RESOLUTION NO. 27-2005

Adopted February 15, 2005

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND CONDITIONALLY APPROVING THE COMBINED BASIC CONCEPT AND SCHEMATIC DESIGN FOR BLOCKS 10 AND 10A, A RESIDENTIAL PROJECT IN THE MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA, PURSUANT TO AN OWNER PARTICIPATION AGREEMENT WITH FOCIL-MB AND AN OWNER PARTICIPATION AGREEMENT WITH BOSA DEVELOPMENT 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 the Redevelopment Plan for the Mission Bay South Redevelopment Project Area ("Plan"). On the same date, the Agency 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 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 and the Plan Documents, including the Design Review and Document Approval Procedure, designated as 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. 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 February 17, 2004, the Agency Commission adopted Resolution No. 25-2004, which found that the potential environmental impacts of the Blocks 8 – 10a 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 8 – 10a Major Phase submission. Thereafter, an addendum to the FSEIR dated March 9, 2004 ("Addendum"), was prepared in relation to an amendment to the Mission Bay South Design for Development which was approved by the Agency Commission on March 16, 2004 by Resolution No. 34-2004. Since that time, as permitted under the
South OPA, FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL-MB"), successor in-interest to Catellus, sold Blocks 10 and 10a to another developer, Bosa Development Corporation ("Developer"), which will develop the parcel.

4. Catellus, the original master developer of the Mission Bay North and South Redevelopment Project Areas, has sold its remaining undeveloped land in Mission Bay to 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 includes the remaining undeveloped residential parcels in Mission Bay South. FOCIL-MB has assumed all of Catellus’s obligations under the Agency’s 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.

5. Pursuant to the Plan and Plan Documents, including the DRDAP, the Developer has submitted a Combined Basic Concept and Schematic Design for Blocks 10 and 10a dated February 01, 2005 ("Schematic Design").

6. The FSEIR is a program EIR under the California Environmental Quality Act ("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 Section 15180 ("Implementing Action").

7. In accordance with the Plan and Plan Documents, including the DRDAP, Agency staff have reviewed and considered the Schematic Design as well as the FSEIR, the Addendum, and other information contained in the Agency’s files, find them to be acceptable and recommend approval of the Schematic Design, subject to the resolution of certain design concerns.

**FINDINGS**

The Agency finds and determines that the Implementing Action is within the scope of the Project analyzed in the FSEIR and is exempt from additional environmental review requirements pursuant to State CEQA Guidelines Sections 15180, 15162 and 15163 for the following reasons:

A. The Implementing Action is within the scope of the Project analyzed in the FSEIR, and no FSEIR revisions are required due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects.

B. No substantial changes have occurred with respect to the circumstances under which the Project analyzed in the FSEIR was undertaken which would require major revisions to the FSEIR due to the involvement of new significant effects.
environmental effects, or a substantial increase in the severity of effects identified in the FSEIR.

C. No new information of substantial importance to the Project analyzed in the FSEIR has become available which would indicate any of the following: (i) the Implementing Action will have significant effects not discussed in the FSEIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (iv) 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 together with the Addendum and hereby adopts the Findings set forth herein; and (2) that the Combined Basic Concept and Schematic Design for Blocks 10 and 10a is hereby approved pursuant to the Mission Bay South Owner Participation Agreement with Catellus Development Corporation/FOCIL-MB, subject to resolution of the following design concerns to Agency staff’s satisfaction at the next phase of design:

1. The Project’s colors, materials, and finishes are subject to further review and approval by staff during the Design Development phase. Some specific areas of study include but are not limited to:
   a. the China Basin elevation of Block 10
   b. the mid-block elevation of Block 10a
   c. the lobby entryways into Block 10a

2. Recent submittals have improved the massing of 10a emphasizing the stepback from the bay waterfront and enhancing the relationship between the top portion of the building and the bottom five floors. Further refinements of these plans are expected thus additional design studies of the upper residential levels and utility penthouses on Block 10a shall be submitted for Agency staff review and approval.

3. The proposed landscaping throughout the Project is subject to further review and approval by staff during the Design Development phase. Some specific areas of study include but are not limited to:
   a. Agency staff expressed some concerns regarding the circulation paths on the podium on Block 10. Therefore additional landscape design studies of the podium level open space shall be submitted for Agency staff review and approval.
   b. The large private decks on 10a would benefit from the addition of planters or other landscaping features.
c. The mid-block paving and planting schemes must be replicable on Block 9 and should be coordinated with the infrastructure planning for Block 9.

4. The approval of this Basic Concept / Schematic Design is contingent on the completion and approval of park designs for the neighboring P18 and P19 parcels within 90 days of the Block 10 and 10a approval date, in accordance with the Mission Bay South Infrastructure Plan and the OPA Design Review and Document Approval Procedure requirements.

APPROVED AS TO FORM:

[Signature]

James B. Morales
Agency General Counsel