

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 16-2017

Adopted April 4, 2017

ADOPTING ENVIRONMENTAL REVIEW FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING AMENDMENTS TO THE REDEVELOPMENT PLAN FOR THE HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT AREA AND THE REDEVELOPMENT PLAN FOR THE BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA TO IMPLEMENT THE VOTER-APPROVED PROPOSITION O, WHICH EXEMPTS PHASE 2 OF THE HUNTERS POINT SHIPYARD PROJECT AREA AND ZONE 1 OF THE BAYVIEW HUNTERS POINT PROJECT AREA FROM THE OFFICE DEVELOPMENT LIMITATIONS SET FORTH IN PLANNING CODE SECTIONS 320-325, REFERRING THE PLAN AMENDMENTS TO THE PLANNING DEPARTMENT FOR ITS REPORT ON CONFORMITY WITH THE GENERAL PLAN, AND RECOMMENDING THE PLAN AMENDMENTS TO THE BOARD OF SUPERVISORS FOR ADOPTION; HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT AREA AND BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA

WHEREAS, The Board of Supervisors of the City and County of San Francisco (“Board of Supervisors”) adopted the Hunters Point Shipyard Redevelopment Plan (“HPS Plan”) on July 14, 1997 by Ordinance No. 285-97 and amended the HPS Plan on August 3, 2010 by Ordinance No. 211-10. On May 23, 2006, the Board of Supervisors amended the Bayview Hunters Point Redevelopment Plan (“BVHP Plan”) by Ordinance No. 113-06 and on August 3, 2010 by Ordinance No. 210-10; and,

WHEREAS, On February 1, 2012, the former San Francisco Redevelopment (“Former Agency”) was dissolved pursuant to California State Assembly Bill No. 1X 26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session) (“AB 26”), codified in relevant part in California’s Health and Safety Code Sections 34161 - 34168 and upheld by the California Supreme Court in California Redevelopment Assoc. v. Matosantos, No. S194861 (Dec. 29, 2011). On June 27, 2012, AB 26 was amended in part by California State Assembly Bill No. 1484 (Chapter 26, Statutes of 2011-12) (“AB 1484”), which among other things, provide that a successor agency is a separate public entity from the public agency that provides for its governance (together, AB 26 and AB 1484 are referred to as the “Redevelopment Dissolution Law”); and,

WHEREAS, Subsequent to the adoption of AB 1484, on October 2, 2012, the Board of Supervisors, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12, which was signed by the Mayor on October 4, 2012, and which, among other matters, delegated to the Successor Agency Commission, commonly known as the Commission on Community Investment and Infrastructure (“Commission”), the authority to (i) act in the place of the Redevelopment

Commission to, among other matters, implement, modify, enforce and complete the Former Agency's enforceable obligations; (ii) approve all contracts and actions related to the assets transferred to or retained by OCII, including, without limitation, the authority to exercise land use, development, and design approval, consistent with the applicable enforceable obligations; and (iii) take any action that the Redevelopment Dissolution Law requires or authorizes on behalf of the Successor Agency and other action that the Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors' delegation to the Commission includes authority to grant approvals under specified land use controls for the Hunters Point Shipyard Project Area ("HPS Project Area") and Zone 1 of the Bayview Hunters Point Project Area ("BVHP Project Area") consistent with the approved Redevelopment Plans and enforceable obligations, including amending the Redevelopment Plans as allowed under the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq.) ("CRL"); and,

WHEREAS, The HPS Plan establishes the land use controls for the HPS Project Area, which is divided into Phase 1 and Phase 2 subareas and consists of several land use districts. Phase 2 is intended to be developed with a mix of uses including neighborhood-serving retail, businesses, office and residential uses. Section D of the HPS Plan provides that "The only sections of the Planning Code that shall apply, pursuant to the provisions of this Plan are Sections 101.1, 295, 314, and 320-325, as such sections are in effect as of the 2010 Plan Amendment Date." Section II.D.5 of the HPS Plan describes application of the office development limitations under Planning Code Sections 320-325 to office development in the HPS Project Area; and,

