – Offer of Dedication (per Blocks 2-7 and 11-13 Final Map)
3. Exhibit B-2 – Offer of Dedication (portion of Channel Street and Fourth Street)
4. Exhibit B-3 – Offer of Dedication (portions of Channel Street and Long Bridge Street)
5. Exhibit C-1 – Mission Bay Blocks 2-7 & 13 Phase 1 Final Map
6. Exhibit C-2 – Mission Bay Blocks 11 & 12 Final Map
7. Exhibit D – Excerpts of the Blocks 2-13 Phase 1 Improvement Plans
8. Exhibit E – Excerpts of the Blocks 2-13 Phase 2 Improvement Plans
9. Exhibit F – Excerpts of the Mission Bay Drive Extension Improvement Plans
10. Exhibit G – Excerpts of the 4th Street & 16th Street Intersection Improvement Plans
11. Exhibit H – Excerpts of the Park P10 and Mission Bay Drive Median Improvement Plans
12. Exhibit I – Excerpts of the Sanitary Sewer Pump Station Improvement Plans
13. Exhibit J – FSEIR Addendum #6
14. Exhibit K – DCP General Plan Consistency for Land Transfers
15. Exhibit L – Owner Participation Agreement, Attachment D, Text descriptions and Cross Sections of Improvements (excerpts from South Infrastructure Plan)
16. Exhibit M – DCP General Plan Consistency for Blocks 2-7 & 11-13 Tentative Map
17. Exhibit N – SFRA approval of Blocks 2-7 & 11-13 Tentative Map

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CONDITIONAL ASSIGNMENT OF WARRANTIES AND GUARANTIES

FOR VALUE RECEIVED, FOCIL-MB, LLC, a Delaware limited liability company ("**FOCIL**"), does hereby conditionally assign to the Successor Agency to the Redevelopment Agency of the City and County of San Francisco, commonly known as the Office of Community Investment and Infrastructure (the "**Agency**"), to the extent permissible, all of its right, title and interest in and to any and all warranties and guaranties (individually a "**Warranty**", and collectively, "**Warranties**") applicable to the Acquisition Facilities set forth on Exhibit A attached hereto and incorporated herein by this reference (the "**Acquisition Facilities**").

This Conditional Assignment of Warranties and Guaranties (the "**Assignment**") is being made in connection with Section 4.3(c) of that certain Acquisition Agreement dated as of June 1, 2001, by and between Catellus Development Corporation and the Redevelopment Agency of the City and County of San Francisco, as supplemented by that certain Supplement No. 1 to Acquisition Agreement dated as of October 1, 2002, as assigned to FOCIL pursuant to that certain Assignment, Assumption and Release Agreement (Mission Bay South) dated November 22, 2004, applicable to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (as may be further supplemented or amended from time to time, the "**Acquisition Agreement**").

The parties hereto agree that if the Agency or any of its successors and/or assigns exercise any right of repair, warranty, guaranty, or other right against FOCIL, if any, with respect to an Acquisition Facility which is also the subject of a Warranty, FOCIL, at its option, without any requirement that it do so, may enforce the Warranty. If FOCIL elects to enforce the Warranty, FOCIL shall provide notice to the Agency within ten (10) business days of receipt of notice that the Agency or any of its respective successors and/or assigns is exercising a right of repair, warranty, guaranty, and/or similar right with respect to the Acquisition Facility. If FOCIL fails to provide such notice to the Agency within ten (10) business days, or otherwise fails to diligently pursue the Warranty thereafter, the Agency shall have the sole right and privilege to enforce the Warranty.

This Assignment shall be binding upon and inure to the benefit of the successors and assigns of FOCIL and the Agency.

A notice or communication under this Assignment by any party to any other party shall be sufficiently given or delivered if dispatched by hand or by registered or certified mail, postage prepaid, addressed as follows:

In the case of a notice or communication to the Agency:

Office of Community Investment and Infrastructure
Successor Agency to the San Francisco Redevelopment Agency
One South Van Ness Avenue, Fifth Floor
San Francisco, CA 94102
Attn: Catherine Reilly
Facsimile No.: (415) 749-2585

with copies to:

Office of the City Administrator
City Hall, Room 362
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Naomi M. Kelly
Facsimile No.: (415) 554-4849

Office of the City Attorney
City Hall, Room 234
1 Dr. Carlton B. Goodlett Jr. Place
San Francisco, CA 94102-4682
Attention: Real Estate/Finance Team
Facsimile No: (415) 554-4755

And to:

