

File No. 130736

Committee Item No. 21

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Committee

Date: 07/24/2013

Board of Supervisors Meeting

Date: _____

Cmte Board

- | | | |
|-------------------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Resolution |
| <input type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Information Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Budget |
| <input type="checkbox"/> | <input type="checkbox"/> | Subcontract Budget |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Contract/Agreement |
| <input type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
| <input type="checkbox"/> | <input type="checkbox"/> | Application |
| <input type="checkbox"/> | <input type="checkbox"/> | Public Correspondence |

OTHER

(Use back side if additional space is needed)

<input type="checkbox"/>	<input type="checkbox"/>	_____
<input type="checkbox"/>	<input type="checkbox"/>	_____
<input type="checkbox"/>	<input type="checkbox"/>	_____
<input type="checkbox"/>	<input type="checkbox"/>	_____
<input type="checkbox"/>	<input type="checkbox"/>	_____
<input type="checkbox"/>	<input type="checkbox"/>	_____
<input type="checkbox"/>	<input type="checkbox"/>	_____
<input type="checkbox"/>	<input type="checkbox"/>	_____
<input type="checkbox"/>	<input type="checkbox"/>	_____

Completed by: Victor Young

Date July 19, 2013

Completed by: Victor Young

Date _____

1 [Transfer of Administrative Jurisdiction - Pier 27]

2
3 **Resolution facilitating a lease-back for Certificates of Participation by authorizing**
4 **transfers of administrative jurisdiction over Pier 27 from the Port Commission to the**
5 **General Services Agency, Real Estate Division, and from the City back to the Port**
6 **Commission, upon full payment of debt; approving a Memorandum of Understanding**
7 **between the Port Commission and the City Controller regarding obligations arising**
8 **from the Certificates of Participation; incorporating findings under the California**
9 **Environmental Quality Act by reference; and adopting findings of consistency with the**
10 **General Plan and the eight priority policies of Planning Code, Section 101.1.**

11
12 WHEREAS, The City and County (the "City") is the owner of San Francisco harbor
13 consisting of approximately 7 miles of waterfront, which is under the jurisdiction of the San
14 Francisco Port Commission (the "Port") and is held subject to the trust imposed by the Burton
15 Act (statutes of 1968, chapter 1333) and the public trust for commerce, navigation, and
16 fisheries (together, the "Public Trust"); and

17 WHEREAS, The Port has completed the first phase of the new James R. Herman
18 Cruise Terminal and Northeast Wharf Plaza project (the "Cruise Terminal Project"), consisting
19 in part of the construction of the core and shell of a new cruise terminal building at Pier 27 (the
20 "Cruise Terminal Building"); and

21 WHEREAS, The Cruise Terminal Project was fully analyzed under the California
22 Environmental Quality Act ("CEQA") in the Final Environmental Impact Report that the
23 Planning Commission certified on December 15, 2011, which action the Board of Supervisors
24 affirmed by Motion No. M12-11 at a hearing on January 24, 2012; and

1 WHEREAS, The Port Commission adopted CEQA Findings and a Mitigation Monitoring
2 and Reporting Program and approved the Cruise Terminal Project by Resolution No. 11-75 on
3 December 16, 2011, a copy of which is on file with the Clerk of the Board in File No. 130736
4 and incorporated into this Resolution by this reference; and

5 WHEREAS, The San Francisco Controller (the "Controller") and the Director of Public
6 Finance recommended that the City issue certificates of participation ("COPs") to finance
7 certain capital improvements to Port property, including the Cruise Terminal ("Port
8 Improvements"), and authorize a supplemental appropriation ordinance allocating COPs in an
9 amount not to exceed \$45 million; and

10 WHEREAS, The Port Commission by Resolution No. 12-37 adopted on April 24, 2012,
11 a copy of which is on file with the Clerk of the Board in File No. 130736 and incorporated into
12 this Resolution by this reference, identified capital sources to finance a portion of the Port
13 Improvements from existing Port funds and:

14 (1) authorized a Memorandum of Understanding with the Controller, acting through
15 the City's Director of Public Finance (the "MOU"), to govern obligations arising from the
16 issuance of the COPS, including: (a) the City's issuance of the COPS for Port Improvements;
17 (b) the Port's agreement to include in each fiscal year budget while the COPS are outstanding
18 amounts sufficient to pay directly or reimburse the City for all COP obligations and the City's
19 ~~agreement to appropriate funds sufficient to meet the Port's budgeted COP obligations under~~
20 the MOU; (c) the priority of the Port's revenue bond obligations over its obligations under the
21 MOU; (d) the Port's agreement to request a jurisdictional transfer Pier 27, subject to the Public
22 Trust, to the City's General Services Agency, Real Estate Division (the "Real Estate Division"),
23 and consent for the City to enter into a property lease of the Cruise Terminal Building to the
24 trustee under the COP trust agreement (the "Trustee") and for the City to enter into a project
25 lease with the Trustee under the COP trust agreement (the "lease/lease-back"), subject to

1 conditions specified in the MOU; and (e) the Port's agreement to be responsible for all costs
2 to operate and maintain the Cruise Terminal Building for the duration of the lease/lease-back
3 term; and

4 (2) authorized Port staff to take actions necessary to cause the City to issue the
5 COPs; and

6 WHEREAS, The Board of Supervisors by Resolution No. 152-12 on May 8, 2012:

7 (1) authorized the issuance of COPs in an amount not to exceed \$45 million for the
8 Port Improvements;

9 (2) approved the form of a property lease under which the City will lease to the
10 Trustee all or a portion of the Laguna Honda Hospital and all or a portion of the Cruise
11 Terminal Building; and

12 (3) approved a form of project lease under which the Trustee will lease the City and
13 the Port property back to the City; and

14 WHEREAS, The COP lease/lease-back structure requires that the Port transfer
15 jurisdiction of Pier 27 to the City to enable the City to enter into the lease/lease-back as
16 required for the issuance of the COPs; and

17 WHEREAS, The Controller and the Port Commission have negotiated terms of the
18 proposed MOU described above, a copy of which is on file with the Clerk of the Board in File
19 No. 130736 and incorporated into this Resolution by this reference; and

20 WHEREAS, Consistent with Chapter 23 of the Administrative Code, which governs
21 interdepartmental jurisdictional transfers of real property, the following have occurred:

22 (1) The Executive Director of the Port and the Controller have submitted a joint
23 letter to the Mayor and the Director of Real Estate, a copy of which is on file with the Clerk of
24 the Board in File No. 130736 and incorporated into this Resolution by this reference,
25 requesting that the Board of Supervisors approve the jurisdictional transfer of Pier 27 from the

1 Port to the Real Estate Division for the duration of the COP lease/lease-back term subject to
2 the Public Trust and the MOU, and the jurisdictional transfer of Pier 27 back to the Port when
3 the COPs have been fully paid; and

4 (2) The Director of Real Estate has reported his opinion in a letter to the Mayor, a
5 copy of which is on file with the Clerk of the Board in File No. 130736 and incorporated into
6 this Resolution by this reference, that the jurisdictional transfer of Pier 27 from the Port to the
7 Real Estate Division for the duration of the lease/lease-back term is necessary to obtain the
8 advantage of the COPs and that, after the COPs have been fully paid, no further advantage
9 derives from retaining jurisdiction in the Real Estate Division and has recommended that the
10 jurisdictional transfers of Pier 27 be made on the terms described in the MOU without
11 additional consideration in each case; and

12 (3) The Mayor recommends the proposed jurisdictional transfers of Pier 27 on the
13 terms described above; and

14 WHEREAS, The jurisdictional transfer of Pier 27 from the Port to the Real Estate
15 Division is necessary to finance the construction of Port Improvements such as the Cruise
16 Terminal and implements the Cruise Terminal Project; and

17 WHEREAS, In a letter dated February 8, 2013, a copy of which is on file with the Clerk
18 of the Board of Supervisors in File No. 130736 and incorporated into this Resolution by this
19 ~~reference, the Director of Planning found that the construction of the Cruise Terminal Project~~
20 is consistent with the City's General Plan and with the Eight Priority Policies of City Planning
21 Code Section 101.1; now, therefore be it

22 RESOLVED, That the Board of Supervisors finds that the jurisdictional transfer of
23 Pier 27 from the Port to the Real Estate Division for the duration of the lease/lease-back term
24 is necessary to obtain the advantage of the COPs that the Board of Supervisors authorized by
25 Resolution No. 152-12 and that, after the COPs have been fully paid, no further advantage

1 derives from retaining jurisdiction in the Real Estate Division and that the jurisdictional
2 transfers of Pier 27 from the Port to the Real Estate Division and from the Real Estate Division
3 back to the Port be made on the terms described above without additional consideration in
4 each case; and, be it

5 FURTHER RESOLVED, That in accordance with the recommendations of the Director
6 of Real Estate, the Mayor, the Controller, and the Executive Director of the Port, and
7 consistent with the approval of the Port Commission and this Resolution, jurisdiction of Pier 27
8 will be transferred to the Real Estate Division for the duration of the lease/lease-back term,
9 subject to the condition subsequent that jurisdiction be transferred back to the Port after the
10 COPs have been fully paid; and, be it

11 FURTHER RESOLVED, That the Board of Supervisors hereby approves the MOU and
12 authorizes the Controller to enter into the MOU with the Port Commission in substantially the
13 form attached to this Resolution; and be it

14 FURTHER RESOLVED, That the Board of Supervisors adopts as its own and
15 incorporates by reference as though fully set forth in this Resolution the findings in the
16 Director of Planning's letter referred to above that the construction of the Cruise Terminal
17 Project conforms with the General Plan and is consistent with the Eight Priority Policies of
18 Planning Code Section 101.1; and, be it

19 ~~FURTHER RESOLVED, That the Board of Supervisors approves, confirms, and ratifies~~
20 all actions previously taken by officers of the City with respect to the proposed jurisdictional
21 transfers of Pier 27; and, be it

22 ///

23 ///

24 ///

25 ///

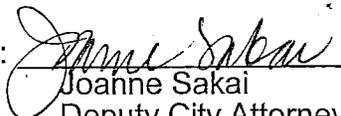
1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

///

FURTHER RESOLVED, That the Board of Supervisors authorizes and directs the Clerk of the Board of Supervisors, the Director of Real Estate, the Executive Director of the Port, and any other officer of the City involved in the jurisdictional transfers to take all actions necessary or appropriate to effectuate the purpose of this Resolution.

APPROVED AS TO FORM:

DENNIS J. HERRERA
City Attorney

By: 
Joanne Sakai
Deputy City Attorney



May 13, 2013

Mayor Edwin M. Lee
1 Carlton B. Goodlett Drive, Rm. 200
San Francisco, CA 94102

John Updike, Director
Real Estate Division
25 Van Ness, Suite 400
San Francisco, CA 94102

SUBJECT: Jurisdictional Transfer of Pier 27 from Port to Real Estate

Dear Mayor Lee and Mr. Updike:

This joint letter requests the introduction of legislation to the Board of Supervisors for approval of two jurisdictional transfers of Pier 27 for certificate of participation financing for the construction of cruise terminal improvements at Pier 27, which was previously approved by Board Resolution No. 152-12 on May 1, 2012. The first transfer, from the Port to the Division of Real Estate, is necessary to effectuate the lease/lease-back structure of the financing; the second transfer, from the Division of Real Estate back to the Port, would be made after the financing has been fully repaid. At all times, Pier 27 would remain subject to the common law public trust and the Burton Act trust for commerce, navigation, and fisheries (Public Trust), and the Port would retain maintenance and operating responsibility for Pier 27, including the improvements to be financed by the certificates of participation.

The Port Commission recommended a Memorandum of Understanding with the City that requires jurisdictional transfer to the Real Estate Division for the duration of the financing by Port Resolution No. 12-37 on April 24, 2012. The Port Commission recommended that the City issue the certificates of participation and authorized a Memorandum of Understanding between the Port and the Office of the Controller to govern the terms of the financing, the departments' respective obligations with respect to the financing, including the lease/lease-back structure, and the Port's responsibility to maintain and operate Pier 27, by Port Resolution No. 12-37 on April 24, 2012.

Thank you for your cooperation in expediting this request.

Respectfully submitted,

Monique Moyer

Executive Director,
Port of San Francisco

Ben Rosenfield

Controller



Edwin M. Lee, Mayor
Naomi M. Kelly, City Administrator



John Updike
Director of Real Estate

May 13, 2013

Honorable Mayor Edwin M. Lee
1 Carlton B. Goodlett Place
City Hall, Room 200
San Francisco, CA 94102

SUBJECT: Jurisdictional Transfer of Pier 27 from Port to Real Estate

Dear Mayor Lee:

This letter relates to the request from the City Controller and the Port Executive Director for introduction of legislation to the Board of Supervisors to approve two jurisdictional transfers of Pier 27 for certificate of participation financing for the construction of cruise terminal improvements at Pier 27.

In my opinion, the requested jurisdictional transfer to the Real Estate Division for the duration of the lease/lease-back term required to effectuate the financing is necessary to obtain the advantages of the financing, and further, no further advantage would be derived by retaining jurisdiction in the Real Estate Division after the financing has been fully repaid. Given the proposed lease/lease-back structure of the financing, and the Port's retention of responsibility to maintain and operate Pier 27 during the term of the lease/lease-back transaction, I further recommend that each of the jurisdictional transfers be made without any consideration for the transfers.

Respectfully,

John Updike
Director of Real Estate

CITY AND COUNTY OF SAN FRANCISCO

EDWIN LEE, MAYOR

MEMORANDUM OF UNDERSTANDING

MOU 15689

BY AND BETWEEN

**SAN FRANCISCO CONTROLLER,
ACTING THROUGH THE DIRECTOR OF PUBLIC FINANCE**

AND

THE SAN FRANCISCO PORT COMMISSION

NADIA SESAY, DIRECTOR OF PUBLIC FINANCE

MONIQUE MOYER, PORT EXECUTIVE DIRECTOR

SAN FRANCISCO PORT COMMISSION

**DOREEN WOO HO, PRESIDENT
KIMBERLY BRANDON, VICE PRESIDENT
WILLIE ADAMS
LESLIE KATZ
MEL MURPHY**

[Page intentionally left blank.]

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (this "MOU"), dated for reference purposes only as of _____, 2013, is entered into by and among the San Francisco Port Commission (the "Port"), a commission duly constituted under the Charter of the City and County of San Francisco (the "City"), and the San Francisco Controller (the "Controller"), acting through the City's Director of Public Finance or her designee (the "Director").

RECITALS

A. The Port is constructing and installing certain improvements to Piers 19, 23, 27, 29, 30-32, and 70 and other Port property to prepare for their use as venues for the 34th America's Cup events. The Port has funds budgeted to pay for a portion of these improvements, and the Director will issue debt as provided in this MOU for a portion of the improvements (the City-financed portion only, the "Project") as authorized by the San Francisco Board of Supervisors (the "Board") Resolution No. 84-12, File No. 120379.

B. The Director and the Port wish to document their mutual understanding with respect to the execution of a Property Lease and a Project Lease (together, the "lease/lease-back") by and between the City and a corporate trustee and the execution and delivery of certificates of participation ("COPs") in connection therewith, all for the purpose of financing the Project (including any refinancing, the "Financing").

C. The COPs will evidence the obligation of the City under the Project Lease to make certain lease payments (the "Base Rental") from its General Fund. The City will also be obligated under the Project Lease to pay "Additional Rental" (together, Base Rental and Additional Rental constitute "Rental Payments" under the Project Lease). The Director and the Port agree that the Financing described above will be the most efficient way to finance the Project.

D. The Port acknowledges and agrees that the City would not agree to execute the lease/lease-back transaction documents or to cause execution and delivery of the COPs without the undertaking by the Port to budget such amounts as necessary to offset the costs of the COPs on the City's General Fund, as further described in this MOU. The City acknowledges and agrees that the Port would not enter into this MOU without the City's agreement to authorize the Port's budgeted expenditures to meet its obligations under this MOU.

E. Section B7.320 of the City's Charter authorizes the Mayor to submit to the Board for approval a memorandum of understanding between the Port and another department of the City, approved by a Port Commission resolution, that requires the department to expend funds or requires the Port to transfer funds to the department and, upon approval by Board resolution, requires the City to appropriate funds sufficient to fund the expenditure until the memorandum of understanding expires or is terminated by the Port Commission and the other City department.

F. Because the Project is a Port undertaking, the Director and the Port now wish to enter into this MOU to establish their mutual expectation that the Port will undertake to budget

for each fiscal year such amounts as are necessary to pay the costs of the Financing over the life of the Project Lease and the COPs, including amounts to offset Rental Payments under the Project Lease, and any other costs of financing or refinancing the Project, and that the City will approve and authorize the Port's budgeted fiscal year expenditures to meet its obligations under this MOU.

NOW, THEREFORE, IN CONSIDERATION of the foregoing, the Port and the Director hereby agree as follows:

AGREEMENT

1. **Recitals.** The foregoing recitals are true and correct and are incorporated herein by this reference.

2. **Payment of Rental Payments.**

a. **Binding Port Budget Obligation.** The Port agrees to submit a budget for each fiscal year for approval by the Board and Mayor of the City that includes amounts for direct payments by the Port or reimbursement by the Port of the City for "Rental Payments," which term is defined to include all obligations incurred by the City under the Project Lease, including the Rental Payments and all other expenses incurred by the City in connection with the Financing.

b. **Harbor Fund Not Pledged.** The Director acknowledges that the Port is not pledging any revenues as security for its obligations under this MOU, and any payments by the Port under this MOU shall be made from any source of legally available funds of the Port in any fiscal year after it has satisfied its obligations to pay debt service on any Port revenue bonds in that fiscal year, whether the revenue bonds are outstanding as of the date of this MOU or issued after the date of this MOU. The Director and the Port acknowledge and agree that the Port's obligations under this MOU are and will be expressly subordinate to any Port revenue bonds currently or hereafter outstanding. The Director agrees to confirm in writing the subordinate status of the Port's obligations under this MOU in relation to any Port revenue bonds within a reasonable time after the Port's request.

c. **Binding City Obligation to Appropriate Funds.** The Director acknowledges that, following a Board resolution approving this MOU, the City will be required to appropriate funds sufficient to fund the Port's budgeted expenditures to meet its obligations under this MOU.

3. **Term.** The term of this MOU will begin on the date the resolution of the Board approving it becomes effective and end on the upon the payment of all costs related to the Financing, including all Rental Payments and the costs of retiring the COPs or any obligations incurred by the City to refinance the COPs.

4. **COP Expectations.**

a. **Port Asset Transfer for COP Purposes.** The Port agrees to request an interjurisdictional transfer of Pier 27 to the City's General Services Agency, Real Estate Division, to provide collateral for the COPs, subject to the following: (i) the transfer will be made subject to the trust created by the Burton Act (stats. 1968, ch. 1333) and the common law public trust for commerce, navigation, and fisheries; (ii) the transfer will be subject to a condition subsequent that Pier 27 will be transferred back to the Port after the COPs have been fully paid.

b. **Amount of COPs.** The parties agree that the City will execute and deliver the lease/lease-back documents and cause execution and delivery of the COPs in an amount sufficient to pay not only the costs of constructing the Project but, as applicable, other costs relating to the Financing, including capitalized interest, costs of issuance, reimbursement of eligible pre-issuance costs, and other contingencies. The initial principal amount of the COPs will be the greater of: (i) \$50,000,000; and (ii) any greater amount agreed upon by the Director and the Port, if approved by the Port Commission and the Board. The initial principal amount of any obligations incurred by the City to refinance the COPs will be the greater of: (i) the amount required to defease the outstanding COPs (or any obligations issued to refinance the COPs), fund a debt service reserve for the obligations and pay the costs of issuing the obligations; and (ii) such greater amount agreed upon by the Director and the Port, if approved by the Port Commission and the Board.

5. **Obligations with Respect to Project.** The Port shall be responsible for all operations, maintenance, insurance and other issues relating to the ongoing use of Pier 27 and the new cruise terminal building at Pier 27, subject to any obligations of the City under the Project Lease.

6. **Obligations with Respect to the Financing.** The Director, as the designee of the Controller, shall collaborate with the Port with respect to the ongoing management of the Project Lease and the COPs, in terms of approvals, refunding opportunities, or other aspects of the transaction that could result in a change in the nature or the amount of the Rental Payments. Because the Financing relies on Rental Payments to be made by the City from its General Fund, subject to the Port's reimbursement obligation under this MOU, the Controller has final authority with respect to managing the Financing. The authority of the Controller to manage the Financing shall also extend to all refinancings of the COPs that are payable from or secured by the City's General Fund or any City assets not under Port jurisdiction.

7. **Port Obligations Relating to Leased Property.**

a. **Port Management Obligations.** The Port shall provide Port assets to serve as "Leased Property" under the Project Lease, and the Controller will provide additional City assets to serve as Leased Property during the construction of the new cruise terminal building at Pier 27. The Port hereby authorizes the City to include the new cruise terminal building at Pier 27 as "Leased Property" for the lease/lease-back, subject to the following: (i) the lease/lease-back documents will attach only to the new Pier 27 cruise terminal building, including the air parcel of the planned building envelope before the building is completed, but not the underlying pier and substructure; (ii) the City assets subject to the lease/lease-back will be the primary

security for the COPs until the cruise terminal building is complete and operational for its intended use; and (iii) after construction of the new Pier 27 cruise terminal building is complete, the cruise terminal building will be the sole security for the COPs, and the City assets will be released from the lease/lease-back.

b. Damage or Destruction. For as long as any interest in Pier 27 constitutes "Leased Property" under the Property Lease, the Port will use the proceeds of any insurance proceeds related to the damage or destruction of Pier 27 to rebuild or replace Pier 27 or, if the cruise terminal building was not complete, complete its construction, as soon as it commercially reasonable to do so.

