

File No. 100852

Committee Item No. 2

Board Item No. 03

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

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

Board of Supervisors Meeting

Date 08/03/10

Cmte Board

☐	☐	Motion
☐	☐	Resolution
☒	☒	Ordinance
☒	☒	Legislative Digest
☐	☐	Budget Analyst Report
☐	☐	Legislative Analyst Report
☐	☐	Youth Commission Report
☐	☐	Introduction Form (for hearings)
☐	☐	Department/Agency Cover Letter and/or Report
☐	☐	MOU
☐	☐	Grant Information Form
☐	☐	Grant Budget
☐	☐	Subcontract Budget
☐	☐	Contract/Agreement
☐	☐	Form 126 – Ethics Commission
☐	☐	Award Letter
☐	☐	Application
☐	☐	Public Correspondence

OTHER

(Use back side if additional space is needed)

☒	☒	DPW Work Order No. 170,716
☒	☒	SF Redevelopment Agency Letter, dated May 13, 2010
☒	☒	Planning Department Determination Letter, dated April 29, 2010
☒	☒	Offer of Improvements
☒	☒	Conditional Assignment of Warranties and Guaranties
☒	☒	First Amendment to Ground Lease
☐	☐	
☐	☐	

Completed by: Alisa Somera Date July 16, 2010

Completed by: Alisa Somera Date July 21, 2010

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

12

(

(

(

1 [Mission Bay South - Park P17 Improvements]

2
3 Ordinance dedicating a portion of State Trust Parcel 5, known as Park P17, lying along
4 Mission Bay Boulevard North, Mission Bay Boulevard South and Terry A. Francois
5 Boulevard for public use and naming the new park "Commons 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. 178,716 and authorizing official acts
12 in connection with this Ordinance.

13 Note: Additions are single-underline italics Times New Roman;
14 deletions are ~~striketrough italics Times New Roman~~.
15 Board amendment additions are double underlined.
Board amendment deletions are ~~striketrough 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 P17 Public Infrastructure
25 Improvements, constructed pursuant to Permit No. 02IE-252, dated May 23, 2002 (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. 100852 and is incorporated by reference
5 as though fully set forth herein.

6 (c) The City Planning Department, in a letter dated April 29, 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. 2010.0203R, the eight
9 priority policies of Planning Code Section 101.1 and the contemplated actions do not trigger
10 the need for subsequent environmental review pursuant the California Environmental Quality
11 Act ("CEQA") (California Public Resources Code Sections 21000 et seq.). A copy of the
12 Planning Department letter is on file with the Clerk of the Board of Supervisors in File No.
13 100852 and is incorporated by reference as though fully set forth herein.

14 (d) In Department of Public Works (DPW) Order No. 178,716, dated June 10, 2010,
15 the City Engineer and Director certified that: (a) Park P17 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 July 2, 2009 by the Department of Public Works; have been
19 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 San Francisco Redevelopment Agency. A copy of the DPW Order and Offer
25

1 are on file with the Clerk of the Board of Supervisors in File No. 100852 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 P17 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 P17 Public Infrastructure Improvements, dated
12 July 20, 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. 178,716, dated June 10, 2010, the Board
19 of Supervisors hereby accepts the Focil Irrevocable Offer of the Park P17 Improvements
20 dated July 20, 2009 and dedicates such facilities for public use. The Board also accepts said
21 facilities for maintenance and liability purposes on behalf of the Redevelopment Agency,
22 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 "Commons Park".

1 (c) The Board's acceptance of improvements is for the Park Improvements only,
2 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 on behalf of the City and the Redevelopment Agency and is subject to the
5 maintenance obligations of the Redevelopment Agency contained in the First Amendment to
6 the Agency Ground Lease. The City shall not incur maintenance responsibility nor liability for
7 said improvements until expiration of said ground lease. A copy of the First Amendment to the
8 Ground Lease is on file with the Clerk of the Board in File No. 100952 and is
9 incorporated by reference as though fully set forth herein.

10 Section 5. Authorization for Implementation.

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

17
18 RECOMMENDED:

19 DEPARTMENT OF PUBLIC WORKS

20 By: 

21 Edward D. Reiskin

22 Director of Public Works
23
24
25

1 APPROVED AS TO FORM:

2 DENNIS J. HERRERA

3 City Attorney

4 By:



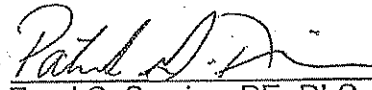
5 John D. Malamut

6 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 P17 Improvements.]

Ordinance dedicating a portion of State Trust Parcel 5, known as Park P17, lying along Mission Bay Boulevard North, Mission Bay Boulevard South and Terry A. Francois Boulevard for public use and naming the new park "Commons 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. 178,716 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 P17 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: 178,716

June 10, 2010

FINDINGS OF DEPARTMENT OF PUBLIC WORKS

Re: Recommendation for formal acceptance of Park P17 Improvements within the Mission Bay South Redevelopment Plan, designation of a portion of State Trust Parcel 5 along Mission Bay Boulevard North, Mission Bay Boulevard South and Terry A. Francois Boulevard for public open space and park purposes and naming the park "Commons 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 with the power and duty 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 Mission Bay South Interagency Cooperation 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 (the "Master Lease"); 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 P17 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 that portion of the subject premises under Port jurisdiction, the Port, as landlord, and the Redevelopment Agency, as tenant, entered into that certain Agency Ground Lease (the "Ground Lease") dated for reference purposes only as of November 16, 2001, to implement the improvement of open space, parks, or plazas as contemplated by the Land

Transfer Agreement and the Plan Documents, including the South OPA; and

WHEREAS, On May 23, 2002, the City Department of Public Works issued Improvement Permit No. 02IE-252 to construct certain open space improvements for the Park P17 (the "Project"); 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 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 and NP2 and Mission Bay South Park P17 to the premises; and

WHEREAS, On July 14, 2009, the Director of Public Works issued a notice stating that as of July 2, 2009 the Park P17 Improvements have been substantially completed pursuant to the Improvement Permit #02IE-252 and are ready for their intended use; and

WHEREAS, On July 20, 2009 FOCIL irrevocably offered to the City the Park Parcel P17 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, July 20, 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 P17 Improvements after substantial completion thereof, pending final completion and acceptance of the Park Improvements by the City; and

WHEREAS, In a letter dated September 9, 2009, FOCIL-MB, LLC provided an Agency Lease Notice pursuant to Section 3.2.1 of the Master Lease Agreement, thereby terminating the Master Lease over certain portions of the Premises where the Project was to be constructed, as described in said notice, and the City, as landlord, and the Redevelopment Agency, as tenant, were obligated to and have entered into an Agency Lease; 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 April 29, 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. 2010.0203R, the eight priority policies of Planning Code Section 101.1 and the contemplated actions do not trigger the need for subsequent environmental review pursuant to 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 P17 Improvements are now expired; and

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

- 1) The Port currently holds title 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, 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 results 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 P17 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 July 14, 2009, the Department of Public Works has determined that as of July 2, 2009, the Project is ready for its intended use and has been substantially completed in conformity with the Plans and Specifications for "Park P17" approved by or on behalf of the DPW Director, on May 23, 2002, and any authorized changes 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 P17 Irrevocable Offer of Improvements, dated July 20, 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 FOCIL 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 "Commons Park".

With respect to acceptance for maintenance and liability:

Pursuant to California Streets and Highways Code Section 1806 and San Francisco Administration Code Sections 1.51 et seq., I 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 P17 for the 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 First and Second Amendments to the Ground Lease.

 [Click here to sign this section](#)

6/11/2010

 Fuad Sweiss, City Engineer

Signed by Fuad Sweiss View details
on Friday, June 11, 2010 12:08 PM (Pacific Daylight Time)

6/11/201

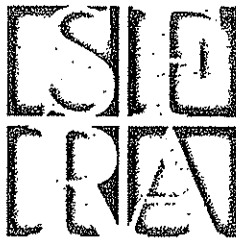
X Edward D. Reiskin

Signed by Reiskin, Ed [View details](#)
on Friday, June 11, 2010 12:32 PM (Pacific Daylight Time)

San Francisco
Redevelopment Agency

One South Van Ness Avenue
San Francisco, CA 94103

415.749.2400



GAVIN NEWSOM, Mayor

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

Fred Blackwell, Executive Director

May 13, 2010

126-023.10-206

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

Subject: Acceptance of Park P17 Improvements

Dear Ms. Kwak:

The Agency has received your request regarding the Park P17 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 P17 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', is written over the typed name and title.

Catherine Reilly
Assistant Project Manager

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



SAN FRANCISCO PLANNING DEPARTMENT

April 29, 2010

Ms. Grace Kwak
City and County of San Francisco
Department of Public Works, Mission Bay Task Force
30 Van Ness Avenue, Suite 4200
San Francisco, CA 94102

Re: Case No. 2010.0203R
Mission Bay South – Acceptance of Land and Infrastructure
(Blocks 8721 Lots 011, 022, 024, 025, 026).

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Dear Ms. Kwak:

On March 18, 2010 the Department received your request for a General Plan Referral as required by Section 4.105 of the Charter and Section 2A.53 of the Administrative Code of the City and County of San Francisco. The Department finds that the proposed acceptance of land and infrastructure in Mission Bay South ("Project") is, on balance, *in conformity* with the General Plan, as described in the attached staff report.

