

1 [Warriors Arena Project - Sole Source Negotiations]

2

3 **Resolution 1) finding that the potential real estate transaction involving Port property at**

4 **Piers 30-32 and part of Seawall Lot 330 with GSW Arena LLC (GSW), an affiliate of the**

5 **Golden State Warriors, for development of an arena and other facilities is exempt from**

6 **the competitive bidding policy set forth in Administrative Code Section 2.6-1 and**

7 **endorsing sole source negotiations with GSW for that purpose; 2) endorsing the Port**

8 **Commission's designation of the Office of Economic and Workforce Development**

9 **(OEWD) as the lead negotiator of the proposed transaction, in coordination with Port**

10 **staff and subject to the Port Commission's direction; 3) requiring OEWD and the Port to**

11 **engage in outreach to affected and interested neighbors, community members and**

12 **other stakeholders to ensure that the proposed project is designed with maximum**

13 **public input; 4) urging OEWD and the Port to work closely with State agencies having**

14 **jurisdiction over any of the site, including the State Lands Commission and the**

15 **Bay Conservation and Development Commission, to develop the project description;**

16 **5) urging the OEWD Director, the Port Director and other City officials to make**

17 **evaluation of the proposed project among their highest priorities and take all**

18 **appropriate steps to negotiate an exclusive negotiation agreement with GSW; and**

19 **6) acknowledging that the City may commence environmental review of the proposed**

20 **project under CEQA if and when the Board of Supervisors makes the required findings**

21 **of fiscal feasibility and responsibility under Administrative Code Chapter 29.**

22

23 WHEREAS, The City and County of San Francisco (the "City"), acting through its Port

24 Commission (the "Port"), owns approximately 13 acres at Piers 30-32 located on the east side

25 of The Embarcadero at Bryant Street ("Piers 30-32"), which is currently used for short-term

1 parking accommodating up to about 1,000-1,500 automobiles, occasional cruise terminal
2 berthing when the Pier 27 and Pier 35 cruise terminal berths are occupied and occasional lay-
3 berthing such as for Fleet Week Naval vessels, and approximately 2.3 acres of undeveloped
4 land at Seawall Lot 330 located on the west side of The Embarcadero between Beale and
5 Bryant Streets ("SWL 330"), which is currently used for short-term parking accommodating up
6 to about 260 automobiles (together, Piers 30-32 and such portion of SWL 330 are referred to
7 in this resolution as the "Site"); and

8 WHEREAS, GSW Arena LLC ("GSW"), a wholly owned subsidiary of GSW Sports LLC
9 and an affiliate of the entity that owns the Golden State Warriors basketball team (the
10 "Warriors"), wishes to build a new privately financed, state-of-the art multi-purpose facility that
11 would be used for the Warriors' home games and other purposes, including conventions, in
12 San Francisco, together with related public infrastructure and access improvements and other
13 improvements, in time for the beginning of the 2017 National Basketball Association ("NBA")
14 season; and

15 WHEREAS, The team, which was established in 1945, played its home games in
16 San Francisco from 1962 to 1971; and

17 WHEREAS, The Site offers a spectacular opportunity for the Warriors to return home to
18 San Francisco and for GSW to develop a world-class recreation, entertainment, convention
19 and event facility and ancillary uses that would be ideal for the Port, the City, the team, its
20 fans and the public in the entire Bay Area region and would substantially improve public open
21 space and expand public use and enjoyment of the waterfront on trust lands at this location;
22 and

23 WHEREAS, The Site provides an incredibly beautiful, vibrant and easily accessible
24 place for the public from all over the Bay Area and beyond the Bay Area to enjoy and offers a
25

1 transit-rich location that emphasizes access and proximity to the unparalleled beauty of the
2 San Francisco Bay; and

3 WHEREAS, GSW and City staff currently contemplate that the proposed project would
4 be consistent with the San Francisco Bay Conservation and Development Commission's
5 ("BCDC") Special Area Plan for the San Francisco Waterfront (the "Special Area Plan") and
6 generally consist of developing a multi-purpose facility capable of being used as an event
7 venue seating approximately 17,000-19,000 persons for the Warriors' home games and for
8 other public assembly uses including conventions, public open space improvements and
9 parking facilities, visitor-serving retail, maritime access, and other related uses on Piers 30-32,
10 together with additional improvements on SWL 330 and transportation improvements, all
11 subject to such changes as the parties may agree, including in connection with the
12 environmental review, public review and State-agency review processes (the "Project"); and

13 WHEREAS, To take advantage of the superlative Site, GSW is committed to designing
14 the Project to enhance public access to the waterfront at Piers 30-32 and to using the Bay as
15 an asset in the design of the multi-purpose event facility; and

