RESOLUTION NO. 197-2001

Adopted November 13, 2001

APPROVING THE COMBINED BASIC CONCEPT AND SCHEMATIC DESIGN FOR BLOCK 26 EAST PURSUANT TO AN OWNER PARTICIPATION AGREEMENT WITH CATELLUS DEVELOPMENT CORPORATION, A DELAWARE CORPORATION; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. On September 17, 1998, by Resolution No. 190-98, the Redevelopment Agency of the City and County of San Francisco (“Agency”) approved a Redevelopment Plan for the Mission Bay South Redevelopment Project Area (“Plan”). On the same date, the Agency adopted Resolution No. 193-98 authorizing execution of an Owner Participation Agreement (“South OPA”) and other 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, Attachment G to the South OPA (“DRDAP”), provide that development proposals in Mission Bay South will be reviewed and processed in “Major Phases,” as defined in and consistent with the Plan and the Plan Documents. Specific building (“Project”) designs are part of the Project approvals and 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. The San Francisco Planning Commission (“Planning Commission”) has approval authority over the design of any particular office development project reviewed pursuant to Section 304.11 of the Plan. The Planning Commission reviewed the design and issued an office development project authorization for Block 26 East on March 8, 2001, reflected in Planning Commission Resolution No. 16111. Pursuant to Section 304.11 of the Plan, the Planning Commission decision on the design of any particular office development project is binding on the Agency.

4. By Resolution No. 41-2000, adopted on March 21, 2000, the Agency made certain findings in accordance with the California Environmental Quality Act, and such findings are hereby incorporated as though fully set forth herein, and additionally approved Blocks 26, 26a, 27, and 28 Major Phase Submission.

5. Pursuant to the Plan and Plan Documents, including the DRDAP, Catellus submitted a combined Basic Concept and Schematic Design for Block 26 East (“Schematic Design”) in Mission Bay South, which was deemed complete on December 28, 2000.
6. The Agency staff has reviewed the Schematic Design as provided in the DRDAP, finds it acceptable and recommends approval thereof, subject to the resolution of certain conditions.

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 Block 26 East is hereby approved pursuant to the Mission Bay South Owner Participation Agreement with Catellus Development Corporation, a Delaware Corporation, subject to the following conditions:

1. The following design concerns shall be resolved to the Agency staff’s satisfaction at the Design Development phase:
   a. Building materials and the adjacent landscaping on Block 26/Parcel 3 are subject to further review and approval during Design Development.
   b. Design studies are required to ensure that the loading/service area that is accessed from South Commons Street is developed as an integral expression of the overall building design and create a visually attractive ground floor environment along South Commons.

2. To ensure the orderly development of the parking garage that will serve the Major Phase consisting of Blocks 26, 26a, 27, and 28:
   a. The parking garage shall be completed prior to the issuance of the Temporary Certificate of Occupancy for the fourth building within Blocks 26, 26a, 27, and 28, subject to Agency approval of design documents and any required variances, and with reasonable extensions for obtaining buildable site control of the garage parcel.
   b. The Schematic Design for the parking garage shall be submitted for Agency review and approval no later than the date of submission of the Design Development documents for the fourth building within Blocks 26, 26a, 27, and 28.

APPROVED AS TO FORM:

[Signature]
Bertha A. Ontiveros
Agency General Counsel