The Project calls for the dedication to the City of land and infrastructure, including completed roads, sidewalks, parks, other infrastructure systems and a storm water pump station. The Property is referenced above and the infrastructure improvements are more fully described in the application submittal. The improvements were built as part of the Mission Bay South Redevelopment Project.

Previous Actions Related to this Project

In previous undertakings related to the project, the Planning Commission found the Mission Bay South Redevelopment Project (Case 1996.771EMTZR), dated September 4, 1998, in conformity with the San Francisco General Plan, in Planning Commission Resolution No. 14699, adopted September 17, 1998. The project and project elements described in the current application (Case 2010.0203R) were included as part of the Mission Bay South Redevelopment Plan approved in earlier actions.

In addition to the actions above, 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 construct the horizontal infrastructure and improvements that are incorporated into the subject project.

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:

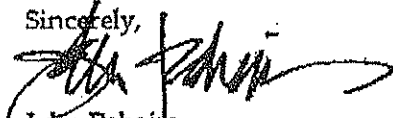
- Redevelopment Commission Resolution No. 182-98 on September 17, 1998;
- Planning Commission Resolution No. 14696 on September 17, 1998, certifying the Mission Bay North and Mission Bay South FSEIR;
- Board of Supervisors affirming the Planning Commission's certification by Resolution No. 854-98 on 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 the earlier actions, are non-physical events, and are exempt from Environmental Review pursuant to Sec. 15060(c)(2) of CEQA Guidelines.

Findings Summary

As stated above, the project is on balance *in conformity* with the San Francisco General Plan, as detailed in the attached Case Report (Attachment 1). The Project is also consistent with Planning Code Section 101.1(b) General Plan Priority Policies, included as Attachment 2.

Sincerely,



John Rahaim,
Director of Planning

Attachments:

1. Case Report
2. Planning Code Section 101.1 Policies

cc: Ed Reiskin, DFW
Bruce Storrs, Surveyor
John Malamut, City Attorney
Catherine Reilly, Redevelopment Agency
Steve Wertheim, Planning Dept

General Plan Referral
Case No. 2010.0203R

ATTACHMENT 1

GENERAL PLAN REFERRAL - CASE REPORT

RE: CASE NO. 2010.0203R
MISSION BAY SOUTH – ACCEPTANCE OF LAND AND INFRASTRUCTURE
(BLOCKS 8721 LOTS 011, 022, 024, 025, 026).

STAFF REVIEWER: STEVE WERTHEIM

GENERAL PLAN CONSIDERATIONS

Note: General Plan Objectives and Policies and in bold font, policy text is in regular font, and staff comments are in italic.

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 approximately 2.25 acres of neighborhood-serving open space. Although Mission Bay, upon completion, will have a substantial amount of open space, it be serving nearby neighborhoods that are less well-served, such as SoMa, Showplace Square, and Dogpatch.

POLICY 2.6

Make open spaces accessible to people with special needs.

Comment: The proposed open space affiliated with the Project would be fully compliant with ADA accessibility standards.

OBJECTIVE 3

PROVIDE CONTINUOUS PUBLIC OPEN SPACE ALONG THE SHORELINE UNLESS PUBLIC ACCESS CLEARLY CONFLICTS WITH MARITIME USES OR OTHER USES REQUIRING A WATERFRONT LOCATION.

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.

General Plan Referral
Case No. 2010.0203R

Comment: The new parks affiliated with this Project will provide shoreline connectivity by serving as the eastern portion of a linear park running the width of Mission 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 parks dedicated as part of this Project, along with others proposed as part of the Mission Bay Redevelopment, will ensure that adequate open space is available to serve 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: Sidewalks being provided as part of this project meet, and often exceed, standards for sidewalk width.

OBJECTIVE 27

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

POLICY 27.6

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

Comment: Part of the dedicated streets (the re-aligned portion of Terry Francois Blvd.) will contain bike lanes.

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 stormwater pump station dedicated as part of this Project will serve as part of a storm water system that will discharge stormwater efficiently to the Bay. 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 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.

On balance, the Project is XX in conformity with the General Plan.

General Plan Referral
Case No. 2010.0203R

ATTACHMENT 2

Planning Code 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 Project and this General Plan Referral application are consistent or inconsistent with each of these policies as follows:

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 would not affect the City's supply of affordable housing.

4. That commuter traffic not impede Muni transit service or overburden our streets or neighborhood parking.

The infrastructure improvements being dedicated to the City have been designed within the parameters of the Mission Bay Master Plan, which enhances public transportation and bicycle amenities in the neighborhood.

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.

General Plan Referral
Case No. 2010.0203R

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

The Project would not negatively affect preparedness against injury and loss of life in an earthquake and would comply with applicable safety standards.

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 contributes over four acres of protected open space, while simultaneously increasing public access to the Bay.

I:\Citywide\General Plan\General Plan Referrals\2010\2010.0203R Mission Bay South - Acceptance of Land and
Infras_rev 4_28_10.doc

[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 Block P17)

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 02IE-252 (Mission Bay) dated May 23, 2002, issued thereunder, for Mission Bay Block P17, 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.

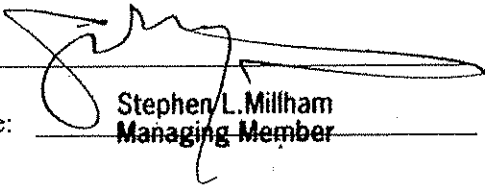
IN WITNESS WHEREOF, the undersigned has executed this instrument this 20th day of July, 2009.

FOCIL-MB, LLC,
a Delaware limited liability company

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

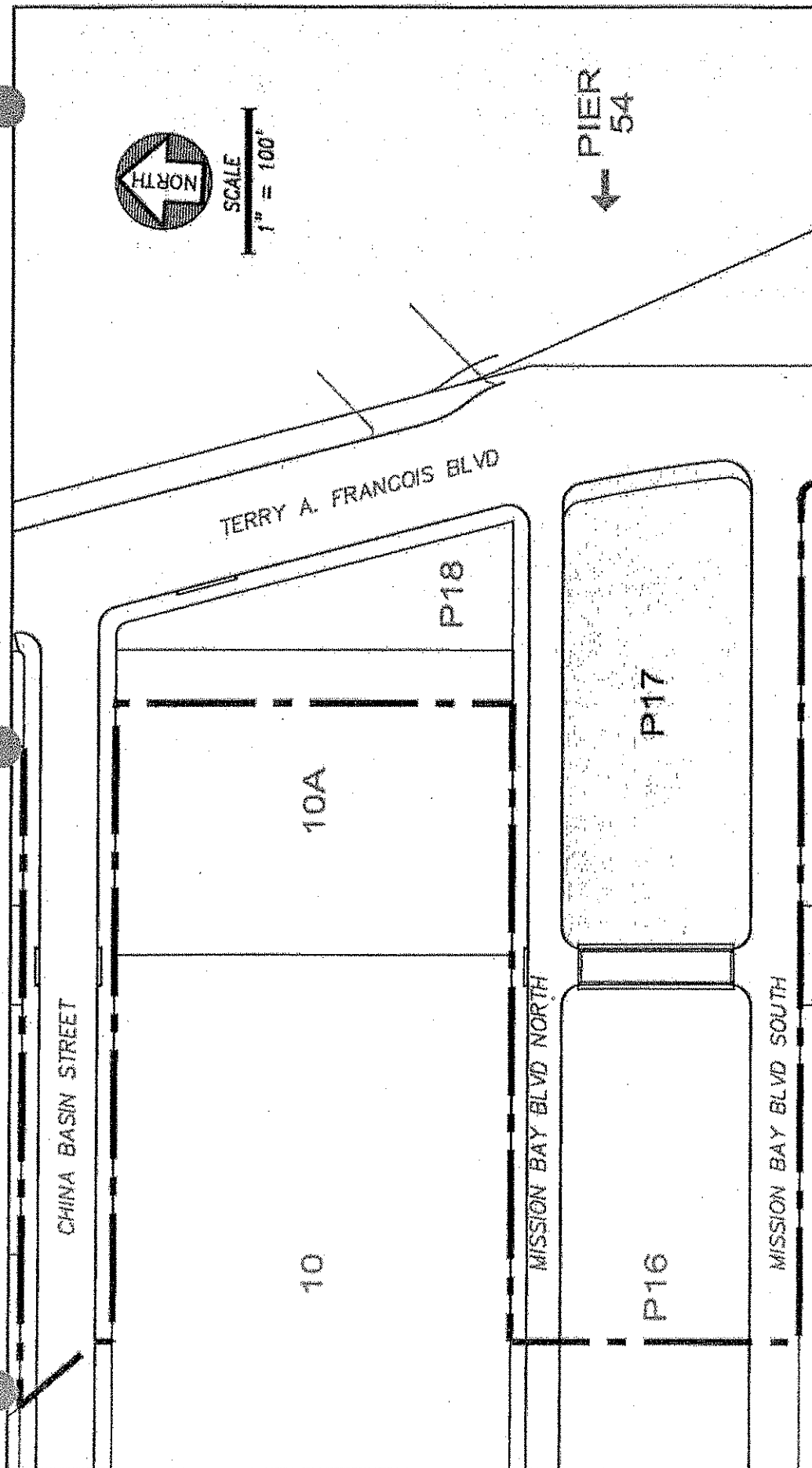
By: _____

Name: _____


Stephen L. Millham
Managing Member

Title: _____

EXHIBIT A
[Plat Map]



NOTES:

SURFACE IMPROVEMENTS SHOWN HERE ARE PER
IMPROVEMENT PLANS ENTITLED "BLOCKS 9/9A &
10/10A PUBLIC IMPROVEMENTS" DATED 3/18/2005
BY WINZLER & KELLY AND "MISSION BAY BLOCKS
P16/17" DATED 5/10/2002 BY RBF.