8. Notice. Any notice given under this MOU shall be effective only if in writing and given by delivering the notice in person or by sending it first-class mail or certified mail with a return receipt requested or by overnight courier return receipt requested, with postage prepaid, at the following addresses, or at such other addresses as either the Port or the Director may designate by notice as its new address:

Address for Port:

Port of San Francisco
Pier One
San Francisco, CA 94111
Attn: Monique Moyer, Executive Director
Email: monique.moyer@sfport.com
Telephone No.: (415) 274-0401
Fax No.: (415) 274-0578

Address for Controller:

Office of the Controller, Director of Public
Finance
City Hall Room 336
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Nadia Sesay, Director
Email: nadia.sesay@sfgov.org
Telephone No.: (415) 554-7500
Fax No.: (415) 554-4864

For convenience of the parties, courtesy notices may also be given by email, facsimile, or telephone to the address or numbers set forth above or such other address or number as may be provided from time to time; however, neither the Port nor the Director may give official or binding notice by email, telephone, or facsimile.

9. Miscellaneous Provisions.

a. California Law. This MOU shall be construed and interpreted in accordance with the laws of the State of California and the City's Charter.

b. Entire Agreement. Subject to any subsequent agreements authorized pursuant to this MOU, this MOU contains all of the representations and the entire agreement between the

parties with respect to the subject matter of the MOU. Any prior correspondence, memoranda, agreements, warranties, or written or oral representations relating to such subject matter are superseded in total by this MOU. No prior drafts of this MOU or changes from those drafts to the executed version of the MOU shall be introduced as evidence in any litigation or other dispute resolution proceeding by any party or other person, and no court or other body should consider those drafts as in interpreting this MOU.

c. Amendments. No amendment of this MOU in whole or any part shall be valid unless it is in writing and signed by both the Port and the Director.

d. Severability. Except as is otherwise specifically provided for in this MOU, invalidation of any provision of this MOU, or of its application to any person, by judgment or court order, shall not affect any other provision of this MOU or its application to any other person or circumstance, and the remaining portions of this MOU shall continue in full force and effect, unless enforcement of this MOU as partially invalidated would be unreasonable or grossly inequitable under all of the circumstances or would frustrate the purpose of this MOU.

e. No Party Drafter; Captions. The provisions of this MOU shall be construed as a whole according to their common meaning and not strictly for or against any party to achieve the objectives and purposes of the parties. Any caption preceding the text of any section, paragraph, or subsection is included only for convenience of reference and shall be disregarded in the construction and interpretation of the MOU.

f. Singular, Plural, Gender. Whenever required by the context, the singular includes the plural and vice versa, and the masculine gender includes the feminine gender, and vice versa.

g. Successors. The terms, covenants, agreements and conditions set forth in the MOU shall bind and inure to the benefit of the Port and the Controller and, except as otherwise provided herein, their contractors, agents, personal representatives, successors, and assigns.

h. Waiver. No failure by either party to insist upon the strict performance of any obligation of the other party under this MOU or to exercise any right, power or remedy arising out of a breach thereof, irrespective of the length of time for which such failure continues, and no acceptance of full or partial MOU consideration during the continuance of any such breach shall constitute a waiver of such breach or of the right to demand strict compliance with such term, covenant, or condition. A party's consent to or approval of any act by the other party requiring consent or approval shall not be deemed to waive or render unnecessary consent to or approval of any subsequent act. Any waiver of any default must be in writing and shall not be a waiver of any other default concerning the same or any other provision of the MOU.

i. Further Assurances. The parties hereto agree to execute and acknowledge such other and further documents as may be necessary or reasonably required to carry out the mutual intent of the parties as expressed in this MOU.

j. Application. The parties intend for this MOU to establish their shared understanding as to the budgeting of certain costs and as such this document shall not confer any rights on any other person to mandate or enjoin any action by the parties hereto.

10. **Approval Contingency.** This MOU shall not be effective without authorization from the Port Commission and the Board, each in its sole and absolute discretion.

IN WITNESS WHEREOF, the parties have caused this MOU to be executed as of the date first written above.

AGREED TO AS WRITTEN
ABOVE:

CITY AND COUNTY OF SAN
FRANCISCO, a municipal
corporation operating by and
through SAN FRANCISCO PORT
COMMISSION

By: _____
MONIQUE MOYER
Port Executive Director

Date: _____
Port Resolution No. 12-37

REVIEWED:

DENNIS J. HERRERA
City Attorney

By: _____
Joanne Sakai
Deputy City Attorney

AGREED TO AS WRITTEN
ABOVE:

SAN FRANCISCO CONTROLLER,
acting through the City's Director of
Public Finance

By: _____
NADIA SESAY
Director of Public Finance

Date: _____
Board Resolution No. _____

REVIEWED:

DENNIS J. HERRERA
City Attorney

By: _____
Deputy City Attorney

1 [Certificates of Participation for Various Port Projects - Not to Exceed \$45,000,000]

2
3 **Resolution authorizing the execution and delivery of certificates of participation**
4 **evidencing an aggregate principal amount of not to exceed \$45,000,000 to finance the**
5 **design, acquisition, construction, reconstruction, expansion, improvement,**
6 **equipping, renewal, restoration and/or replacement of certain capital improvements**
7 **to properties of the Port Commission of the City and County of San Francisco;**
8 **authorizing the selection of a trustee by the Director of Public Finance and approving**
9 **the form of a trust agreement for the certificates of participation between the City and**
10 **County of San Francisco and such trustee (including certain indemnities contained**
11 **therein); approving the forms of a property lease and a project lease between the City**
12 **and the trustee relating to all or a portion of the real property and improvements**
13 **located at 375 Laguna Honda Boulevard and all or a portion of the James R. Herman**
14 **Cruise Terminal at Pier 27; approving a form of memorandum of understanding with**
15 **the Port Commission of the City and County of San Francisco relating to repayment**
16 **of the Certificates and other matters; approving the form of an official notice of sale**
17 **and notice of intention to sell for the certificates of participation; authorizing the**
18 **selection of underwriters by the Director of Public Finance and approving the form of**
19 **a purchase contract between the City and the underwriters relating to the certificates**
20 **of participation, if sold by negotiated sale; approving the forms of a preliminary and**
21 **final official statement with respect to the certificates of participation; approving the**
22 **form of a continuing disclosure certificate; approving the issuance and sale of tax-**
23 **exempt certificates of participation in an aggregate principal amount not to exceed**
24 **\$45,000,000 following a public hearing; granting general authority to City officials to**
25 **take necessary actions in connection with the authorization, issuance, sale and**

1 **delivery of the certificates of participation; approving modifications to documents**
2 **and agreements; and ratifying previous actions taken in connection therewith.**
3

4 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the
5 "Board of Supervisors" or the "Board") desires to finance the design, acquisition,
6 construction, reconstruction, expansion, improvement, equipping, renewal, restoration
7 and/or replacement of certain improvements to Piers 19, 23, 27 (the James R. Herman
8 Cruise Terminal), 29, 30-32 and 70 and other Port property (collectively, the "Project"); and

9 WHEREAS, The Board desires to finance initially activities for the Project through the
10 issuance of commercial paper under the City's commercial paper program and to apply
11 proceeds of the certificates of participation authorized hereby (the "Certificates") to, in part,
12 repay such commercial paper, and interest thereon; and

13 WHEREAS, The Board desires to cause the execution and delivery of one or more
14 series of the Certificates to finance the Project pursuant to a trust agreement (the "Trust
15 Agreement"), between the City and the trustee to be selected by the City as provided herein
16 (the "Trustee"); and

17 WHEREAS, In connection with the execution and delivery of the Certificates, the
18 Board desires to cause the execution of a Property Lease (the "Property Lease"), pursuant
19 to which the City will lease to the Trustee all or a portion of the Laguna Honda Hospital and
20 all or a portion of the James R. Herman Cruise Terminal at Pier 27 (the "Leased Property")
21 located on certain identified real property (the "Sites") at 375 Laguna Honda Boulevard and
22 at Pier 27, respectively, identified in the Property Lease and a Project Lease (the "Project
23 Lease"), pursuant to which the Trustee will lease the Leased Property back to the City; and

24 WHEREAS, In connection with the execution and delivery of the Certificates, the
25 Board desires to cause the execution of a Memorandum of Understanding (the

1 "Memorandum of Understanding"), pursuant to which the City agrees to cause the execution
2 and delivery of the Certificates and the Port Commission of the City and County of San
3 Francisco (the "Port") agrees to make payments to the City in amounts equal to the Base
4 Rental payments made by the City from time to time with respect thereto; and

5 WHEREAS, This Board has been presented with the form of certain documents and
6 agreements referred to herein relating to the Certificates, and the Board has examined and
7 is approving each such document and agreement and desires to authorize and direct the
8 execution of such documents and agreements and the consummation of such financing; and

9 WHEREAS, The Certificates may be sold by competitive sale pursuant to an official
10 notice of sale and a notice of intention to sell or, in accordance with certain procedures, by
11 negotiated sale pursuant to a purchase contract; and

12 WHEREAS, The interest on the portion of the Certificates (the "Private Activity
13 Certificates") financing certain private activity portions of the Project (the "Private Activity
14 Project") may qualify for tax exemption under Section 103 of the Internal Revenue Code of
15 1986, as amended (the "Code") only if the Private Activity Certificates are approved in
16 accordance with Section 147(f) of the Code); and

17 WHEREAS, The Private Activity Project is located wholly within the City; and

18 WHEREAS, The Board of Supervisors of the City (the "Board") is the elected
19 legislative body of the City and is one of the applicable elected representatives required to
20 approve the issue within the meaning of Section 147(f) of the Code; and

21 WHEREAS, The Director of Public Finance held a public hearing at 10:00 am on
22 Wednesday, April 25, 2012, notice of which hearing was published in a newspaper of
23 general circulation in the City in accordance with Section 147(f) of the Code, and an
24 opportunity was provided for persons to comment on the execution and delivery the Private
25 Activity Certificates and the plan of financing for the Private Activity Project; and

1 WHEREAS, The adoption of this Resolution shall constitute authorization of the
2 Certificates within the meaning of Section 864 of the California Code of Civil Procedure and
3 any Validation Act that is effective after this Resolution takes effect; now, therefore, be it

4 RESOLVED, By this Board of Supervisors of the City and County of San Francisco
5 as follows:

6 Section 1. Recitals. All of the recitals herein are true and correct.

7 Section 2. Conditions Precedent. All conditions, things and acts required by law to
8 exist, to happen and to be performed precedent to and in connection with the execution and
9 delivery of Property Lease, the Project Lease and the Certificates exist, have happened and
10 have been performed in due time, form and manner in accordance with applicable law, and
11 the City is now authorized pursuant to its Charter and applicable law to execute and delivery
12 the Property Lease and the Project Lease and to issue and cause the issuance of the
13 Certificates in the manner and form provided in this Resolution.

14 Section 3. File Documents. The documents presented to this Board and on file with
15 the Clerk of the Board or her designee (collectively, the "Clerk") are contained in File No.
16 120380.

17 Section 4. Authorization of the Certificates; Credit Enhancement. The Board hereby
18 authorizes and approves the execution and delivery of the Certificates, which shall be
19 executed and delivered in accordance with the Project Lease and the Trust Agreement, as
20 the same are finally executed and delivered. The proceeds of the Certificates will be used to
21 (i) fund the Project, including repayment of commercial paper or other interim financing
22 issued by the City for such purpose; (ii) fund a reserve fund, reserve surety or other reserve
23 fund instrument, as appropriate; (iii) fund any capitalized interest; and (iv) pay costs of
24 issuance of the Certificates. The Certificates shall be designated as "City and County of San
25 Francisco Certificates of Participation (Port Facilities Project)," with such other designations,

1 including designations for separate series and including the year of execution and delivery,
2 as deemed appropriate by the Director of Public Finance of the City or her designee
3 (collectively, the "Director of Public Finance").

4 The Certificates shall evidence an aggregate principal amount not to exceed Forty
5 Five Million Dollars (\$45,000,000), and shall evidence interest at true interest cost of not to
6 exceed twelve percent (12%) per annum. The Certificates shall be subject to prepayment as
7 set forth in the Project Lease and Trust Agreement. This Board authorizes the Director of
8 Public Finance, to the extent such officer deems it necessary or advisable and in the
9 interests of the City, to procure credit enhancement for the Certificates, including, but not
10 limited to, municipal bond insurance or a debt service reserve fund surety bond or other
11 reserve fund instrument.

12 The Board hereby authorizes the Director of Public Finance, to the extent such officer
13 deems it necessary or advisable and in the interests of the City, to cause the execution and
14 delivery of the Certificates (i) with tax-exempt or taxable rates or (ii) under federal tax law
15 provisions, if any, which provide for federal grants or credits to or for the benefit of the City in
16 lieu of tax-exemption of interest or (iii) as "qualified private activity bonds" and to publish any
17 notices and conduct any public hearings in connection therewith.

18 The approval of the Certificates contained herein shall also be approval pursuant to
19 Section 147(f) of the Code.

20 Section 5. Approval of the Trust Agreement; Authorization of Selection of Trustee.

21 The form of the Trust Agreement between the City and the Trustee, as presented to this
22 Board, a copy of which is on file with the Clerk, is hereby approved. The Mayor of the City or
23 his designee (collectively, the "Mayor") is hereby authorized to execute the Trust
24 Agreement, and the Clerk, is hereby authorized to attest to and affix the seal of the City on
25

1 the Trust Agreement, with such changes, additions and modifications as the Mayor may
2 make or approve in accordance with Section 18 hereof.

3 The Director of Public Finance is hereby authorized to select the Trustee in
4 accordance with City policies and procedures, including but not limited to the City's policy to
5 provide locally disadvantaged business enterprises an equal opportunity to participate in the
6 performance of all City contracts.

7 Section 6. Approval of the Property Lease. The form of the Property Lease between
8 the City and the Trustee, as presented to this Board, a copy of which is on file with the
9 Clerk, is hereby approved. The Mayor is hereby authorized to execute the Property Lease,
10 and the Clerk, is hereby authorized to attest to and affix the seal of the City on the Property
11 Lease, with such changes, additions and modifications as the Mayor may make or approve
12 in accordance with Section 18 hereof.

13 Section 7. Approval of the Project Lease; Approval of Base Rental. The form of the
14 Project Lease between the City and the Trustee, as presented to this Board, a copy of which
15 is on file with the Clerk, is hereby approved. The Mayor is hereby authorized to execute the
16 Project Lease, and the Clerk is hereby authorized to attest and to affix the seal of the City on
17 the Project Lease with such changes, additions and modifications as the Mayor may make
18 or approve in accordance with Section 18 hereof; provided, however, that the maximum
19 Base Rental (as defined in the Project Lease) scheduled to be paid under the Project Lease
20 in any fiscal year shall not exceed Three Million Five Hundred Thousand Dollars
21 (\$3,500,000) and the stated term of the Project Lease shall not have an initial term that
22 extends beyond the 35th year following its date of execution, as such initial term may be
23 extended in accordance with the Project Lease.

24 Section 8. Approval of the Sites and the Leased Property. The Board hereby
25 approves of the leasing, pursuant to the Property Lease and the Project Lease, of all or a

1 portion of the following Sites and Leased Property: (i) the Laguna Honda Hospital at 375
2 Laguna Honda Boulevard in the City, and (ii) the James R. Herman Cruise Terminal located
3 at Pier 27 in the City, all as identified in the Property Lease and the Project Lease. The
4 Board also hereby approves the payment by the City of the Base Rental under the Project
5 Lease with respect to the Leased Property.

6 Section 9. Approval of Memorandum of Understanding. The form of the
7 Memorandum of Understanding between the Port Commission and the Controller of the City
8 or his designee (the "Controller"), acting through the City's Director of Public Finance, as
9 presented to this Board, a copy of which is on file with the Clerk, is hereby approved. The
10 Controller is hereby authorized to execute the Memorandum of Understanding with such
11 changes, additions and modifications as the Controller may make or approve in accordance
12 with Section 18 hereof.

13 Section 10. Sale and Award of Certificates. The Director of Public Finance, on
14 behalf of the Controller, is hereby authorized to receive bids for the purchase of the
15 Certificates, and the Controller is hereby authorized and directed to award the Certificates to
16 the bidder whose bid represents the lowest true interest cost to the City, all in accordance
17 with the procedures described in the Official Notice of Sale (as defined below).

18 Section 11. Approval of Form of Official Notice of Sale. The form of an official notice
19 of sale relating to each Series of the Certificates (an "Official Notice of Sale"), as presented
20 to this Board, a copy of which is on file with the Clerk, is hereby approved. The Director of
21 Public Finance is hereby authorized to approve the distribution of one or more Official
22 Notices of Sale for the Certificates, with such changes, additions and modifications as the
23 Director of Public Finance may make or approve upon consultation with the City Attorney.

24 Section 12. Approval of Notice of Intention to Sell Relating to the Certificates. The
25 form of a notice of intention to sell relating to each Series of the Certificates (a "Notice of

1 Intention to Sell”), as presented to this Board, a copy of which is on file with the Clerk, is
2 hereby approved. The Director of Public Finance is hereby authorized to approve the
3 publication of one or more Notices of Intention to Sell relating to the Certificates, with such
4 changes, additions and modifications as the Director of Public Finance may make or
5 approve upon consultation with the City Attorney.

6 Section 13. Approval of Purchase Contract; Sale of Certificates by Negotiated Sale.

7 In the event the Director of Public Finance determines to sell the Certificates by negotiated
8 sale, the Director of Public Finance shall select one or more investment banking firms to act
9 as underwriters for the Certificates in accordance with City policies and procedures,
10 including, but not limited to, the City’s policy to provide locally disadvantaged minority
11 business enterprises and women enterprises an equal opportunity to participate in the
12 performance of all City contracts.

13 The form of a purchase contract relating to the Certificates (a “Purchase Contract”),
14 as presented to this Board, a copy of which is on file with the Clerk, is hereby approved.
15 The Controller and any Deputy Controller is hereby authorized to execute one or more the
16 Purchase Contracts with such changes, additions and modifications as the officer executing
17 the same may make or approve in accordance with Section 18 hereof, provided that the
18 underwriters’ compensation payable thereunder shall not exceed one percent (1%) of the
19 principal amount of the Certificates.

20 Section 14. Approval of the Official Statement in Preliminary and Final Form. The
21 form of an official statement relating to the Certificates (the “Official Statement”), as
22 presented to this Board, a copy of which is on file with the Clerk, is hereby approved. The
23 Director of Public Finance is hereby authorized to prepare and cause the preparation of the
24 Preliminary and final Official Statements, for distribution to prospective investors, in
25 substantially said form, with such changes, additions and modifications as the Director of

1 Public Finance may make or approve upon consultation with the City Attorney and the City's
2 Disclosure Counsel, such that the Preliminary and final Official Statements are accurate and
3 complete in all material respects for the purposes for which they are provided. The Director
4 of Public Finance is hereby authorized to cause to be printed and mailed, and distributed
5 electronically, to prospective purchasers, copies of the Preliminary Official Statement and
6 the final Official Statement.

7 The Controller is hereby authorized to cause the distribution of the Preliminary Official
8 Statement, deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Act
9 of 1934, as amended, and to sign a certificate to that effect. The Controller is hereby further
10 authorized to sign the Official Statement in final form.

11 Section 15. Approval of the Continuing Disclosure Certificate. The form of a
12 Continuing Disclosure Certificate of the City, as presented to this Board, a copy of which is
13 on file with the Clerk, is hereby approved. The Controller is hereby authorized to execute the
14 Continuing Disclosure Certificate, with such changes, additions and modifications as the
15 Controller may make or approve upon consultation with the City Attorney.

16 Section 16. Approval of Private Activity Certificates Following a Public Hearing. This
17 Board hereby approves the execution and delivery of Private Activity Certificates in an
18 amount not to exceed Forty Five Million Dollars (\$45,000,000). It is the purpose and intent
19 of this Board that this Resolution constitute approval of the execution and delivery of the
20 Private Activity Certificates by the applicable elected representative of the governmental unit
21 having jurisdiction over the area in which the Private Activity Project is located for the
22 purposes of and in accordance with Section 147(f) of the Code.

23 Section 17. General Authority. The Mayor, the City Attorney, the Controller, the City
24 Administrator, the Director of Public Finance, the Clerk and other officers of the City and
25 their duly authorized deputies, designees and agents are hereby authorized and directed,

1 jointly and severally, to take such actions and to execute and deliver such certificates,
2 agreements, requests or other documents as they may deem necessary or desirable to
3 accomplish the purposes of this Resolution, including but not limited to the execution and
4 delivery of the Certificates, the Trust Agreement, the Property Lease, the Project Lease, the
5 Memorandum of Understanding, to obtain bond insurance or other credit enhancements
6 with respect to the Certificates.

