

RESOLUTION NO. 33-2007

Adopted April 17, 2007

CONDITIONALLY APPROVING THE COMBINED BASIC CONCEPT AND SCHEMATIC DESIGN FOR A COMMERCIAL BUILDING ON BLOCK 26 IN THE MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA, PURSUANT TO THE OWNER PARTICIPATION AGREEMENT WITH FOCIL-MB, LLC AND ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. On September 17, 1998, by Resolution No. 190-98, the Commission of the Redevelopment Agency of the City and County of San Francisco ("Agency Commission") approved the Redevelopment Plan for the Mission Bay South Redevelopment Project Area ("Plan"). On the same date, the Agency Commission adopted related documents, including Resolution No. 193-98 authorizing execution of an Owner Participation Agreement ("South OPA") and related documents between Catellus Development Corporation, a Delaware corporation ("Catellus"), and the Agency. On November 2, 1998, the San Francisco Board of Supervisors ("Board of Supervisors"), by Ordinance 335-98, adopted the Plan. The Plan and its implementing documents, as defined in the Plan, constitute the "Plan Documents."
2. The Plan Documents, particularly the Design Review and Document Approval Procedure designated as Attachment G to the South OPA ("DRDAP"), provide that the Agency will review and process development proposals in Mission Bay South in "Major Phases." Submission of design plans and documents for any specific building ("Project") must be consistent with the requirements established for each Major Phase.
3. On September 17, 1998, the Agency Commission adopted Resolution No. 182-98 which certified the Final Subsequent Environmental Impact Report as a program EIR for Mission Bay North and South pursuant to the California Environmental Quality Act ("CEQA") and State CEQA Guidelines Section 15180. On the same date, the Agency Commission also adopted Resolution No. 183-98, which adopted environmental findings (and a statement of overriding considerations), in connection with the approval of the Plan and other Mission Bay project approvals. The San Francisco Planning Commission ("Planning Commission") certified the FSEIR by Resolution No. 14696 on the same date. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Agency, and Resolution No. 854-98 adopting environmental findings and a statement of overriding considerations. Hereinafter, the Final Subsequent Environmental Impact Report, including any addenda thereto, shall be collectively referred to as the "FSEIR."

4. On March 21, 2000, the Agency Commission adopted Resolution No. 41-2000, which found that the potential environmental impacts of the Blocks 26 - 28 Major Phase were within the scope of impacts discussed in the FSEIR and approved the Blocks 26 - 28 Major Phase submission.
5. Catellus, the original master developer of the Mission Bay North and South Redevelopment Project Areas, has sold most of its remaining undeveloped land in Mission Bay to FOCIL-MB, LLC, ("FOCIL-MB"), a subsidiary of Farallon Capital Management, LLC, a large investment management firm. The sale encompasses approximately 71 acres of land in Mission Bay, and the remaining undeveloped residential parcels in Mission Bay South. FOCIL-MB has assumed all of Catellus's obligations under the South OPA and the Agency's Owner Participation Agreement for Mission Bay North (collectively, the "OPAs"), as well as all responsibilities under the related public improvement agreements and land transfer agreements with the City and County of San Francisco. FOCIL-MB will be bound by all terms of the OPAs and related agreements, including the requirements of the affordable housing program, equal opportunity program, and design review process.
6. As permitted under the South OPA, Alexandria Real Estate Equities ("Developer") purchased a large number of parcels in Mission Bay South, including Blocks 26 - 28. Developer will be bound by all relevant terms of the South OPA and related agreements, including the requirements of the equal opportunity program and design review process.
7. Pursuant to the Plan Documents, including the DRDAP, the Developer has submitted a Combined Basic Concept and Schematic Design for Block 26 dated March 29, 2007 ("Schematic Design"). The Schematic Design for Block 26 proposes slight changes to the parcel dimensions within the block from what was approved in the Major Phase. It also calls for shifts in the development density among parcels on the block, but an overall reduction in development density from the density approved in the Major Phase.
8. On March 22, 2007, the Planning Commission confirmed that the Schematic Design is consistent with its previous findings pursuant to Planning Code Section 321(b) (1) and issued a project authorization pursuant to Section 304.11 of the Mission Bay South Redevelopment Plan.
9. As permitted under the South OPA, the Agency may approve schematic designs for projects that amend or modify a previously approved Major Phase if the Agency makes three determinations: (1) that the project approval requested involves a deviation that does not constitute a material change to the Major Phase; (2) that the requested project approval will not be detrimental to the public welfare or injurious to the property or improvements in the vicinity of the project; and (3) that the grant of the project approval will be consistent with the general purposes and intent of the Mission Bay South Redevelopment Plan and Plan Documents. Agency staff finds that all three determinations can be made because the changes are relatively minor and are in keeping with the intent of the Major Phase. Changes to parcel size and shifts in development density are not detrimental to the public welfare or injurious

to property. Instead, these changes help facilitate development of life science/biotechnology buildings on the site, which is consistent with the general purposes and intent of the Mission Bay South Redevelopment Plan.