CITY AND COUNTY
OF SAN FRANCISCO
1/27/2009

LEGEND:

- LICENSE AREA
- PORT JURISDICTION LINE
- PROPOSED MISSION BAY BLOCK LINE
- PROPOSED MISSION BAY BLOCK NUMBER

F&L
Freyer & Laureta, Inc.
CIVIL ENGINEERS • SURVEYORS • CONSTRUCTION MANAGERS
144 North San Mateo Drive • San Mateo, CA 94401
(650)344-9901 • Fax (650)344-8820 • www.freyerlaureta.com

MISSION BAY BLOCK P17
LICENSE AREA EXHIBIT

CONDITIONAL ASSIGNMENT OF WARRANTIES AND GUARANTIES

FOR VALUE RECEIVED, FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL"), does hereby conditionally assign to the City and County of San Francisco (acting by and through its agencies, boards, departments, and commissions, including the Port of San Francisco) (collectively, "CCSF"), 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 ("Agency"), 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 CCSF and/or the Agency or any of their respective 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 CCSF within ten (10) business days of receipt of notice that the CCSF, the Agency or any of their respective successors and/or assigns are 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 CCSF within ten (10) business days, or otherwise fails to diligently pursue the Warranty thereafter, the CCSF 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 CCSF.

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 CCSF:

Ed Reiskin
Director of Public Works
City & County of San Francisco
c/o Grace Kwak, Lead Project Manager
Mission Bay Project
30 Van Ness Avenue, Suite 4200
San Francisco, CA 94102
Telephone No: (415) 581-2568

City Attorney's Office
City & County of San Francisco
1 Dr. Carlton B. Goodlett Jr. Place, Room 234
San Francisco, CA 94102-4682
Attention: John D. Malamut, Esq.
Telephone No: (415) 554-4622

with a copy to:

San Francisco Redevelopment Agency
One South Van Ness Avenue
San Francisco, CA 94103
Attn: Executive Director
Facsimile No.: (415) 749-2525

with a copy to:

San Francisco Redevelopment Agency
One South Van Ness Avenue
San Francisco, CA 94103
Attn: Legal Division
Facsimile No.: (415) 749-2575

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 Seth Hamalian
Facsimile No.: (415) 956-8852

with a copy to:

Mission Bay Development Group, LLC
255 Channel Street
San Francisco, CA 94158
Attn: Phil Owen, President
Facsimile No.: (415) 355-6666

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 20th day of July, 2009.

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: Stephen L. Millham
Its: Managing Member

AGENCY:

The Redevelopment Agency of the City and County of San Francisco

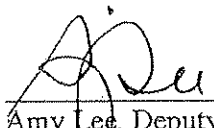
By: 
Name: Amy Lee, Deputy Executive Director, Finance and Administration
Its: Authorized Representative

Exhibit A

List of Acquisition Facilities

The facilities include the Mission Bay Block P17 Improvements – improvements and ancillary facilities constructed or installed by or on behalf of FOCIL pursuant to Street Improvement Permit #02IE-252 (Mission Bay) dated May 23, 2002 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:

- 1510 - Pre-Construction Site Preparation and Demolition.
- 1511 - Furnishings including but not limited to play structures, recreation equipment, benches, fountains, trash receptacles, bike racks, signage and other miscellaneous equipment.
- 1512 - Underground wet and dry utilities, including but not limited to sewer, storm drain, low pressure water, reclaimed water, natural gas, electrical and telecommunications services, trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, service stubs, valves, corrosion protection, hydrants, vaults, conduits and equipment.
- 1513 - Hardscape including but not limited to pedestrian and recreational surfaces, such as sidewalks, plazas, playgrounds, bikeways, seating areas, curbs, gutters, retaining walls, foundations, piles, grading, soil spoil off-haul and disposal, base-rock, standard and upgraded concrete and asphalt pavement, decomposed granite and other surfaces.
- 1514 - Lighting and other electrical, including but not limited to foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench) and conductors.
- 1515 - Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and ground covers, soil, soil amendments, rough and final grading, clearing, grubbing and wetland/channel bank restoration.

THIS LIST IS NOT INTENDED TO INCLUDE FACILITIES TO BE TRANSFERRED TO “PRIVATE” JOINT TRENCH PARTICIPANTS. THOSE WARRANTIES AND GUARANTEES ARE BEING ASSIGNED DIRECTLY TO THOSE PARTICIPANTS.

**FIRST 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

**FIRST AMENDMENT TO
AGENCY GROUND LEASE**

THIS FIRST AMENDMENT TO AGENCY GROUND LEASE ("Amendment"), dated for reference purposes only as of June 22, 2006, by and between the **CITY AND COUNTY OF SAN FRANCISCO**, a municipal corporation, and with respect to all property subject to this Lease located within the jurisdiction of the Port Commission included within the definition of "Premises", as hereinafter set forth, the City acting by and through the San Francisco Port Commission, ("City") 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"), is made with reference to the following facts:

RECITALS

A. The City and the Agency entered into that certain Agency Ground Lease (the "Ground Lease") dated for reference purposes only as of November 16, 2001, to implement the improvement of open space, parks, or plazas as contemplated by the Land Transfer Agreements and the Plan Documents, including the North OPA and the South OPA, each as defined hereinbelow.

B. On October 26, 1998, the City, acting through its Board of Supervisors, approved a Redevelopment Plan for the Mission Bay North Redevelopment Project ("Mission Bay North") by Ordinance No. 327-98, and on November 2, 1998, the City, acting through its Board of Supervisors, approved a Redevelopment Plan for the Mission Bay South Redevelopment Project ("Mission Bay South") by Ordinance No. 335-98 (collectively, the "Redevelopment Plans", and individually, the "Mission Bay North Redevelopment Plan" or "Mission Bay South Redevelopment Plan". The Redevelopment Plans were adopted in accordance with the procedures set forth in the Community Redevelopment Law of California (Sections 33000 et seq. of the Health and Safety Code).

C. In connection with the implementation of the Redevelopment Plans, the Agency and Catellus Development Corporation ("Catellus") entered into the Mission Bay North Owner Participation Agreement (the "North OPA") and the Mission Bay South Owner Participation Agreement (the "South OPA"). The North OPA and the South OPA each set forth phasing principles that govern Catellus' and its permitted Transferees' (collectively "Owner") obligations under the North OPA and the South OPA to construct Infrastructure related to its development of the North Plan Area and the South Plan Area, including, without limitation, public open space, parks and plazas. The capitalized terms used herein shall have the meanings set forth in the North OPA or South OPA, as applicable (and as the context may require) unless otherwise defined herein.

D. Also in connection with the implementation of the Redevelopment Plans, the City and Owner entered into (1) the Amended and Restated Mission Bay City Land Transfer Agreement

("CLTA"), (2) the Amended and Restated Agreement Concerning the Public Trust ("ACPT"), which included as a party the State of California, and (3) the Amended and Restated Mission Bay Port Land Transfer Agreement ("PLTA"). The CLTA, the PLTA, and the ACPT are collectively referred to as the "Land Transfer Agreements." In 1998, most of the lands in the North Plan Area and the South Plan Area (except the Campus Site area) were owned by either the City or Owner.

E. Pursuant to the CLTA and the PLTA, the City and Owner (i) exchanged certain lands as set forth in and in accordance with the terms and conditions of the CLTA and PLTA, and (ii) entered into a master lease (the "Master Lease"), under which the City leased back to Owner some of the lands the City received from Owner in the exchange together with certain other lands owned by the City. All of the lands subject to the Catellus Lease are in either the North Plan Area or the South Plan Area.

F. The Master Lease is structured to, among other things, require Owner to maintain control and responsibility over portions of the Premises (as that term is defined below) until (and shall terminate as to the applicable portions of the Premises at) either (i) such time as the Owner is prepared to construct public open space, parks or plazas thereon in accordance with the North OPA, or South OPA in the applicable portion of the Premises or (ii) such time as City, acting as the trust administrator of the Public Trust, elects to terminate applicable portions of the premises under the Master Lease in accordance with the terms thereof in order to convert the use of the applicable portions of the premises under the Master Lease to a permitted use under the Public Trust. The Ground Lease is designed to become effective over those portions of the Premises which are intended for uses as public open space, parks or plaza for which the Master Lease has been terminated, upon such termination of the Master Lease. As used herein, the term "Plan Documents" means the Redevelopment Plans, the North OPA, the South OPA, the Design for Development for Mission Bay North and Mission Bay South, the Mission Bay Subdivision ordinance and regulations adopted thereunder.