WHEREAS, The BVHP Plan establishes the land use controls for the BVHP Project Area, which consists of two subareas: Zone 1 (also known as Candlestick Point) and Zone 2. Zone 1 consists of three land use districts and is intended to be developed with a mix of uses, including, residential, retail, parks and open space, and office uses. Section 4.3 of the BVHP Plan provides that "The only sections of the Planning Code that shall apply within Zone 1, pursuant to the provisions of this Redevelopment Plan are Sections 101.1, 295, 314, and 320-325, as such sections are in effect as of the 2010 Plan Amendment Date." Section 4.3.16 of the BVHP Plan describes application of the office development limitations under Planning Code Sections 320-325 to office development in Zone 1; and,

WHEREAS, The Hunters Point Shipyard Phase 2 and Candlestick Point development project ("HPS/CP Project") encompasses Phase 2 of the HPS Project Area and Zone 1 of the BVHP Project Area. Under the Redevelopment Plans, the HPS/CP Project is authorized to develop 10,500 housing units, approximately one-third of which will be priced below-market); up to 5,150,000 square feet of office space; 885,000 square feet of regional and neighborhood-serving retail and entertainment uses; and approximately 330 acres of parks and open space. Pursuant to the Redevelopment

Plans, the office space component of the HPS/CP Project is subject to the office limitations set forth in Planning Code Sections 320-325; and,

WHEREAS, The office development limitations of Planning Code Sections 320-325 (Proposition M) would potentially limit the pace of development of the HPS/CP Project impeding the realization of the goals and objectives of the Redevelopment Plans, including, among others, fostering economic development and job vitality; and,

WHEREAS, On November 8, 2016, the voters of San Francisco adopted Proposition O to remove the HPS/CP Project from the office development limitations of Planning Code Sections 320-325, originally enacted by voters in 1986 (Proposition M). The Plan Amendments would implement Proposition O, which exempts Zone 1 of the BVHP Project Area and Phase 2 of the HPS Project Area from the office development limitations of Planning Code Sections 320-325 (Proposition M); and,

WHEREAS, OCII is recommending the amendments to the Redevelopment Plans (“Plan Amendments”) to implement the intent of the voters and to resolve the inconsistency between the Redevelopment Plans and Proposition O by clarifying that Planning Code Sections 320-325 (Proposition M) do not apply to Zone 1 of the BVHP Project Area and Phase 2 of the HPS Project Area. The Plan Amendments make no changes to the authorized land uses and do not modify the amount of permitted office development in the Redevelopment Plans. Rather, the Plan Amendments would help realize the goals and objectives set forth in the Redevelopment Plans by ensuring a reasonable and reliable pace of development that will help deliver community benefits such as employment, housing, and open space more quickly; and,

WHEREAS, Sections 33450-33458 of the CRL sets forth the process for amending a redevelopment plan. This process includes a publicly noticed hearing of the redevelopment agency; environmental review to the extent required, and adoption of the amendment by the redevelopment agency after the public hearing; preparation of the report to the legislative body, referral of the amendment to the Planning Department for a determination of General Plan conformity, if warranted; a publicly noticed hearing of the legislative body, and legislative body consideration after its hearing. Section 33352 of the CRL further requires the preparation of a report to the legislative body regarding the plan amendment in order to provide relevant background information in support of the need, purpose and impacts of the plan amendment; and,

WHEREAS, Pursuant to Section 33352 of the CRL, OCII staff has prepared the Report to the Board of Supervisors on the Amendments to the Hunters Point Shipyard Redevelopment Plan and the Bayview Hunters Point Redevelopment Plan (“Report”); and,