Director of Public Works
City & County of San Francisco
c/o Grace Kwak, Project Manager
Mission Bay Project
30 Van Ness Avenue, Suite 4200
San Francisco, CA 94102
Facsimile No: (415) 581-2569

in the case of a notice or communication to FOCIL,

FOCIL-MB, LLC
c/o Farallon Capital Management
One Maritime Plaza, Suite 2100
San Francisco, CA 94111
Attn: Richard B. Fried and Joshua Dapice
Facsimile No.: (415) 956-8852

with a copy to:

Mission Bay Development Group, LLC
410 China Basin Street
San Francisco, CA 94158
Attn: Phil Owen, President
Facsimile No.: (415) 355-6665

Any mailing address or telefacsimile number may be changed at any time by giving written notice of such change in the manner provided above at least ten (10) days prior to the effective date of the change. All notices under this Assignment shall be deemed given, received, made or communicated on the date personal receipt actually occurs or, if mailed, on the delivery date or attempted delivery date shown on the return receipt. For the convenience of the parties, copies of notices may also be given by telefacsimile. The effective time of a notice shall not be affected by the receipt, prior to receipt of the original, of a telefacsimile copy of the notice.

This Assignment may be executed in one or more counterparts, each of which shall constitute an original and all of which shall constitute one instrument.

The terms of this Assignment may not be modified or amended except by an instrument in writing executed by each of the parties hereto.

The waiver or failure to enforce any provision of this Assignment shall not operate as a waiver of any future breach of any such provision or any other provision hereof.

This Assignment shall be governed by and construed and enforced in accordance with the laws of the State of California.


Nothing in this Assignment shall be construed in any way to alter, amend or otherwise relieve FOCIL of its warranty or guaranty responsibilities, with respect to any improvements, under the Mission Bay Plan and Plan Documents or subsequent Permits.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of the 28 day of March, 2013.

FOCIL:

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
Its: Managing Member

AGENCY:

THE SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO

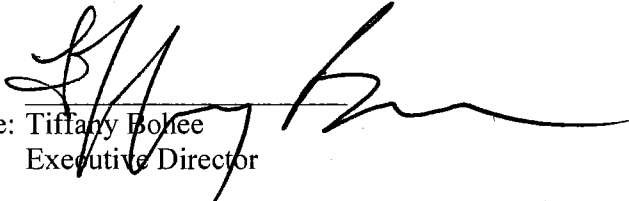
By: 
Name: Tiffany Bohee
Title: Executive Director

Exhibit A

List of Acquisition Facilities

The facilities include the Mission Bay Park P10 and Mission Bay Drive Median Public Improvements – improvements and ancillary facilities constructed or installed by or on behalf of FOCIL pursuant to Street Improvement Permit #10IE-0106, dated March 9, 2010 for said improvements, and the improvement plans and specifications described therein (the “Improvements”), but excepting therefrom those portions of the Improvements which are identified on the as-built drawings as PG&E service conduits and vaults and SBC service conduits, which are facilities to be transferred to “private” joint trench participants. The list of facilities delivered to and on file with the City is as follows:

- 6400 Site Prep, Demo and Grading: Includes clear & grub and grading.
- 6401 Storm Drain: Includes trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, and service stubs.
- 6402 Reclaimed water: Includes trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, and service stubs and hydrants.
- 6403 Site Electrical: Including foundations, trenching, soil spoil screening, off-haul, pipe, pipe bedding, backfill, compaction, conduit, pull boxes, equipment, conductors, miscellaneous structures, concrete pedestals, Wall lights, tree lights, and up lights, anchor bolts, connections to existing concrete, coordination with trades and installing within concrete form work, testing and all other miscellaneous requirements to make a complete and accepted system.
- 6404 Hardscape including minor grading, aggregate base for but not limited to pedestrian and recreational surfaces such as sidewalks, plazas, playgrounds, bikeways, seating areas, curbs, curb ramps, gutters, CIP concrete retaining walls and planters, foundations, stairway, metal edging, stainless steel railing and metal sleeves, standard and upgraded concrete, sandblasting, finishing concrete surfaces, Architectural Vault Covers and other surfaces.
- 6405 Landscape and Irrigation: Includes all irrigation, landscape soil preparations, landscape maintenance, trees, and planting.

[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

(Block P10 and Mission Bay Drive Median)

FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL") does hereby irrevocably offer to the City and County of San Francisco, a municipal corporation ("City"), and its successors and assigns, all of the open space, right-of-way improvements and underground public utility facilities constructed or installed by or on behalf of FOCIL pursuant to the Street Improvement Permit #10IE-0106, dated March 9, 2010, issued thereunder, for Block P10 and Mission Bay Drive Median, and the improvement plans and specifications described therein.

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 23 day of January, 2012.