7 Section 18. Modifications, Changes and Additions. The Mayor, the Controller and the
8 Director of Public Finance each are hereby authorized to make such modifications, changes
9 and additions to the documents and agreements approved hereby, upon consultation with
10 the City Attorney, as may be necessary or desirable and in the interests of the City, and
11 which changes do not materially increase the obligations of the City or reduce its rights
12 under such documents and agreements. The respective official's approval of such
13 modifications, changes and additions shall be conclusively evidenced by the execution and
14 delivery, distribution or publication thereof, as appropriate, by such official.

15 Section 19. Official Declaration Regarding Reimbursement. The City hereby
16 declares that it reasonably expects (i) to pay certain costs of the Project prior to the date of
17 execution and delivery of the Certificates and (ii) to use a portion of the proceeds of the
18 Certificates for reimbursement of expenditures for the Project that are paid before the date
19 of execution and delivery of the Certificates.

20 Section 20. Environmental and Planning Approvals. This Board confirms that all
21 required environmental and planning approvals for the Project have been obtained.
22
23
24
25

1 Section 21. Ratification of Prior Actions. All actions authorized and approved by this
2 Resolution but heretofore taken are hereby ratified, approved and confirmed by this Board.
3

4 APPROVED AS TO FORM:
5

6 DENNIS J. HERRERA
7 City Attorney
8

9 By: Kenneth David Lox pz
10 MARK D. BLAKE
11 Deputy City Attorney
12
13
14
15
16
17
18
19

20
21
22
23
24
25
Mayor Lee
BOARD OF SUPERVISORS

Page 11
4/12/2012



City and County of San Francisco
Tails
Resolution

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

File Number: 120380

Date Passed: May 01, 2012

Resolution authorizing the execution and delivery of certificates of participation evidencing an aggregate principal amount of not to exceed \$45,000,000 to finance the design, acquisition, construction, reconstruction, expansion; improvement, equipping, renewal, restoration and/or replacement of certain capital improvements to properties of the Port Commission of the City and County of San Francisco; authorizing the selection of a trustee by the Director of Public Finance and approving the form of a trust agreement for the certificates of participation between the City and County of San Francisco and such trustee (including certain indemnities contained therein); approving the forms of a property lease and a project lease between the City and the trustee relating to all or a portion of the real property and improvements located at 375 Laguna Honda Boulevard and all or a portion of the James R. Herman Cruise Terminal at Pier 27; approving a form of memorandum of understanding with the Port Commission of the City and County of San Francisco relating to repayment of the Certificates and other matters; approving the form of an official notice of sale and notice of intention to sell for the certificates of participation; authorizing the selection of underwriters by the Director of Public Finance and approving the form of a purchase contract between the City and the underwriters relating to the certificates of participation, if sold by negotiated sale; approving the forms of a preliminary and final official statement with respect to the certificates of participation; approving the form of a continuing disclosure certificate; approving the issuance and sale of tax-exempt certificates of participation in an aggregate principal amount not to exceed \$45,000,000 following a public hearing; granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale and delivery of the certificates of participation; approving modifications to documents and agreements; and ratifying previous actions taken in connection therewith.

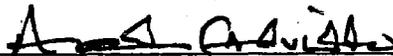
April 25, 2012 Budget and Finance Sub-Committee - RECOMMENDED

May 01, 2012 Board of Supervisors - ADOPTED

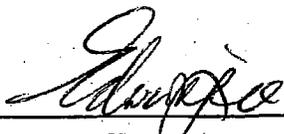
Ayes: 11 - Avalos, Campos, Chiu, Chu, Cohen, Elsbernd, Farrell, Kim, Mar, Olague and Wiener

File No. 120380

I hereby certify that the foregoing
Resolution was ADOPTED on 5/1/2012 by
the Board of Supervisors of the City and
County of San Francisco.



Angela Calvillo
Clerk of the Board



Mayor

5/8/12

Date Approved

1 [Appropriating \$58,700,580 Consisting of \$45,000,000 of Certificate of Participation Proceeds,
2 \$4,539,337 of Fund Balance and Re-Appropriating \$9,161,243 to the Port Commission in
3 FY2011-2012]

4 Ordinance appropriating \$58,700,580 consisting of \$45,000,000 of Certificate of
5 Participation 2012 Series A and B proceeds, \$4,539,337 of fund balance and re-
6 appropriating \$9,161,243 from 2010 Revenue Bond funded projects to the Port
7 Commission in FY2011-2012 for the development of the Cruise Terminal Project at Pier
8 27 and infrastructure and mitigation requirements related to the 34th America's Cup
9 event and the Cruise Terminal Project; and placing \$45,000,000 on Controller's Reserve
10 pending sale of the Certificates of Participation.

11 Note: Additions are *single-underline italics Times New Roman*;
12 deletions are ~~*striketrough italics Times New Roman*~~.
13 Board amendment additions are double underlined.
14 Board amendment deletions are ~~striketrough normal~~.

14 Be it ordained by the People of the City and County of San Francisco:

15 Section 1. The sources of funding outlined below are herein appropriated to reflect the
16 funding available in Fiscal Year 2011-2012.

18 **SOURCES Appropriation**

19	Fund	Index/Project Code	Subobject	Description	Amount
20	5P XXX XXX	TBD	80111	Proceeds from	\$5,277,000
21	COP, 2012 Series A			Certificates of	
22	Non-AMT			Participation	
23	5P XXX XXX	TBD	80111	Proceeds from	\$39,723,000
24	COP, 2012 Series B			Certificates of	
25	AMT/ Private Activity			Participation	

Fund	Index/Project Code	Subobject	Description	Amount
5P AAA AAA	*PRT5PAAAAAA	99999B	Fund Balance	\$4,539,337
Port - Operating - Non- Project - Controlled				
Total SOURCES Appropriation				\$49,539,337

Section 2. The uses of funding outlined below are herein appropriated in the Subobjects 06700 (Buildings, Structures, and Improvement Project-Budget), 07311 (Cost of Bond Issuance), 07DISC (Discount on Issuance of Debts), 07000 (Debt Service - Budget), and reflects the projected uses of funding to support the Port Commission in the development of the Mixed-Use Cruise Terminal at Pier 27 and infrastructure and mitigation requirements related to the 34th America's Cup event and Cruise Terminal project.

USES Appropriation - 5P XXX XXX

Fund	Index Code / Project Code	Subobject	Description	Amount
5P XXX XXX	TBD/	06700 Buildings,	Pier 27 Mixed-Use	\$21,048,760
PORT COP ISSUANCE	CPO76910	Structures, and Improvement Project- Budget	Cruise Terminal Project	
5P XXX XXX	TBD/	06700 Buildings,	AC34	\$7,860,544
PORT COP ISSUANCE	CPO927	Structures, and Improvement Project- Budget	Improvements and Environmental Mitigation	

	Fund	Index Code / Project Code	Subobject	Description	Amount
1					
2	5P XXX XXX	TBD/	06700 Buildings,	Pier 70 Shoreside	\$5,700,000.00
3	PORT COP ISSUANCE	CPO928 02	Structures, and	Power Installation	
4			Improvement Project-		
5			Budget		
6	5P XXX XXX	TBD	07311 Bond Issuance	Cost of Bond	\$655,886
7	PORT COP ISSUANCE		Cost – Unamortized	Issuance	
8					
9	5P XXX XXX	TBD	07311 Bond Issuance	Reserve Pending	\$6,540,000
10	PORT COP ISSUANCE		Cost – Unamortized	Bond Sales	
11					
12	5P XXX XXX	TBD	07DISC Discount on	Underwriter's	\$288,450
13	PORT COP ISSUANCE		Issuance of Debts	Discount	
14					
15	5P XXX XXX	TBD	07000 Debt Service –	Debt Service	\$2,906,360
16	PORT COP ISSUANCE		Budget	Reserve Fund	
17					
18	Total Uses Appropriation – 5P XXX XXX				\$45,000,000
19					

20

21 Section 3. The uses of funding outlined below are herein appropriated in FY 2011-2012 in

22 Subobject 06700 (Buildings, Structures, and Improvement Project-Budget), 081C4 (GF - CON

23 - Internal Audits), and reflect the projected uses of funding to support the Port Commission in

24 the development of the Mixed-Use Cruise Terminal at Pier 27, and infrastructure and

25 mitigation requirements of the 34th America's Cup Event.

1 **USES Appropriation – 5P AAA AAA and 5P AAA ACP**

2	Fund	Index / Project Code	Subobject	Description	Amount
3	5P AAA ACP	392601	06700 Buildings,	Pier 27 Mixed-Use	\$1,500,000
4	Port – Continuing Project	CPO769 10	Structures, and	Cruise Terminal	
5	Operating Fund		Improvement	Project	
6			Project-Budget		
7					
8	5P AAA ACP	392601	06700 Buildings,	AC34	\$2,434,118
9	Port – Continuing Project	CPO927	Structures, and	Improvements and	
10	Operating Fund		Improvement	Environmental	
11			Project-Budget	Mitigation	
12					
13	5P AAA ACP	392601	06700 Buildings,	CARGO	\$536,000
14	Port – Continuing Project	CPO625 20	Structures, and	Maintenance	
15	Operating Fund		Improvement	Dredging	
16			Project-Budget		
17					
18	5P AAA AAA	390408	081C4 –	City Services	\$69,219
19	Port – Operating Fund	XXXXXX	Controller	Auditor 0.2%	
20			Internal Audit	allocation for the	
21				Controller's Audit	
22				Fund	
23					
24	Total USES Appropriation - 5P AAA AAA and 5P AAA ACP				\$4,539,337

1 Section 4. The uses of funding outlined below are herein de-appropriated to reflect the
 2 funding available in Fiscal Year 2011-2012

3
 4 **USES De-appropriation**

5	Fund	Index / Project Code	Subobject	Description	Amount
6	5P CPF 09A	390910	06C00 Capital	De-Appropriation	\$33,029
7	Port Rev Bonds 2009	CPO921	Projects Budget	of 2010 Revenue	
8	- Series 2010A - Tax	9ABA01		Bond Project	
9	Exempt				
10	5P CPF 09A	390910	06C00 Capital	De-Appropriation	\$149,154
11	Port Rev Bonds 2009	CPO920	Projects Budget	of 2010 Revenue	
12	- Series 2010A - Tax	9APL01		Bond Project	
13	Exempt				
14					
15	5P CPF 09A	390910	06C00 Capital	De-Appropriation	\$600,000
16	Port Rev Bonds 2009	CPO921	Projects Budget	of 2010 Revenue	
17	- Series 2010A - Tax	9ARJ01		Bond Project	
18	Exempt				

19					
20	5P CPF 09A	390910	06C00 Capital	De-Appropriation	\$469,060
21	Port Rev Bonds 2009	CPO921	Projects Budget	of 2010 Revenue	
22	- Series 2010A - Tax	9ARJ01		Bond Project	
23	Exempt				

1	Fund	Index / Project Code	Subobject	Description	Amount
2	5P CPF 09B	390912	06C00 Capital	De-Appropriation	\$7,910,000
3	Port Rev Bonds 2009	CPO923	Projects Budget	of 2010 Revenue	
4	- Series 2010A -	9BSWBI		Bond Project	
5	Taxable				
6					
7	Total USES De-appropriation				\$9,161,243

8

9 Section 5. The uses of funding outlined below are herein re-appropriated in FY 2011-2012 in

10 Subobject 06700 (Buildings, Structures, and Improvement Project-Budget) and reflect the

11 projected uses of funding to support the Port Commission in the development of the Mixed-

12 Use Cruise Terminal at Pier 27, and infrastructure and mitigation requirements of the 34th

13 America's Cup Event and Cruise Terminal project.

14

15 **USES Re-appropriation**

16	Fund	Index/Project Code	Subobject	Description	Amount
17	5P CPF 09A	390910	06700 Buildings,	Re-appropriation	\$1,251,243
18	Port Rev Bonds 2009 -	CPO769 9A27CT	Structures, and	for Pier 27 Mixed-	
19	Series 2010A - Tax		Improvement	Use Cruise	
20	Exempt		Project-Budget	Terminal	

	Fund	Index/Project Code	Subobject	Description	Amount
1					
2	5P CPF 09B	390912	06700 Buildings,	Re-appropriation	\$7,910,000
3	Port Rev Bonds 2009 –	CPO927 XX	Structures, and	for AC34	
4	Series 2010B – taxable		Improvement	Improvements	
5			Project-Budget	and	
6				Environmental	
7				Mitigation	
8	Total USES Re-appropriation				<u><u>\$9,161,243</u></u>

9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

Section 6. The Controller is authorized to record transfers between funds and adjust the accounting treatment of sources and uses appropriated in this ordinance as necessary to conform with Generally Accepted Accounting Principles.

Section 7. Placing \$45,000,000 on Controller's Reserve pending sale of the Certificates of Participation.

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

FUNDS AVAILABLE
Ben Rosenfield, Controller:

By: *Dennis J. Herrera*
Deputy City Attorney

By: *Ben Rosenfield*
Date: April 16, 2012



City and County of San Francisco
Tails
Ordinance

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

File Number: 120379

Date Passed: May 08, 2012

Ordinance appropriating \$58,700,580 consisting of \$45,000,000 of Certificate of Participation 2012 Series A and B proceeds, \$4,539,337 of fund balance and re-appropriating \$9,161,243 from 2010 Revenue Bond funded projects to the Port Commission in FY2011-2012 for the development of the Cruise Terminal Project at Pier 27 and infrastructure and mitigation requirements related to the 34th America's Cup event and the Cruise Terminal Project; and placing \$45,000,000 on Controller's Reserve pending sale of the Certificates of Participation.

April 25, 2012 Budget and Finance Sub-Committee - RECOMMENDED

May 01, 2012 Board of Supervisors - PASSED, ON FIRST READING

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

May 08, 2012 Board of Supervisors - FINALLY PASSED

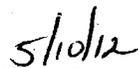
Ayes: 11 - Avalos, Campos, Chiu, Chu, Cohen, Elsbernd, Farrell, Kim, Mar, Olague and Wiener

File No. 120379

I hereby certify that the foregoing Ordinance was FINALLY PASSED on 5/8/2012 by the Board of Supervisors of the City and County of San Francisco.


Angela Calvillo
Clerk of the Board


Mayor


Date Approved

MEMORANDUM

April 19, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Doreen Woo Ho, President
Hon. Kimberly Brandon, Vice President
Hon. Francis X. Crowley
Hon. Leslie Katz
Hon. Ann Lazarus

FROM: Monique Moyer
Executive Director

SUBJECT: Request approval of (1) the City's issuance of Certificates of Participation (COPs) for the Pier 27 Cruise Terminal Project, the shore power project at Pier 70 and America's Cup Infrastructure Requirements; (2) a Memorandum of Understanding between the City and the Port Commission that provides for the terms of Port repayment of the COPs; and recommendation to the Board of Supervisors for (3) an appropriation ordinance that allocates COP proceeds and reallocates 2010 Port Revenue Bonds and Port Capital Funds to the Pier 27 Cruise Terminal Project and America's Cup Infrastructure Requirements.

DIRECTOR'S RECOMMENDATION: Approve Attached Resolution

On March 27, 2012 the Board of Supervisors conditionally approved a new Lease Disposition Agreement (LDA) with the America's Cup Event Authority to hold the 34th America's Cup (AC34) events in San Francisco. The new LDA significantly changed the landscape of the City's agreement with the Event Authority by 1) eliminating the Event Authority's long-term development rights along the City's waterfront and 2) transferring a scope of work of approximately \$25 million in AC34-related infrastructure improvements, mitigation requirements and Cruise Terminal Project scope from the Event Authority to the Port. Generally, what was previously intended to be privately performed work repaid through Port property development rights and rent credits has shifted to a pure public works project. The overall size of the investment also decreased substantially, from approximately \$111 million to approximately \$25 million.

THIS PRINT COVERS CALENDAR ITEM NO. 10A

Prior to the new AC34 Agreement, the Port was planning a 2012 financing to partially fund the Cruise Terminal project, and to finance one of the required mitigation measures for the AC34 project, the shoreside power equipment at Pier 70 to mitigate air emissions for disconnecting shoreside power at Pier 27 during Cruise Terminal construction.

The proposed COP issuance, reallocation of 2010 Revenue bonds, and capital funds in the amount of \$58.7 million will fund capital projects that are critical to the implementation of AC34 or are required for the Event permits from the San Francisco Bay Conservation and Development Commission and the San Francisco Regional Water Quality Control Board, completion of Phase I of the Cruise Terminal project, and the installation of shoreside power at Pier 70 to perform a mitigation measure required under the Mitigation Measures and Reporting Program for the Event. The sources for the supplemental ordinance are \$45.0 million in Certificates of Participation (COPs) and \$13.7 million in Port funds of which \$9.2 million is a reallocation of 2010 Port Revenue Bonds and \$4.5 million is from capital budget sources. The proposed budget, reflected in an appropriation ordinance, includes an allocation for a \$6.5 million financing reserve pending final issuance of the COPs. This financing reserve will likely be released in full and not used. It is in addition to the payment reserve fund of \$2.9 million and is included in the approval amount for flexibility in case issuance or project costs increase. The table below shows the overall sources and uses for these capital expenses.

Table 1: Sources and Uses

Sources

Certificates of Participation (COPs)	\$ 45,000,000
<i>Project Funding</i>	34,609,304
<i>Issuance Costs</i>	3,850,696
<i>Appropriation Placed on Reserve Pending Sale</i>	6,540,000
Reallocation of FY12-13 Capital Funds	\$ 2,186,002
Reappropriation of Port Capital Funds	\$ 2,353,335
Reappropriation of 2010 Port Revenue Bonds	\$ 9,161,243
Total Sources	\$ 58,700,580

Uses

Pier 27 Cruise Terminal Project, Phase I	\$ 23,800,003
AC34 Infrastructure and Dredging Requirements	\$ 12,249,644
<u>AC34 & Cruise Terminal Mitigation Requirements</u>	<u>\$ 12,191,018</u>
<i>Subtotal, Project Uses</i>	<i>\$ 48,240,665</i>
City Services Auditor Contribution for COPs	\$ 69,219
Issuance Costs	\$ 3,850,696
<u>Appropriation Placed on Reserve Pending Sale</u>	<u>\$ 6,540,000</u>
<i>Subtotal, Financing costs and Reserve</i>	<i>\$ 10,459,915</i>
Total Uses	\$ 58,700,580

Project Scope:

The table below provides a project description of the projects to be funded in the proposed COP issuance and reallocation of 2010 Revenue Bonds and capital budget sources:

Table 2: Project Details

Cruise Terminal Project		\$23,800,003
<u>Pier 27</u>	<p>The project is a new 88,000 square foot, two-level cruise terminal on Pier 27 that will serve current and anticipated ship berthing requirements and associated passenger flows. The existing terminal at Pier 35 does not have sufficient length or passenger-handling equipment to accommodate cruise ships and the Pier 35 substructure is failing.</p> <p>The project will be completed in two phases for the 34th America's Cup Event in the Summer of 2013. Scope that the Event Authority was previously to perform includes storm water improvements, the end wall at Pier 29, demolition of the Pier 27 shed and part of the Pier 29 shed, and payment of \$2 million for Shoreside power. Note: \$5.7 million will be a combined City and America's Cup Organizing Committee (ACOC) contribution and will be subject to future BOS appropriation.</p>	\$23,800,003
34th America's Cup Infrastructure and Dredging Requirements		\$12,249,644
	<p>Improvements to Piers 30-32 would allow the site to be used as the Team Bases for the racing events. The improvements will also extend the useful life of a portion of the Piers from 10 to 30 years, which will retain some portion of current Port revenue or make way for a future development on this site. The proposed improvements include:</p> <ol style="list-style-type: none"> 1. Repairs to the marginal wharf, substructure, deck, and piles; 2. An H15 (12,000 lb wheel load) driveway extending from The Embarcadero to the center in-fill area between Piers 30 and 32 for emergency vehicle access and truck delivery; 	\$7,113,340- \$10,356,020

	<ol style="list-style-type: none"> 3. Approximately 90,000 sf of the Pier 32 deck and supporting structure will be repaired as required in order to: (a) support loads associated with moving racing vessels around on wheeled cradles, and (b) create a pad along the southern edge of Pier 32 for a tower crane which will be used to lift or lower racing vessels between the water and the team sheds. Crane access areas will be strengthened to support crane loads; 4. Approximately 190,000 sf of the Pier 32 deck area will be slurry sealed or patched with asphalt; and 5. Approximately 25,000 lbs of container leveling beams and steel plates will be installed temporarily on the Pier 32 deck. 	
Pier 23 Electrical Repairs	Installation of an electrical transformer and related hardware which will allow Pier 23 to serve the International Broadcast Center.	\$607,624
Pier 29 Pile Repairs	Repair up to 26 reinforced concrete piles under the Pier 29 substructure. Note: the total project cost is \$950K, of which \$800K will be an ACOC contribution and will be subject of a future appropriation.	\$150,000
Dredging	Dredging and pile removal within the Piers 32-36 Open Water Basin to provide sufficient water depth for catamaran access to a crane on Pier 32. Additional dredging for 2013 may be required if the Event Authority demonstrates sufficient demand for spectator vessel berthing.	\$536,000
Soft costs	Project management including temporary positions, and other soft costs	\$600,000
America's Cup Permit Requirement and Mitigation Requirements (subject to future BCDC, RWQCB and NOAA permit review)		\$6,491,018
Public Access Improvements: Pier 19 South Apron Repair and Pier 23 Handrail*	To fulfill BCDC public access requirements for the Event permit, the Port will likely be required to repair the Pier 19 south apron and install a handrail at Pier 23. This work consists of replacing up to 80 new bearing	\$626,151- \$4,056,900

	piles. The work also includes demolishing and disposing of and replacing 5,000 square feet (sf) of rotted decking and 1,200 linear feet (lf) of cap beams will also be replaced.	
Pier 64 Removal*	The Port will remove a portion of Pier 64 near Mission Rock by March 31, 2013 as required by either BCDC or RWQCB. This pier consists of a collection of remnant piles adjacent to the Mission Bay Bayfront Park encompassing approximately 234,250 sf of water area. As part of the proposed fill removal project, the Port (or its agent) will create a 1,500 sf bird platform that can withstand 100-year base flood conditions and sea level rise to 2050.	\$501,053- \$1,280,548
Pier ½ Removal	By March 31, 2013, the Port will also remove Pier ½ (25,200 sf), including piles, caissons and decking. A guardrail will be installed along the edges of the wharf after removal of Pier ½.	\$1,153,570
Mitigation for the Cruise Terminal Project		\$5,700,000
Shoreside Power at Pier 70	This project will provide for a 12 megawatt power system to serve ships berthing in the drydock at Pier 70. The Shoreside Power Project will reduce emissions by allowing ships berthed in the drydock to use power from the City's electrical grid rather than generating power on board through diesel or other types of generators. The Shoreside Power Project is necessary to mitigate an environmental impact of the Pier 27 Cruise Terminal and 34th America's Cup (AC34).	
Subtotal Project Uses		\$48,240,665
Financing Costs (including City Services Auditor)		\$3,919,915
Appropriation Placed on Reserve		\$6,540,000
Total Supplemental Appropriation Request		\$58,700,580

*The ranges of costs listed above reflect potential cost savings if Port maintenance performs the pile driving work and the final list of BCDC permit requirements and timelines of these requirements. Port staff is developing an amendment to Chapter 6 of the Administrative Code that would allow the Port's pile driving crew to perform repair and construction work over \$400,000 without first putting the work out to competitive bid. Port staff is also recommending reduced permit requirements to BCDC given that the Event has been scaled down. Finally, the

estimated project cost for Piers 30-32 is being reduced from \$10.4 million to \$7.1 million as the project is refined and scope clarified. If project refinements result in reduced final cost estimates as anticipated, Port staff will then reduce the COP issuance amount prior to sale.

