RESOLUTION NO. 12-2005

Adopted January 25, 2005

APPROVING THE TRANSBAY REDEVELOPMENT PROJECT IMPLEMENTATION AGREEMENT BETWEEN THE AGENCY AND THE TRANSBAY JOINT POWERS AUTHORITY; TRANSBAY REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. The Redevelopment Agency of the City and County of San Francisco (the "Agency") has prepared a proposed Redevelopment Plan for the Transbay Redevelopment Project (the "Redevelopment Plan").

2. The proposed Redevelopment Plan would establish a redevelopment project area for an approximately 40-acre area generally bounded by Mission Street in the north, Main Street in the east, Folsom Street in the south, and Second Street in the west (the "Project Area"). The Redevelopment Plan is being proposed to: 1) redevelop over 12 acres of vacant land as high-density, transit-oriented residential projects; 2) construct approximately 3,400 housing units of which approximately 1,200 would be affordable to very low- to moderate-income households; 3) enforce Development Controls and Design Guidelines to ensure new development provides a high-quality, livable community; 4) create streetscape and public open space improvements throughout the new project area; and 5) provide funding toward the construction of a new Transbay Terminal and Caltrain Downtown Extension.

3. The Transbay Joint Powers Authority, a joint powers authority duly created and organized under California Government Code Sections 6500 et seq. (the "TJPA"), intends to demolish the Transbay Terminal building and its associated ramps and construct a modern, publicly-owned, multimodal terminal on the same site with an underground train connection to existing rail lines terminating at Fourth and Townsend Streets in San Francisco (the "Transbay Terminal Project"). The Transbay Terminal Project will help to revitalize the Project Area and stimulate private investment. The Transbay Terminal Project is a public benefit and a central part of the Redevelopment Plan.

4. The Redevelopment Plan and the Transbay Terminal Project share the same purpose: to create a vibrant new downtown residential and commercial district centered on a major new regional transit hub. The Redevelopment Plan is vital to the financial feasibility and long-term success of the Transbay Terminal Project.

5. The Agency will be responsible for all plan implementation activities, as well as for activities related to preparing certain publicly-owned parcels (the "State-

Owned Parcels") for disposition and development, the revenues from which will be used for the construction of the Transbay Terminal Project. Because funding is limited during the initial years of plan implementation and, even in later years, as the tax increment from the State-Owned Parcels in the Project Area will be applied to the cost of the Transbay Terminal Project, it is vital that a source of funds be available to fund certain Agency activities.

6. The Transbay Redevelopment Project Implementation Agreement (the "Implementation Agreement") describes the specific actions by the Agency and the TJPA related to the implementation of the Redevelopment Plan (the "Implementation Activities") and the activities related to the disposition of certain State-Owned Parcels that will generate funding for the Transbay Terminal Project. The Implementation Agreement includes a process for the TJPA to fund Agency activities, including the Implementation Activities during the initial years of the Project Area, and payment for Agency activities related to the disposition of the State-Owned Parcels.

7. On April 20, 2004, the Commission, by Resolution No. 45-2004, certified the Final Environmental Impact Statement/Environmental Impact Report (the "Final EIS/EIR") for the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project as adequate, accurate, and objective and in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.)("CEQA") and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.). On April 22, 2004, the other co-lead agencies on the Final EIS/EIR, the City and County of San Francisco and the Peninsula Corridor Joint Powers Board, also certified the Final EIS/EIR.

8. The Commission has reviewed and considered the information in the Final EIS/EIR.

9. The Commission hereby finds that the Implementation Agreement is part of the Transbay Redevelopment Project for purposes of compliance with CEQA.

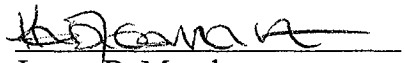
10. In Resolution No. 11-2005 the Commission adopted findings that various actions related to the Transbay Redevelopment Project Area Plan were in compliance with CEQA. Said findings are on file with the Secretary of the Agency and are incorporated herein by reference. Said findings are in furtherance of the actions contemplated in this Resolution and are made part of this Resolution by reference herein.

RESOLUTION

ACCORDINGLY IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the Executive Director is authorized to execute the

Transbay Redevelopment Project Implementation Agreement with the Transbay Joint Powers Authority, a joint powers authority duly created and organized under California Government Code Sections 6500 et seq., substantially in the form lodged with the Agency General Counsel.

APPROVED AS TO FORM:



James B. Morales
Agency General Counsel