

1 [Mission Bay City Land Transfer Agreement]
2 APPROVING AND AUTHORIZING THE AMENDMENT AND RESTATEMENT OF THE
3 MISSION BAY CITY LAND TRANSFER AGREEMENT BETWEEN THE CITY AND COUNTY,
4 INCLUDING ITS PORT COMMISSION, AND CATELLUS DEVELOPMENT CORPORATION;
5 APPROVING AND AUTHORIZING THE CATELLUS LEASE AND THE AGENCY LEASE IN
6 CONNECTION THEREWITH; APPROVING INDEMNITIES AND RELEASES BY THE CITY
7 IN CONNECTION WITH THE TRANSACTIONS CONTEMPLATED BY SUCH DOCUMENTS;
8 ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY
9 ACT; AND ADOPTING FINDINGS THAT SUCH AGREEMENT IS CONSISTENT WITH THE
10 CITY'S GENERAL PLAN AND EIGHT PRIORITY POLICIES OF CITY PLANNING CODE
11 SECTION 101.1.

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

13 Section 1. FINDINGS. The Board of Supervisors of the City and County of
14 San Francisco hereby finds, determines and declares that:

15 A. Pursuant to Board of Supervisors Ordinance Nos. 52-92 and 53-92 and
16 companion Resolution Nos. 116-92 and No. 117-92, the City, including the City through its
17 Port Commission (the "Port"), entered into that certain Mission Bay Port Land Transfer
18 Agreement dated as of September 8, 1993 (the "PLTA") with Catellus Development
19 Corporation ("Catellus") and into that certain Mission Bay City Land Transfer Agreement
20 dated as of September 8, 1993 (the "CLTA") with Catellus, pertaining to the transfer and
21 exchange of land between the City, including the Port, and Catellus.

22 B. Pursuant to Board of Supervisors Ordinance No. 52-92 and companion
23 Resolution No. 119-92, the City, including its Port, entered into that certain Agreement
24 Concerning the Public Trust dated as of September 8, 1993 (the "ACPT") with Catellus and
25 the State of California, pertaining to the exchange of certain public trust and Burton Act trust

1 interests as required in order to effectuate the land transfers contemplated by the CLTA and
2 the PLTA.

3 C. The main purposes of the CLTA, PLTA and ACPT (including as they are
4 proposed to be amended) are to settle title disputes among the parties, to convert the existing
5 fragmented system of present and former City street areas into an assemblage of
6 developable parcels and to provide the public with enhanced access to the waterfront.

7 D. In May 1997, The Regents of the University of California ("The Regents")
8 approved Mission Bay as the location for a major new campus of the University of California
9 at San Francisco (the "UCSF Campus"). At the University's request, Catellus, which is the
10 principal landowner in Mission Bay, and the City have offered to donate to The Regents, at no
11 transfer price, a total of approximately 43 acres of land in Mission Bay, which will enable The
12 Regents to develop the UCSF Campus.

13 E. Pursuant to companion Board of Supervisors Ordinance Nos. 331-98
14 and 330-98, the City, including its Port, intends to enter into amendments and
15 restatements of the PLTA (the "Amended PLTA") with Catellus and the Agreement
16 Concerning the Public Trust (the "Amended ACPT") with Catellus and the State of California
17 that will accommodate the donation of land to The Regents necessary for the development of
18 the UCSF Campus, redesignate the parcels to be transferred under those agreements and
19 make other modifications to the PLTA and the ACPT. Copies of the Amended PLTA and the
20 Amended ACPT are on file with Clerk of the Board of Supervisors under File Nos.
21 98-1435 and 98-1435, respectively.