- WHEREAS, The Commission held a public hearing on April 4, 2017 on adoption of the conforming Plan Amendments, notice of which was duly and regularly published in a newspaper of general circulation in the City and County of San Francisco once a week for three successive weeks beginning 21 days prior to the date of the hearing, and a copy of that notice and affidavit of publication are on file with OCII; and,
- WHEREAS, Copies of the notice of public hearing were mailed by first-class mail to the last known address of each assessee of land in the HPS Project Area and the BVHP Project Area as shown on the last equalized assessment role of the City; and,
- WHEREAS, Copies of the notice of public hearing were mailed by first-class mail to all residential and business occupants in the HPS Project Area and the BVHP Project Area; and,
- WHEREAS, Copies of the notice of public hearing were mailed, by certified mail, return receipt requested, to the governing body of each taxing agency which receives taxes from property in the HPS Project Area and the BVHP Project Area; and,
- WHEREAS, The Commission has provided an opportunity for all persons to be heard and has considered all evidence and testimony presented for or against any and all aspects of the conforming Plan Amendments; and,
- WHEREAS, On June 3, 2010, the Former Redevelopment Agency Commission by Resolution No. 58-2010 and the Planning Commission by Motion No. 18096, acting as co-lead agencies, approved and certified the Environmental Impact Report for the HPS/CP Project. On the same date, both co-lead agencies adopted environmental findings, including the adoption of a mitigation monitoring and reporting program and a statement of overriding considerations, for the HPS/CP Project by Former Redevelopment Agency Commission Resolution No. 59-2010 and by Planning Commission Motion No. 18097. On July 14, 2010, the Board of Supervisors affirmed the certification by Resolution No. 347-10. Subsequent to the certification, the Commission and the Planning Commission approved Addenda 1 through 4 to the Environmental Impact Report for the HPS/CP Project analyzing certain HPS/CP Project modifications (together, the “EIR”); and,
- WHEREAS, Subsequent to the certification of the EIR, the Planning Department, at the request of OCII, issued Addendum No. 1 to the EIR (“Addendum No. 1”) (dated December 11, 2013) to the EIR as part of the 2014 Major Phase 1 CP and Streetscape Plan; and,
- WHEREAS, Addendum No. 1 addressed changes to the phasing schedule for the Project and corresponding changes to the schedules for implementation of related transportation system improvements in the Transportation Plan, including the Transit Operating Plan, the Infrastructure Plan and other public benefits; and minor proposed revisions in two adopted mitigations measures, Mitigation Measure TR-16 Widen Harney Way, and Mitigation Measure UT-2 Auxiliary Water Supply System; and,

WHEREAS, OCII as the lead agency, prepared, in consultation with the San Francisco Planning Department, Addendum No. 4 to the FEIR, (“Addendum No. 4”) which OCII staff issued on February 22, 2016. (Addenda Nos. 2 and 3 analyzed proposed changes to the Project, which are no longer being pursued.) Addendum No. 4 evaluated amendments to the Design for Development, Streetscape Plan and Major Phase 1 Application for Candlestick Point and the amendment of two adopted mitigation measures, that were Mitigation Measure TR-16 to divide the Harney Way improvements into two phases and Mitigation Measure TR-23 to modify the cross-section design of Gilman Avenue; and,

WHEREAS, OCII has reviewed the EIR and the Plan Amendments and determined that development resulting from the Plan Amendments require no additional environmental review pursuant to State CEQA Guidelines Sections 15180, 15162, and 15163. The EIR analyzed full buildout of the HPS/CP Project based on buildout by 2029 and occupancy in 2030. The EIR's impact analyses, conclusions, and mitigation measures did not rely on potential timing/phasing constraints under Planning Code Sections 320-325. Because the timing or phasing of office development due to the City’s annual office limitation was not a factor considered in the EIR assessment of impacts, removal of the annual office limitation approval process from the Redevelopment Plans would not change any aspect of the HPS/CP Project, project variants, or project circumstances assumed for the EIR environmental impact analysis. Since the annual office limitation of Planning Code Sections 320-325 (Proposition M) were not considered in the EIR’s assessment of impacts, the conforming Plan Amendments would not substantially change the HPS/CP Project and the Plan Amendments require no additional environmental review under Section 21166 of CEQA and Section 15162 of the CEQA Guidelines. All environmental effects of the Plan Amendments have been considered and analyzed in the prior EIR; and,

WHEREAS, No substantial changes have occurred with respect to circumstances surrounding the HPS/CP Project that would cause significant environmental impacts, and no new information has become available that shows that the HPS/CP Project would cause significant environmental impacts. The EIR findings and statement of overriding considerations adopted on June 3, 2010 in accordance with CEQA by the Former Redevelopment Agency Commission by Resolution No. 59-2010 and by the Planning Commission by Motion No. 18097 were and remain adequate, accurate and objective and are applicable. Therefore, the analyses conducted and the conclusions reached in the EIR remain valid and no further environmental review is required; and,

