RESOLUTION NO. 47-2005

Adopted March 15, 2005

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND CONDITIONALLY AUTHORIZING A FOURTH AMENDMENT TO THE MISSION BAY NORTH OWNER PARTICIPATION AGREEMENT WITH FOCIL-MB, LLC; MISSION BAY NORTH REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. On September 17, 1998, by Resolution No. 188-98, the San Francisco Redevelopment Agency Commission (the “Agency Commission”) conditionally approved the Mission Bay North Owner Participation Agreement (the “North OPA”) and related documents between Catellus Development Corporation and the Redevelopment Agency of the City and County of San Francisco (the “Agency”) for development in the Mission Bay North Redevelopment Project Area (the “North Project Area”).

2. The conditions to the effectiveness of Resolution No. 188-98 were satisfied by the final adoption by the Board of Supervisors of the City and County of San Francisco of Ordinance No. 327-98 adopting the Mission Bay North Redevelopment Plan (the “Plan”).

3. 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.

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

5. 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).

6. On February 17, 2004, by Resolution No. 22-2004, the Agency Commission adopted a First Amendment to the North OPA.
7. 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.

8. On March 16, 2004, by Resolution No. 35-2004, the Agency Commission adopted a Second Amendment to the North OPA.

9. On November 22, 2004, Catellus Land and Development Corporation, the successor-in-interest to Catellus Development Corporation, assigned its interests in the North OPA to FOCIL-MB, LLC, a Delaware limited liability company (the "Owner").

10. On January 18, 2005, by Resolution No. 8-2005, the Agency Commission adopted a Third Amendment to the North OPA.

11. An amendment is now proposed to the North OPA to extend the schedule for construction of Owner Very Low Income Units ("VLI"); to remove the Agency’s obligation to provide, and the Owners’ right to receive, any VLI Contribution, Owner Excess Increment, or VLI Notes as described in Section 2.4(e) of the Housing Program (Attachment C to the North OPA), and any Agency Excess Increment or Owner N5 Note as described in Section 3.3(c) of the Housing Program; and to provide that no Excess Increment, as defined and described in Section 2(c)(iii) of the Financing Plan (Attachment E to the North OPA), shall be paid to Owner, and all Excess Increment shall be retained by Agency as Agency Excess Increment to be used in the manner described in said section.

12. The Agency Commission’s approval of the Fourth Amendment to the North OPA is conditioned upon approval of a tax increment loan agreement between the Agency and Owner or Owner’s designee for the development to be located on land use Block N5 in the North Project Area.

13. 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 Fourth Amendment is an undertaking pursuant to and in furtherance of the Plan in conformance with Section 15180 (the “Implementing Action”).

14. Agency staff has reviewed and considered the Fourth Amendment as well as the FSEIR, the Addendum, and other information contained in the Agency's files, finds them to be acceptable and recommends approving the Fourth Amendment, which includes the above listed provisions.
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 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 and the Addendum and hereby adopts the environmental findings set forth herein; and (2) that the Executive Director is authorized to execute a Fourth Amendment to the Mission Bay North Owner Participation Agreement with FOCIL-MB, LLC, a Delaware limited liability company, substantially in the form lodged with the Agency General Counsel, conditioned, however, upon the Agency Commission’s prior approval of a tax increment loan agreement between the Agency and owner of the development to be located on land use Block N5 in the Mission Bay North Redevelopment Project Area.

APPROVED AS TO FORM:

[Signature]
James B. Morales
Agency General Counsel