RESOLUTION NO.  45-2001
Adopted March 20, 2001

CONDITIONALLY APPROVING THE COMBINED BASIC CONCEPT
AND SCHEMATIC DESIGN FOR PARCEL 1 OF BLOCK N3, WHICH IS LOCATED
AT KING, FOURTH, AND BERRY STREETS, PURSUANT TO AN OWNER
PARTICIPATION AGREEMENT WITH CATELLUS DEVELOPMENT
CORPORATION; MISSION BAY NORTH REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. On September 17, 1998, by Resolution No. 185-98, the Redevelopment Agency
    of the City and County of San Francisco (“Agency”) approved the Redevelopment Plan for the
    Mission Bay North Redevelopment Project Area (“Plan”). On the same date, the Agency
    adopted related documents, including Resolution No. 188-98 authorizing execution of an Owner
    Participation Agreement (“North OPA”) and related documents between Catellus Development
    Corporation, a Delaware corporation (“Catellus”), and the Agency. The Plan and its
    implementing documents, as defined in the Plan, constitute the “Plan Documents.”

2. The Plan and the Plan Documents, including the Design Review and Document
    Approval Procedure, designated as Attachment G to the North OPA (“DRDAP”), provide that
    development proposals in Mission Bay North will be reviewed and processed in “Major Phases,” as
    defined in and consistent with the Plan and the Plan Documents. Submission of design plans and
    documents for any specific building (“Project”) must be consistent with the requirements established
    for each Major Phase. The DRDAP sets forth the review and approval process for Major Phases and
    Projects.

3. On August 15, 2000 the Agency adopted Resolution No. 148-00, which found that the
    potential environmental impacts of the Blocks N3, N3a, N4, and N4a Major Phase were within the
    scope of impacts discussed in the Final Subsequent Environmental Impact Report (FSEIR) certified
    on September 17, 1998, by the Agency (Resolution No. 182-98) and the San Francisco Planning
    Commission (San Francisco Planning Commission Resolution No.14696) and approved the Blocks
    N3-N4a Major Phase submission.

5. Pursuant to the Plan and Plan Documents, including the DRDAP, Catellus submitted a
    combined Basic Concept and Schematic Design (“Schematic Design”) for Parcel 1 of Block N3,
    which was deemed complete on October 30, 2000, and which Schematic Design includes a plan for
    the distribution of Inclusionary Units within Block N3, Parcel 1, pursuant to the North OPA.

6. The Agency has reviewed the Schematic Design as provided in the DRDAP, finds it
    acceptable and recommends approval thereof, subject to the resolution of certain design concerns.
RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the combined Basic Concept and Schematic Design for Parcel 1 of Block N3 is hereby approved pursuant to the Mission Bay North Owner Participation Agreement with Catellus Development Corporation, subject to resolution of the following design concerns to the Agency staff's satisfaction at the next phase of design:

1. Final building materials and colors.
2. Resolution of design details for the garage entry.
3. Resolution of design details for the screening of the loading and trash areas.
4. Signage design, location, and materials.

APPROVED AS TO FORM:

[Signature]

Bertha A. Ontiveros
Agency General Counsel