16 WHEREAS, GSW and City staff expect that Warriors basketball games would
17 constitute no more than about a quarter of the total event days for the multi-purpose facility,
18 and GSW is committed to developing a use program for the facility that would include
19 solicitation and promotion of additional uses and events that further the purposes of the
20 Burton Act and the public trust for commerce, navigation and fisheries (the "public trust"); and

21 WHEREAS, GSW is also committed to developing a Project that displays world class
22 technological features and design standards, that is environmentally sustainable, consistent
23 with LEED principles, and that upholds and promotes the City's Transit First Policy; and

24 WHEREAS, Any ground lease or other City contract relating to development of the
25 proposed Project would be subject to the City's ordinance relating to labor representation

1 procedures in hotel and restaurant developments in which the City has an ongoing proprietary
2 interest (Administrative Code Sections 23.50 through 23.56) and the City's first source hiring
3 program (Administrative Code Chapter 83), as they may apply to the proposed Project; and

4 WHEREAS, GSW has stated its commitment to enter into an equal opportunity
5 program in connection with the transaction documents for the Project that will include local a
6 hiring program and prevailing wage requirements; and

7 WHEREAS, The Office of Economic and Workforce Development ("OEWD"), in
8 cooperation with Port staff, and GSW have been engaged in preliminary discussions to
9 establish a general description for the proposed Project, including the general parameters of a
10 fair market value long-term ground lease of Piers 30-32 and ancillary facilities as may be
11 reasonably required, and the related fair market value long-term ground lease or other
12 transfer of SWL 330, for the proposed Project; and

13 WHEREAS, As set forth in Administrative Code Section 2.6-1, the Board of
14 Supervisors' policy is to approve only such proposed leases involving City property or facilities
15 that departments have awarded to the highest responsible bidder under competitive bidding
16 procedures, except where competitive bidding is impractical or impossible; and

17 WHEREAS, The Warriors are a civic asset for the whole San Francisco Bay Area, and
18 the Warriors Foundation has a demonstrated track record in, and is committed to continue,
19 positively impacting its community and the greater Bay Area by providing financial assistance
20 and opportunities to other non-profit civic and community organizations that benefit and enrich
21 the lives of children, youth and those in need, and

22 WHEREAS, The proposed Project presents an extraordinary opportunity to provide
23 special recreational, cultural, historic and other significant public benefits to the people of the
24 City and the entire Bay Area region, including an opportunity for a new unique waterfront
25

1 destination that will achieve public access objectives for the Site while adding an attractive
2 mix of uses and destinations along the waterfront; and

3 WHEREAS, Piers 30-32, which has a limited remaining useful life, requires a
4 substantial capital investment to repair the substructure and bring the piers up to modern
5 seismic standards, and to preserve the piers, which costs have not been included in the Port's
6 FY 2011-2020 Capital Plan due to limited Port resources and competing Port priorities; and

7 WHEREAS, The Port Waterfront Land Use Plan, including the Design and Access
8 Element (collectively, the "Waterfront Plan"), is the Port's adopted land use document for
9 property within Port jurisdiction, such as the Site, and provides the policy foundation for
10 waterfront development and improvement projects; and

11 WHEREAS, After a multi-year cooperative process, the Port and BCDC adopted the
12 Special Area Plan, which allows for the revitalization of certain piers for uses consistent with
13 the public trust; and

14 WHEREAS, The Waterfront Plan and the Special Area Plan recognize that the
15 development of Piers 30-32 and the surrounding area should further the trust purposes of
16 supporting maritime activities and expanding public use and enjoyment of the waterfront on
17 trust lands at this location; and

18 WHEREAS, The Waterfront Plan identifies Piers 30-32 as a major, mixed-use
19 development opportunity site, and the City, through its Port, has undertaken numerous
20 unsuccessful attempts to develop the site in accordance with the Waterfront Plan's objectives,
21 including the recent effort related to the 34th America's Cup and a previous effort to develop a
22 fully entitled mixed-use, two berth international cruise terminal, where in each of those two
23 instances the private project sponsor abandoned its plans due to much higher than expected
24 costs to repair the Piers 30-32 substructure; and

1 WHEREAS, The Waterfront Plan contemplated the potential for developing an arena in
2 the South Beach/Rincon Point Subarea of Port property (at the current location of AT&T
3 Ballpark), which is only within a few blocks of the Site; and

4 WHEREAS, GSW and the City are committed to designing the Project to ensure that it
5 includes maximum feasible public access on Piers 30-32, including a significant extension of
6 the Portwalk and major new Bay-oriented public open space on the piers that will comply with
7 the public access and open space policies set forth in the Special Area Plan and take
8 advantage of the Site's extraordinary proximity to the Brannan Street Wharf and the Brannan
9 Street Wharf Open Water Basin between Piers 32 and 38; and