WHEREAS, OCII staff has reviewed the Plan Amendments, and find them acceptable and recommends approval thereof; now, therefore, be it

RESOLVED, The Commission finds and determines that the Plan Amendments are within the scope of the project analyzed by the EIR, and require no additional environmental review pursuant to CEQA Guidelines Sections 15162, 15163, and 15180 as: (a) the Plan Amendments do not result in 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 EIR will be undertaken that would require major revisions to the EIR due to new significant environmental effects, or a substantial increase in the severity of effects identified in the EIR; and (c) no new information of substantial importance to the project analyzed in the EIR has become available that would indicate that (i) the Plan Amendments will have significant effects not discussed in the EIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible that would reduce one or more significant effects have become feasible; or (iv) mitigation measures or alternatives that are considerably different from those in the EIR will substantially reduce one or more significant effects on the environment; and, be it further

RESOLVED, That the Commission approves the Plan Amendments attached hereto as Exhibit A and recommends forwarding the Plan Amendments to the San Francisco Board of Supervisors for its approval.

EXHIBIT A: Amendments to the Redevelopment Plan for the Hunters Point Shipyard and the Redevelopment Plan for the Bayview Hunters Point Redevelopment Plan (Existing Redevelopment Plan available at www.sfocii.org)

I hereby certify that the foregoing resolution was adopted by the Successor Agency Commission at its meeting of April 4, 2017.

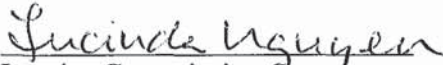

Interim Commission Secretary

EXHIBIT A

CONFORMING AMENDMENTS TO HPS AND BVHP REDEVELOPMENT PLANS TO CONFORM WITH PROPOSITION O

A. Conforming Amendments to Hunters Point Shipyard Redevelopment Plan

The following proposed amendments would conform the following provisions of the HPS Redevelopment Plan with Proposition O. ~~Strikethrough~~ is used to represent proposed deletions to language in the HPS Redevelopment Plan. Underlined text represents proposed additions or modifications to the existing language in the HPS Redevelopment Plan.

Proposed Amendment #1. The preface to the HPS Redevelopment Plan shall be amended as follows:

This Redevelopment Plan (this "**Plan**") for the Hunters Point Shipyard Redevelopment Project Area (the "**Project Area**") consists of the following text, maps and attachments: (a) the maps are: Map 1: Boundary Map; Map 2: Land Use Districts Map; Map 3: Existing Buildings; and Maps 4A, 4B and 4C: Street Plans; and (b) the attachments are: Attachment A: Legal Description of the Project Area; Attachment B: List of Public Improvements; Attachment C: Planning Code Section 314; Attachment D: Planning Code Section 295; ~~and~~ Attachment E: Planning Commission Resolution 18102 (subject to Section II.D.5 below), and Attachment F: Proposition O.

This Plan was adopted on July 14, 1997 (Ordinance No. 285-97) and amended on August 3, 2010 (Ordinance No. 211-10). This Plan was prepared in accordance with the California Community Redevelopment Law (as amended from time to time, the "**CRL**") and pursuant to Chapter 4.5 therein, which governs the redevelopment of closed military bases. During the preparation of this Plan, the Redevelopment Agency of the City and County of San Francisco (the "**Agency**") consulted with the Mayor's Hunters Point Shipyard Citizens Advisory Committee (the "**CAC**"), the San Francisco Planning Commission, and with other departments and offices of the City and County of San Francisco (the "**City**"). This Plan conforms with the General Plan of the City insofar as the General Plan applies to the Project. Any development within the jurisdiction of the Bay Conservation and Development Commission shall conform to the San Francisco Bay Plan.

The proposed redevelopment of the Project Area as described in this Plan is consistent with the San Francisco General Plan, the Bayview Hunters Point Area Plan, and the Hunters Point Shipyard Sub-Area Plan as adopted and amended by the Planning Commission on June 3, 2010, and is in conformity with the eight Priority Policies of Section 101.1 of the San Francisco Planning Code (the "**Planning Code**")

This Plan sets forth the objectives and the basic land use controls within which specific redevelopment activities in the Project Area will be pursued. It is consistent with provisions of the CRL in effect at the date of adoption of this Plan and as of the ~~2010~~2017 Plan Amendment Date.

