RESOLUTION NO. 179-2005

Adopted November 1, 2005

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING THE SCHEMATIC DESIGN FOR MISSION BAY OPEN SPACE PARCELS P5, P6, P11A, P12, P13, AND P15 IN THE MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA PURSUANT TO THE OWNER PARTICIPATION AGREEMENT WITH FOCIL-MB, LLC; 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 (the “Agency”) approved a proposed Redevelopment Plan for the Mission Bay South Redevelopment Project Area (the “Plan”). On the same date, the Agency adopted related documents, including Resolution No. 193-98 authorizing execution of an Owner Participation Agreement (the “South OPA”) and related documents between Catellus Development 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. 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, a Delaware limited liability company (“FOCIL-MB”), a subsidiary of Farallon Capital Management, LLC, a large investment management firm. 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 (the “City”). 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, design review process, and the infrastructure improvement plans including open space.

3. The Agency and the City Planning Department, together acting as co-lead agencies for conducting environmental review for the Plan, the South OPA and other permits, approvals and related and collateral actions (the “Project”), prepared and certified a Final Subsequent Environmental Impact Report (including addenda thereto, hereinafter collectively referred to as the “FSEIR”). In connection with the approval of the Plan, the South OPA and other Project approvals, 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 Guidelines. The San Francisco Planning Commission (the "Planning Commission") certified the FSEIR by Resolution No. 14696 on the same date. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Agency, and Resolution No. 854-98 adopting environmental findings (and a statement of overriding considerations).

4. The Plan and the Plan Documents, including the Mission Bay South Infrastructure Plan and the Design Review and Document Approval Procedure, Attachment G to the South OPA (the "DRDAP") provide that FOCIL-MB designate Open Space Parcels at the ratio of 0.45 acres of open space for each acre of FOCIL-MB’s developable land within each Major Phase. The DRDAP further states that plans for Open Space Parcels P5 and P6 may be submitted with a Major Phase submittal for any residential block in the Mission Bay South Plan Area. The Mission Bay South Design for Development (the "Design for Development") provides that Open Space Parcel P6 be designed as a children’s park.

5. The DRDAP provides that plans for Open Space Parcels P11a, P12, P13, P15, P16, and P17 (the "Commons") be submitted together when the developer proposes any designs for a portion of the Commons.

6. On February 13, 2001, the Agency Commission adopted Resolution No. 27-2001, which approved the Basic Concept Design for the Commons, which includes Open Space Parcels P11a, P12, P13, and P15.

7. The Mission Bay South Infrastructure Plan, agreed to by the Agency and multiple City agencies on November 16, 1998, requires locating a sewer water pump station within Open Space Parcel P15. The San Francisco Public Utilities Commission determined that this sewer pump station necessitates an above-ground building to house a pump station control room and an emergency generator.

8. The San Francisco Arts Commission (the "Arts Commission") has the right under the Memorandum of Understanding between the Agency and the Arts Commission to approve the design of all structures within parks, and provide advisory review of landscape design of parks in Mission Bay not held under the jurisdiction of the Port Commission. The Arts Commission Civic Design Committee recommended for approval, the design for Open Space Parcels P6 and P15 and related structures on September 19, 2005. The full Arts Commission approved the Schematic Design for Open Space Parcels P6 and P15 and related structures on October 11, 2005.

9. Pursuant to the South OPA and DRDAP, FOCIL-MB submitted a Schematic Design packet for Open Space Parcels P5, P6, P11a, P12, P13, and P15 (the
“Open Space Parcels”) on October 13, 2005. Agency staff has determined that the Schematic Design for P11a, P12, P13, and P15 is generally consistent with the Basic Concept Design of the Commons.

10. The Agency Commission previously adopted on October 4, 2005, by Resolution No. 154-2005, findings pursuant to CEQA and the CEQA Guidelines, which findings are hereby incorporated herein by this reference as if fully set forth.

11. The FSEIR is a program EIR under CEQA Guidelines Section 15168 and a redevelopment plan EIR under CEQA Guidelines Section 15180. Approval of the Schematic Design for the Open Space Parcels is an undertaking pursuant to and in furtherance of the Plan in conformance with Section 15180 (the “Action”).

12. In accordance with the Plan and Plan Documents, including the Design for Development and the DRDAP, Agency staff has reviewed and considered the Schematic Design for the Open Space Parcels, as well as the FSEIR and other information contained in the Agency’s files, finds them to be acceptable and recommends approval of the Schematic Design for the Open Space Parcels.

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 hereby adopts the Findings set forth in Resolution No. 154-2005; and (2) that the Schematic Design of Mission Bay Open Space Parcels P5, P6, P11a, P12, P13, and P15 dated October 13, 2005, is hereby approved pursuant to the Mission Bay South Owner Participation Agreement with FOCIL-MB, LLC.

APPROVED AS TO FORM:

[Signature]
James B. Morales
Agency General Counsel