10 WHEREAS, As the proposed Project may be refined and improved through the public
11 review process, including the BCDC Design Review Board (with respect to Piers 30-32) and
12 the City's Waterfront Design Advisory Committee process, GSW and the City are committed
13 to designing the portions of the proposed Project on Piers 30-32 in consultation with BCDC
14 staff to meet the other design objectives of the Special Area Plan, including: to the extent
15 feasible preserving the iconic views of the Bay Bridge from public view corridors; creating a
16 design that respects the Embarcadero Historic District; using the Bay as an asset in the
17 design of the proposed Project; enhancing Bay views and providing opportunities for public
18 views of the Bay from unique elevations along the waterfront; creating ancillary parking
19 facilities sized and located to minimize adverse impacts on public access; and providing
20 plentiful and high quality bicycle parking for attendees of events at the multi-purpose facility;
21 and

22 WHEREAS, The proposed Project is a publicly-oriented use that will draw visitors from
23 the entire Bay Area to this unique site along San Francisco Bay over 200 days each year, and
24 GSW and the City are committed to designing the proposed Project and its uses in
25 consultation with the California State Lands Commission to provide a high-quality visitor

1 experience before, during and after events that is appropriate to the Site and its Bay setting;
2 and

3 WHEREAS, GSW and the City are also committed to designing the proposed Project to
4 incorporate maritime use of the Piers 30-32 north and/or east berths, water-oriented
5 transportation services and recreational boat access, visitor-serving retail and restaurants,
6 major new open space, and event programming to benefit the Port, Bay maritime commerce,
7 and other public trust purposes; and

8 WHEREAS, The proposed Project would generate substantial public benefits for the
9 City, including its Port, such as: (1) the repair, improvement and productive reuse of Piers 30-
10 32, (2) the construction of needed infrastructure improvements that benefit the Site and the
11 surrounding public trust lands and other areas, (3) the generation of significant new jobs and
12 economic development in a short period, including significant opportunities for local residents,
13 (4) the attraction of many people from the City and all over the region to enjoy the waterfront
14 and the Bay and to patronize businesses on the Site as well as other Port-owned land and
15 privately owned property in the vicinity of the Site, and (5) the enhancement of the City's
16 tourism industry, including providing an additional venue for trust related events, conventions,
17 sporting events, concerts and other special events; and

18 WHEREAS, On May 29, 2012, the Port Commission adopted Resolution No. 12-48,
19 designating OEWD as the lead negotiator for the proposed Project, among other designated
20 projects, to act in coordination with Port staff and at the direction of the Port Commission (the
21 "Port Negotiation Authority Resolution"); and

22 WHEREAS, In conjunction with this resolution and contingent on the Board of
23 Supervisors' adoption of this resolution, the Port Commission is considering or will consider
24 adopting a resolution approving sole source negotiations with GSW and authorizing staff to
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1 negotiate an Exclusive Negotiation Agreement ("ENA") with GSW for the proposed Project
2 consistent with this resolution (the "Port Sole Source Resolution"); and

3 WHEREAS, Subject to the successful negotiation of an ENA with GSW, OEWD,
4 working in concert with the Port and other City agencies, intends to return to the Board of
5 Supervisors in several months with a proposed term sheet based on a fair market value
6 transaction for the proposed Project for the Board to consider endorsing, in conjunction with
7 the Board's consideration of a fiscal feasibility report and a resolution making fiscal feasibility
8 findings consistent with Administrative Code Chapter 29; and

9 WHEREAS, The City is proud of the success of the privately financed waterfront
10 ballpark, which is the home of the San Francisco Giants (the "Giants") and which has greatly
11 enhanced public access to and enjoyment of the Bay, the City recognizes the efforts the
12 Giants have made and continue to make to have neighborhood and community support for
13 the ballpark, and the City wishes to ensure the continued success of the ballpark, and to
14 address the parking and transportation needs of the Giants, including in the context of the
15 proposed Mission Rock development and the proposed Project; now, therefore, be it

16 RESOLVED, That the Board of Supervisors finds that due to regional civic attributes of
17 the Warriors, the unique opportunity presented by GSW's proposal to build a new multi-
18 purpose facility that would be used for the Warriors' home games and other purposes,
19 including conventions, and related improvements at the Site and the public benefits to the City
20 and the region that the proposed Project would produce, all as further described above, the
21 possible transaction with GSW (including, for all purposes of this resolution, any affiliated
22 development entity or entities that GSW may establish for the Project, as approved by the
23 City) for development of the Site is exempt from the competitive bidding policy set forth in
24 Administrative Code Section 2.6-1, and accordingly the Board of Supervisors endorses sole
25 source negotiations by City and Port staff with GSW for the proposed Project at the Site

1 consistent with the Port Sole Source Resolution and further finds that doing so is in the City's
2 best interests; and, be it