FOCIL-MB, LLC,
a Delaware limited liability company

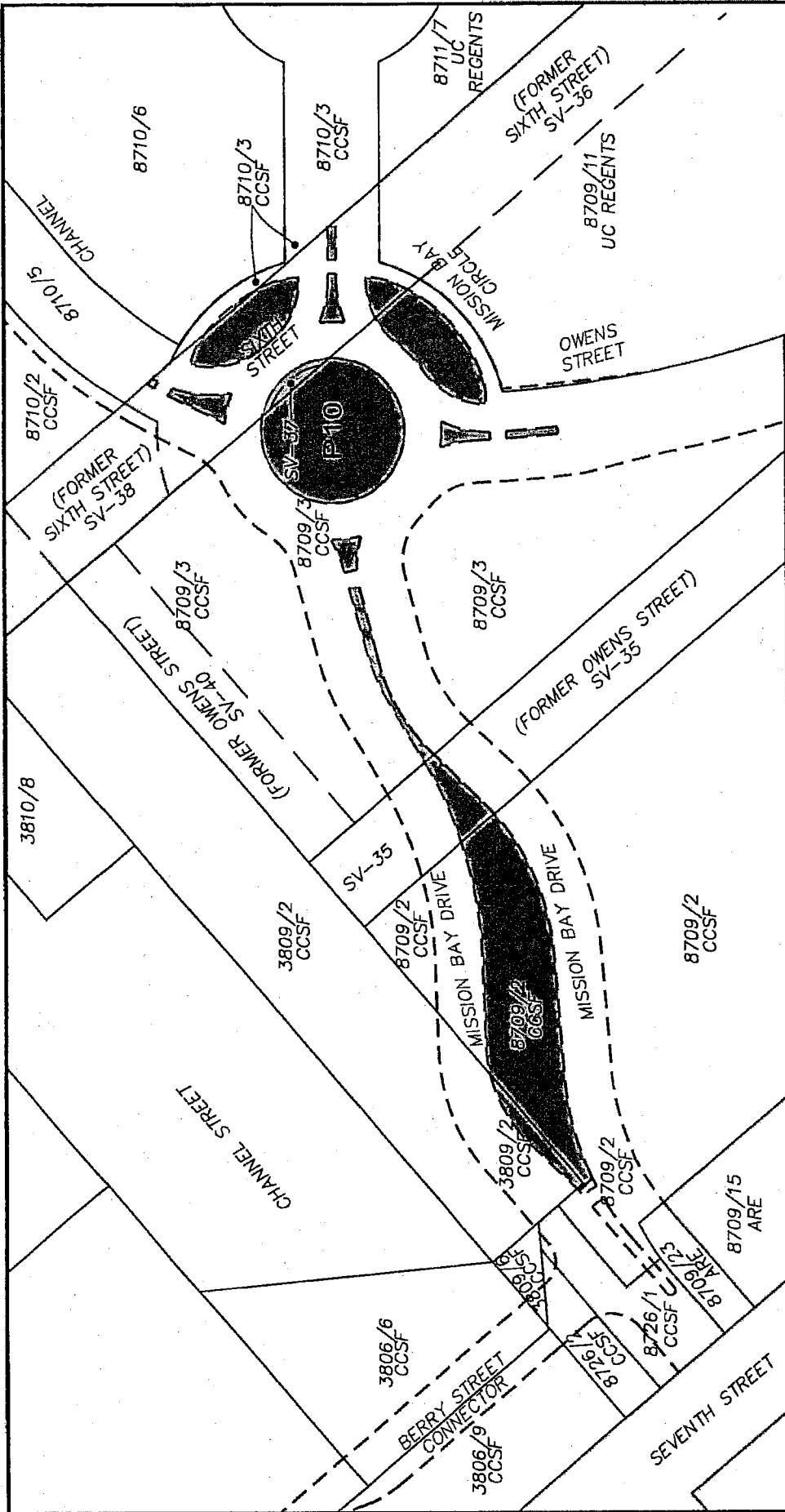
By: Farallon Capital Management, L.L.C.,
a Delaware limited liability company,
Its Manager

By: 

Name: Richard B. Fried
Managing Member

Title: _____

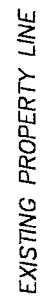
EXHIBIT A
[Plat Map]



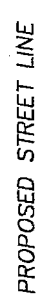
LEGEND



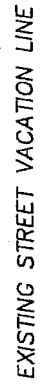
LIMIT OF IMPROVEMENTS AREA



EXISTING PROPERTY LINE



PROPOSED STREET LINE



EXISTING STREET VACATION LINE



SCALE
1" = 120'