Proposed Amendment #2. The introductory paragraph to Section II. D. (Standards for Development) shall be amended as follows:

D. Standards for Development

This Plan and the other Plan Documents, including the Hunters Point Shipyard Phase 1 Design for Development and Hunters Point Shipyard Phase 2 Design for Development, establish the standards for development in the Project Area and supersede the San Francisco Planning Code in its entirety, except as otherwise expressly provided herein. The only sections of the Planning Code that shall apply, pursuant to the provisions of this Plan, are: (a) Sections 101.1, 295, and 314, and 320-325 as such sections are in effect as of the 2010 Plan Amendment Date; (b) as to Phase 1 of the Project Area only, Sections 320-325 as such sections are in effect as of the 2010 Plan Amendment Date; and (c) as to Phase 2 of the Project Area only, Section 324.1 as that section is in effect as of the 2017 Plan Amendment Date. Both the Agency Commission and the Planning Commission must approve any amendment to the Hunters Point Phase 1 Design for Development or the Hunters Point Phase 2 Design for Development.

Proposed Amendment #3. Section II.D.5 (Office Development Limitations) of the HPS Redevelopment Plan shall be amended as follows:

5. Office Development Limitations

On November 8, 2016, voters enacted Proposition O (Planning Code Section 324.1), which exempts Phase 2 of the Project Area from the office development limits set forth in Planning Code Sections 320-325. Planning Code Sections 320 — 325 (Proposition M) shall apply to office development in Phase 1 of the Project Area, and Planning Code Section 324.1 shall apply to office development in Phase 2 of the Project Area. Accordingly, the Sections 320-325 place a cap on the annual amount of office development permitted in the City shall apply to Phase 1 but not Phase 2 of the Project Area.

By Resolution No. 18102, the Planning Commission adopted findings pursuant to Planning Code Section 321(b)(1) that the up to 5,000,000 square feet of office development contemplated in this Plan in particular promotes the public welfare, convenience and necessity, and in so doing considered the criteria of Planning Code Section 321(b)(3)(A)-(G). Proposition O states in part that “No project authorization or allocation shall be required for any Development on the Subject Property [Candlestick Point and Hunter’s Shipyard Phase 2]. However, Development on the Subject Property that would require a project authorization or allocation but for this Section 324.1 shall be treated for all purposes as if it had been granted approval of a project authorization or allocation.” The findings contained in Proposition O (2016) supersedes, as to Phase 2 of the Project Area, any part of Resolution No. 18102 (Attachment E) that would require an office authorization or allocation, compliance with Planning Code sections 320-325, or Planning Commission review or approval of office developments. are incorporated herein by reference and attached as Attachment E. Because the office uses necessary for fostering the Shipyard Research & Development District has been found to promote the public welfare, convenience and

necessity, the determination required under Section 321(b), where applicable, will be deemed to have been made for up to 5,000,000 square feet of office development projects undertaken pursuant to this Plan. To facilitate early job generation within the Project Area during the early phases of redevelopment under this Plan, the first 800,000 square feet of office development within the Project Area shall be given priority under Sections 320-325 over all office development proposed elsewhere in the City except within: (a) the Mission Bay South Project Area; (b) the Transbay Transit Tower (proposed for development on Lot 001 of Assessors Block 3720) (but not the remainder of the Transbay Redevelopment Project Area). As to the first 800,000 square feet of office development proposed pursuant to this Plan, no office development project contemplated may be disapproved either (i) for inconsistency with Planning Code Sections 320-325 or (ii) in favor of another office development project that is located outside the Project Area and subject to Planning Code Sections 320-325, except as provided in this Section II.D.5. Notwithstanding the above, for the first 800,000 square feet of office development proposed, no office development project will be approved that would cause the then applicable annual limitation contained in Planning Code Section 321 to be exceeded, and the Planning Commission shall consider the design of the particular office development project to confirm that it is consistent with the Planning Commission's findings contained in Resolution No. 18102. Upon such determination, the Planning Commission shall issue a project authorization for such project. The Planning Commission's decision on the design of any particular office development project reviewed pursuant to this Section will be binding on the Agency.