G. Catellus has entered into a restructuring transaction involving the Mission Bay project. On November 22, 2004, Catellus Land and Development Corporation, Catellus Operating Limited Partnership, Catellus Residential Group, Inc., Catellus Finance Company, LLC, and Mission Bay S26(a), LLC, each a seller and a subsidiary of Catellus, as sellers, entered into a Purchase Agreement with FOCIL Holdings, LLC and certain of its affiliated entities, as buyers, under which Catellus and its subsidiaries have sold a significant portion of Catellus' remaining urban and residential development assets in Mission Bay to FOCIL-MB, LLC ("FOCIL"). In connection with the Purchase Agreement referred to above, FOCIL and certain of its affiliated entities also entered into a Development Agreement with Catellus Urban Construction, Inc. and Catellus Commercial Development Corporation, each a subsidiary of Catellus, under which the FOCIL entities have engaged the Catellus subsidiaries to act as development manager for the transferred assets. In addition, Catellus Finance Company, LLC, a subsidiary of Catellus, entered into a loan agreement with a FOCIL entity, and CF Capital, LLC, a subsidiary of Catellus, entered into a separate loan agreement with other FOCIL entities, in each case to fund a portion of the purchase price for the transferred assets. The sale of the assets and the other transactions, contemplated by these agreements, closed on November 22, 2004. An Assignment, Assumption and Release document dated November 22, 2004 was recorded in the

G. Owner has met the conditions of Owner in the North OPA for the development of Parks NP1 and NP2 in Mission Bay North and in the South OPA for the development of Park P17 in Mission Bay South, to obligate the Agency to enter into an amendment to the Ground Lease.

H. Pursuant to the Plan Documents, the Land Transfer Agreements, and the Master Lease, the City and Agency wish to amend the Ground Lease to add the legal descriptions of Parks NP1 and NP2 in Mission Bay North and Park P17 in Mission Bay South to the Premises and attach such descriptions to the Ground Lease as part of Exhibit B

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. Exhibit B of the Ground Lease is hereby amended to add and incorporate the legal descriptions shown on Exhibit B-2 and Exhibit B-3 attached to this Amendment. Exhibit B-2 sets forth the legal descriptions to parks NP1 and NP2 in Mission Bay North, and Exhibit B-3 sets forth the legal description to park P17 in Mission Bay South.

2. Section 28 of the Ground Lease is hereby amended in its entirety to read as follows:

28. Notices. Except as otherwise expressly provided in this Lease or by Law, any and all notices or communications required or permitted by this Lease or by Law to be served on, given to or delivered to either party by the other party shall be in writing and shall be given by one of the following methods: (a) delivering the notice in person, (b) sending the notice by United States Mail, first class, postage prepaid, or sending the notice by overnight courier or mail, with postage prepaid, to the mailing address set forth below. Copies of all such notices or communications sent by either City or the Agency pursuant to this Lease to the other party shall also be sent concurrently to Owner. Subject to the restrictions set forth below and only for the convenience of the parties, copies of notices also may be given by telefacsimile to the fax number set forth below. Either party may change such party's mailing address or telefacsimile number at any time by giving written notice of such change to the other party in the manner provided above at least ten (10) days prior to the effective date of the change. All notices under this Lease shall be deemed to be duly served, given, delivered, made or communicated on the date personal delivery actually occurs or, if mailed, on the date of deposit in the United States Mail. A person or party may not give official or binding notice by telefacsimile. Service of process at Agency's address set forth below or other address, notice of which is given in accordance with the terms of this Section 28, shall be valid and binding upon such party.

Address for City:

Acting by
And through
Its Board of
Supervisors:

Director of Property
City of San Francisco
25 Van Ness Avenue, Suite 401
San Francisco, CA 94102
FAX NO: (415) 552-9216
Telephone No: (415) 554-9880

Copy to:

City Attorney's Office
City of San Francisco
1 Dr. Carlton B. Goodlett Jr. Place, Room 234
San Francisco, CA 94102-4682
Attention: Finance/Real Estate Transaction Team
FAX NO: (415) 554-4755

Acting by
And through
Its Port:

Director of Real Estate
City of San Francisco
Pier 1
San Francisco, CA 94111
FAX NO: (415) 274-0578
Telephone No: (415) 274-0400

Copy to:

City Attorney's Office
Port of San Francisco
Pier 1
San Francisco, CA 94111
Attention: Robert Bryan
Deputy City Attorney
FAX NO: (415) 274-0494
Telephone No: (415) 274-0485

Address for Agency:

San Francisco Redevelopment Agency
One South Van Ness Avenue, 5th Floor
San Francisco, CA 94103
FAX NO: (415) 749-2525
Telephone No: (415) 749-2400
Executive Director

Copy to: Agency General Counsel's Office
San Francisco Redevelopment Agency
One South Van Ness Avenue, 5th Floor
San Francisco, CA 94103
FAX NO: (415) 749-2590
Telephone No: (415) 749-2454

Address for Owner:

FOCIL-MB, LLC, a Delaware limited liability company
c/o Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 1325
San Francisco, CA 94111
Atten: Seth Hamalian
Richard Fried

Copy to: Coblenz, Patch, Duffy & Bass, LLP
One Ferry Building, Suite 200
San Francisco, CA 94111
Atten: Joshua R. Steinhauer

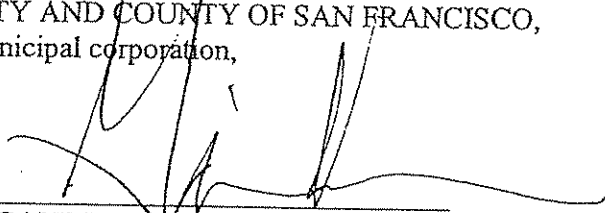
And to: ProLogis
255 Channel Street
San Francisco, CA 94107
Atten: William Kennedy, First Vice President

3. 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.

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

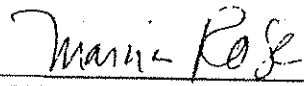
CITY:

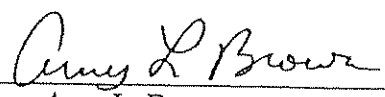
CITY AND COUNTY OF SAN FRANCISCO,
municipal corporation,

By 
GAVIN NEWSOM
Mayor

AGENCY:

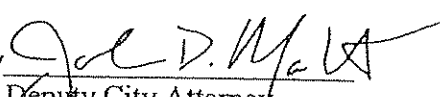
Redevelopment Agency
of the City and County of
San Francisco

By 
MARCIA ROSEN
Executive Director

By 
Amy L. Brown
Director of Property

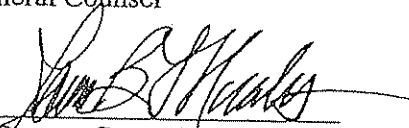
APPROVED AS TO FORM:

DENNIS J. HERRERA,
City Attorney

By 
Deputy City Attorney
for the CITY

APPROVED AS TO FORM:

JAMES B. MORALES,
General Counsel

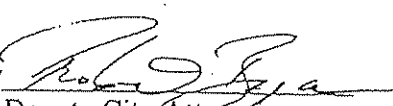
By 
Deputy General Counsel

SAN FRANCISCO PORT COMMISSION

By: 
MONIQUE MOYER
Executive Director

APPROVED AS TO FORM:

DENNIS J. HERRERA,
City Attorney

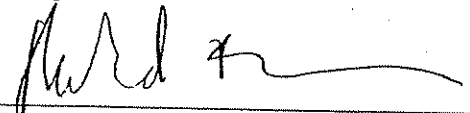
By 
Deputy City Attorney
for the PORT

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 continued 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: **Richard B. Fried**
Its: **Managing Member**

EXHIBIT "B-2"

(NP1 & NP2 PARKS)

EXHIBIT "B-2"
(NP1 & NP2 PARKS)

All that certain real property situated in the City and County of San Francisco, State of California, more particularly described as follows:

Being a portion of State Trust Parcel 1, as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518, Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California. State Trust Parcel 1 being also shown on that certain map entitled "Map of Mission Bay", recorded on July 19, 1999, in Book Z, of Maps, at Pages 97-119, in the Office of the Recorder of the City and County of San Francisco, State of California.

Park NP1

Beginning at the most southerly corner of Block 8708, Lot 4, as said Block and Lot are shown on that certain map entitled "FINAL MAP - Planned Development Mission Bay (N3-N3A)", recorded on March 15, 2001, in Book Z, of Maps, at Pages 175-178, in the Office of the Recorder of said City and County; thence, along the southeasterly line of said Lot 4, being also a boundary line of the above-said State Trust Parcel 1, North 46°18'07" East, 776.70 feet, to the southwesterly line of Fourth Street (82.50' wide), as shown on the above-said "Map of Mission Bay"; thence, along said southwesterly line, South 43°41'53" East, 60.00 feet, to the northwesterly line of Channel Street (200.00' wide), as shown on the above-said "Map of Mission Bay"; thence, along said northwesterly line, South 46°18'07" West, 776.70 feet, to the southeasterly prolongation of the southwesterly line of said Lot 4; thence, along said prolongation, North 43°41'53" West, 60.00 feet, to the **Point of Beginning**.

Containing 46,602 Sq. Ft., more or less.