10. Agency staff has reviewed the Schematic Design submitted by Developer, finds it acceptable and recommends approval thereof, subject to the resolution of certain conditions.
11. The FSEIR is a program EIR under CEQA Guidelines Section 15168 and a redevelopment plan EIR under CEQA Guidelines Section 15180. Approval of the Schematic Design is an undertaking pursuant to and in furtherance of the Plan in conformance with CEQA Section 15180 ("Implementing Action").
12. Agency staff, in proposing the necessary findings for the Implementing Action contemplated herein, considered and reviewed the FSEIR. Documents related to the Implementing Action and the FSEIR have been available for review by the Agency Commission and the public and are part of the record before the Agency Commission.
13. The FSEIR findings and statement of overriding considerations adopted in accordance with CEQA by the Agency Commission by Resolution Nos. 183-98 dated September 17, 1998, 199-2000 dated October 10, 2000, and 163-2005 dated October 18, 2005, were and remain adequate, accurate and objective and are incorporated herein by reference as applicable to the Implementing Action.

FINDINGS

The Agency finds and determines that the Schematic Design submission is an Implementing Action within the scope of the Project analyzed in the FSEIR and requires no additional environmental review pursuant to State CEQA Guidelines Sections 15180, 15162 and 15163 for the following reasons:

1. The Implementing Action does not propose substantial changes to the project as analyzed in the FSEIR.
2. No substantial changes have occurred with respect to the circumstances under which the Project analyzed in the FSEIR was undertaken that would require major revisions to the FSEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FSEIR.
3. No new information of substantial importance to the Project analyzed in the FSEIR has become available which would indicate that (a) the Implementing Action will have significant effects not discussed in the FSEIR; (b) significant environmental effects will be substantially more severe; (c) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (d) mitigation measures or alternatives which are

considerably different from those in the FSEIR will substantially reduce one or more significant effects on the environment.

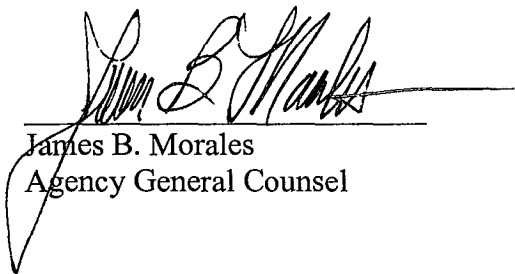
RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco (1) that it has reviewed and considered the FSEIR findings and statement of overriding considerations and hereby adopts the CEQA Findings set forth in Resolution Nos. 183-98, 199-2000, and 163-2005 incorporated herein and those set forth above; and (2) that the Combined Basic Concept and Schematic Design for Block 26 is hereby approved pursuant to the Mission Bay South Owner Participation Agreement with FOCIL-MB, subject to the following conditions:

1. All building materials, colors, finishes, architectural detailing and landscape details are subject to further review and approval by Agency staff during Design Development.
2. At the beginning of the Design Development phase, the Developer shall submit floor plans consistent with the overall design intentions described in elevations, perspectives and renderings included in the combined Basic Concept/Schematic Design application package. The plans should further describe specifics about the following considerations: building setbacks, step backs and balconies, recessed window planes, canopies and other projections and exterior wall returns.
3. At the beginning of the Design Development phase, the Developer shall submit a detailed materials board for the publicly-accessible park on the site.
4. As part of Design Development submittal, the Developer shall clearly define the design of the different window systems on each façade, including those for the lobby of Buildings 2 and 3. The following details regarding the glass curtain wall shall be provided: 1) the different patterns created through the use of vision and spandrel glass at selected building corners; 2) the different exterior expression of the horizontal mullions proposed for the clear vision glass and green vision glass fields; and 3) treatment of the areas adjacent to columns and other structural elements.
5. The Design Development submittal shall include specific proposals to address the recommendations included in the Pedestrian Wind Study prepared for this project, including the use of canopies and/or wind screens to improve pedestrian comfort levels.
6. As part of the Design Development submittal, the Developer shall clearly define the design of the lobby of Buildings 2 and 3 to avoid conflicts between the reinforcing diagonal members and the proposed location of building entrances.

7. Details of the screening of the service area and loading areas shown in the site plan shall be submitted during the Design Development phase for review and approval by Agency staff.
8. Prior to construction, the Developer shall provide on-site mock-ups of the exterior walls for Agency staff review and approval. The mock-ups should include the different components of the building skin such as metal panels, window systems and other details appropriate for the final selection of colors, textures, definition of projections, detailing, etc.

APPROVED AS TO FORM:



James B. Morales
Agency General Counsel