RESOLUTION NO. 34-2005

Adopted March 1, 2005

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING THE BLOCK N5 MAJOR PHASE SUBMISSION IN THE MISSION BAY NORTH REDEVELOPMENT PROJECT AREA PURSUANT TO AN OWNER PARTICIPATION AGREEMENT WITH FOCIL-MB, LLC; 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 (the “Agency”) approved a proposed Redevelopment Plan for the Mission Bay North Redevelopment Project Area (the “Plan”). On the same date, the Agency adopted related documents, including Resolution No. 188-98 authorizing execution of an Owner Participation Agreement (the “North OPA”) and related documents between Catellus Development Corporation, a Delaware corporation (“Catellus”) and the Agency. On October 26, 1998, the Board of Supervisors by Ordinance 327-98 adopted the Plan. The Plan and its implementing documents, as defined in the Plan, constitute the “Plan Documents.”

2. The Agency and the San Francisco Planning Department, together acting as co-lead agencies for conducting environmental review for the Plan, the North OPA and other permits, approvals and related and collateral actions (the “Project”), prepared and certified a Final Subsequent Environmental Impact Report (“FSEIR”). On September 17, 1998, the Agency Commission adopted Resolution No. 182-98 which certified the FSEIR for the Project, and adopted Resolution No. 183-98, which adopted environmental findings (and a statement of overriding considerations), pursuant to the California Environmental Quality Act (“CEQA”) and state CEQA Guidelines in connection with the approval of the Plan, the North OPA, and other Project approvals.

3. The San Francisco Planning Commission certified the FSEIR by Resolution No. 14696 on September 17, 1998.

4. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the San Francisco Planning Commission and the Agency Commission, and Resolution No. 854-98 adopting environmental findings (and a statement of overriding considerations).

5. An Addendum to the FSEIR dated March 9, 2004 (the “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.

6. The Plan and the Plan Documents, including the Design Review and Document Approval Procedure, Attachment G to the North OPA ("DRDAP"), provide that development proposals in the Mission Bay North will be reviewed and processed in certain development phases defined as "Major Phases," consistent with the Plan and the Plan Documents. The DRDAP sets forth the review and approval process for Major Phases.

7. 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, 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. FOCIL-MB has assumed all of Catellus’s obligations under the North OPA and the Agency’s OPA for Mission Bay South (together, 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.

8. Pursuant to the Plan and Plan Documents, including the DRDAP, Catellus originally submitted a Major Phase application for the development of Block N5 on March 5, 2004. After multiple revisions, a final Major Phase application for Block N5 was submitted on November 18, 2004 (the "Major Phase Submission"). FOCIL-MB is now the Major Phase applicant.

9. The FSEIR is a program EIR under state CEQA Guidelines Section 15168 and a redevelopment plan EIR under state CEQA Guidelines Section 15180. Approval of the Major Phase Submission is an undertaking pursuant to and in furtherance of the Plan in conformance with Section 15180 (the "Implementing Action").

10. In accordance with the Plan and Plan Documents, including the DRDAP Agency staff has reviewed the Block N5 Major Phase Submission, as well as the FSEIR, the Addendum, and other information contained in the Agency’s files, finds them to be acceptable and recommends approval of the Major Phase submission.

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:
1. 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.

2. 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 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 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 Block N5 Major Phase Submission is hereby approved pursuant to the Mission Bay North Owner Participation Agreement with Catellus Development Corporation / FOCIL-MB.

APPROVED AS TO FORM:

[Signature]
James B. Morales
Agency General Counsel