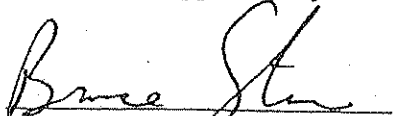
Park NP2

Beginning at the most westerly corner of Block 8708, Lot 4, as said Block and Lot are shown on that certain map entitled "FINAL MAP - Planned Development Mission Bay (N3-N3A)", recorded on March 15, 2001, in Book Z, of Maps, at Pages 175-178, in the Office of the Recorder of the City and County of San Francisco, State of California; thence, along the southwesterly line of said Lot 4, South 43°41'53" East, 241.50 feet, to the northwesterly line of Channel Street (200.00' wide), as shown on the above-said "Map of Mission Bay"; thence, along said northwesterly line, South 46°18'07" West, 180.00 feet, to the southeasterly prolongation of the northeasterly line of Block 8707, Lot 5, as said Block and Lot are shown on that certain map entitled "FINAL MAP - Planned Development Mission Bay (N4A)", recorded on December 7, 2004, in Book AA, of Maps, at Pages 179-183; thence, along said prolongation, North 43°41'53" West, 241.50 feet, to northwesterly line of Street Vacation SV-28, as said Street was vacated by Ordinance 328-98, and recorded in

Book H429, Image 505, Official Records, in the Office of the Recorder of said City and County; thence, along said northwesterly line, North $46^{\circ}18'07''$ East, 131.25 feet, to the northwesterly line of Street Vacation SV-26, as said Street was vacated by said Ordinance 328-98; thence, along said northwesterly line, North $46^{\circ}18'07''$ East, 48.75 feet, to the **Point of Beginning**.

Containing 43,470 Sq. Ft., more or less.

Description approved by:



Bruce Storrs, L.S. 6914

My License Expires September 30, 2007
City and County Surveyor, San Francisco





FOURTH STREET (82.50')

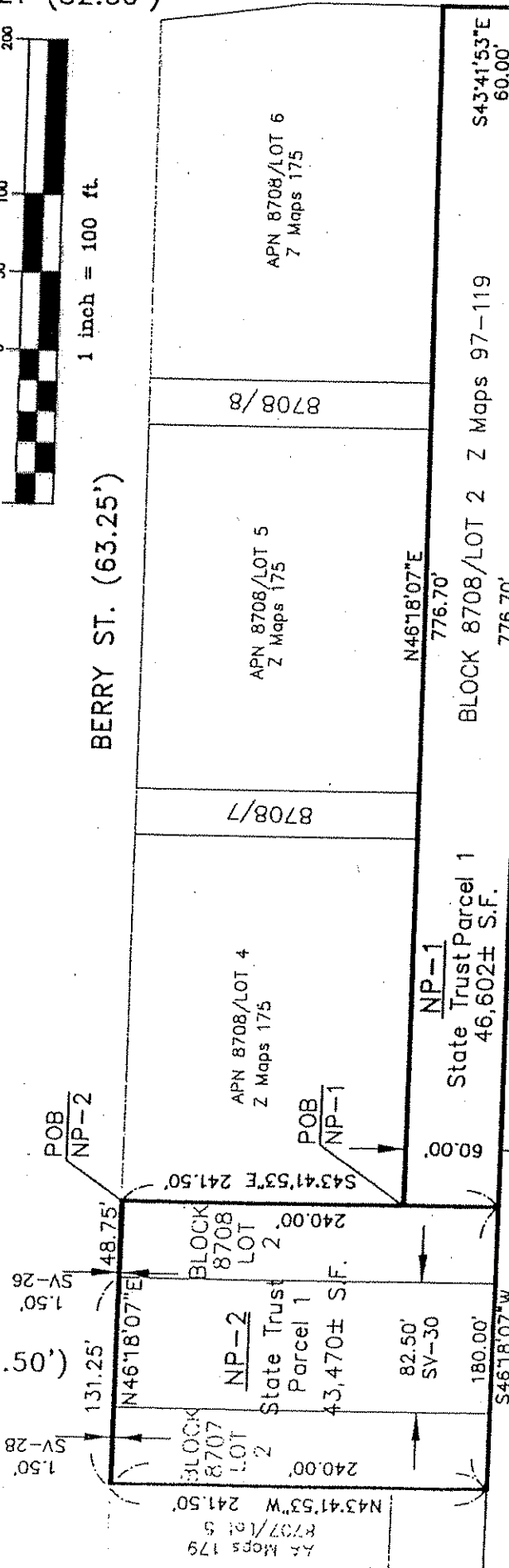
GRAPHIC SCALE



1 inch = 100 ft.

BERRY ST. (63.25')

FIFTH STREET (82.50')



CHANNEL STREET (200.00')

LEGEND

Park Boundary

Lot Line

Point of Beginning

Street Vacation—H429 Image 505

POB

SV-28

date: 04/06/06

MBTF
Mission Bay Task Force
30 Van Ness Ave.
Room 4200
San Francisco, Ca 94102

y: ttc

Mission Bay Project
San Francisco, California
Exhibit
Plat to Accompany
Legal Description

Sheet 1
of
Sheet 1

EXHIBIT "B-3"

(P17 PARK)

EXHIBIT "B-3"
(P17 PARK)

All that certain real property situate in the City and County of San Francisco, State of California, more particularly described as follows:

Being a portion of State Trust Parcel 5 as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518 of Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California.

All street lines and Assessor's Blocks/Lots herein mentioned are in accordance with that certain map entitled "Final Map-Planned Development Mission Bay (9-9A and 10-10A)", recorded on May 31, 2005, in Book BB, of Maps, at pages 6-10, in the Office of the Recorder of the City and County of San Francisco, State of California.

Commencing at the southeasterly corner of Block 8720/Lot 17, as shown on said Final Map; thence, along the easterly extension of the southerly line of said Lot 17, North $86^{\circ}49'04''$ East, 98.32 feet; thence, South $03^{\circ}10'56''$ East, 35.25 feet, to the **TRUE POINT OF BEGINNING** of this description, said point also being the beginning of a non-tangent curve concaved to the west, from which the radius point of said non-tangent curve bears, South $73^{\circ}45'40''$ West, 940.33 feet; thence, along the arc of said non-tangent curve, southerly, 156.94 feet, through a central angle of $09^{\circ}33'46''$, to the being the beginning of a non-tangent curve concaved to the north, from which the radius point of said non-tangent curve bears, North $22^{\circ}42'17''$ West, 19.50 feet; thence, along the arc of said non-tangent curve, westerly, 7.33 feet, through a central angle of $21^{\circ}31'42''$; thence South $86^{\circ}49'04''$ West, 304.46 feet, to the being the beginning of a tangent curve concaved northeasterly, from which the radius point of said tangent curve bears, North $03^{\circ}10'56''$ West, 14.50 feet; thence, along the arc of said tangent curve, westerly and northerly, 22.78 feet, through a central angle of $90^{\circ}00'00''$; thence, North $03^{\circ}10'56''$ West, 101.25 feet, to the beginning of a tangent curve concaved southeasterly, from which the radius point of said tangent curve bears, North $86^{\circ}49'04''$ East, 14.50 feet; thence, along the arc of said tangent curve, northerly and easterly, 22.78 feet, through a central angle of $90^{\circ}00'00''$; thence, North $86^{\circ}49'04''$ East, 291.02 feet to the **TRUE POINT OF BEGINNING**.

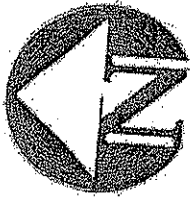
Containing 0.947 Acres, more or less.

Description approved by:


Bruce Storrs, L.S. 6914

My License Expires September 30, 2007

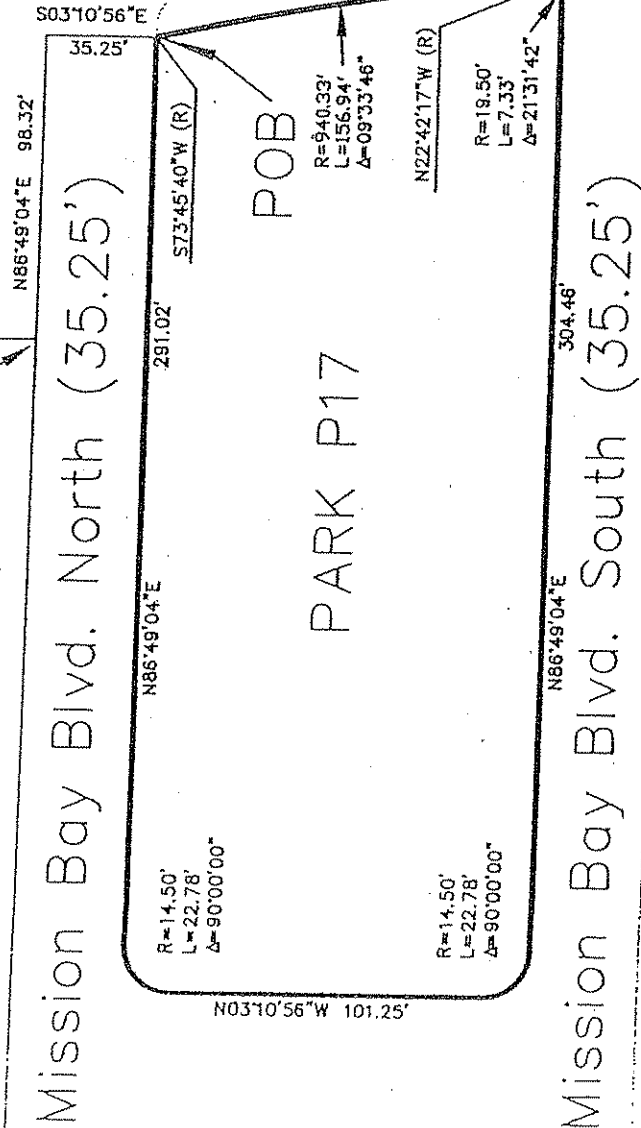




SCALE: 1"=60'

APN 8720/17 POC
(Block 9A)

TERRY FRANCIOS BLVD.