Proposed Amendment #4. Section II.D.6 (Development Fees and Exactions) shall be amended as follows:

6. Development Fees and Exactions

The following provisions will apply to all property in the Project Area except parcels used for the development of affordable housing by Agency-sponsored entities. Development Fees and Exactions shall apply to the Project in the manner described below. Except as provided in this section and except as required by the Mitigation Measures, the School Facilities Impact Fee, the Child-Care Requirements, and the Art Requirement shall be the only Development Fees and Exactions that apply to the Project Area for the duration of this Plan. Water Capacity Charges and Wastewater Capacity Charges are Administrative Fees and not Development Fees and Exactions, and shall apply in the Project Area.

The School Facilities Impact Fee shall apply for the duration of this Plan, shall be administered as required by State law, and shall be increased for the duration of this Plan in accordance with State law but only to the extent permitted by State law.

The Art Requirement shall apply for the duration of this Plan and requires that any new office building in excess of 25,000 square feet constructed within the Project Area that receives an allocation under Planning Code Section 320-325 described in Section II.D.5 include one-half of one percent (0.5%) of the hard

costs of initial construction (excluding costs of infrastructure and tenant improvements) (the "Art Fee Amount") for the installation and maintenance of works of art in the public realm within the Project Area. In the event that public spaces are not available at the time the Art Requirement is due, then the Art Fee Amount shall be paid to a fund administered by the Agency to be used for public art within the Project Area. The public realm within which art may be installed so as to comply with the Art Requirement includes: any areas on the site of the building and clearly visible from the public sidewalk or open space feature, on the site of any open space feature, or in any adjacent public property. The type and location of artwork proposed shall be reviewed by the Executive Director for consistency with the Hunters Point Shipyard Phase 1 or Phase 2 Design for Development and other Plan Documents.

The Child-Care Requirements shall apply for the duration of this Plan only to all commercial development over 50,000 square feet per Planning Code Section 314, as it existed on the 2010 Plan Amendment Date (attached and incorporated hereto as Attachment C). The Child-Care Requirements will be administered by the Agency to provide for these public benefits within the Project Area.

The Child-Care Requirements provide for compliance either by constructing Child-Care Facilities or, alternatively, payment of an in-lieu fee. For the duration of this Plan, development within the Project Area shall not be subject to any change to the provisions of the Child-Care Requirements that permit compliance through the construction of Child-Care Facilities. In addition, no new in lieu fee or increase in the existing in lieu fee related to the Child-Care Requirement shall apply to the Project Area for twelve (12) years following the date the first Building Permit is issued for a project in Phase 2 of the Project Area (as shown in Map 2) and, thereafter, will only be applicable if the new or increased in lieu fee relating to Child-Care Requirements is: (i) not increased at a rate greater than the annual increase in the Consumer Price Index commencing at the end of the 12-year period during which the fee has been frozen as described above; (ii) generally applicable on a Citywide Basis to similar land uses; and (iii) not redundant of a fee, dedication, program, requirement, or facility described in the Plan Documents or in any applicable disposition and development agreement related to development within the Project Area.

Notwithstanding the foregoing, new or increased Development Fees and Exactions may be imposed to the extent required under the Public Health and Safety Exception and the Federal or State Law Exception.

Proposed Amendment #5. The following term shall be added to Section XI (Definitions):

XI. Definitions

2017 Plan Amendment Date means the date on which Ordinance No. _____ adopting amendments to this Plan, approved on _____, 2017, became effective.

B. Conforming Amendments to Bayview Hunters Point Redevelopment Plan

The following proposed amendments would conform the following provisions of the BVHP Redevelopment Plan with Proposition O. ~~Strikethrough~~ is used to represent proposed deletions to language in the BVHP Redevelopment Plan. Underlined text represents proposed additions or modifications to the existing language in the BVHP Redevelopment Plan.