Plan of Finance

The overall plan includes up to \$9.2 million in 2010 Revenue Debt which is reallocated from the Pier 35 and Backlands projects to the Cruise Terminal and the Piers 30-32 project respectively, Port capital funds in the amount of \$4.5 million which is a combination of reallocation from prior capital budgets, FY2012-13 proposed capital budget and fund balance, and up to \$45 million of COPs as shown below:

Table 3: Sources and Uses by Project

	<u>Total COPs</u>	<u>Port Capital</u>	<u>Re-Allocation Port Rev Bonds</u>	<u>Total Appropriation</u>
Cruise Terminal Project	\$21,048,760	\$1,500,000	\$1,251,243	\$23,800,003
<u>AC34 Requirements</u>				
Pier 30-32 repairs and improvements	2,446,020		7,910,000	10,356,020
Pier 23 electrical upgrades	607,624			607,624
Pier 29 pile repairs	150,000			150,000
Dredging & Inspection		536,000		536,000
Soft costs (project management & other soft costs)	600,000			600,000
<i>Subtotal - AC Requirements</i>	<i>3,803,644</i>	<i>536,000</i>	<i>7,910,000</i>	<i>12,249,644</i>
<u>AC34 and Cruise Terminal Project Mitigation Measures</u>				
Pier 19 south apron improvements	3,351,197	-	-	3,351,197
Pier 23 handrail	705,703	-	-	705,703
Pier 64 removal	-	1,280,548	-	1,280,548
Pier 1/2 removal	-	1,153,570	-	1,153,570
Pier 70 shore side power	5,700,000	-	-	5,700,000
<i>Subtotal - AC34 and CT Mitigation Total</i>	<i>9,756,900</i>	<i>2,434,118</i>	<i>-</i>	<i>12,191,018</i>
Total Uses	\$ 34,609,304	\$ 4,470,118	\$ 9,161,243	\$ 48,240,665
<i>City Services Auditor Funding (.2% of project amount)</i>	<i>\$ -</i>	<i>\$ 69,219</i>	<i>\$ -</i>	<i>\$ 69,219</i>
Financing Service Reserve Fund	2,906,360			
Cost of Issuance	655,886			
Underwriter's Discount	288,450			
<i>Issuance Costs</i>	<i>3,850,696</i>	<i>-</i>	<i>-</i>	<i>3,850,696</i>
Grand Total - Uses	38,460,000	4,539,337	9,161,243	52,160,580
<i>COP Reserve</i>	<i>6,540,000</i>			<i>6,540,000</i>
	\$ 45,000,000	\$ 4,539,337	\$ 9,161,243	\$ 58,700,580

The overall strategy reflected in the proposed plan of finance is: (i) to use available unspent tax exempt proceeds from the 2010 Series A Revenue Bonds (which is primarily from the Pier 35 project) prior to issuance of new tax-exempt , (ii) to utilize

unspent taxable proceeds from the 2010 Series B Revenue Bonds allocated for the Backlands project and reallocate it to the Piers 30-32 project which is a more immediate need, (iii) to fund demolition and dredging costs with a reallocation of operating capital sources, and (iv) to finance the remainder of the projects which have benefits that will accrue from between 20 and 30 years with proceeds of the COPs.

The impacts of this strategy to our existing projects are as follows:

- The Pier 35 Substructure project is on-hold until a financing plan to replenish the amount reallocated (\$1.1M) and finance the entire project cost is developed;
- The Piers 94-96 Backlands project to construct improvements to expand the Port's Eco-Industrial park for leasing activity is on-hold until the next debt issuance which is planned for FY 2013-14, or an another plan of finance is identified (reallocation of \$7.9M);
- The Amador Street forced sewer main project (\$945K reallocated) and the Crane Cove Painting project (\$500K reallocated) are on-hold until a complete plan of finance is identified.

The other sources are a result of staff reviewing all open capital projects to identify balances that are no longer needed. The reallocation from the proposed FY 2012-13 budget in the amount of \$2.1 million reduces funds for the leasing improvement and elevator and escalator programs, and allocates \$1.5 million proposed for the Cruise Terminal project in the Port's capital budget early.

City Certificates of Participation (COPs)

The Port has the Charter authority to issue revenue bond debt, which the Port Commission exercised in 2010 with a debt issuance of \$36.65 million. Port staff is recommending COPs for this issuance instead of Port revenue debt because the City's credit rating is better than the Port's.¹ This credit enhances the financing and may improve pricing by approximately 25 basis points to reduce interest costs in excess of \$1 million over the life of repayment.² This strategy also protects the Port's revenue bond debt service coverage levels which will allow for more bonding capacity when the Port's revenue streams improve.

The City expects to issue City and County of San Francisco Certificates of Participation Tax-Exempt Series 2012A (Non-AMT) and Tax-Exempt Series 2012B (AMT)³. The Non-AMT series is for public improvements on Piers 19 and 23; the AMT series is for

¹ The City and County of San Francisco's COP ratings are A1/AA-/A+ by Moody's, Standards & Poor's and Fitch respectively. The Port's revenue bond ratings are A1/A-/A by Moody's, Standards & Poor's and Fitch respectively.

² The actual pricing depends on the day in which the City enters the market and as a result actual spreads cannot be determined. The estimate is a representation of the estimate in the current market environment.

³ Generally, governmental entities such as the City issue obligations financing public facilities that are characterized by the Internal Revenue Code as publicly available. Interest received by owners of such obligations is excluded from gross income for federal income tax purposes. Enterprise departments such as the Airport issue obligations that finance facilities that are identified as not publicly available and are characterized as private activity bonds. The interest on such private bonds may not be exempt from federal income taxation and may be subject to the alternative minimum tax or AMT. Interest on tax-exempt private-activity bonds is subject to both the individual and corporate alternative minimum tax. The City consults with bond and tax counsel on the proper characterization of its obligations.

the Pier 27 Cruise Terminal Project, electrical upgrades on Pier 23, a portion of the Piers 30-32 project, and Shoreside power on Pier 70.

Table 4: Sources and Uses of the COPs

	2012 Series A (Non-AMT)	2012 Series B (AMT)	Total
Bond Proceeds	\$4,510,000	\$33,950,000	\$38,460,000
Uses			
AC34 Pier 19/Pier 23	4,056,900		4,056,900
AC34 Projects		3,803,644	3,803,644
Cruise Terminal		21,048,760	21,048,760
Shoreside Power		5,700,000	5,700,000
Total Project Uses	4,056,900	30,552,404	34,609,304
Payment Reserve Fund	340,813	2,565,547	2,906,360
Cost of Issuance	112,287	832,049	944,336
	\$4,510,000	\$33,950,000	\$38,460,000

Memorandum of Understanding • Attachment 1 is a draft memorandum of understanding between the City and the Port (the “MOU”) that would govern the terms of repayment of the City’s COPs. Specifically, the City and the Port agree that 1) the Certificates are the most efficient manner to structure the financing in order to achieve the Port’s objectives; 2) the Certificates will not be executed or delivered without the Port’s acknowledgement and agreement that the Port will submit for approval by the Board and the Mayor a budget for each fiscal year that includes funding for all costs of COP payments, additional rent, and other obligations due in connection with the Certificates; and 3) the Port’s obligations under the MOU are and will be expressly subordinate to any Port revenue bond obligations⁴.

Attachment 2 is a memorandum from the Office of Public Finance which explains the structure of the COP, the leased asset, and the availability of commercial paper prior to COP sale which will allow the Port to meet our project schedules. As noted in the memorandum, a City asset will secure the COPs, initially Laguna Honda; the new Cruise Terminal at Pier 27 will replace that asset as collateral after construction is complete and a certificate of occupancy is issued.

⁴ On February 3, 2010, the Port issued \$36,650,000 in Revenue Bonds to finance the design, construction, reconstruction, repair and/or improvements to various facilities of the Port. In connection with the delivery of the Port’s revenue bonds, the Port Commission covenanted that it will maintain rentals, rates, fees and charges so that net revenue in each fiscal year will be at least equal to 130% of annual debt service on the revenue bonds for such fiscal year.

Port's Ability to Repay City COPs and Bonding Capacity

As noted above, while the City will issue the COPs, thereby providing credit support to the financing, the annual payment on the COPs will be supported by annual Port revenues. The COPs will be issued with annual payments of principal and interest for a final term of 30 years. Principal on the COPs attributable to the Pier 70 shoreside power project will be repaid in the first 10 years, consistent with the shorter useful life of the power equipment. Principal on the COPs attributable to the Pier 27 Cruise Terminal project and the AC34 infrastructure projects will be repaid in the remaining 20 years, for a total repayment of 30 years. Annual COP payments of principal and interest are anticipated to be \$2.4 million, bringing total annual Port debt and capital lease service payments to \$5.4 million.

Annual net revenue of the Port over the past five years has averaged \$13 million. In 2011, assuming that certain Port assets would transfer to the America's Cup Event Authority, Port staff estimated a debt capacity of \$65 million of future Port revenue bond availability⁵. A portion of this debt capacity was identified previously by the Port's 10-Year Capital Plan of Finance as a future funding source for the Pier 27 cruise terminal project and other revenue generating projects.

The revised AC34 transaction, whereby the Port retains certain revenue generating assets in return for financing required infrastructure costs, has resulted in a modest rise in the Port's net revenue projections. As such, the Port's estimated debt capacity has risen to \$74 million⁶, prior to financing the Port's AC34 obligations. Port staff currently anticipates that \$38.5 million of such capacity will be allocated to the proposed COP issuance discussed herein. An additional \$29.5 million is anticipated to be allocated to Port revenue bond issuance in fiscal year 2014 to fund long-planned revenue generating projects and a portion of the Phase 2 Cruise Terminal costs. Remaining, unprogrammed debt capacity is anticipated to be \$8.5 million.⁷

Project Timelines:

The Port seeks to secure project funding by early May in order to meet critical AC34 Event deadlines. Pursuant to the LDA, the most time critical projects are the improvements to Piers 30-32 and the Pier 19 South Apron, where work must start in late May in order to be ready for the events in August 2012. Recognizing the need to expedite this work, Mayor Ed Lee introduced and the Board of Supervisors approved waivers of competitive selection requirements for construction management of this work. Board of Supervisor authorization for COPs, approval of an appropriation ordinance and receipt of permits are the final steps required to implement the LDA

⁵ Assumed annual net revenues of \$15 million, annual interest rate expense of 6%, and debt service coverage of 2x.

⁶ Assumed annual net revenues of \$17 million, annual interest rate expense of 6% and debt service coverage of 2x.

⁷ Ditto.

required public works improvements. The proposed schedule for approval of the COPs, and related appropriation, is as follows:

<u>Date 2012</u>	<u>Item</u>
April 16	Review and Approval, City's Capital Planning Committee
April 17	Introduction to the Board of Supervisors
April 24	Port Commission Review and Approval of COP issuance and related MOU, and recommendation to the Board of Supervisors for an appropriation ordinance.
April 25	Budget and Finance
May 1	Board of Supervisors, First Reading
May 8	Board of Supervisors, Second Reading
August	Issuance of COPs

*Note, dates are estimates unless otherwise noted

If the Port does not deliver the required improvements on time, the LDA provides for a range of remedies that would negatively impact the Port and implementation of AC34.⁸

Conclusion

The Port's strategy to utilize \$9.2 million of 2010 Revenue Debt, and \$4.5 million of capital funds has the benefit of utilizing available sources to reduce the size of the 2012 COP issuance. Additionally, because the City's COP credit rating is better than the Port's, utilizing City COPs, instead of Port Revenue bonds, credit enhances the financing resulting in a potential pricing benefit of approximately \$1 million over the life of repayment. This strategy also protects the Port's revenue bond debt service coverage levels which will allow for more bonding capacity when the Port's revenue streams improve.

The risk of this strategy is that the Port has defunded the Backlands project, improvements at Pier 35, the Amador Street Forced Sewer Main Project, the Crane upgrade project, and funds available for tenant improvements. These defunded projects, the Backlands project in particular, likely would have resulted in improved cash flow to the Port. Reallocating sources from defunded projects to the America's Cup projects is a good decision given the importance of the America's Cup events to the City and regional economy and to the Port's goal of bringing jobs and people to the waterfront, and the number of capital commitments relative to the Port's capacity. Following the America's Cup events, the Port will refocus attention and resources to capital projects that strengthen the Port's revenues to rebuild bonding capacity so that

⁸ Remedies include liquidated damages for late delivery under the Port's contract, a call on a performance bond and a requirement that the Port (or the Event Authority with reimbursement) perform improvements at Pier 80 for the team bases at an estimated cost of \$14.0 million.

the Port can leverage development opportunities and increase our ability to finance capital improvements.

Prepared by: Elaine Forbes, Deputy Director
Finance and Administration

Attachments:

Attachment 1: Memorandum of Understanding

Attachment 2: Memorandum from the Office of Public Finance

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 12-37

- WHEREAS, The Port Commission wishes to fund capital projects that are critical to the implementation of the 34th America's Cup, Phase I of the Cruise Terminal Project, and the installation of shoreside power at Pier 70 for a total project cost of no more than \$48.2 million; and
- WHEREAS, The Port Commission desires to use available unspent tax exempt proceeds from the 2010 Series A revenue debt prior to issuance of new tax-exempt debt, to utilize unspent taxable proceeds from the 2010 Series B revenue debt allocated for the Backlands project for the Piers 30-32 project which is a more immediate need, to fund demolition and dredging costs with a reallocation of operating capital sources, and to finance the remainder of the projects which have benefits that will accrue from between 20 and 30 years with debt; and
- WHEREAS, City Certificates of Participation may improve pricing and protect the Port's revenue bond debt service coverage levels which will allow for more bonding capacity when the Port's revenue streams improve; and
- WHEREAS, Assuming \$17 million in net Port revenues, a 6% interest rate, and 2.0 debt service coverage, the Port can support the issuance of approximately \$74 million of debt over the next five year period (2012-2017); and
- WHEREAS, The Port Commission wishes to enter into a memorandum of understanding between the City and the Port (the "MOU") that governs the terms of repayment of the City's Certificates of Participation; and
- WHEREAS, The City Certificates of Participation are the most efficient manner to structure the financing in order to achieve the Port's objectives; 2) the Certificates will not be executed or delivered without the Port's acknowledgement and agreement that the Port will submit for approval by the Board and the Mayor a budget for each fiscal year that includes funding for all costs of lease payments, additional rent, and other obligations due in connection with the Certificates; and 3) the Port's obligations under the MOU are and will be expressly subordinate to any Port revenue bonds; and

- WHEREAS, The following Port projects (collectively, the "Projects") will meet the Port's Maritime and Public Access missions: Cruise Terminal at Pier 27, Piers 30-32 improvements, Pier 23 Electrical Repairs, Public Access for Piers 19 or 23, and Shoreside Power at Pier 70, all of which constitute the public necessity; and
- WHEREAS, The Port Commission has determined that it would be inefficient to fund these Projects through annual allocations in the Port's capital budget; and
- WHEREAS, The Port Commission has not identified another source of funds for these Projects; now, therefore, be it
- RESOLVED, The Port Commission recommends the City's issuance of Certificates of Participation in an amount not to exceed \$45 million; and be it further
- RESOLVED, The Port Commission authorizes the attached Memorandum of Understanding with the City that will govern the terms of repayment of the City's Certificates; and, be it further
- RESOLVED, The Port Commission recommends a supplemental appropriation ordinance with allocates the Certificates in an amount not to exceed \$45 million, reallocates 2010 Port Revenue Bonds of \$9.2 million and Port Capital Funds of \$4.5 million, for a total amount of \$58.7 million, to the Pier 27 Cruise Terminal Project, America's Cup infrastructure requirements, and permit and mitigation requirements of the Project, financing issuance costs and reserve.

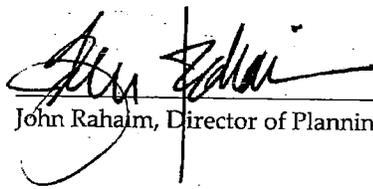
I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of April 24, 2012.

Secretary



SAN FRANCISCO PLANNING DEPARTMENT

General Plan Referral

Date: February 8, 2013
Case No. Case No. 2010.0493R
James R. Herman Cruise Terminal/ America's Cup Host Village at Pier 27
Block/Lot No.: AB 9900, Lot 27
Project Sponsor: Port of San Francisco
Pier 1, The Embarcadero and Washington Street
San Francisco, CA 94111
Referred By: Diane Oshima
Assistant Deputy Director, Planning
Port of San Francisco
Pier 1, The Embarcadero and Washington Street
San Francisco, CA 94111
415.274.0553
Diane.oshima@sfport.com
Staff Contact: Ilaria Salvadori – (415) 575-9086
ilaria.salvadori@sfgov.org
Recommendation: Finding the project, on balance, is in conformity with the General Plan
Recommended By: 
John Rahaim, Director of Planning

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

PROJECT DESCRIPTION

We are in receipt of your application dated October 29, 2012, requesting that the Planning Department consider a General Plan Referral application for the construction of a new cruise terminal building at Pier 27 – James R. Herman Terminal- for the 34th America's Cup event, and related ground transportation infrastructure to serve the city's current and future needs.

The project proposes the construction of a new cruise terminal building and ground transportation area to serve current and future needs associated with maintaining cruise ship to calls to the Port of San Francisco.

The project is divided in two phases.

Phase 1: basic infrastructure supporting the 34th America's Cup Host Village (July 2013–October 2013) with the construction of the James R. Herman Cruise Terminal.

Phase 2: Upon completion of the America's Cup Host Village would complete further improvements required to serve cruise terminal operations and the construction of the Northeast Wharf Plaza public open space.

PREVIOUS ACTIONS RELATED TO THIS PROJECT

The Port Commission, the Board of Supervisors and the San Francisco Bay Conservation and Development Commission (BCDB) have approved the project.

ENVIRONMENTAL REVIEW

The Major Environmental Analysis section of the Planning Department completed Environmental Review CEQA clearance under case n. 2010.0493E.

GENERAL PLAN COMPLIANCE AND BASIS FOR RECOMMENDATION

The Project is consistent with the following relevant objectives and policies of the General Plan. The Project is consistent with the following General Plan Policies. The Policies are shown in **bold font**, policy text is in regular font, and staff comments are in *italic font*.

POLICY 1

That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

The America's Cup Event Authority will have temporary retail outlets currently set up on Pier 27 throughout the 2013 sailing race events. The project does not displace any existing retail use as existing neighborhood-serving retail uses will be preserved. The development of a new cruise terminal will create a positive synergy for existing retail and will attract more visitors to San Francisco.

POLICY 2

That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.

The current mix of residential and commercial uses will be preserved. The pier 27 cruise terminal will be the primary Port's cruise facility. Cruise ship activity will be preserved on the Northeast Waterfront thus preserving cultural diversity and economic vitality in that area.