APN 8721/10
(Block 26a)

LEGEND

- Park Boundary
- Lot Line
- Point of Commencement
- Point of Beginning

POC
POB

MBTF

Mission Bay Task Force
30 Van Ness Ave.
Room 4200
San Francisco, Ca 94102

Mission Bay Project
San Francisco, California
Park P17

Exhibit to Accompany Legal Description

sheet 1

of

sheet 1

Exhibit "B-3.1"

Excepting therefrom the following reservations, the terms and uses of which are individually described as follows:

Legal Description

Storm Drain Easement - The City and County of San Francisco reserves from the SFRA Ground Leased Parcel "B-3" a temporary, non-exclusive right to be held by the City and County of San Francisco Public Utilities Commission and its permittees, grantees, licensees, employees, and contractors, in, upon, over and under that portion of the SFRA Ground Leased Parcel described herein, to the extent necessary for access, construction, operation, repair, removal and maintenance of future storm drain sewer facilities and appurtenances such as pipes, conduits, cables, wires, poles, and other convenient structures, equipment and fixtures for the operation of storm drain sewer systems.

Legal Description

All that real property situated in the City and County of San Francisco, State of California, described as follows:

Being a portion of State Trust Parcel 5 as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518 of Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California.

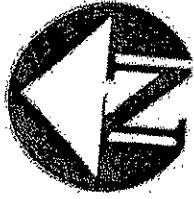
A strip of land, 15 feet in width, lying 7.5 feet (measured at right angles) on each side of the centerline of the existing storm drain facilities, which will be required for temporary access and maintenance of City storm drain facilities and centered around the storm drain facilities as it now exists or may exist in the future. Said easement is shown in its approximate location on the attached plat map B-3.1 to be used for reference only.

As to the reservation set forth in this Exhibit B-3.1, City shall give the Agency written notice five (5) business days prior to any entrance by City or any of City's officers, agents, employees, contractors (including all sub-tier contractors), and consultants upon any of the easement areas for the purposes set forth herein; provided, however, in the event of an emergency, no prior notice shall be required but City shall provide notice retroactively within forty-eight (48) hours of any such entry. The written notice shall State (i) the purpose of such entry, (ii) the date, time and estimated duration of such entry, and (iii) a detailed description of the type of activities City will undertake during such entry. If, after receiving such written notice, the Agency determines that City's entrance upon any portion of the easement areas involves any excavation within such easement areas or otherwise will cause a significant disruption of the use of the Premises for the purposes intended by this Ground Lease, all as reasonably determined by the Agency, the Agency may require City to modify the timing of City's entry or to undertake other measures (including without limitation, the restoration or repair of any portion of the easement areas damaged by City's entry thereon) to ensure the safety of and the public's use of the Premises and to mitigate other adverse effects upon the easement areas and the Premises.

The above Legal Description and Plat Map are approved.

By: Bruce Storrs
Bruce Storrs, L.S. 6914
My License Expires September 30, 2007
City and County Surveyor, San Francisco





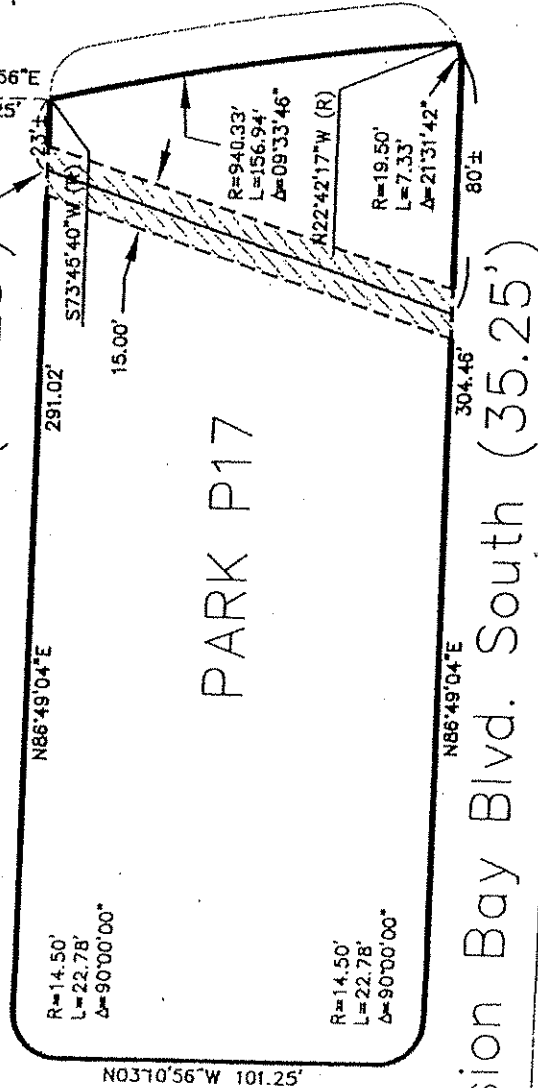
SCALE: 1"=60'

APN 8720/17
(Block 9A)

Park P18

POC

Mission Bay Blvd. North (35.25') POB



TERRY A. FRANCIOS BLVD.

APN 8721/10
(Block 26a)

LEGEND

Park Boundary

Lot Line

Point of Commencement

Point of Beginning

POC

POB

MBTF

Mission Bay Task Force
30 Van Ness Ave.
Room 4200
San Francisco, Ca 94102

Mission Bay Project
San Francisco, California

EXHIBIT "B-3.1"
Plat to Accompany Legal Description

sheet 1

of

sheet 1

Exhibit "B-2.1"

Excepting therefrom the following reservations, the terms and uses of which are individually described as follows:

Combined Sewer Easement - The City and County of San Francisco reserves from the SFRA Ground Leased Parcel "B-2" a non-exclusive right to held by the City and County of San Francisco Public Utilities Commission and its permitted grantees, licensees, employees and contractors, in, upon, over and under that portion of the SFRA Ground Leased Parcel described herein, to the extent necessary for access, construction, operation, repair, removal and maintenance of an existing facilities and appurtenances such as pipes, conduits, cables, wires, poles, and other convenient structures, equipment and fixtures for the operation of a combined sewer system.

Legal Description

All that real property situated in the City and County of San Francisco, State of California, described as follows:

Being a portion of State Trust Parcel 1, as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518, Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California. State Trust Parcel 1 being also shown on that certain map entitled "Map of Mission Bay", recorded on July 19, 1999, in Book Z, of Maps, at Pages 97-119, in the Office of the Recorder of the City and County of San Francisco, State of California

A strip of land 20 feet in width, lying 10 feet (measured at right angles) on each side of the centerline of the City and County of San Francisco Combined Box Sewer Facility and the 12-inch VCP Sewer, encased in concrete, as they now exists. Said easements are shown in their approximate location on the attached plat map "B-2.1" to be used for reference only.

FIFTH STREET (82.50')

APN 8704
LOT 6
SB Maps 23

APN 8705/LOT 6
Z Maps 175

APN 8705/LOT 7
Z Maps 175



BERRY ST. (63.25')

180.00'

7" X 9" SEWER ON PILES
12" VCP SEWER ENCASED IN CONCRETE
NP-2
BLOCK 8707
LOT 2
APN 8707/LOT 2
SB Maps 175
241.50'

APN 8708/LOT 4
Z Maps 175

State Trust Parcel 1
H429 Image 518

8708/7

APN 8708/LOT 5
Z Maps 175

8708/8

APN 8708/LOT 6
Z Maps 175

776.70'

BLOCK 8708/LOT 2 Z Maps 97

NP-1

180.00'

CHANNEL STREET

Legend

Park Boundary

SV-30

Street Vacation-H429 Image 505
Lot Line

MBTF

Mission Bay Task Force
30 Van Ness Ave.
Room 4200
San Francisco, Ca 94102

Mission Bay Project
San Francisco, California
Exhibit "B-2.1"
Plat to Accompany
Legal Description

sheet 1
of
sheet 1

Combined Sewer Electrical Easements - The City and County of San Francisco reserves from the SFRA Ground Leased Parcel "B-2" a non-exclusive right to held by the City and County of San Francisco Public Utilities Commission and its permitted grantees, licensees, employees and contractors, in, upon, over and under that portion of the SFRA Ground Leased Parcel described herein, to the extent necessary for access, construction, operation, repair, removal and maintenance of an existing facilities and appurtenances such as pipes, conduits, cables, wires, poles, and other convenient structures, equipment and fixtures for the operation of a combined sewer electrical system.

Legal Description

All that real property situated in the City and County of San Francisco, State of California, described as follows:

Being a portion of State Trust Parcel 1, as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518, Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California. State Trust Parcel 1 being also shown on that certain map entitled "Map of Mission Bay", recorded on July 19, 1999 in Book Z, of Maps, at Pages 97-119, in the Office of the Recorder of the City and County of San Francisco, State of California.