Proposed Amendment #1: Section 1.1.2 (Contents of this Redevelopment Plan) of the BVHP Redevelopment Plan shall be amended as follows:

This Redevelopment Plan consists of this text, the Project Area Boundary map (Map 1), the Legal Descriptions of Project Areas A and B (Attachments A & B), the Project Area B Redevelopment Zones map (Map 2), the Area B Activity Nodes map (Map 3), the Zone 1 Land Use Districts Map (Map 4), the Zone 2 Generalized Land Use Map (Map 5), the list of Authorized Public Improvements (Attachment C), the List of Blocks and Lots within Zone 1 as of the 2010 Plan Amendment Date (Attachment D), Planning Code Section 314 (Attachment E), Planning Code Section 295 (Attachment F), ~~and Planning Commission Resolution 18102 (Attachment G)~~, (subject to Section 4.3.16 below), and Proposition O (Attachment H). All attachments and maps are incorporated into this Redevelopment Plan by reference. This Redevelopment Plan was prepared by the Agency pursuant to the California Community Redevelopment Law (CRL), the California Constitution, and all applicable local codes and ordinances. The Project Area is in Bayview Hunters Point, City and County of San Francisco, State of California and includes all properties within the Project Area boundary shown on Map 1.

Proposed Amendment #2. Section 1.1.4 (Conformance with the General Plan) of the BVHP Redevelopment Plan shall be amended as follows:

The Redevelopment Plan is consistent with the General Plan of the City and County of San Francisco and its applicable elements, including the BVHP Area Plan and the Candlestick Point Sub-Area Plan, each as in effect on the 20402017 Plan Amendment Date. The Redevelopment Plan is also in conformity with the eight Priority Policies of Section 101.1 of the Planning Code in effect on the 20402017 Plan Amendment Date.

Proposed Amendment #3. The introductory paragraph of Section 4.3 (Standards and Procedures for Development in Zone 1) is amended as follows:

For Zone 1, this Redevelopment Plan and the other Plan Documents, including the Candlestick Point Design for Development, establish the standards for development and supersede the San Francisco Planning Code in its entirety, except as otherwise expressly provided herein. The only sections of the Planning Code that shall apply within Zone 1, pursuant to the provisions of this Redevelopment Plan, are Sections 101.1, 295, and 314, ~~and 320-325~~, as such sections are in effect as of the 2010 Plan Amendment Date. Both the Agency

Commission and the Planning Commission must approve any amendments to the Candlestick Point Design for Development.

Proposed Amendment #4. Section 4.3.15 (Development Fees and Exactions) shall be amended as follows:

4.3.15 Development Fees and Exactions

The following provisions will apply to all property in Zone 1 except parcels used for the development of affordable housing by Agency-sponsored entities. Development Fees and Exactions shall apply to the Project in the manner described below. Except as provided in this section and except as required by the Mitigation Measures, the School Facilities Impact Fee, the Child-Care Requirements, and the Art Requirement shall be the only Development Fees and Exactions that apply to the Zone 1 for the duration of this Redevelopment Plan. Water Capacity Charges and Wastewater Capacity Charges are Administrative Fees and not Development Fees and Exactions, and shall apply in the Project Area.

The School Facilities Impact Fee shall apply for the duration of this Redevelopment Plan, shall be administered as required by State law, and shall be increased for the duration of this Redevelopment Plan in accordance with State law, but only to the extent permitted by State law.

The Art Requirement shall apply for the duration of this Redevelopment Plan and requires that any new office building in excess of 25,000 square feet constructed within the Project Area ~~that receives an allocation under Planning Code Section 320-325 described in section 4.3.16~~ include one-half of one percent (0.5%) of the hard costs of initial construction (excluding costs of infrastructure and tenant improvements) (the "Art Fee Amount") for the installation and maintenance of works of art in the public realm within Zone 1. In the event that public spaces are not available at the time the Art Requirement is due, then the Art Fee Amount shall be paid to a fund administered by the Agency to be used for public art within the Zone 1. The public realm within which art may be installed so as to comply with the Art Requirement includes: any areas on the site of the building and clearly visible from the public sidewalk or open space feature, on the site of any open space feature, or in any adjacent public property. The type and location of artwork proposed shall be reviewed by the Executive Director for consistency with the Candlestick Point Design for Development and other Plan Documents.