POLICY 3

That the City's supply of affordable housing be preserved and enhanced.

The project does not affect in any way the current/ future supply of affordable housing.

POLICY 4

That commuter traffic not impede Muni transit services or overburden our streets or neighborhood parking.

The project does not generate commuter traffic demand. The project will provide an off-street Ground Transportation Area (GTA) in the open area between Pier 27 terminal building and the Pier 29 shed structure to minimize potential traffic flow impact due to travel access requirements of cruise ship activity.

POLICY 5

That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

The temporary use of Pier 27 during the America's Cup event will generate overall economic benefits to the City. The new Pier 27 maritime terminal will create a new, modern facility that will retain the long-time historic industry of San Francisco by preserving high-paying union jobs. The anticipated increase in number of visitors and tourists will bring an increase in economic activity in those industries. Special events related to the projects will bring additional service sector jobs.

POLICY 6

That the City achieve the greatest possible preparedness to protect against injury and the loss of life in an earthquake.

The new modern facility will incorporate will meet all code and seismic requirements. Pier 27 will also function as emergency staging area should a catastrophic seismic event occur during the time of the project.

POLICY 7

That landmarks and historic buildings be preserved.

The existing Pier 27 shed was found "non-contributing" after historic preservation analysis. The shed was eventually demolished in 2012. The pier underwent historic review and design review and its design is now consistent with Secretary of Interior's Standards for Historic Rehabilitation.

POLICY 8

That our parks and open space and their access to sunlight and vistas be protected from development.

The new proposed cruise terminal is in compliance with the 40 foot height limit applying to the Pier 27 site.

RECOMMENDATION: Finding the Project, on balance, in-conformity with the General Plan

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

RESOLUTION NO. 11-75

- WHEREAS, The James R. Herman Cruise Terminal and Northeast Wharf Plaza ("Project"), sponsored by the Port of San Francisco, will develop a new cruise terminal and 2.5 acre public park, the Northeast Wharf Plaza, at Pier 27-29, a 14.8 acre site located on The Embarcadero at Bay Street, San Francisco, requiring the demolition of the existing Pier 27 shed and a portion of the eastern end of Pier 29 shed; and
- WHEREAS, On December 15, 2011, the San Francisco Planning Commission certified the 34th America's Cup & James R. Herman Cruise Terminal and Northeast Wharf Plaza Final Environmental Impact Report ("Final EIR"), Planning Department Case No. 2010.0493E, as complete and its contents and the procedures through which it was prepared, publicized and reviewed complied with the California Environmental Quality Act (Cal. Pub. Res. Code §§ 21000 *et seq.*, "CEQA"), the State CEQA Guidelines (Cal. Admin. Code title 14, §§ 15000 *et seq.*, "CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31"); and
- WHEREAS, The Port Commission has reviewed and considered the information contained in the Final EIR, all written and oral information provided by the Planning Department, the public, relevant public agencies and the administrative files for the Project and the Final EIR; and
- WHEREAS, The Project and Final EIR files have been made available for review by the Port Commission and the public, and those files are part of the record before the Port Commission; and
- WHEREAS, The Planning Department is the custodian of records, located in Case Number 2009.0418E, and those files are part of the record before this Port Commission; and
-
- WHEREAS, Port staff has prepared proposed findings, as required by CEQA ("CEQA Findings"), which are attached to this resolution as Attachment A, and a Mitigation Monitoring and Reporting Program ("MMRP"), which is attached to this resolution as Attachment B; and
- WHEREAS, The CEQA Findings and the MMRP were made available to the public and the Port Commission for the Port Commission's review, consideration and action; now therefore, be it
- RESOLVED, The Port Commission has reviewed and considered the Final EIR and hereby adopts the CEQA Findings and for the Project and incorporates

those findings, including the Statement of Overriding Considerations, in this resolution by this reference; and, be it further

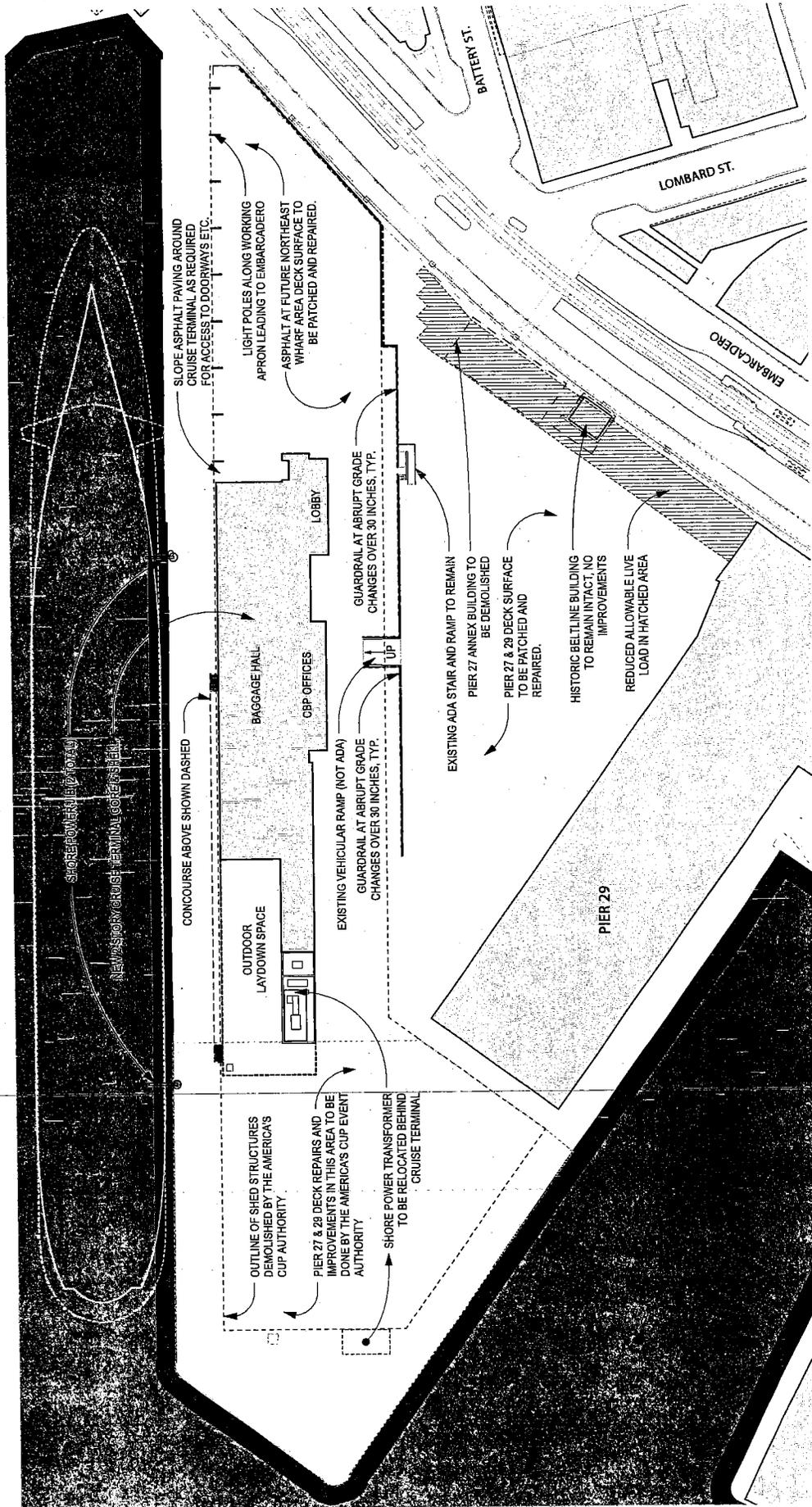
RESOLVED, The Port Commission, in exercising its independent judgment, has relied upon and reviewed the information contained in the CEQA Findings, which describe the Project and Final EIR, and hereby rejects alternatives to the Project for the reasons set forth in the CEQA Findings; and, be it further

RESOLVED, The Port Commission hereby adopts the CEQA Findings and the MMRP as the required mitigation measures to be implemented as part of the Project, where the Port Commission finds that: (1) implementation of the Mitigation Measures will eliminate or substantially lessen significant effects of the Project on the environment; and (2) all of the Mitigation Measures are feasible, and hereby adopts all Mitigation Measures as described in Attachment B in support of the approval of the James R. Herman Cruise Terminal and Northeast Wharf Project, including any other actions necessary to secure BCDC and other regulatory approvals to implement the Project, and construction implementation as further described in Resolution Nos. 11-76, 11-77 and 11-78.

I hereby certify that the foregoing resolution was adopted by the port Commission at its meeting of December 16, 2011.



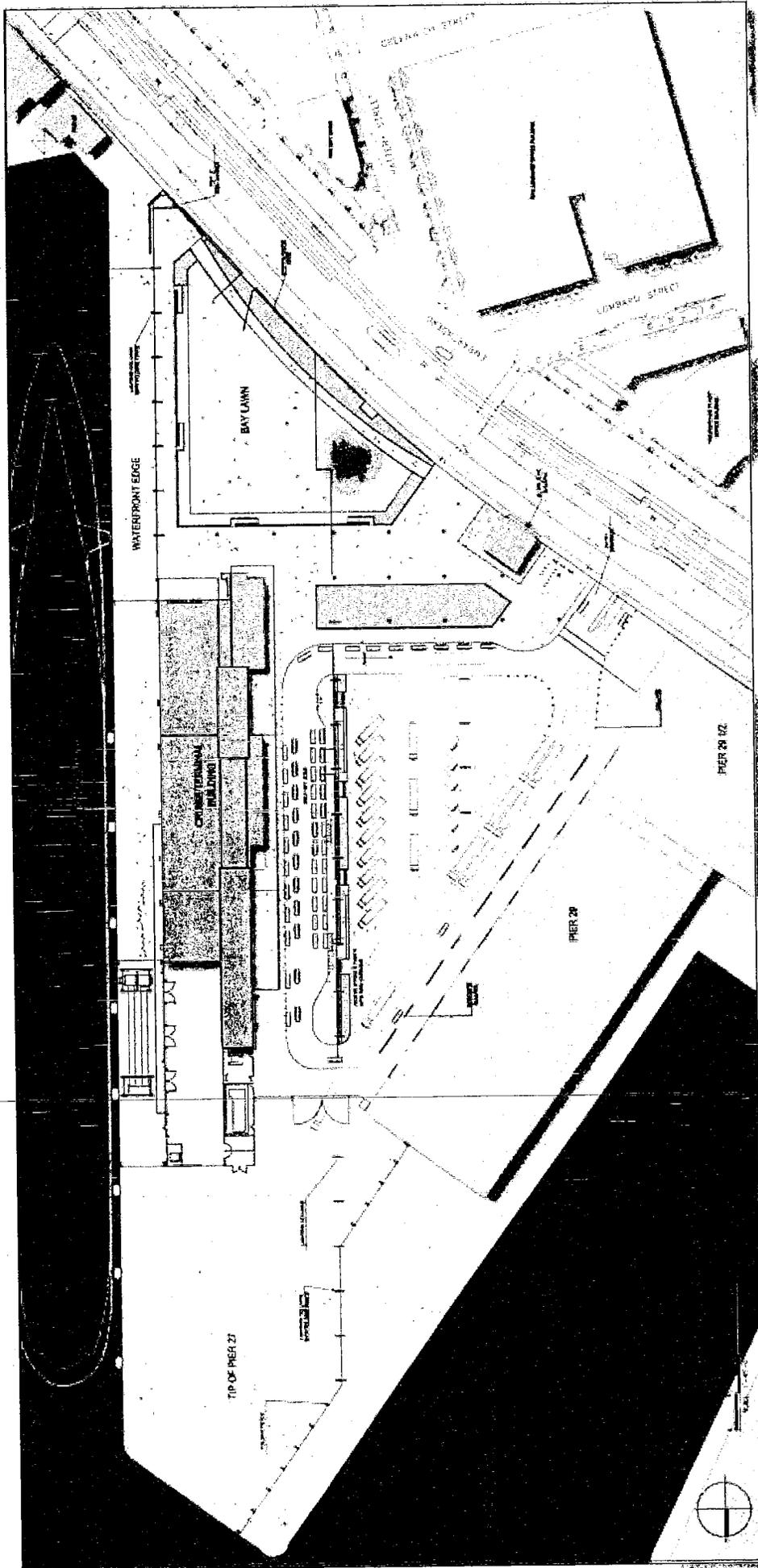
Secretary



KMD / PLA JOINT VENTURE + B&A

PIER 27 - CRUISE TERMINAL AND NORTHEAST WHARF PLAZA - PHASE 1





Landscape Architecture Section
City and County of San Francisco
Department of Public Works
December 2011

PIER 27 JAMES R. HERMAN CRUISE TERMINAL

PRIMARY

multipurpose hall

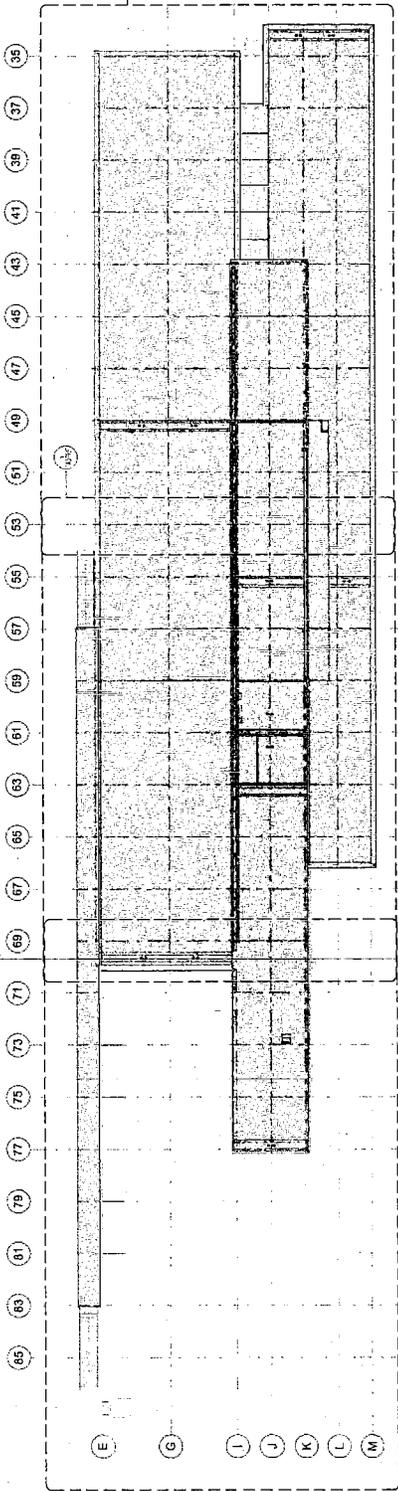
baggage hall

SECONDARY

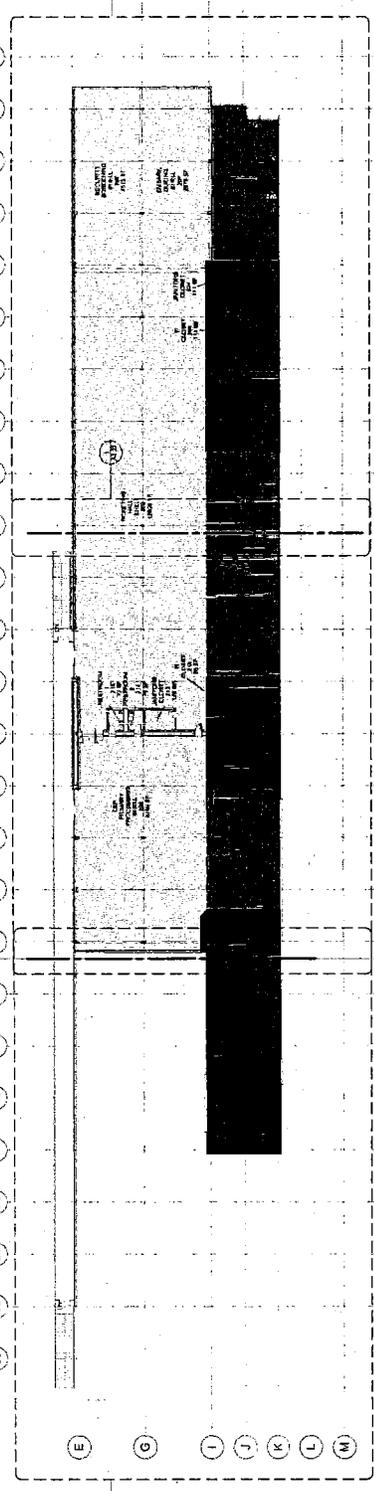
thresholds / waiting

restrooms

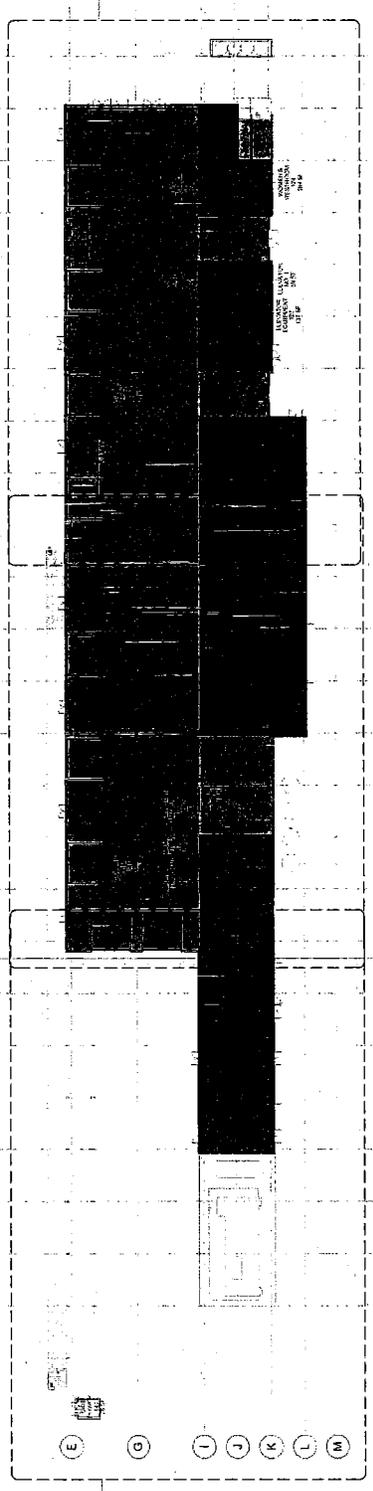
back of house



3 KEY PLAN - LEVEL 2
SCALE 3/8" = 1'-0"

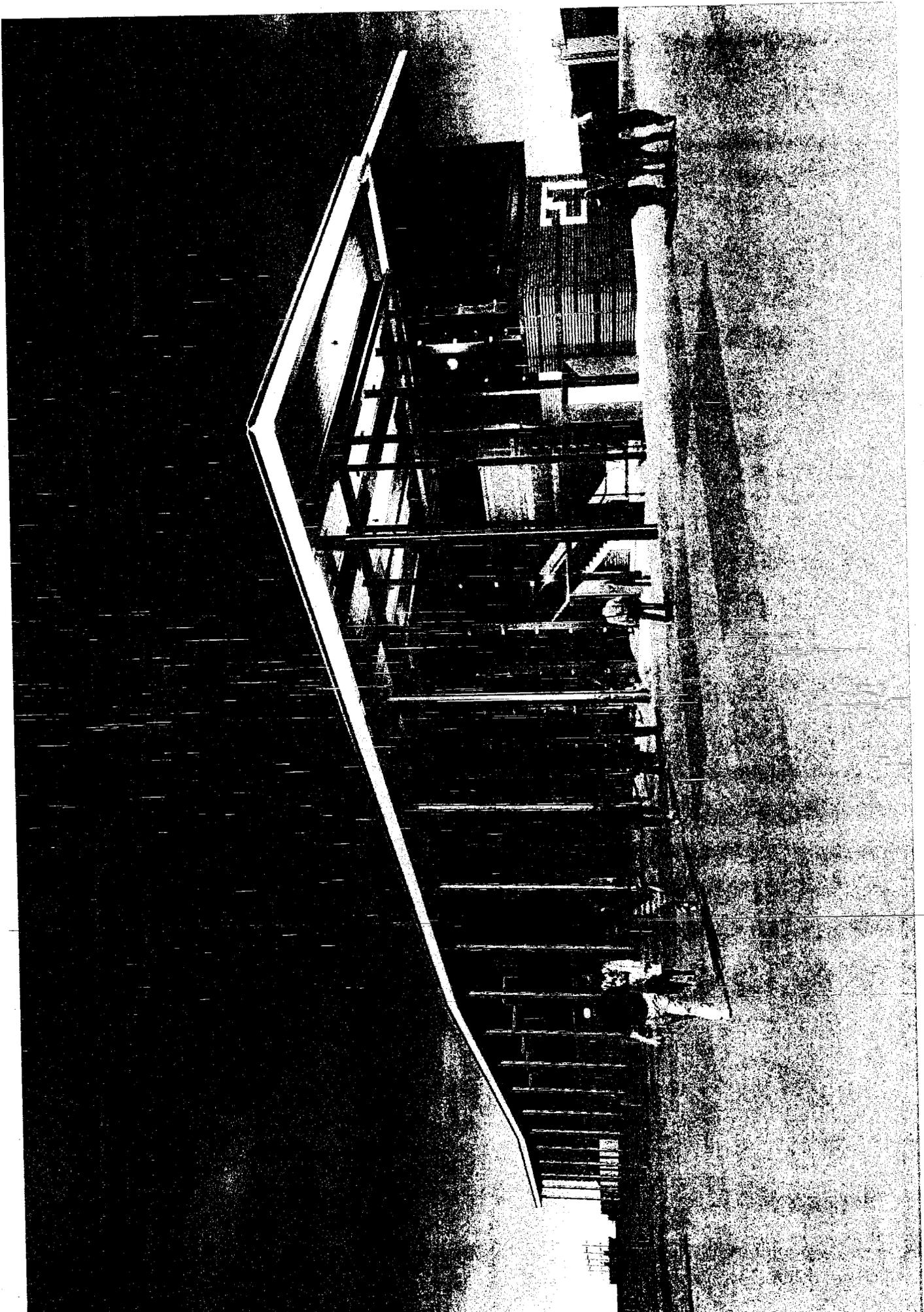


2 KEY PLAN - LEVEL 2
SCALE 3/8" = 1'-0"



1 KEY PLAN - LEVEL 1
SCALE 3/8" = 1'-0"





PIER 27 JAMES R HERMAN CRUISE TERMINAL

ATTACHMENT A

**JAMES R. HERMAN CRUISE TERMINAL AND
NORTHEAST WHARF PLAZA AT PIER 27 PROJECT**

**CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS:
FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND
STATEMENT OF OVERRIDING CONSIDERATIONS**

SAN FRANCISCO PORT COMMISSION

In determining to approve the James R. Herman Cruise Terminal and Northeast Wharf Plaza At Pier 27 Project described in Section I, Project Description below, (referred to here as both the "Project" and the "Cruise Terminal Project Variant") the San Francisco Port Commission ("Port Commission") makes and adopts the following findings of fact and decisions regarding the Project description and objectives, significant impacts, mitigation measures and alternatives, and adopts the statement of overriding considerations, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act ("CEQA"), California Public Resources Code Sections 21000 *et seq.*, particularly Sections 21081 and 21081.5, the Guidelines for Implementation of CEQA ("CEQA Guidelines"), 14 California Code of Regulations Sections 15000 *et seq.*, particularly Sections 15091 through 15093, and Chapter 31 of the San Francisco Administrative Code. These findings comprise **Attachment A** to Port Resolution No. 11-75 ("Port Approval Resolution"), dated December 16, 2011. The Port Commission adopts these findings as part of the Port Approval Resolution and has incorporated these findings therein by reference.