Multiple areas, 15 feet in width, lying 7.5 feet (measured at right angles) on each side of the centerline of each electrical facility, each of which will be required for access and maintenance of combined sewer electrical facilities extending throughout the property at various locations for different distances and centered around said facilities as they exist, or may exist in the future, and as generally shown on the improvement plans prepared for Catellus Development Corporation (as Permittee) by Freyer & Laureta-Civil Engineers, entitled "Mission Creek Park, NP1-NP2 Bank Stabilization & Mitigation, Trail Plan", dated May 09, 2003, approved by the Director, San Francisco Department of Public Works, on August 04, 2003, permit number 03IE-580, and as may be further amended and approved from time to time by or on behalf of the Director. Said easements are shown in their approximate locations on the attached plat map "B-2.2" to be used for reference only.

FIFTH STREET (82.50')

APN 8705/LOT 6
Z Maps 175

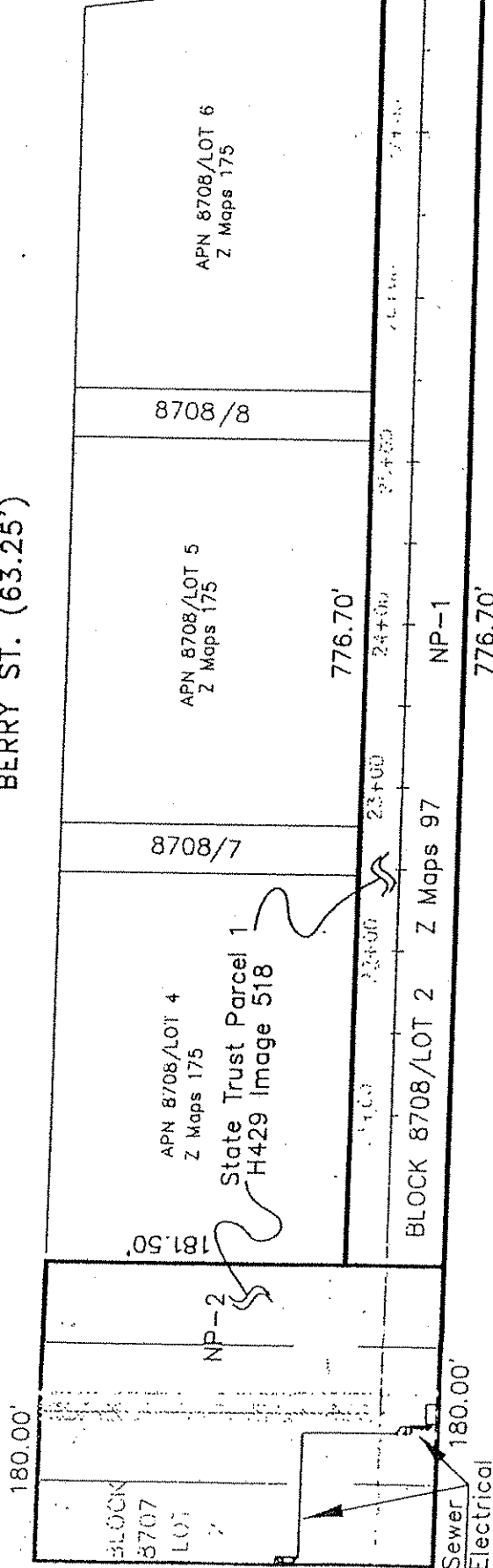


APN 8705/LOT 7
Z Maps 175

APN 8705/LOT 6
Z Maps 175

180.00'

BERRY ST. (63.25')



Legend

Park Boundary

Street Vacation-H429 Image 505

Lot Line

MBTF

Mission Bay Task Force
30 Van Ness Ave.
Room 4200
San Francisco, Ca 94102

Mission Bay Project
San Francisco, California
Exhibit "B-2.2"
Plat to Accompany
Legal Description

sheet 1
of
sheet 1

MUNI Duct Bank Easement - The City and County of San Francisco reserve from the SFRA Ground Leased Parcel "B-2" the non-exclusive right to be held by the City and County of San Francisco Metropolitan Transit Authority, MTA, and its permittees, grantees, licensees, employees, and contractors, in, upon, over and under that portion of the SFRA Ground Leased Parcel described herein, to the extent necessary for access, construction, operation, repair, removal and maintenance of future MUNI duct bank facilities and appurtenances such as pipes, conduits, cables, wires, poles, and other convenient structures, equipment and fixtures for the operation of a light rail and bus transportation systems.

Legal Description

All that real property situated in the City and County of San Francisco, State of California, described as follows:

Being a portion of State Trust Parcel 1, as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518, Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California. State Trust Parcel 1 being also shown on that certain map entitled "Map of Mission Bay", recorded on July 19, 1999, in Book Z, of Maps, at Pages 97-119, in the Office of the Recorder of the City and County of San Francisco, State of California.

Two areas, each 15 feet in width, lying 7.50 feet (measured at right angles) on each side of the centerline of the MUNI Duct Bank Facility as it now exists, as generally shown on the improvement plans prepared by MTA, entitled "Third Street Light Rail Transit Mission Creek and Islais Creek Duct Banks" "contract MR #1148" and approved by the Director of Transportation, MTA, on April 5, 2001, and as may be further amended and approved from time to time by or on behalf of the Director. Said easements are shown in their approximate locations on the attached plat map B-2.3 to be used for reference only.

FIFTH STREET (82.50')

APN 8704
LOT 6
Z Maps 23

APN 8705/LOT 6
Z Maps 175

APN 8705/LOT 7
Z Maps 175



FOURTH STREET (82.50')

BERRY ST. (63.25')

180.00'

NP-2

APN 8708/LOT 4
Z Maps 175

State Trust Parcel 1
H429 Image 518

8708/7

APN 8708/LOT 5
Z Maps 175

776.70'

MUNI UTILITY
DUCT BANKS

8708/8

APN 8708/LOT 6
Z Maps 175

BLOCK 8708/LOT 2 Z Maps 97

NP-1

776.70'

Muni duct bank
Easements

180.00'

CHANNEL STREET

Legend

Park Boundary

SV-30

Street Vacation-H429 Image 505
Lot Line

MBTF

Mission Bay Task Force
30 Van Ness Ave.
Room 4200
San Francisco, Ca 94102

Mission Bay Project
San Francisco, California
Exhibit "B-2.3"
Plat to Accompany
Legal Description

sheet 1
of
sheet 1

Storm Drain Easement - The City and County of San Francisco reserves from the SFRA Ground Leased Parcel "B-2" the non-exclusive right to be held by the City and County of San Francisco Public Utilities Commission and its permittees, grantees, licensees, employees, and contractors, in, upon, over and under that portion of the SFRA Ground Leased Parcel described herein, to the extent necessary for access, construction, operation, repair, removal and maintenance of future storm drain sewer facilities and appurtenances such as pipes, conduits, cables, wires, poles, and other convenient structures, equipment and fixtures for the operation of storm drain sewer systems.

Legal Description

All that real property situated in the City and County of San Francisco, State of California, described as follows:

Being a portion of State Trust Parcel 1, as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518, Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California. State Trust Parcel 1 being also shown on that certain map entitled "Map of Mission Bay", recorded on July 19, 1999, in Book Z, of Maps, at Pages 97-119, in the Office of the Recorder of the City and County of San Francisco, State of California.

A strip of land 15 feet in width, lying 7.5 feet (measured at right angles) on each side of the centerline and 7.5 feet southerly of the storm drain facilities, which will be required for access and maintenance of City storm drain facility extending onto the property and centered around said facilities as it now exist, or may exist in the future, and as generally shown on the improvement plans prepared for Catellus Development Corporation (as Permittee) by Freyer & Laureta-Civil Engineers, entitled "Mission Creek Park, NP1-NP2 Bank Stabilization & Mitigation, Trail Plan", dated May 09, 2003, approved by the Director, San Francisco Department of Public Works, on August 04, 2003, permit number 03IE-580, and as may be further amended and approved from time to time by or on behalf of the Director. Said easement is shown in its approximate location on the attached plat map B-2.4 to be used for reference only.

