RESOLUTION NO. 180-2000
Adopted September 26, 2000

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN OWNER PARTICIPATION AGREEMENT AND RELATED DOCUMENTS WITH BLOOMINGDALE’S INC., AN OHIO CORPORATION, FOR THE CONSTRUCTION OF CERTAIN IMPROVEMENTS IN CONNECTION WITH THE DEVELOPMENT OF A MIXED USE COMMERCIAL DEVELOPMENT PROJECT IN THE EMPORIUM SITE AREA, SUBJECT TO THE FINAL ADOPTION OF THE PROPOSED AMENDMENT TO THE YERBA BUENA CENTER REDEVELOPMENT PLAN AND MODIFICATION OF AGENCY CARD CHECK POLICY TO PERMIT BLOOMINGDALE’S INC. TO COMPLY WITH CITY EMPLOYEE SIGNATURE AUTHORIZATION ORDINANCE;
YERBA BUENA CENTER APPROVED REDEVELOPMENT PROJECT AREA D-1

BASIS FOR RESOLUTION

1. By Resolution No.145-2000, dated August 15, 2000, the Agency has approved a proposed amendment to the Yerba Buena Center Redevelopment Plan (“Plan Amendment”) adding new territory to the Yerba Buena Center Approved Redevelopment Project Area D-1 (“Project Area”), which includes the existing Emporium building that fronts onto Market Street between Fourth and Fifth Streets, and adjacent warehouse and commercial buildings to the south, extending to Mission Street (the “Emporium Site Area”), and authorized staff to transmit the Plan Amendment to the Planning Commission of the City and County of San Francisco for its recommendation and for a finding of consistency with the General Plan of the City and County of San Francisco (the “City”). The Resolution also authorized staff to transmit the Plan Amendment to the Board of Supervisors of the City and County of San Francisco (the “Board of Supervisors”) and recommend that the Board of Supervisor adopt the Plan Amendment.

2. That Plan Amendment would facilitate the development by Emporium Development, L.L.C., a California limited liability company controlled by Forest City Development California, Inc. (the “Developer”) of a mixed use commercial project on Assessor Block 3705, Lots 10, 12, 13, 14, 15, 17, 18, 33, 38 and 43 and a portion of Jessie Street located between 4th and 5th Streets (the “Project Site”).

3. Bloomingdale’s Inc., an Ohio corporation (the “Owner”) is a property owner in the Emporium Site Area and desires to participate in the redevelopment of the Project Area.

4. By Resolution No. 179-2000 dated September 26, 2000, the Agency has approved an Owner Participation/Disposition and Development Agreement (the “OP/DDA”) and related documents with the Developer for the development and construction of a 1.6
million square foot mixed-use commercial project at the Project Site that would include a new department store, other retail uses, restaurant and entertainment uses (including a multi-plex cinema), office space, a luxury hotel (including interval suites) and possibly residential uses (the “Project”). In addition, the OP/DDA would require the retention, restoration and rehabilitation of the historic features of the Emporium Building and permit the conveyance of a portion of Jessie Street located between 4th and 5th Street to the Developer (the “Jessie St. Parcel”), following the Agency’s acquisition of the Jessie St. Parcel from the City.

5. The Owner and the Developer have entered into an agreement that requires the Developer to construct the shell and core of a building on a portion of the Emporium Site Area for a department store for the Owner.

6. In anticipation of the adoption of the Plan Amendment, Agency and City staff has negotiated an Owner Participation Agreement (the “Bloomingdale’s OPA”) with the Owner relating to the department store improvements that the Owner will construct following the Developer’s completion of the shell and core construction and to certain rights and obligations of the Owner if the Developer fails to complete the shell and core.

7. The Owner has agreed to comply with the City and County of San Francisco’s Employee Signature Authorization Ordinance (San Francisco Administrative Code Sections 23.31 through 23.35) in effect from time to time in lieu of the Agency’s Card Check Policy adopted by Resolution No. 204-99 dated December 7, 1999. The staff recommends this proposal since the language is substantially similar and Bloomingdale’s will comply with any future changes to the City’s Ordinance.

8. By Resolution No. 1A-2000, dated January 13, 2000, the Commission, certified the Final Environmental Impact Report for the proposed Plan Amendment and Project (“FSEIR”) as accurate, adequate and objective and in compliance with the California Environmental Quality Act (“CEQA”) and the CEQA Guidelines, a copy of which is on file in the office of the Agency Secretary.

9. An addendum to the FSEIR dated June 8, 2000 has been prepared by the Planning Department (“Department”) for minor revisions to the FSEIR Project Description and the Project, and has been submitted to the Agency for its review.

10. The Department analyzed additional minor revisions to the Project that were made after publication of the Addendum and concluded that the Project as revised was consistent with the Addendum and did not alter the conclusions therein. The Department communicated the analysis and findings to the Agency.

11. The Project and Environmental Impact Report files and the Addendum have been made available for review by the Agency Commission and the public, and these files are part of the record before the Commission.

FINDINGS

The Agency has considered the environmental effects of the Project development program and hereby finds and determines that:

1. The Bloomingdale's OPA is a project as defined by the California Environmental Quality Act, Section 21065(c).

2. All such environmental effects of the Project have been considered and analyzed in the FSEIR and the Addendum and that, pursuant to Sections 21090 and 21166 of the Public Resources Code, no further environmental review is required.

3. The findings adopted by the Agency with respect to the FSEIR by Resolution No.143-2000 are incorporated herein by this reference as required by CEQA.

RESOLUTION

ACCORDINGLY, IT IS HEREBY RESOLVED by the Redevelopment Agency of the City and County of San Francisco that (1) the Executive Director is authorized to execute the Owner Participation Agreement and related documents with Bloomingdale's Inc., an Ohio corporation, in connection with a mixed use commercial development project in the Emporium Site Area substantially in the form lodged with Agency General Counsel, subject to adoption by the Board of Supervisors of the City and County of San Francisco of the Amendment to the Yerba Buena Center Redevelopment Plan; and (2) that the Agency's Card Check Policy adopted by Resolution No. 204-99 dated December 7, 1999, be modified to permit Bloomingdale's Inc. to comply with the Employee Signature Authorization Ordinance (San Francisco Administrative Code Sections 23.31 through 23.35) in effect from time to time, in lieu of the Agency's requirements.

APPROVED AS TO FORM:

[Signature]
Bertha A. Ontiveros
Agency General Counsel