This document is organized as follows:

Section I provides a description of the Project proposed for adoption, the environmental review process for the Project, the approval actions to be taken, and the location of records;

Section II identifies the impacts found not to be significant that do not require mitigation;

Section III identifies potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation and describes the disposition of the mitigation measures;

Section IV identifies significant impacts that cannot be avoided or reduced to less-than-significant levels and describes any applicable mitigation measures as well as the disposition of the mitigation measures;

Section V evaluates the different Project alternatives and the economic, legal, social, technological, and other considerations that support approval of the Project and the rejection of the alternatives or elements of the alternatives analyzed; and

Section VI presents a statement of overriding considerations setting forth specific reasons in support of the Commission's actions and its rejection of the alternatives not incorporated into the Project. The Project is analyzed as the "Cruise Terminal Project Variant" in the 34th America's Cup & James R. Herman Cruise Terminal and Northeast Wharf Final EIR, Case No. 2010.0493E, certified by the San Francisco Planning Commission on December 15, 2011 ("Final EIR"). A Mitigation Monitoring and Reporting Program ("MMRP") containing the Final EIR mitigation measures proposed for adoption is attached as **Attachment B** to the Port Approval Resolution. The MMRP is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. The MMRP provides a table setting forth each mitigation measure listed in the Final EIR that is required to reduce or avoid a significant adverse impact. The MMRP also specifies the agency responsible for implementation of each measure and establishes

monitoring actions and a monitoring schedule. The full text of the mitigation measures is set forth in the MMRP.

These findings are based upon substantial evidence in the entire record before the Port Commission. The references set forth in these findings to certain pages or sections of the Draft Environmental Impact Report ("Draft EIR"), the Comments and Responses document, and in the Final EIR are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings. The Draft EIR and the Comments and Responses document, along with any Errata Sheets, comprise the Final EIR.

I. APPROVAL OF THE PROJECT

A. Project Description

By this action, the Commission approves the Project, which comprises physical improvements, uses, and operations planned for the improvements at Pier 27-29, a 14.8 acre pier under the jurisdiction of the San Francisco Port Commission, located at The Embarcadero near Bay Street in the northeast waterfront. The improvements and activities that constitute the Project are fully addressed in the Final EIR, including updates and refinements specifically defined in the "Cruise Terminal Project Variant", described in Chapter 11 of the Final EIR, which is the Project approved by the Port Commission. These CEQA findings for the Project support the Port Commission's approval of all design, construction and funding requirements necessary to implement the Project.

The Project involves the development of a new passenger cruise terminal at Pier 27 designed to meet modern ship and operational requirements of the cruise industry. Currently, the Port's primary cruise terminal is located at Pier 35, and Pier 27 serves as a secondary terminal when there are multiple cruise calls. Pier 35 has become increasingly constrained for accommodating modern cruise ship operations. Under the Project, Pier 27 will become the primary cruise terminal, and Pier 35 will be retained as a secondary terminal. In concert with the Cruise Terminal facility, the Port will construct the Northeast Wharf Plaza, a public open space along the west end of Pier 27, consistent with the policies of BCDC's *San Francisco Waterfront Special Area Plan*.

Site and construction planning for the Project has been coordinated with improvements programmed for Pier 27-29 to support the 34th America's Cup (AC34) international sailboat racing competition. If separately approved by the Port Commission and the City, the AC34 project will include Pier 27-29 as the America's Cup Village ("AC Village") during the 2013 race events. Under a Host and Venue Agreement between the America's Cup Event Authority and the City, the creation of the AC Village will require demolition of the entire Pier 27 shed and a portion of Pier 29 shed. Phase 1 of the Cruise Terminal construction will house a portion of the AC34 entertainment and hospitality activities of the AC Village. After conclusion of AC34, Phase 2 of the Project will be constructed, which will include full buildout of the Cruise Terminal building to function for cruise ship operations and construction of the landscaping and open space improvements for the Northeast Wharf Plaza. The Final EIR thus evaluated the impacts associated with the Project and the AC34 project due to their interrelated construction and shared use.

For Cruise Terminal operations, the Final EIR assumes the Port will receive 80 ship calls per year, which represents the high end of the range of 40 to 80 calls that currently occur annually. In anticipation of the current trends in the cruise ship industry towards larger cruise ships, the Project is designed to better accommodate newer, larger ships holding larger numbers of passengers than are currently served at Pier 35. The Cruise Terminal building will be sited within the larger footprint of the existing Pier 27 shed,

which will be demolished in its entirety as part of the AC34 project. The Cruise Terminal building will contain a large baggage claim area; check-in and waiting/seating areas, Customs and Border Protection and other security offices, processing and screening facilities, storage, utilities, and other facilities. The existing shoreside power substation at Pier 27 will be decommissioned during the end of the events of the AC34 project, and during the Phase 2 construction period of the Project. The shoreside power facility will be relocated onsite and upgraded from 12 megawatts (MW) to 20 MW to support larger cruise ships starting with the 2014 cruise season.

Vehicular access to and from The Embarcadero will be provided at a new driveway located just south of the Pier 29 shed. This access point will provide direct connection to the cruise facility's ground transportation area located within the center of the triangular-shaped pier. The approximately 3-acre ground transportation area will provide off-street space for access, drop-off, and exiting by trucks, taxis, buses, and passenger vehicles, to remove congestion on The Embarcadero such as currently created by the Pier 35 cruise terminal. A separate provisioning area located east of the cruise terminal building will accommodate access and staging for loading by large trucks, buses and delivery vehicles, consistent with federal security regulations.

The approximately 2½-acre Northeast Wharf Plaza will be located along the west end of Pier 27, fronting The Embarcadero promenade. The plaza site will be created with the demolition of Pier 27 shed in Phase 1 and be initially improved to support the AC Village. The design includes a large lawn, walkways and landscaping, a "piazza" feature that integrates the historic Pier 29 Belt Line office building. The updated concept design for the plaza is described and analyzed in Chapter 11 of the Final EIR.

Additional Components of the Project as Described in Chapter 11 of the Final EIR

As discussed above, the Project approved by the Commission is described as the Cruise Terminal Project Variant in Chapter 11 of the Final EIR. As such, the Project includes a number of updates and refinements that differentiate it from the Draft EIR Cruise Terminal project described in the Draft EIR. These updates and refinements are summarized here.

Under the Project, the proposed provisioning area, and associated security fencing and vehicle circulation would provide for public access on the west side of Pier 29 on all days, regardless of whether a cruise ship is in port. The provisioning truck access circulation would be shifted towards the Pier 27 portion of the pier to serve the reconfigured provisioning area. The Cruise Terminal sally port and security gate fencing would be configured such that only a portion of the area at the end of Piers 27-29 would be closed off when a cruise ship is in port, instead of closing off the entire end of Piers 27-29 as under the Draft EIR Cruise Terminal project. As with the proposed security fence proposed along the Pier 27 apron, the configured security fence at the end of Piers 27-29 would be retracted to allow free passage by the public to this area from the Ground Transportation Area when a cruise ship is not in port. The provisioning area immediately northeast of the Pier 27 cruise terminal building would not be available for public access except for designated perimeter walkways connecting to the Pier 27 apron, which would be open to the public on non-cruise days.

Under the Project, the proposed cruise terminal driveway is moved to the south by approximately 30 feet, consistent with Mitigation Measure M-TR-83 in the Draft EIR. This relocation would provide additional distance for vehicles exiting the Cruise Terminal site to access the northbound left turn pocket at the approach to Chestnut and Sansome Streets without blocking the adjacent travel lane.

The Project also includes refinements to the design of the Northeast Wharf Plaza. The Draft EIR Cruise Terminal project proposed several ancillary structures for commercial and recreational services (e.g., snacks, bike rentals) in the park/piazza design. Under the Project, no commercial or recreational service structures would be constructed at the Northeast Wharf Plaza. However, the Project includes potential future construction of a restroom facility structure within the landscaped buffer area between the plaza and the proposed Cruise Terminal Ground Transportation Area.

Shared Uses

The Cruise Terminal building also will accommodate shared uses in down times between cruise ship calls. These shared uses could include events such as conferences, public or private gatherings, and maritime-oriented events. It is estimated that up to 100 shared-use events could occur at the cruise terminal site annually.

Port Tenant Relocation

The Project requires the relocation of existing tenants currently leasing and occupying Pier 27-29 pier shed and facilities. A description of Pier 27 tenant displacement and relocation is included in a discussion on pp. 3-85 and 86 of the Final EIR. In support of these actions, the Port Commission will approve a Tenant Relocation Plan, as required by state law, which sets forth relocation benefits available to those vacating facilities.

BCDC Plan Amendments

As part of the Project, the Port has proposed amendments to the San Francisco Bay Conservation and Development Commission ("BCDC") Special Area Plan ("SAP"), an element of the San Francisco Bay Plan. Any such revisions to the Special Area Plan also will involve amendments to the Port's Waterfront Land Use Plan to maintain consistent policies of the two agencies. The proposed amendments are required to build the proposed James R. Herman Cruise Terminal and the Northeast Wharf Plaza and to allow berthing of cruise vessels in the Northeast Wharf Open Water Basin. The Project updates in Chapter 11 of the Final EIR present an updated description the SAP amendments, which would deliver a package of public benefits to expand and improve waterfront public access to offset public benefit reductions caused by the Project to the Northeast Wharf Open Water Basin and existing policies in the SAP.

The list below summarizes the proposed package of public benefits to replace the public benefits agreed to by the Port and BCDC with adoption of the 2000 amendments to the SAP, subject to funding availability and agreement by BCDC and the Port as to timing of implementation. As part of the SAP amendment review process, fill removal sites will be considered. The following fill removal sites were analyzed in the Draft EIR: Pier 98 LASH Terminal, Pier 84 and 88 along Islais Creek, Pier 70, Wharves 6, 7 and 8 and area adjacent to Pier 68, Pier 64, and the former site of Carmen's restaurant in China Basin channel. In addition, Chapter 11 of the Final EIR analyzed Pier ½ north of the Ferry Building as a possible fill removal site.

- **Pier 27 Shed and East Wall of Pier 29.** Remove the northeast portion of the Pier 27 shed and reconstruct the east wall of Pier 29 consistent with *Secretary's Standards*.
- **Beltline Piazza.** Either in conjunction with construction of Phase 2 improvements to the James R. Herman Cruise Terminal, or at a later date determined jointly by BCDC and the Port, increase the

size of Northeast Wharf Plaza to include a Beltline piazza adjacent to the Embarcadero Promenade.

- **Open Space at End of Piers 27-29.** Submit a plan for review by the BCDC Design Review Board and the Waterfront Design Advisory Committee for use of the open space at the end of Piers 27 and 29 resulting from the removal of the northeastern portion of Pier 27 that addresses wind impacts in this location and provides for public assembly, active recreation, water-oriented recreation, or other uses that take advantage of the panoramic views at this location.
- **Phased Public Access Improvements, Piers 27, 29, 31, 33.** Implement phased public access improvements to the Pier 27 and the Pier 29 north apron and provide public access through Pier 29 or Pier 29½ to the Pier 29 apron, including a Bayside History Walk, triggered by a major permit for a new long-term lease or major rehabilitation project at Pier 29 or Pier 29½ or an earlier date agreed by BCDC and the Port. Implement phased public access improvements to the Piers 31-33 areas, triggered by a major permit for a new long-term lease or major rehabilitation project at Pier 31 or Pier 33 or an earlier date agreed to by BCDC and the Port.
- **Open Water Basin at Piers 29-31.** Submit a plan for review by the BCDC Design Review Board and the Waterfront Design Advisory Committee for a new Open Water Basin at Piers 29-31, and potentially to Pier 33, that provides for water-oriented recreation access, triggered by a major new lease at one or more of any these locations.
- **Easternmost Portion of Pier 23 Shed.** If the Open Water Basin at Piers 29-31 (or Pier 33) and the open space at the end of Pier 29 is approved by BCDC, eliminate the requirement to remove the easternmost 315 feet of the Pier 23 shed.
- **Phased Improvements to the Pedestrian and Bicycle Experience.** Develop design standards for phased improvements to the pedestrian and bicycle experience on the east and west side of The Embarcadero from China Basin to Fisherman's Wharf, in consultation with the San Francisco Planning Department, SFMTA, and BCDC, and, for the east side of The Embarcadero, in consultation with the BCDC Design Review Board. These standards would improve the pedestrian experience by building wider sidewalks that allow for improved landscaping, public seating and opportunities for public art, with pedestrian bulb-outs, consistent with the City's Better Streets guidelines. On the west side of The Embarcadero, the pedestrian experience would be enhanced by a series of open spaces, triggered by adjacent development.
- **New Openings to View the Bay through Pier 19½.** Implement phased, new openings to view the Bay through Pier 19½, or phased removal of Pier 19½ in its entirety, with the option to build new maritime or other trust-consistent facilities, including structures to support such uses within a portion of the existing footprint of Pier 19½, in the Piers 19-23 basin. Such phased improvements would require reconstruction of the north wall of the Pier 19 bulkhead and the westernmost portion of the Pier 19 shed, consistent with the Secretary's Standards, and public access along the Pier 19 north apron, the Pier 19½ apron and the Pier 23 south apron, including a Bayside History Walk, timed with a new long-term lease of Piers 19-23 or an earlier date agreed by BCDC and the Port.
- **Pier 43 Promenade and Plaza Project.** By a date to be determined jointly by BCDC and the Port, expand the Pier 43 Promenade Project to incorporate the renovation of the public plaza at the Pier 43 Historic Arch and adjacent areas, consistent with the Secretary's Standards, to further improve public access and views along the Fisherman's Wharf shoreline. For purposes of this requirement, no improvements that trigger a seismic upgrade will be required.

B. Project Objectives

The objectives of the proposed Project are to:

- Design a new, modern cruise terminal that optimizes current and future operational needs and retains an important historic maritime use along San Francisco's northeastern waterfront that is compatible with and respects the physical form and characteristics defining the Embarcadero Historic District, which is listed on the National Register of Historic Places
- Provide a highly visible berth for ceremonial and visiting ships and vessels, as well as cruise ships, that preserves and promotes the maritime character of San Francisco's historic waterfront
- Integrate a ground transportation area that serves all cruise ship and passenger access and support needs off-street to avoid traffic impacts on The Embarcadero
- Develop an efficient facility that will lower the Port's operational and maintenance costs by the use of effective space planning and equipment to handle passenger circulation and provisioning, and will meet the evolved security and passenger handling demands of the cruise ship industry
- Maintain shoreside power in a new, modern cruise terminal facility to promote and expand access and use of San Francisco's electrical grid while ships are in port to avoid cruise ship diesel emissions
- Configure the cruise terminal in a way that will create opportunities for the Port to allow special event uses when the terminal is not occupied for cruise purposes to enable year-round, people-oriented uses at Pier 27, generate revenue to help finance public improvements, and create an inviting amenity that supports and activates use and enjoyment of the Northeast Wharf Plaza
- Develop the Northeast Wharf Plaza, a major public open space integrated with public access on Pier 27; create new views and access to San Francisco Bay; promote recreational enjoyment along San Francisco's public waterfront; and preserve open water areas for passive and active enjoyment of the Bay
- Develop a project that embodies the City's commitment to sustainability principles by following the guidelines from the U.S. Green Building Council to achieve a Leadership in Energy and Environmental Design (LEED) Silver or better rating
- Integrate the design and construction of the Cruise Terminal project with the proposed AC34 race facilities and operations

C. Environmental Review

Project Final EIR

Pursuant to and in accordance with the requirements of Section 21094 of the Public Resources Code and Section 15152 of the CEQA Guidelines, the San Francisco Planning Department prepared a Final EIR for 34th America's Cup and James R. Herman Cruise Terminal and Northeast Wharf Projects.

In accordance with Sections 15063 and 15082 of the CEQA Guidelines, the San Francisco Planning Department, as lead agency, published a Notice of Preparation ("NOP") on February 9, 2011, and conducted scoping meetings for the EIR on February 23 and 24, 2011. The NOP was circulated to local,

state, and federal agencies and to other interested parties on February 9, 2011, initiating a public comment period that extended through March 11, 2011.

As indicated in the NOP, the EIR addressed the full range of environmental impacts of the Project. The NOP included a preliminary list of the potential environmental impacts. The NOP provided a general description of the Project, locations, and objectives (see Appendix NOP-1 in Volume 4 of the Final EIR for a copy of the NOP).

Pursuant to CEQA Guidelines Section 15083, the San Francisco Planning Department held two public scoping meetings on February 23, 2011 at the Port of San Francisco office at Pier 1, and on February 24, 2011 at San Francisco City Hall, both located in San Francisco. The purpose of the meetings was to present the proposed Project to the public and receive public input regarding the scope of the EIR analysis. Attendees were provided an opportunity to voice comments or concerns regarding potential effects of the Project.

The public scoping process and the comments received in response to the NOP yielded oral and written comments. The comment letters, transcript of the scoping meeting, and reproductions of the comment cards are available for public review at the Environmental Planning Division of the San Francisco Planning Department, 1650 Mission Street, San Francisco, CA. The comments issued during the scoping meeting addressed concerns regarding land use, plans and policies, aesthetics, air quality, long term development, transportation, biological resources, cultural resources, hydrology and water quality, and cumulative impacts.

The San Francisco Planning Department then prepared the Draft EIR, which describes the Project and the environmental setting, identifies potential impacts, presents mitigation measures for impacts found to be significant or potentially significant, and evaluates Project alternatives. The Draft EIR analyzes the impacts associated with the Project, and identifies mitigation measures applicable to reduce impacts found to be significant or potentially significant. It also includes an analysis of two alternatives to the Project, including the No Project Alternative and a Renovated Pier 27 Shed Alternative. In assessing construction and operational impacts of the Project, the EIR also considers the combined effects of the Project with AC34, and the contribution of Project impacts to cumulative impacts associated with the Project in combination with other past, present, and future actions with potential for impacts on the same resources.

Each environmental issue presented in the Draft EIR is analyzed with respect to significance criteria that are based on the San Francisco Planning Department Environmental Planning Division ("EP") guidance regarding the environmental effects to be considered significant. EP guidance is, in turn, based on CEQA Guidelines Appendix G, with some modifications.

On July 11, 2011, the Draft EIR was circulated to local, state, and federal agencies and to interested organizations and individuals for review and comment during a 45-day public review period, which closed on August 25, 2011. A public hearing was held by the Planning Commission on the Draft EIR to accept written or oral comments on August 11, 2011. During the public review period, the San Francisco Planning Department received 235 written comments sent through the mail or email and 45 oral comments from speakers at the public hearings. A court reporter was present at the public hearing, transcribed the oral comments verbatim, and prepared a written transcript, which is provided in the Comments and Responses document, described below.