The Child-Care Requirements shall apply for the duration of this Redevelopment Plan only to all commercial development over 50,000 square feet per Planning Code Section 314, as it existed on the 2010 Plan Amendment Date (attached and incorporated hereto as Attachment E). The Child-Care Requirements will be administered by the Agency to provide for these public benefits within Zone 1.

The Child-Care Requirements provide for compliance either by constructing Child-Care Facilities or, alternatively, payment of an in-lieu fee. For the duration of this Redevelopment Plan, development within the Zone I shall not be subject to any change to the provisions of the Child-Care Requirements that permit

compliance through the construction of Child-Care facilities. In addition, no new in lieu fee or increase in the existing in lieu fee related to the Child-Care Requirement shall apply to the Project Area for twelve (12) years following the date the first Building Permit is issued for a project in Zone 1 of Project Area B of the Project Area and, thereafter, will only be applicable if the new or increased in lieu fee relating to Child-Care Requirements is: (i) not increased at a rate greater than the annual increase in the Consumer Price Index commencing at the end of the 12-year period during which the fee has been frozen as described above; (ii) generally applicable on a Citywide Basis to similar land uses; and (iii) not redundant of a fee, dedication, program, requirement, or facility described in the Plan Documents or in any applicable disposition and development agreement related to development within Zone 1.

Notwithstanding the foregoing, new or increased Development Fees and Exactions may be imposed to the extent required under the Public Health and Safety Exception and the Federal or State Law Exception.

The parcels on Assessor Blocks 4917, 4918, 4934, and 4935 shall be subject to all fees and exactions under the City Planning Code in effect from time to time, except as otherwise provided pursuant to an Owner Participation Agreement or Development Disposition Agreement, if the Agency determines that the public benefits under an Owner Participation Agreement exceed those that would otherwise be obtained through imposition of the City Planning Code fees and exactions.

Proposed Amendment #5. Section 4.3.16 (Office Development Limitations) of the BVHP Redevelopment Plan is amended as follows:

4.3.16 Office Development Limitations

On November 8, 2016, voters enacted Proposition O, which exempts Zone 1 of this Redevelopment Plan from the office development limits set forth in Planning Code Sections 320-325. Planning Code Sections 320 - 325 (Proposition M) shall apply to office development in Zone 2 of this Redevelopment Plan and Planning Code Section 324.1 shall apply to office development in Zone 1 of this Redevelopment Plan. Accordingly, the Project Area Sections 320-325 place a cap on the annual amount of office development permitted in the City shall apply in Zone 2 by not in Zone 1 of this Redevelopment Plan.

By Resolution No. 18102 (Attachment G), the Planning Commission adopted findings pursuant to Planning Code Section 321(b)(1) that the 150,000 square feet of office development contemplated in Zone 1 of this Redevelopment Plan in particular promotes the public welfare, convenience and necessity, and in so doing considered the criteria of Planning Code Section 321(b)(3)(A)-(G). Proposition O states in part that "No project authorization or allocation shall be required for any Development on the Subject Property [Candlestick Point and Hunter's Shipyard Phase 2]. However, Development on the Subject Property that would require a project authorization or allocation but for this Section 324.1 shall be treated for all purposes as if it had been granted approval of a project authorization or allocation." Proposition O (2016) supersedes, as to Zone 1 of this Redevelopment Plan, any portion of The findings contained in Resolution No.

~~18102 (Attachment G) that would require an office authorization or allocation, compliance with Planning Code sections 320-325, or Planning Commission review or approval of office developments, are incorporated herein by reference. Because the office uses contemplated by this Redevelopment Plan has been found to promote the public welfare, convenience and necessity, the determination required under Section 321(b), where applicable, will be deemed to have been made for up to 150,000 square feet of commercial development projects in Zone 1 undertaken pursuant to this Redevelopment Plan.~~

Proposition O did not exempt Zone 2 of the Project Area from the requirements of Proposition M (Sections 320-325). The permitted land uses and standards of development for Zone 2 are described in Section 5.

Proposed Amendment #6. The following term is added to Section 6.0 (Definitions) of the BVHP Redevelopment Plan:

6.0 Definitions

2017 Plan Amendment Date means the date on which Ordinance No. _____ adopting amendments to this Plan, approved on _____, 2017, became effective.