FIFTH STREET (82.50')

APN 8704
LOT 6
BB Maps 23

APN 8705/LOT 6
Z Maps 175

APN 8705/LOT 7
Z Maps 175

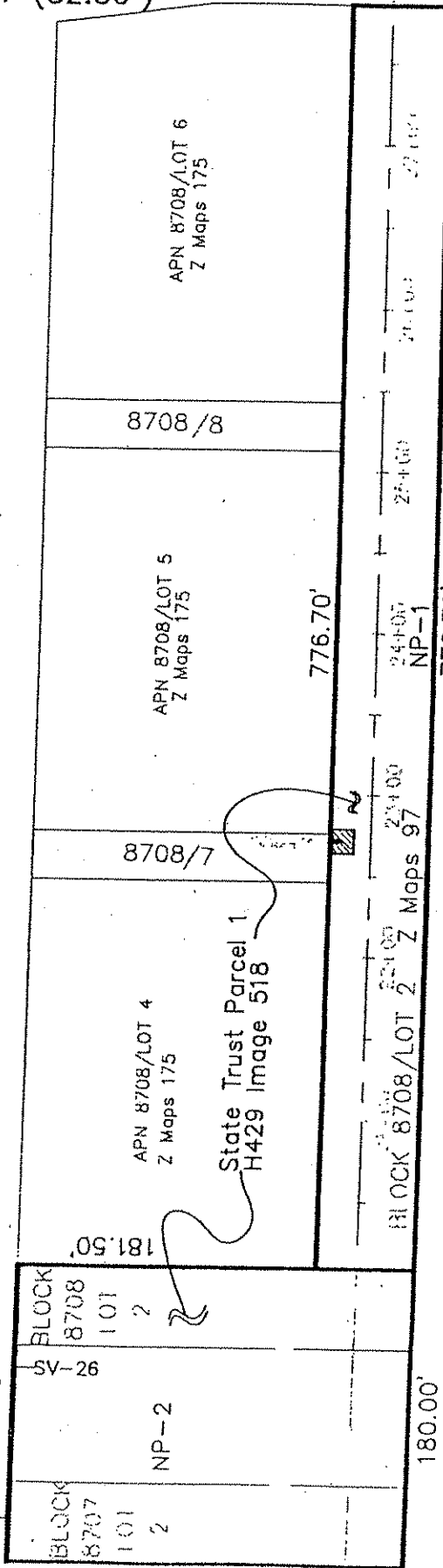


FOURTH STREET (82.50')

00:09

BERRY ST. (63.25')

180.00'



CHANNEL STREET

Legend

Park Boundary

Street Vacation--H429 Image 505

Lot Line

SV-30

SV-26

MBTF
Mission Bay Task Force
30 Van Ness Ave.
Room 4200
San Francisco, Ca 94102

Mission Bay Project
San Francisco, California
Exhibit "B-2.4"
Plat to Accompany
Legal Description

sheet 1
of
sheet 1

Water line Easement - The City and County of San Francisco reserve from the SFRA Ground Leased Parcel "B-2" the non-exclusive right to be held by the City and County of San Francisco Public Utilities Commission and its permittees, grantees, licensees, employees, and contractors, in, upon, over and under that portion of the SFRA Ground Leased Parcel described herein, to the extent necessary for access, construction, operation, repair, removal and maintenance of water lines, fire hydrants and appurtenances such as pipes, conduits, cables, wires, poles, and other convenient structures, equipment and fixtures for the operation of water lines and fire hydrants.

Legal Description

All that certain real property situated in the City and County of San Francisco, State of California, more particularly described as follows:

Being a portion of State Trust Parcel 1, as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518, Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California. State Trust Parcel 1 being also shown on that certain map entitled "Map of Mission Bay", recorded on July 19, 1999, in Book Z, of Maps, at Pages 97-119, in the Office of the Recorder of the City and County of San Francisco, State of California.

Multiple areas, 15 feet in width, lying 7.50 feet (measured at right angles) on each side of the centerline of the water lines, each of which will be required for access and maintenance of City water line and fire hydrant facilities extending throughout the property at various locations for different distances and centered around said facilities as they exist or may exist in the future, and as generally shown on the improvement plans prepared for Catellus Development Corporation (as Permittee) by Freyer & Laureta-Civil Engineers, entitled "Mission Creek Park, NP1-NP2 Bank Stabilization & Mitigation, Trail Plan", dated May 09, 2003, approved by the Director, San Francisco Department of Public Works, on August 04, 2003, permit number 03IE-580, and as may be further amended and approved from time to time by or on behalf of the Director. Said easements are shown in their approximate locations on the attached plat map B-2.5 to be used for reference only.

FIFTH STREET (82.50')

APN 8704
LOT 6
DB Maps 23

APN 8705/LOT 6
Z Maps 175

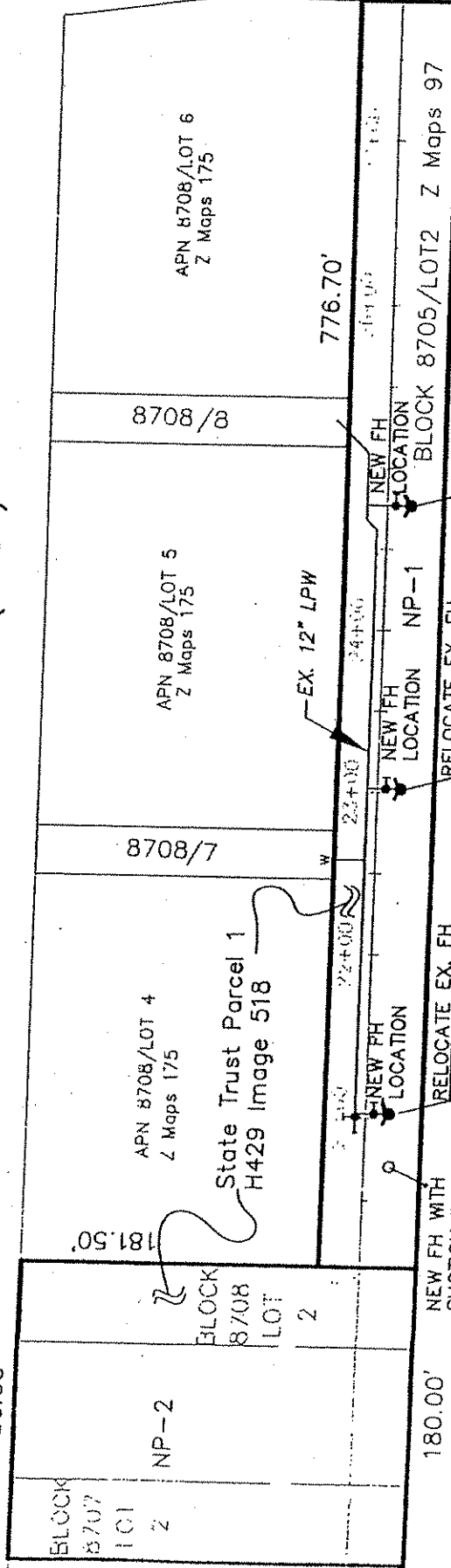
APN 8705/LOT 7
Z Maps 175



FOURTH STREET (82.50')

BERRY ST. (63.25')

180.00'



Legend

Park Boundary

Street Vacation-H429 Image 505

Lot Line

CHANNEL STREET

MBTF

Mission Bay Task Force
30 Van Ness Ave.
Room 4200
San Francisco, Ca 94102

Mission Bay Project
San Francisco, California
Exhibit "B-2.5"
Plat to Accompany
Legal Description

sheet 1
of
sheet 1

Emergency Vehicle Access Easement - The City and County of San Francisco (the ("City")) reserve from the SFRA Ground Leased Parcel "B-2" the non-exclusive right over a minimum twenty foot (20') wide area within that portion of the SFRA Ground Leased Parcel described herein, to the extent necessary for emergency vehicular access, ingress and egress. The City further reserves third party beneficiary rights for enforcement of said Emergency Vehicle Access Easement.

Legal Description

All that certain real property situated in the City and County of San Francisco, State of California, more particularly described as follows:

Being a portion of State Trust Parcel 1, as described in that certain Patent from the State of California to the City of San Francisco, as Trustee, recorded on July 19, 1999 at Reel H429, Image 518, Official Records, in the Office of the Recorder of the City and County of San Francisco, State of California. State Trust Parcel 1 being also shown on that certain map entitled "Map of Mission Bay", recorded on July 19, 1999, in Book Z, of Maps, at Pages 97-119, in the Office of the Recorder of the City and County of San Francisco, State of California.

A stripe of land, 20 feet in width within that portion of the SFRA Ground Leased Parcel described herein, to the extent necessary for emergency vehicular access, ingress and egress, and as generally shown on the improvement plans (drawing L3.0) prepared for Catellus Development Corporation (as Permittee) by Freyer & Laureta-Civil Engineers, entitled "Mission Creek Park, NP1-NP2 Bank Stabilization & Mitigation, Trail Plan", dated May 09, 2003, approved by the Director, San Francisco Department of Public Works, on August 04, 2003, permit number 03IE-580, and as may be further amended and approved from time to time by or on behalf of the Director.

As to each of the reservations set forth in this Exhibit B-2.1, City shall give the Agency written notice five (5) business days prior to any entrance by City or any of City's officers, agents, employees, contractors (including all sub-tier contractors), and consultants upon any of the easement areas for the purposes set forth herein; provided, however, in the event of an emergency, no prior notice shall be required but City shall provide notice retroactively within forty-eight (48) hours of any such entry. The written notice shall state (i) the purpose of such entry, (ii) the date, time and estimated duration of such entry, and (iii) a detailed description of the type of activities City will undertake during such entry. If, after receiving such written notice, the Agency determines that City's entrance upon any portion of the easement areas involves any excavation within such easement areas or otherwise will cause a significant disruption of the use of the Premises for the purposes intended by this Ground Lease, all as reasonably determined by the Agency, the Agency may require City to modify the timing of City's entry or to undertake other measures (including without limitation, the restoration or repair of any portion of the easement areas damaged by City's entry thereon) to ensure the safety of and the public's use of the Premises and to mitigate other adverse effects upon the easement areas and the Premises.

Description approved:

By: Bruce Storrs
Bruce Storrs, L.S. 6914
My License Expires September 30, 2007
City and County Surveyor, San Francisco