The Comments and Responses document was published on December 1, 2011, and it included copies of all of the comments received on the Draft EIR as well as responses to those comments. The Comments and Responses document provided additional, updated information, and clarification on issues raised by commenters. As stated above, the Final EIR includes updates and refinements the

Draft EIR project description, presented in Chapter 11, Cruise Terminal Project Variant. The Cruise Terminal Project Variant represents the Project now approved by the Port Commission. The refinements include revisions to the cruise ship provisioning area to create a public access area at the tip of Pier 27-29 that would remain open to the public during cruise ship calls, refinements to the Northeast Wharf Plaza design to remove ancillary commercial structures, add a restroom facility, and landscaping modifications to respond to historic preservation design performance criteria. In addition, new air quality mitigation measures that reduce but do not eliminate the extent of significant air quality impacts described in the Draft EIR will be implemented as part of the Project, including a new shoreside power facility at the Pier 70 drydock shipyard. The Pier 70 shoreside power installation will mitigate the emissions generated during the period when the Pier 27 shoreside power substation is out of commission.

The Planning Commission reviewed and considered the Final EIR, which includes the Draft EIR, the Comments and Responses document, and all of the supporting information. The Final EIR also analyzed the potential effects of the Project on achieving the Cruise Terminal project objectives specified in the Final EIR. In certifying the Final EIR, the Planning Commission determined that the Final EIR does not add significant new information to the Draft EIR that would require recirculation of the EIR under CEQA because the Final EIR contains no information revealing: (1) any new significant environmental impact that would result from the Project or from a new mitigation measure proposed to be implemented; (2) any substantial increase in the severity of a previously identified environmental impact; (3) any feasible project alternative or mitigation measure considerably different from others previously analyzed that would clearly lessen the environmental impacts of the Project, but that was rejected by the Project's proponents; or (4) that the Draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded. This Commission concurs with the determination of the Planning Commission. The Final EIR fully analyzed the Project proposed for approval by the Port Commission. No new impacts have been identified that have not been analyzed in the Final EIR.

D. Environmental Analysis of the Cruise Terminal Project Variant

As discussed, the Final EIR included a description and analysis of the Project, referred to in that document as the "Cruise Terminal Project Variant," in the Comments and Responses document, Chapter 11, including a detailed description of the Cruise Terminal Project Variant in Chapter 11.4 and analysis of impacts in Chapter 11.4.2. As stated above, the Cruise Terminal Project Variant is the Project approved by the Commission and may be referred to either as the "Project" or the "Cruise Terminal Project Variant" in these findings. The Comments and Responses document analysis concluded that the potential environmental effects of the Cruise Terminal Project Variant are similar to or less than the environmental effects of the Draft EIR Cruise Terminal project. The differences in the project elements and the impacts and mitigation measures between the Cruise Terminal Project Variant and the Draft EIR Cruise Terminal Project are described in Section I(A) above.

The updated and refined design and related elements included in the Project do not result in increased impacts as compared to the Draft EIR Cruise Terminal project. The Project would either result in the same or reduced impacts as compared to the Draft EIR Cruise Terminal project. The Comments and Responses document, Chapter 11, Section 11.4.2 Environmental Effects of the Cruise Terminal Project Variant, Table 11-6 Comparison of the Significant Environmental Impacts of the Draft EIR Cruise Terminal project and the Cruise Terminal Project Variant, provides a summary of how the impacts and mitigation measures of the Cruise Terminal Project Variant (i.e. the Project) compares to the Draft EIR

Cruise Terminal project. The Impacts associated with the Draft EIR Cruise Terminal project that would be reduced under the Project are:

- The Project would result in realignment of the cruise terminal access driveway 30 feet to the south consistent with Mitigation Measure M-TR-83 (Relocate Cruise Terminal Vehicular Access) in the Draft EIR. This relocation would provide additional distance for vehicles exiting the cruise terminal site to access the northbound left turn pocket at the approach to Chestnut and Sansome Streets without blocking the adjacent travel lanes.

In sum, the Project would have the same or reduced impacts as compared to the Draft EIR Cruise Terminal Project, and specifically would reduce impacts related to transportation and circulation, thus obviating the need to implement Mitigation Measure M-TR-83.

E. Approval Actions

San Francisco Planning Commission

- Certification of the Final EIR

San Francisco Port Commission

- Approval of the Cruise Terminal project; adoption of CEQA findings and a Mitigation Monitoring and Reporting Program for each project

United States Customs and Border Protection

- Approval of cruise terminal design as it applies to Customs and Border Protection facility guidelines

San Francisco Bay Conservation and Development Commission

- Approval of *San Francisco Bay Plan*, *San Francisco Waterfront Special Area Plan* amendments
- Approval of one or more Administrative and Major Permits for fill and uses in San Francisco Bay and the Bay shoreline

California State Lands Commission

- Consultation regarding use plan and Public Trust determination

California Regional Water Quality Control Board, San Francisco Bay Region

- Section 401 Water Quality Certification and any associated Waste Discharge Requirements; Construction General Permit coverage and Industrial Stormwater Permit Coverage, as applicable

Bay Area Air Quality Management District

- Authority to Construct and Permit to Operate applicable facilities

F. Content and Location of Record

The record upon which all findings and determinations related to the Project are based includes the following:

- The Draft EIR and all documents referenced in or relied upon by the EIR (The references in these findings to the EIR or Final EIR include both the Draft EIR and the Comments and Responses document.)
- All information (including written evidence and testimony) provided by City staff before the Planning Commission and the Port Commission relating to the EIR, the Project, and the alternatives set forth in the EIR.
- All information (including written evidence and testimony) presented to the Port Commission and the Planning Commission by the environmental consultant and sub-consultants who prepared the EIR or incorporated into reports presented to the Commissions.
- All information presented at any public hearing or workshop related to the Project and the EIR.
- The Mitigation Monitoring and Reporting Program.
- All other documents available to the Port Commission, the Planning Commission, and the Planning Department and the public, comprising the administrative record pursuant to Public Resources Code Section 21167.6(e).

The Port Commission has relied on all of the documents listed above in reaching its decision on the Project, even if not every document was formally presented to the Port Commission. A copy of all letters regarding the Draft EIR received during the public review period, the administrative record, and background documentation for the Final EIR are available at the San Francisco Planning Department, 1650 Mission Street, San Francisco. **Linda Avery** is the Custodian of Records for the Planning Department. Materials concerning approval of the Project and adoption of these findings are maintained at the Port of San Francisco, Pier 1, San Francisco, California 94111. The Custodian of Records for the Port is Amy Quesada. All files have been available to the Port Commission and the public for review in considering these findings and whether to approve the Project.

G. Findings About Significant Environmental Impacts and Mitigation Measures

The following Sections II, III and IV set forth the Commission's findings about the Final EIR's determinations regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide the written analysis and conclusions of the Commission regarding the environmental impacts of the Project and the mitigation measures included as part of the Final EIR and adopted by the Commission. To avoid duplication and redundancy, and because the Commission agrees with, and hereby adopts, the conclusions in the Final EIR, these findings will not repeat the analysis and conclusions in the Final EIR, but instead incorporate them by reference in these findings and rely upon them as substantial evidence supporting these findings.

In making these findings, the Commission has considered the opinions of City staff and experts, other agencies, and members of the public. The Commission finds that the determination of significance thresholds is a judgment decision within the discretion of the City and County of San Francisco; the significance thresholds used in the Final EIR are supported by substantial evidence in the record, including the expert opinion of the Final EIR preparers and City staff; and the significance thresholds used in the Final EIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project. Thus, although, as a legal matter, the Commission is not bound by the significance determinations in the Final EIR (see Public Resources Code, Section 21082.2(e)), the Commission finds them persuasive and hereby adopts them as its own.

These findings do not attempt to describe the full analysis of each environmental impact contained in the Final EIR. Instead, a full explanation of these environmental findings and conclusions can be found in the Final EIR, and these findings hereby incorporate by reference the discussion and analysis in the Final EIR supporting the determination regarding the Project impacts and mitigation measures designed to address those impacts. In making these findings, the Commission ratifies, adopts, and incorporates in these findings the determinations and conclusions of the Final EIR relating to environmental impacts and mitigation measures, except to the extent any such determinations and conclusions are specifically and expressly modified by these findings.

As set forth below, the Commission adopts and incorporates all of the mitigation measures set forth in the Final EIR and the attached MMRP to substantially lessen or avoid the potentially significant and significant impacts of the Project. The Commission intends to adopt each of the mitigation measures proposed in the Final EIR for the Cruise Terminal Project Variant to reduce or eliminate significant impacts resulting from the Project, and, as such, does not adopt Mitigation Measure M-TR-83, which is not required for Project for the reasons set forth in Chapter 11 of the Final EIR. Accordingly, in the event a mitigation measure recommended in the Final EIR for the Cruise Terminal Project Variant has inadvertently been omitted in these findings or the MMRP, such mitigation measure is hereby adopted and incorporated in the findings below by reference. In addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP fails to accurately reflect the mitigation measures in the Final EIR for the Cruise Terminal Project Variant due to a clerical error, the language of the policies and implementation measures as set forth in the Final EIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the information contained in the Final EIR.

In the Sections II, III and IV below, the same findings are made for a category of environmental impacts and mitigation measures. Rather than repeat the identical finding to address each and every significant effect and mitigation measure, the initial finding obviates the need for such repetition because in no instance is the Commission rejecting the conclusions of the Final EIR or the mitigation measures recommended in the Final EIR for the Project.

II. IMPACTS FOUND NOT TO BE SIGNIFICANT AND THUS DO NOT REQUIRE MITIGATION

Under CEQA, no mitigation measures are required for impacts that are less than significant (Public Resources Code, Section 21002; CEQA Guidelines, Sections 15126.4 (a)(3), 15091). The Final EIR identified impact areas found not to be significant for the Cruise Terminal Project Variant as well as areas for which the Project had no impact. Based on the evidence in the whole record of this proceeding, the Port Commission finds that the implementation of the Cruise Terminal Project will result in less-than-significant impacts (or, where indicated, no impact) in the following areas and that these impact areas, therefore, do not require mitigation:

Project-Level Impacts

Land Use

- **Impact LU-4:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza at Piers 27–29 would not physically divide an established community.
- **Impact LU-5:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not conflict with any plan, policy, or regulation adopted for the purpose of avoiding or mitigating an environmental effect.
- **Impact LU-6:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not have a substantial adverse impact on the existing character of Piers 27–29.

Aesthetics

- **Impact AE-5:** Construction and operation of the Cruise Terminal and Northeast Wharf Plaza would not have a substantial adverse effect on a scenic vista
- **Impact AE-6:** Construction and operation of the Cruise Terminal and Northeast Wharf Plaza would not affect scenic resources (vistas, roadways, and designated scenic areas) or the visual character of the project sites and surroundings.
- **Impact AE-7:** Construction and operation of the Cruise Terminal and Northeast Wharf Plaza at Piers 27–29 would not substantially damage scenic resources or other features of the built environment that contribute to a scenic public setting.
- **Impact AE-8:** Construction and operation of the Cruise Terminal and Northeast Wharf Plaza at Piers 27–29 would not create a new source of substantial light or glare that would adversely affect daytime or nighttime views in the area.

Population and Housing

- **Impact PH-4:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not induce substantial population growth in the area, either directly (for example, by constructing new homes) or indirectly (for example, by establishing substantial new employment opportunities that attract employees to an area through extension of roads or other infrastructure).
- **Impact PH-5:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not displace existing housing units or create demand for additional housing.
- **Impact PH-6:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not displace substantial numbers of people, necessitating the construction of replacement housing elsewhere.

Cultural and Paleontological Resources

- **Impact CP-5:** Construction and operation of the proposed Pier 27 Cruise Ship Terminal would not result in a substantial adverse change in the significance of a historic resource.
- **Impact CP-7:** Proposed fill removal within Port properties associated with amendments to the BCDC Special Area Plan for the AC34 and Cruise Terminal projects would not cause a substantial adverse change in the significance of a historic resource.
- **Impact CP-9:** Construction and operation of the proposed Pier 27 Cruise Ship Terminal and Northeast Wharf Plaza would not directly or indirectly destroy a unique paleontological resource or site or unique geological feature.

Transportation and Circulation

- **Impact TR-81:** Implementation of the Cruise Terminal project would have a less than significant impacts at two study intersections that would operate at LOS F under Existing plus Cruise Terminal project conditions.
- **Impact TR-82:** Implementation of the Cruise Terminal project would have less than significant impacts at 20 study intersections that would operate at LOS D or better under Existing plus Cruise Terminal project conditions.
- **Impact TR-83:** Implementation of the Cruise Terminal project would not affect traffic operations on The Embarcadero.
- **Impact TR-84:** Implementation of the Cruise Terminal project would not cause a substantial increase in transit demand at the Muni Downtown and the Regional Transit Screenlines that could not be accommodated by adjacent transit service, or cause a substantial increase in transit delays or operating costs.
- **Impact TR-86:** Implementation of the Cruise Terminal would not create potentially hazardous conditions for bicyclists or otherwise substantially interfere with bicycle accessibility to the project site and adjoining areas.

- **Impact TR-87:** Implementation of the Cruise Terminal would not result in substantial overcrowding on public sidewalks, create hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the project site or adjoining areas.
- **Impact TR-88:** Implementation of the Cruise Terminal project would not result in a loading demand during the peak hour of loading activities that could not be accommodated within the proposed loading supply, or within on-street loading zones.
- **Impact TR-89:** Implementation of the Cruise Terminal project would not result in a significant emergency vehicle access impact.
- **Impact TR-90:** Implementation of the Cruise Terminal project would not result in construction-related transportation impacts because of their temporary and limited duration.

Noise

- **Impact NO-5:** Construction of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in exposure of persons to or generation of noise levels in excess of standards established in the San Francisco General Plan or San Francisco Noise Ordinance.
- **Impact NO-6:** Operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in exposure of persons to or generation of noise levels in excess of standards established in the *San Francisco General Plan* or San Francisco Noise Ordinance.
- **Impact NO-7:** Construction of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels.
- **Impact NO-8:** Operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels.
- **Impact NO-9:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project.
- **Impact NO-10:** Operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in a substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project.

Air Quality

- **Impact AQ-9:** Construction of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in localized, construction dust-related air quality impacts.
- **Impact AQ-11:** Construction resulting from the amendments to the Bay Conservation and Development Commission (BCDC) Special Area Plan would not result in emission of criteria pollutants and precursors that would violate an air quality standard or contribute substantially to an existing or projected air quality violation.
- **Impact AQ-12:** Construction of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not expose sensitive receptors to substantial concentrations of toxic air contaminants or respirable particulate matter (PM_{2.5}).
- **Impact AQ-13:** Construction resulting from amendments to the Bay Conservation and Development Commission (BCDC) Special Area Plan (SAP) would not expose sensitive receptors to substantial concentrations of toxic air contaminants or respirable particulate matter (PM_{2.5}).
- **Impact AQ-14:** Operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not violate an air quality standard or contribute substantially to an existing or projected air quality violation.
- **Impact AQ-15:** Operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not expose sensitive receptors to substantial concentrations of toxic air contaminants or respirable particulate matter (PM_{2.5}).

- **Impact AQ-16:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not conflict with or obstruct implementation of applicable air quality plans.
- **Impact AQ-17:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not create objectionable odors affecting a substantial number of people
- **Impact AQ-18:** Operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in carbon monoxide concentrations in excess of state or federal standards.

Greenhouse Gas Emissions

- **Impact C-GG:** The proposed project would not generate greenhouse gas emissions at levels that would result in a significant impact on the environment or conflict with any policy, plan, or regulation adopted for the purpose of reducing greenhouse gas emissions.

Shadow

- **Impact SH-2:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not create new shadow in a manner that would substantially affect outdoor recreation facilities or other public areas.

Recreation

- **Impact RE-2:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza at Piers 27-29 would not increase the use of parks and recreational facilities such that substantial physical deterioration of the facilities would occur and would not otherwise result in physical degradation of existing recreational resources.

Utilities and Service Systems

- **Impact UT-8:** Operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not exceed wastewater treatment requirements of the San Francisco Regional Water Quality Control Board.
- **Impact UT-9:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza would not require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities.
- **Impact UT-10:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza would require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which would not cause significant environmental effects.
- **Impact UT-11:** The City and County of San Francisco would have sufficient water supply available to serve the James R. Herman Cruise Terminal and Northeast Wharf Plaza from existing entitlements and resources, and would not require new or expanded water supply resources or entitlements.
- **Impact UT-12:** Operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in a determination by the wastewater treatment provider that would serve the project that it has inadequate capacity to serve the project's projected demand in addition to the provider's existing commitments.
- **Impact UT-13:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza would be served by a landfill with sufficient permitted capacity to accommodate the project's solid waste disposal needs.
- **Impact UT-14:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza would comply with federal, state, and local statutes and regulations related to solid waste.

Public Services

- **Impact PS-4:** Construction and operation of James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in substantial adverse physical impacts associated with the

provision of or the need for new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives for fire protection and emergency medical services.

- **Impact PS-5:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in substantial adverse physical impacts associated with the provision of or the need for new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives for law enforcement services.

Biological Resources - Upland Biological Resources

- **Impact BI-7:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza would not have a substantial adverse effect on any riparian habitat or other sensitive natural upland community identified in local or regional plans, policies, or regulations.
- **Impact BI-8:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza would not have a substantial adverse effect on federally protected wetlands.
- **Impact BI-10:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza would not conflict with any applicable local policies or ordinances protecting upland biological resources.

Biological Resources - Marine Resources

- **Impact BI-17:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza would not have a substantial adverse effect, either directly or through habitat modifications, on marine or estuarine species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations.

Geology and Soils

- **Impact GE-7:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not expose people or structures to substantial adverse effects related to fault rupture.
- **Impact GE-10:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in substantial slope instability or expose people or structures to substantial adverse effects related to earthquake-induced landslides.
- **Impact GE-11:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not result in substantial erosion or loss of topsoil.

Hydrology and Water Quality

- **Impact HY-6:** Operation of the Cruise Terminal and Northeast Wharf Plaza would not exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff.
- **Impact HY-7:** The Cruise Terminal and Northeast Wharf Plaza would not expose people or structures to a significant risk of loss, injury, or death involving inundation by seiche or tsunami.
- **Impact HY-8:** The Cruise Terminal and Northeast Wharf Plaza would not expose people or structures to a significant risk of loss, injury, or death involving inundation from flooding as a result of climate change-induced sea level rise.
- **Impact HY-9:** Proposed fill removal within Port properties associated with amendments to the BCDC Special Area Plan for the cruise terminal and Northeast Wharf Plaza would not violate water quality standards or waste discharge requirements or otherwise substantially degrade water quality.

Hazards and Hazardous Materials

- **Impact HZ-5:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not have a substantial adverse effect related to the routine transport, use, or disposal of hazardous materials.
- **Impact HZ-6:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not create a significant hazard to the public or the environment as a result of a release of hazardous materials in soil or sediment or location of project activities on a government list of hazardous materials sites.
- **Impact HZ-8:** The Cruise Terminal and Northeast Wharf Plaza would not expose people or structures to a significant risk of loss, injury, or death involving fires nor would it impair implementation of or physically interfere with and adopted emergency response plan or emergency evacuation plan.

Minerals and Energy Resources

- **Impact ME-2:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not encourage activities that would result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner.

Agriculture and Forest Resources

- **Impact AG-2:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would not (a) convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance; (b) conflict with existing zoning for agricultural use, or a Williamson Act contract; (c) conflict with existing zoning for or cause rezoning of forest land or timberland; (d) result in the loss of forest land or conversion of forest land to non-forest use; or (e) involve other changes in the existing environment that, due to their location or nature, could result in conversion of Farmland to non-agricultural use or forest land to non-forest use.

Cumulative Impacts

The Project would result in a less than considerable contribution to cumulative impacts for the following impacts:

Land Use

- **Impact C-LU:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative land use impacts.

Aesthetics

- **Impact C-AE:** There would be no cumulative impacts on visual quality.

Population and Housing

- **Impact C-PH:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on population and housing.

Transportation and Circulation

- **Impact C-TR-6:** Implementation of the Cruise Terminal project would have less than significant impacts at six study intersections that would operate at LOS E or LOS F under 2035 cumulative conditions.
- **Impact C-TR-7:** Implementation of the Cruise Terminal project would have less than significant impacts at 11 study intersections that would operate at LOS D or better under 2035 cumulative conditions.

- **Impact C-TR-8:** The proposed project's contribution to cumulative transit trips would not contribute considerably to exceeding Muni's capacity utilization standard at the Downtown screenlines during the weekday a.m. and p.m. peak hours.
- **Impact C-TR-10:** The proposed project's contribution to cumulative transit trips on AC Transit, BART, Caltrain, Golden Gate Transit, SamTrans, and other ferry lines would not contribute considerably to the capacity utilization at the regional screenlines during the weekday a.m. and p.m. peak hours.

Wind

- **Impact C-WI:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative wind impacts.

Shadow

- **Impact C-SH:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative shadow impacts.

Recreation

- **Impact C-RE:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative recreation impacts.

Utilities and Service Systems

- **Impact C-UT:** The proposed project, combined with past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on utilities or service systems.

Public Services

- **Impact C-PS:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on public services.