3 FURTHER RESOLVED, That should the Port Commission and GSW agree upon
4 mutually acceptable terms for such proposed transaction and development of the Project at
5 the Site, the Board of Supervisors will not disapprove a proposed lease and other real estate
6 transaction agreements on the basis that they do not satisfy the competitive bidding policy set
7 forth in Administrative Code Section 2.6-1; and, be it

8 FURTHER RESOLVED, That the Board of Supervisors endorses the designation of
9 OEWD as the lead negotiator for the proposed Project, in cooperation with Port staff and at
10 the Port Commission's direction; and, be it

11 FURTHER RESOLVED, That the Board of Supervisors requires OEWD, the Port and
12 GSW to engage in outreach to affected and interested neighbors, community members and
13 stakeholders to ensure that the proposed Project is designed with maximum public input, and
14 to work closely with the San Francisco Giants to ensure the continued success of the ballpark
15 project, to address parking and transportation needs and to coordinate with the proposed
16 Mission Rock project; and, be it

17 FURTHER RESOLVED, That the Board of Supervisors urges OEWD and the Port to
18 work closely with state agencies having jurisdiction over waterfront development, including the
19 State Lands Commission and BCDC, to develop the project description for the proposed
20 Project; and, be it

21 FURTHER RESOLVED, That the Board of Supervisors urges OEWD, in cooperation
22 with the Port Director and with the assistance of Port staff, the City Attorney's Office and other
23 City officials as appropriate, to make evaluation of the proposed Project among its highest
24 priorities and take all actions needed to further the process of developing a description for the
25

1 proposed Project, and negotiating an ENA and then a term sheet with GSW, consistent with
2 this resolution; and be it.

3 FURTHER RESOLVED, That the Board of Supervisors acknowledges that the City
4 may commence environmental review of the proposed Project under the California
5 Environmental Quality Act ("CEQA") if and when the Board of Supervisors by a later
6 resolution makes the required findings of fiscal feasibility and responsibility under
7 Administrative Code Chapter 29, and nothing in this resolution implements any approvals or
8 facilities for the proposed Project, grants any entitlements for the proposed Project or includes
9 any determination as to whether the Port or any other unit of City government should approve
10 the proposed Project, nor does adoption of this resolution foreclose the possibility of
11 considering alternatives to the proposed Project, adopting mitigation measures or deciding not
12 to approve the proposed Project after conducting appropriate environmental review under
13 CEQA; and the Board of Supervisors further acknowledges that any development shall be
14 conditioned on the project sponsor first receiving all required regulatory approvals, including,
15 but not limited to, approvals from various City and State agencies with jurisdiction, following
16 CEQA review.



City and County of San Francisco
Tails
Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 120625

Date Passed: June 12, 2012

Resolution 1) finding that the potential real estate transaction involving Port property at Piers 30-32 and part of Seawall Lot 330 with GSW Arena LLC (GSW), an affiliate of the Golden State Warriors, for development of an arena and other facilities is exempt from the competitive bidding policy set forth in Administrative Code Section 2.6-1 and endorsing sole source negotiations with GSW for that purpose; 2) endorsing the Port Commission's designation of the Office of Economic and Workforce Development (OEWD) as the lead negotiator of the proposed transaction, in coordination with Port staff and subject to the Port Commission's direction; 3) requiring OEWD and the Port to engage in outreach to affected and interested neighbors, community members and other stakeholders to ensure that the proposed project is designed with maximum public input; 4) urging OEWD and the Port to work closely with State agencies having jurisdiction over any of the site, including the State Lands Commission and the Bay Conservation and Development Commission, to develop the project description; 5) urging the OEWD Director, the Port Director and other City officials to make evaluation of the proposed project among their highest priorities and take all appropriate steps to negotiate an exclusive negotiation agreement with GSW; and 6) acknowledging that the City may commence environmental review of the proposed project under CEQA if and when the Board of Supervisors makes the required findings of fiscal feasibility and responsibility under Administrative Code Chapter 29.

June 12, 2012 Board of Supervisors - AMENDED

Ayes: 11 - Avalos, Campos, Chiu, Chu, Cohen, Elsbernd, Farrell, Kim, Mar, Olague and Wiener

June 12, 2012 Board of Supervisors - AMENDED

Ayes: 11 - Avalos, Campos, Chiu, Chu, Cohen, Elsbernd, Farrell, Kim, Mar, Olague and Wiener

June 12, 2012 Board of Supervisors - ADOPTED AS AMENDED

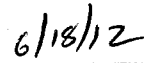
Ayes: 11 - Avalos, Campos, Chiu, Chu, Cohen, Elsbernd, Farrell, Kim, Mar, Olague and Wiener

File No. 120625

I hereby certify that the foregoing
Resolution was ADOPTED AS AMENDED on
6/12/2012 by the Board of Supervisors of the
City and County of San Francisco.



Angela Calvillo
Clerk of the Board


Mayor

Date Approved