22 F. Pursuant to Resolution Nos. 185-98 and 186-98, the Board of Supervisors has
23 approved the donation by the City, including its Port, to The Regents of approximately 1.34
24 acres of present and former City street areas within the UCSF Campus, to enable The
25 Regents to expand UCSF's facilities on an approximately 4.98 acre site known as Block 24,

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1 which is comprised of the City street areas and certain adjoining land to be contributed by
2 Catellus to The Regents. Pursuant to Board of Supervisors Resolution No. 881-98,
3 the City intends to enter into an Agreement for Donation of Real Property (the "City Donation
4 Agreement") with The Regents, whereby the City will donate a total of approximately 11.89
5 acres of land in Mission Bay South (in addition to the approximately 1.34 acres of land
6 referred to above) as described therein (the "City Donation Property"), to be developed for
7 university purposes. A copy of the City Donation Agreement is on file with the Clerk of the
8 Board of Supervisors under File No. 98-1435.

9 G. By Ordinance No. 327-98, adopted on October 30, 1998, the Board
10 of Supervisors approved a Redevelopment Plan for the Mission Bay North Redevelopment
11 Project, and by Ordinance No. 335-98, adopted on November 2, 1998, the Board
12 of Supervisors also approved a Redevelopment Plan for the Mission Bay South
13 Redevelopment Project.

14 H. Consistent with the donation of the City Donation Property for the UCSF
15 Campus and with the objectives of the Mission Bay North and South Redevelopment Plans,
16 the CLTA is proposed to be amended to redesignate a number of the City Transfer Parcels,
17 to make other modifications to the CLTA and to amend and restate the CLTA (the "Amended
18 CLTA"). A copy of the proposed Amended CLTA is on file with the Clerk of the Board of
19 Supervisors in File No. 98-1435.

20 I. The Amended CLTA sets forth the terms and conditions under which the City
21 will convey to Catellus the "City Transfer Parcels" and Catellus will convey to the City the
22 "Catellus Transfer Parcels," as such property is described therein.

23 J. The Amended CLTA provides for a lease back of the City Transfer Parcels
24 outside of Port jurisdiction and other property of the City adjacent thereto and the lease of
25 certain Port property to Catellus for interim use until such time as such parcels are required

1 for the development of open space and streets under the applicable Redevelopment Plan and
2 its related documents, on the terms described in the Catellus Lease attached to the Amended
3 CLTA. The Amended CLTA further provides for a lease by the City to the Redevelopment
4 Agency of the City and County of San Francisco for the construction, operation and
5 maintenance of open space on the City Transfer Parcels (and other parcels) upon termination
6 of the Catellus Lease, subject to the terms described in the term sheet for the Agency Lease
7 attached to the Amended PLTA.

8 K. The land transfers and other agreements set forth in the Amended CLTA are a
9 necessary pre-condition to the development of Mission Bay in accordance with the Mission
10 Bay North and South Redevelopment Plans.

11 L. An independent appraisal of the City Transfer Parcels and the Catellus Transfer
12 Parcels has been prepared for and reviewed by the City's Director of Property, and the
13 Director of Property has determined that the value of the lands and interests in lands which
14 the City will receive pursuant to the Amended CLTA is greater than the value of the lands or
15 interests in lands to be relinquished by the City pursuant to the Amended CLTA, as set forth
16 in the letter from the Director of Property on file with the Clerk of the Board of Supervisors in
17 File No. 98-1435.

18 M. By Port Commission Resolution Nos. 98-92, 98-90, and
19 98-91, adopted on September 22, 1998, the San Francisco Port Commission
20 approved the Amended ACPT, the Amended CLTA and the Amended PLTA and
21 recommended approval of such agreements by this Board.

22 N. On September 17, 1998, the City Planning Commission, by Motion
23 No. 14696, and the Redevelopment Agency Commission, by Resolution
24 No. 182-96, certified the Final Subsequent Environmental Impact Report for the
25 Mission Bay Project ("Final SEIR") as accurate, adequate and objective and in compliance

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1 with the California Environmental Quality Act ("CEQA"), which certification was affirmed by
2 the Board of Supervisors by Motion No. M98-132. This Board of Supervisors has
3 reviewed and considered the information contained in the Final SEIR. For purposes of
4 compliance with CEQA, the Amended CLTA is part of the Mission Bay project examined in
5 the Final SEIR for which the Board of Supervisors, by Resolution No. 854-98, has
6 adopted findings with respect to the Final SEIR as required by CEQA, which findings are on
7 file with the Clerk of the Board of Supervisors under File No. 98-1427, and which
8 findings are incorporated herein by this reference. The Board of Supervisors hereby adopts
9 and incorporates the findings under CEQA contained in such resolution by reference as
10 though such findings were fully set forth in this Ordinance.