STREET VACATION

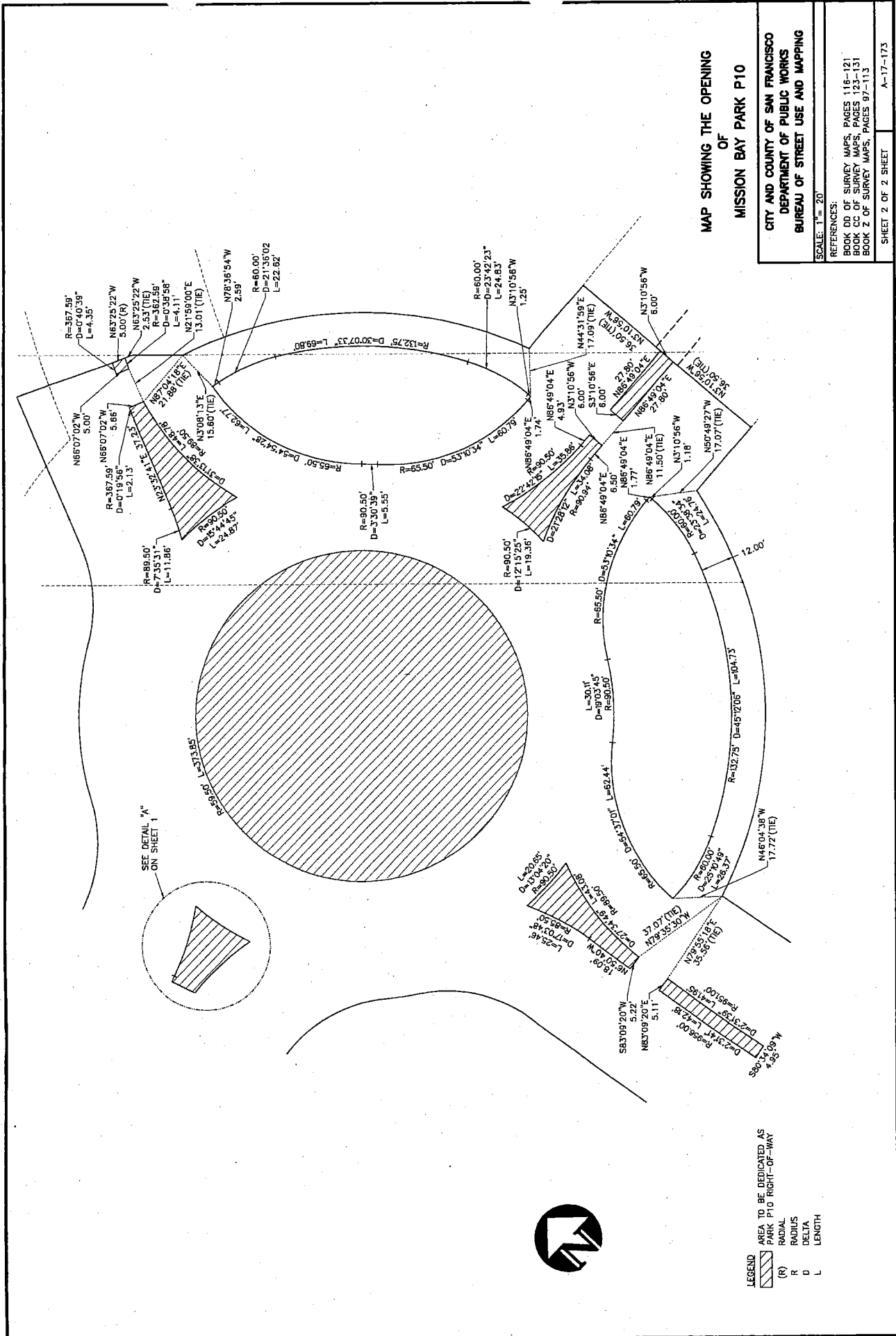
ASSESSOR'S BLOCK/LOT

P10 MISSION BAY BLOCK NUMBER

CITY AND COUNTY OF SAN FRANCISCO 5/11/2012

**MISSION BAY BLOCK P10 AND MEDIAN
OFFER OF IMPROVEMENTS
EXHIBIT A**

FL 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



MAP SHOWING THE OPENING
OF
MISSION BAY PARK P10

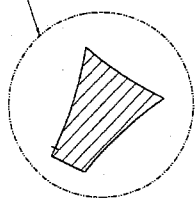
CITY AND COUNTY OF SAN FRANCISCO
DEPARTMENT OF PUBLIC WORKS
BUREAU OF STREET USE AND MAPPING


SCALE: 1" = 20'

REFERENCES:
BOOK DD OF SURVEY MAPS, PAGES 115-121
BOOK CC OF SURVEY MAPS, PAGES 123-131
BOOK Z OF SURVEY MAPS, PAGES 97-113

SHEET 2 OF 2 SHEET A-17-173

SEE DETAIL "A"
ON SHEET 1



- LEGEND
-  AREA TO BE DEDICATED AS PARK P10 RIGHT-OF-WAY
 - (R) RADIAL
 - D DELTA
 - L LENGTH

