

**PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 17-47

- WHEREAS, Beginning in 2006, the Port initiated an intensive planning process that has culminated in a project that would restore and redevelop an approximately 35-acre site located at Pier 70 bounded generally by Illinois Street on the west, 20th Street to the north, San Francisco Bay on the east and 22nd Street on the south in San Francisco's Central Waterfront Plan Area (the "Project Site"); and
- WHEREAS, The Project Site includes an approximately 28-acre area at Pier 70 owned by the Port known as the "28-Acre Site," bounded generally by Michigan Street on the west, 22nd Street on the south, 20th Street on the north and San Francisco Bay on the east; and
- WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at Pier 70 and built a public consensus for Pier 70's future that nested within the policies established for the Eastern Neighborhoods-Central Waterfront. This process culminated in the Pier 70 Master Plan, which was endorsed by the Port Commission in May 2010, and the proposed mixed-used development on the Project Site (the "Pier 70 Mixed-Use Project"); and
- WHEREAS, In April 2011, by Resolution No. 11-21, the Port Commission awarded to Forest City Development California, Inc. ("Forest City"), through a competitive process, the opportunity to negotiate for the development of the 28-Acre Site as a mixed-use development and historic preservation project (the "28-Acre Project"); and
- WHEREAS, In May 2013, by Resolution No. 13-20, the Port Commission endorsed the Term Sheet for the 28-Acre Project. Subsequently, in June 2013, by Resolution No. 201-13, the Board of Supervisors found the 28-Acre Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term Sheet for the 28-Acre Project; and
- WHEREAS, Chapter 56 of the San Francisco Administrative Code authorizes the City to approve a development agreement with a developer of property in the City and County of San Francisco in accordance with California law; and
- WHEREAS, The Planning Commission has recommended that the Board of Supervisors approve a Development Agreement with FC Pier 70, LLC ("Developer"), an affiliate of Forest City; and

- WHEREAS, The Development Agreement would vest development rights in exchange for the delivery of public benefits with respect to the development of the 28-Acre Site with new market-rate and affordable residential uses, commercial uses, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space; and
- WHEREAS, Depending on the uses proposed, the 28-Acre Project would include between 1,100 and 2,105 residential units, a maximum of between 1 million and 2 million gross square feet (“gsf”) of commercial-office use, and a maximum of up to 500,000 gsf of retail-light industrial-arts use, construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, and nine acres of publicly-owned open space; and
- WHEREAS, Since the Port Commission selected Forest City through a competitive process to serve as master developer for the 28-Acre Project in 2011, Port staff and Developer have negotiated a number of transaction documents that will govern horizontal and vertical development of the 28-Acre Site (“Transaction Documents”) consistent with the Term Sheet and Proposition F, which the voters approved in 2014; and
- .WHEREAS, The Port Commission is concurrently taking a number of other actions in furtherance of the 28-Acre Project, which include approving a disposition and development agreement (“DDA”) with Developer; approving a Design for Development and conforming amendments to the Waterfront Land Use Plan / Waterfront Design and Access Element; approving a public trust exchange agreement; approving an interagency memorandum of understanding regarding cooperation in matters relating to horizontal development, and approving terms related to disposition of parcels and formation proceedings for financing districts; and
- WHEREAS, While the Port is not a party to the Development Agreement, it would work in concert with the DDA, which incorporates Developer’s obligations under the Development Agreement; and
- WHEREAS, On August 24, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Pier 70 Mixed-Use Project (“FEIR”) (Case No. 2014-001272ENV); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 19976, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Pier 70 Mixed-Use Project and in so doing, adopted approval findings under CEQA by Motion No. 19977, including a Statement of Overriding Considerations (the “Pier 70 CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Pier 70 CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Pier 70 Mixed-Use Project or the circumstances surrounding the Pier 70 Mixed-Use Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; now, therefore be it

RESOLVED, That the Port Commission adopts the Pier 70 CEQA Findings as its own and adopts the MMRP and imposes its requirements as a condition to this approval action; and be it further

RESOLVED, Upon consideration of the Development Agreement, the Port Commission hereby consents to the Development Agreement as it relates to matters under Port jurisdiction; and be it further

RESOLVED, That the Port Commission hereby authorizes the Executive Director, or her designee, to execute the consent to the Development Agreement, in substantially the form on file with the Port Commission Secretary, subject to such further changes and revisions as deemed necessary and appropriate to implement this resolution; and be it further

RESOLVED, That the Port Commission authorizes the Executive Director, or her designee, to enter into any amendments or modifications to the consent to the Development Agreement that the Executive Director determines, in consultation with the City Attorney, are in the best interest of the Port, do not materially decrease the benefits to or materially increase the obligations or liabilities of the Port, and are in compliance with all applicable laws.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 26, 2017.

Secretary