11 O. By Planning Commission Resolution No. 14699, adopted on
12 September 17, 1998, the Planning Commission found that the Amended CLTA is consistent
13 with the General Plan, as amended, and with the eight Priority Policies of City Planning Code
14 Section 101.1, and a copy of such resolution is on file with the Clerk of the Board of
15 Supervisors in File No. 98-1435. The Board of Supervisors hereby finds that the
16 Amended CLTA is consistent with the General Plan, as amended, and is consistent with the
17 eight Priority Policies of Planning Code Section 101.1 for the same reasons as set forth in the
18 City Planning Commission's Resolution No. 14699 referred to above, and hereby
19 incorporates such findings by reference as though fully set forth in this Ordinance.

20 P. The public interest and necessity require and are not inconvenienced by the
21 conveyance of the City Transfer Parcels as contemplated by the Amended CLTA and the
22 value of the Catellus Transfer Parcels that the City will acquire or receive is greater than the
23 value of the City Transfer Parcels that it will convey.

24 Section 2. In accordance with the recommendation of the Director of Property, and
25 the recommendation of the San Francisco Port Commission set forth in its Resolution

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1 No. 14699, adopted on September 17, 1998, the Board of Supervisors approves
2 the Amended CLTA and the conveyances of real property and transactions contemplated
3 thereby, including the Catellus Lease described in an exhibit thereto and the Agency Lease to
4 be consistent with the term sheet attached to the Amended PLTA.

5 Section 3. The Board of Supervisors approves the releases and indemnities by the
6 City with respect to hazardous substances and other matters, as contained in the Amended
7 CLTA, including the Catellus Lease and the Agency Lease as contemplated in the Term
8 Sheet for the Agency Lease attached to the Amended PLTA.

9 Section 4. The Board of Supervisors authorizes the Mayor, the Director of Property
10 and the Executive Director of the Port, to execute on behalf of the City and County of
11 San Francisco the Amended CLTA, including the Catellus Lease and the Agency Lease on
12 terms consistent with the term sheet attached to the Amended PLTA, including any additions
13 or modifications thereto (including the attachment of exhibits) that the Mayor, the Director of
14 Property and the Executive Director of the Port, in consultation with the City Attorney,
15 determine are in the best interests of the City and are necessary or advisable to complete the
16 transactions contemplated in the Amended CLTA (including the Catellus Lease and the
17 Agency Lease on terms consistent with the term sheet attached to the Amended PLTA), and
18 do not materially increase the obligations or liabilities of the City, will not have any material
19 adverse fiscal impact on the City or materially diminish the rights of or benefits to the City,
20 and are necessary or advisable to complete the transactions contemplated by the Amended
21 CLTA and effectuate the purposes and intent of this Ordinance, such determination to be
22 conclusively evidenced by the execution and delivery by the Mayor, Director of Property and
23 Executive Director of the Port of the Amended CLTA and any amendments thereto.

24 Section 5. The Board of Supervisors hereby authorizes the Director of Property to
25 accept on behalf of the City, the deeds to the Catellus Transfer Parcels, subject to the terms

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1 and conditions set forth in the Amended CLTA and such non-material modifications to the
2 deeds as may hereafter be agreed upon by the City and Catellus, subject to the limitations in
3 Section 4 of this Ordinance.

4 Section 6. The Board of Supervisors hereby authorizes and urges the Mayor, the
5 Director of Property and the Executive Director of the Port, and to the extent necessary, the
6 Clerk of the Board of Supervisors or any other City officer, to take any and all actions,
7 including executing on behalf of the City any memoranda approving the form of exhibits to the
8 Amended CLTA (including the Catellus Lease and the Agency Lease on terms consistent with
9 the term sheet attached to the Amended PLTA) including exhibits thereto, any amendments
10 to the Catellus Lease to add lands thereto in accordance with the terms and conditions of the
11 Amended CLTA and Amended PLTA, or any escrow instructions, closing or similar
12 documents and any contracts, agreements, memoranda or similar documents with State,
13 regional and local entities, that are necessary or proper to consummate the Amended CLTA
14 (including the Catellus Lease and the Agency Lease on terms consistent with the term sheet
15 attached to the Amended PLTA) in accordance with this Ordinance, or to otherwise effectuate
16 the purposes and intent of this Ordinance, such determination to be conclusively evidenced
17 by the execution and delivery by such person or persons of any such documents.

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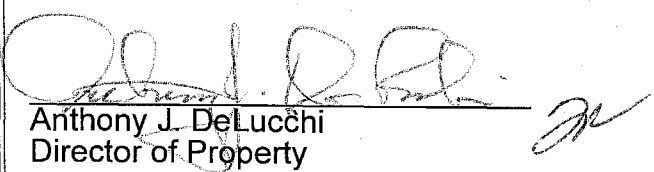
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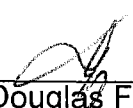
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1 Section 7. The approval under this Ordinance shall take effect upon the effective
2 date of the amendments to the General Plan approved under Board of Supervisors
3 Ordinance No. 324-98, adopted on October 30, 1998.

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5 RECOMMENDED:

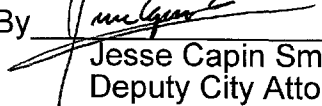
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7 
8 Steven D. Nelson
Director of Administrative Services

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10 
11 Anthony J. DeLucchi
Director of Property

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13 
14 Douglas F. Wong
Executive Director
Port of San Francisco

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16 APPROVED AS TO FORM:

17 LOUISE H. RENNE, City Attorney

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19 By 
20 Jesse Capin Smith
Deputy City Attorney

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City and County of San Francisco

Veterans Building
401 Van Ness Avenue, Room 308
San Francisco, CA 94102-4532

Tails Ordinance

File Number: 981435

Date Passed:

Ordinance approving and authorizing the amendment and restatement of the Mission Bay land transfer agreement between the City and County, including its Port Commission, and Catellus Development Corporation; approving and authorizing the Catellus lease in connection therewith; approving indemnities and releases by the City in connection with the transactions contemplated by such documents; adopting findings pursuant to the California Environmental Quality Act; and adopting findings that such agreement is consistent with the City's General Plan and Eight priority policies of the Planning Code Section 101.1.

October 19, 1998 Board of Supervisors — PASSED ON FIRST READING

Ayes: 9 - Ammiano, Bierman, Brown, Katz, Leno, Medina, Teng, Yaki, Yee

Absent: 1 - Newsom

Excused: 1 - Kaufman

October 26, 1998 Board of Supervisors — FINALLY PASSED

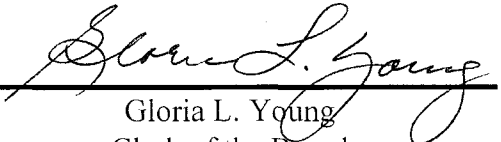
Ayes: 8 - Ammiano, Bierman, Brown, Leno, Medina, Teng, Yaki, Yee

Absent: 1 - Katz

Excused: 2 - Kaufman, Newsom

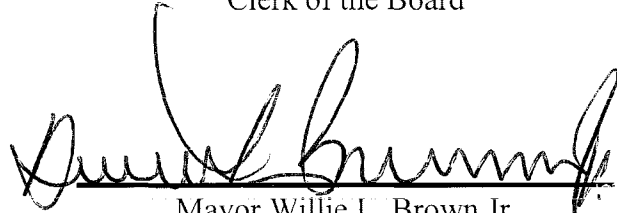
File No. 981435

I hereby certify that the foregoing Ordinance
was **FINALLY PASSED** on **October 26, 1998**
by the **Board of Supervisors of the City and**
County of San Francisco.


Gloria L. Young
Clerk of the Board

OCT 30 1998

Date Approved


Mayor Willie L. Brown Jr.