Biological Resources - Upland Biological Resources

- **Impact C-B1a:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on upland biological resources.

Biological Resources - Marine Resources

- **Impact C-B1b:** The project, in combination with other past, present, and reasonably foreseeable future projects, could result in significant adverse cumulative impacts on marine and estuarine biological resources.

Geology and Soils

- **Impact C-GE:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts related to geology and soils.

Minerals and Energy Resources

- **Impact C-ME:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on mineral or energy resources.

Agriculture and Forest Resources

- **Impact C-AG:** The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on agricultural or forest resources.

III. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL THROUGH MITIGATION AND THE DISPOSITION OF THE MITIGATION MEASURES

CEQA requires agencies to adopt mitigation measures that would avoid or substantially lessen a project's identified significant impacts or potential significant impacts if such measures are feasible (unless mitigation to such levels is achieved through adoption of a project alternative). The findings in this Section III and in Section IV concern mitigation measures set forth in the EIR. These findings discuss mitigation measures as proposed in the Final EIR and recommended for adoption by the Commission, which can be implemented by the Project Sponsors. The mitigation measures proposed for adoption in this section are the same as the mitigation measures identified in the Final EIR for the Cruise Terminal Project Variant. The full explanation of the potentially significant environmental impacts is contained in Chapters 5 and 6 of the Final EIR, (and in text changes to Chapter 5 found in Chapter 13 of the Final EIR). The full text of the mitigation measures is contained in the Final EIR in Chapter 13 and in **Attachment B**, the **Mitigation Monitoring and Reporting Program**. **Attachment B** also specifies the agency responsible for implementation of each measure, establishes monitoring actions and a monitoring schedule.

This Commission recognizes that some of the mitigation measures as explained below are partially within the jurisdiction of other agencies, including the U.S. Fish and Wildlife Service, U.S. Army Corps of Engineers, California Department of Fish and Game, San Francisco Bay Regional Water Quality Control Board, Bay Area Air Quality Management District, Marin County, and San Francisco Planning Department. The Commission urges these agencies to assist in implementing these mitigation measures, and finds that these agencies can and should participate in implementing these mitigation measures.

For purposes of these findings, significant project impacts have been organized into two categories: project impacts and cumulative impacts. The Commission adopts all of the mitigation measures proposed for the Cruise Terminal Project Variant as identified in the Final EIR. The Commission finds that all of the mitigation measures are appropriate and feasible and that changes or alterations will be required in, or incorporated into, the Cruise Terminal Project Variant that mitigate or avoid the significant environmental effects as identified in the Final EIR. Based on the analysis contained in the Final EIR, other considerations in the record, and the standards of significance, the Commission finds that implementation of all of the proposed mitigation measures will reduce the potentially significant impacts discussed in this Section III to a *less-than-significant* level.

Project-Level Impacts

Cultural and Paleontological Resources

- **Impact CP-6:** Construction of the proposed Northeast Wharf Plaza could cause a substantial adverse change in the significance of a historic resource.
 - *Mitigation Measure M-CP-6: Northeast Wharf Plaza Performance Criteria*
- **Impact CP-8:** Construction and operation of the proposed Pier 27 Cruise Ship Terminal and Northeast Wharf Plaza could cause a substantial adverse change in the significance of an archeological resource, including shipwrecks.
 - *Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks*

- **Impact CP-10:** Construction and operation of the proposed Pier 27 Cruise Ship Terminal and Northeast Wharf Plaza could disturb any human remains, including those interred outside of formal cemeteries.
 - *Mitigation Measure M-CP-4: Inadvertent Discovery of Human Remains*

Wind

- **Impact WI-2:** Construction and operation of the Cruise Terminal and Northeast Wharf Plaza could alter wind in a manner that substantially affects public areas.
 - *Mitigation Measure M-WI-2: Warning Signs, Limiting Access and/or Design Features on the Eastern Aprons of Piers 27-29 During Hazardous Wind Events.*

Biological Resources – Upland Biological Resources

- **Impact BI-6:** The construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza could have a substantial adverse effect, either directly or through habitat modifications, on upland species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations.
 - *Mitigation Measure M-BI-6a: Bird-Sensitive Night Lighting at the Cruise Terminal*
 - *Mitigation Measure M-BI-6b: Bird-Building Collision Avoidance*
 - *Mitigation Measure M-BI-4c: Protection for Breeding Birds on Piers and Associated Structures*
- **Impact BI-9:** The James R. Cruise Terminal and Northeast Wharf Plaza could interfere with the movement of any native upland wildlife species or with established native resident or migratory wildlife corridors or impede the use of native wildlife nursery sites.
 - *Mitigation Measure M-BI-4c: Protection for Breeding Birds on Piers and Associated Structures*
 - *Mitigation Measure M-BI-4d: Protection for Bat Roosts on Piers and Associated Structures*

Geology and Soils

- **Impact GE-8:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza could expose people or structures to substantial adverse effects related to groundshaking.
 - *Mitigation Measure M-GE-2: Site-Specific Geotechnical Investigation*
- **Impact GE-9:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza could expose people or structures to substantial adverse effects related to liquefaction, lateral displacement, or earthquake-induced settlement.
 - *Mitigation Measure M-GE-2: Site-Specific Geotechnical Investigation*

- **Impact GE-12:** The James R. Herman Cruise Terminal and Northeast Wharf Plaza could be located on a geologic unit or soil that is unstable, or that could become unstable as a result of the project.
 - *Mitigation Measure M-GE-2: Site-Specific Geotechnical Investigation*

Hydrology and Water Quality

- **Impact HY-5:** Construction and operation of the Cruise Terminal and Northeast Wharf Plaza could violate water quality or waste discharge requirements or otherwise substantially degrade water quality.
 - *Mitigation Measure M-HY-1: Water Quality Best Management Practices*

Hazards and Hazardous Materials

- **Impact HZ-7:** Construction and operation of the James R. Herman Cruise Terminal and Northeast Wharf Plaza could create a significant hazard to the public or the environment as a

result of a release of hazardous building materials in structures that would be demolished and creosote-treated pilings and structures that would be removed.

- *Mitigation Measure M-HZ-3: Removal of Hazardous Building Materials*

Cumulative Impacts

The Project would make a considerable contribution to cumulative impacts, which could be reduced to a **less-than-significant** level with the implementation of Project mitigation measures for the following impacts.

Cultural and Paleontological Resources

- **Impact C-CP:** The combination of AC34 and Cruise Terminal projects, in combination with other past, present and foreseeable future projects, could have a cumulatively considerable effect on cultural resources.
 - *Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks*
 - *Mitigation Measure M-CP-4: Inadvertent Discovery of Human Remains*
 - *Mitigation Measure M-CP-6: Northeast Wharf Plaza Performance Criteria*

Hydrology and Water Quality

- **Impact C-HY:** The project, in combination with other past, present, and reasonably foreseeable future projects, could result in significant adverse cumulative hydrology or water quality impacts.
 - *Mitigation Measure M-HY-1: Water Quality Best Management Practices*

Hazards and Hazardous Materials

- **Impact C-HZ:** The project, in combination with other past, present, and reasonably foreseeable future projects, could result in significant adverse cumulative hazards and hazardous materials impacts.
 - *Mitigation Measure M-HZ-3: Removal of Hazardous Building Materials*

IV. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT

A. Project Impacts

Based on substantial evidence in the whole record of these proceedings, the Commission finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts as identified in the Final EIR. The Commission finds that the mitigation measures in the Final EIR and described below are appropriate, and that changes have been required in, or incorporated into, the Project that, pursuant to Public Resources Code Section 21002 and CEQA Guidelines Section 15091, may substantially lessen, but do not avoid (i.e., reduce to less than significant levels), the potentially significant environmental effect associated with implementation of the Cruise Terminal Project. The Commission adopts all of the mitigation measures proposed in the Final EIR that are relevant to the Project (described as the "Cruise Terminal Project Variant" in the Final EIR) and set forth in the **MMPR**, attached hereto as **Attachment B**. The Commission further finds, however, for the impacts listed below, despite the implementation of any identified feasible mitigation measures, the effects remain significant and unavoidable. Based on the analysis contained within the Final EIR, other considerations in the record, and the standards of significance, the Port Commission finds that because some aspects of the Project could cause potentially significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, the impacts are **significant and unavoidable**. For a detailed explanation of the lack of feasible mitigation measures for the following impacts, please see the relevant discussion within the Final EIR.

The Commission determines that the following significant impacts on the environment, as reflected in the Final EIR, are unavoidable, but under Public Resources Code Section 21081(a)(3) and (b), and CEQA Guidelines 15091(a)(3), 15092(b)(2)(B), and 15093, the Port Commission determines that the impacts are acceptable due to the overriding considerations described in Section VII below. This finding is supported by substantial evidence in the record of this proceeding.

Project-Level Impacts

Transportation and Circulation

- **Impact TR-85:** Implementation of the Cruise Terminal project would contribute to existing exceedance of capacity utilization standard on the F-Market & Wharves historic streetcar line.
 - *Mitigation Measure M-TR-85: Additional F-Market & Wharves or E-Embarcadero Service*

Air Quality

- **Impact AQ-10:** Construction of the James R. Herman Cruise Terminal and Northeast Wharf Plaza would result in emission of criteria pollutants and precursors that would violate an air quality standard or contribute substantially to an existing or projected air quality violation.
 - *Mitigation Measure M-AQ-2a: Construction Vehicle Emissions Minimization*
 - *Mitigation Measure M-AQ-2b: Off-Road Construction Equipment*
 - *Mitigation Measure M-AQ-2c: Off-Road Construction Equipment - Electricity Use*
 - *Mitigation Measure M-AQ-2d: Off-Road Construction Equipment - Best Management Practices (BMPs)*
 - *Mitigation Measure M-AQ-2f: Fuels for Off-Road Construction Equipment*
 - *Mitigation Measure M-AQ-4d: Return Pier 27 to the Port Within One Month after Completion of the Match for Reconnection of Shoreside Power*
 - *Mitigation Measure 4e: Long-term Shoreside Power at Pier 70*

Cumulative Impacts

Transportation and Circulation

- **Impact C-TR-1:** Implementation of the Cruise Terminal project would result in significant project and cumulative impacts at the intersection of The Embarcadero/ Broadway.
 - *No feasible mitigation available.*
- **Impact C-TR-2:** Implementation of the Cruise Terminal project would result in a significant project and cumulative impacts at the intersection of The Embarcadero/ Washington.
 - *No feasible mitigation available.*
- **Impact C-TR-3:** Implementation of the Cruise Terminal project would result in a significant project and cumulative impacts at the intersection of The Embarcadero/ Mission.
 - *No feasible mitigation available.*
- **Impact C-TR-4:** Implementation of the Cruise Terminal project would result in a significant project and cumulative impacts at the intersection of The Embarcadero/ Howard.
 - *No feasible mitigation available.*
- **Impact C-TR-5:** Implementation of the Cruise Terminal project would result in a significant project and cumulative impacts at the intersection of The Embarcadero/Folsom.
 - *No feasible mitigation available.*

- **Impact C-TR-9:** The proposed project's contribution to cumulative transit conditions on the F-Market & Wharves historic streetcar line would be considerable, and would result in significant project and cumulative impacts on the F-Market & Wharves historic streetcar.
 - *Mitigation Measure M-TR-85: Additional F-Market & Wharves or E-Embarcadero Service*

Noise

- **Impact C-NO:** Cruise terminal project-related traffic, in combination with other past, present, and reasonably foreseeable future projects, would result in significant and unavoidable adverse cumulative noise impacts.
 - *No feasible mitigation available.*

Air Quality

- **Impact C-AQ-2:** The proposed Cruise Terminal project, in combination with other past, present, and reasonably foreseeable future projects, would result in significant adverse cumulative impacts on air quality.
 - *Mitigation Measure M-AQ-2a: Construction Vehicle Emissions Minimization*
 - *Mitigation Measure M-AQ-2b: Off-Road Construction Equipment*
 - *Mitigation Measure M-AQ-2c: Off-Road Construction Equipment - Electricity Use*
 - *Mitigation Measure M-AQ-2d: Off-Road Construction Equipment - Best Management Practices*
 - *Mitigation Measure M-AQ-2f: Fuels for Off-Road Construction Equipment*
 - *Mitigation Measure M-AQ-4d: Return Pier 27 to the Port Within One Month after Completion of the Match for Reconnection of Shoreside Power*
 - *Mitigation Measure M-AQ-4e: Long-term Shoreside Power at Pier 70*

V. EVALUATION OF PROJECT ALTERNATIVES

This section alternatives to the Project and the reasons for approving the Project and for rejecting the alternatives. This section also outlines the Project's purposes and provides a context for understanding the reasons for selecting or rejecting alternatives. CEQA mandates that an EIR evaluate a reasonable range of alternatives to the Project or the Project location that generally reduce or avoid potentially significant impacts of the Project. CEQA requires that every EIR also evaluate a "No Project" alternative. Alternatives provide a basis of comparison to the Draft EIR project in terms of their significant impacts and their ability to meet project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing environmental consequences of the Project.

The Final EIR analyzes two alternatives, discussed below, and the reasons for rejecting them in favor of approving the Project. In addition to these alternatives, the Final EIR includes a separate discussion of other Cruise Terminal site alternatives that were considered but rejected from further consideration and the reasons why, including Pier 30-32, Pier 50, Pier 70, Pier 80, Pier 94-96.

A. Reasons for Selection of the Project

The Project, as analyzed in the Final EIR, directly contributes to achievement of the objectives of the Project Sponsors, including the City and the Port of San Francisco, and will provide the following benefits:

- A new, modern cruise terminal that optimizes current and future operational needs and retains an important historic maritime use along San Francisco's northeastern waterfront that is compatible with and respects the physical form and characteristics defining the Embarcadero Historic District, which is listed on the National Register of Historic Places

- A highly visible berth for ceremonial and visiting ships and vessels, as well as cruise ships, that preserves and promotes the maritime character of San Francisco's historic waterfront
- Integration of a ground transportation area that serves all cruise ship and passenger access and support needs off-street to avoid traffic impacts on The Embarcadero
- An efficient facility that will lower the Port's operational and maintenance costs by the use of effective space planning and equipment to handle passenger circulation and provisioning, and will meet the evolved security and passenger handling demands of the cruise ship industry
- Maintenance of shoreside power in a new, modern cruise terminal facility to promote and expand access and use of San Francisco's electrical grid while ships are in port to avoid cruise ship diesel emissions
- Configuration of the cruise terminal in a way that will create opportunities for the Port to allow special event uses when the terminal is not occupied for cruise purposes to enable year-round, people-oriented uses at Pier 27, generate revenue to help finance public improvements, and create an inviting amenity that supports and activates use and enjoyment of the Northeast Wharf Plaza
- The Northeast Wharf Plaza, a major public open space integrated with public access on Pier 27; create new views and access to San Francisco Bay; promote recreational enjoyment along San Francisco's public waterfront; and preserve open water areas for passive and active enjoyment of the Bay
- A project that embodies the City's commitment to sustainability principles by following the guidelines from the U.S. Green Building Council to achieve a Leadership in Energy and Environmental Design (LEED®) Silver or better rating
- Integration of the design and construction of the Cruise Terminal project with the proposed AC34 race facilities and operations

The development of a spacious, modern cruise terminal is a long-sought objective of the Port of San Francisco, and the City. The Project will provide a new welcoming gateway, designed in a manner that respects San Francisco's historic waterfront setting. The large size of the Project site also supports a ground transportation area that enables all passenger and ship access, loading and staging to occur off-street. The Project incorporates refinements that shift the driveway entry approximately 30 feet to the south, to enable exiting traffic from Pier 27 to more readily access the left turn lane at The Embarcadero and Bay Street, to avoid contributing to traffic further north on The Embarcadero. The terminal design integrates energy and sustainability systems and features for which the Port hopes to achieve LEED Gold certification. During non-cruise days, the Project will accommodate weddings, conferences and events and gatherings, activities that are attracted to human-scaled and inviting facilities, especially in a waterfront setting that incorporates the kind of major public open space that will be provided by the Northeast Wharf Plaza.

B. Alternatives Rejected and Reasons for Rejection

The Commission rejects the Alternatives set forth in the Final EIR and listed below because the Commission finds that there is substantial evidence, including evidence of economic, legal, social, technological, and other considerations described in this Section in addition to those described in Section VII below under CEQA Guidelines 15091(a)(3), that make infeasible such Alternatives. In making these determinations, the Commission is aware that CEQA defines "feasibility" to mean "capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors." The Commission is also aware that under CEQA case law the concept of "feasibility" encompasses (i) the question of whether a particular alternative

promotes the underlying goals and objectives of a project and (ii) the question of whether an alternative is “desirable” from a policy standpoint to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.

Two alternatives are analyzed in the Final EIR: 1) No Project Alternative, 2) Renovation of Pier 27 Shed Alternative. They are summarized below, along with the discussion of the reasons they are rejected.

Alternative 1: No Project Alternative

Under the No Project Alternative, the James R. Herman Cruise Terminal and Northeast Wharf would not be constructed. The existing Pier 35 facilities would continue to serve as the primary cruise ship terminal, and the existing Pier 27 facilities would continue to serve as the backup cruise terminal, as currently occurs. Under a scenario where the AC34 project would be implemented, it is assumed that Piers 27-29 would still serve as the America's Cup Village in 2013, and the AC34 project sponsors would be responsible for partial to full demolition of the Pier 27 shed and partial demolition of the Pier 29 shed.

The Cruise Terminal No Project Alternative would meet only one of the Cruise Terminal project objectives—pursuant to applicable regulations, shoreside power would be implemented. It would not, however, result in a new and modern cruise terminal with associated amenities. The Cruise Terminal No Project Alternative would avoid all construction- and operation-related impacts that would occur under the proposed project. However, existing operational inefficiencies at Pier 35 would continue, including existing transportation and circulation issues in the surrounding area when cruise ships are in port. Under the No Project Alternative, the Port would have limited abilities to accommodate future demands in the cruise ship industry given the current trends in larger cruise ships and demands for more efficient operations. There would be no opportunities for year-round shared uses on an expansive waterfront parcel, and creation of a Northeast Wharf Plaza, as delineated in the BCDC Special Area Plan, would not occur. This alternative would not address the Port's cruise industry market and facilities needs in the future. Moreover, keeping primary terminal operations at Pier 35 would not enable maximum use and air quality benefits of the cruise ship shoreside power facility at Pier 27. There would be no public amenities like Northeast Wharf added to the waterfront. In light of these considerations, this alternative is rejected.

Alternative 2: Renovation of Pier 27 Shed Alternative

The Renovation of Pier 27 Shed Alternative would consist of renovating the existing facilities at Pier 27 with sufficient improvements to allow them to serve as the City's primary cruise terminal, allow development of the proposed Northeast Wharf Plaza, and accommodate the proposed America's Cup Village at Piers 27-29 in 2013. This alternative was selected for analysis because it would reduce environmental impacts associated with demolition and with bird strikes.

This alternative would meet, or partially meet, all of the project objectives. The facility would not be completely new and modern, which would result in some operational inefficiencies and limited shared uses, as compared to the proposed project. This alternative would have a shorter construction period than the proposed project, which would reduce construction-related transportation, air quality, noise, and hazardous materials impacts as compared to impacts under the Project. During project operations, bird strike impacts would be less than those under the Project. However, most of the same mitigation measures would still be required. The Renovation of Pier 27 Shed was identified as the environmentally superior alternative.

Prior to defining the Project analyzed in the Final EIR, the Port investigated the renovation of the existing Pier 27 Shed as an option to convert the cargo warehouse to a cruise terminal. The reduced construction requirements and, thus, reduced impacts of this approach, as acknowledged in the Final EIR, was a key consideration in favor of this option. But, there were several operational, financial and functional limitations that ultimately led the Port Commission to express its preference for construction of a new cruise terminal.

Specifically, conversion of the existing shed under this alternative would result in inefficiencies due to the differences between the space requirements and arrangements of cargo shipping and cruise operations. For example, the existing trusses within the shed limit the ability to develop a two story terminal building, which is optimal for passenger terminal operations, makes efficient use of building space and conserves energy resources. Thus, while the cost of initial capital improvements is somewhat lower than new construction, that savings would be offset by higher maintenance repair and operational costs over the lifetime of the facility. This alternative would have a larger building footprint than the Project, which would result in a smaller ground transportation area and less back-up staging area off The Embarcadero. This alternative would limit the viability of shared use of the terminal for conferences, events and gatherings on non-cruise days, compared to the Project. The existing shed is massive, with few windows or glazed openings to take advantage of waterfront views, compared to the amenities that are included in the Project design. Mitigation measures requiring the use of fritted glass will be implemented as part of the Project to reduce significant effects of bird strikes and still provide an aesthetically attractive facility for shared use. In light of these considerations, the Port Commission rejects this alternative.

VI. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to CEQA section 21081 and CEQA Guideline Section 15093, the Commission hereby finds, after consideration of the Final EIR and the evidence in the record, that each of the specific overriding economic, legal, social, technological and other benefits of the Project, as set forth, below independently and collectively outweighs these significant and unavoidable impacts and is an overriding consideration warranting approval of the Project. Any one of the reasons for approval cited below is sufficient to justify approval of the Project. Thus, even if a court were to conclude that not every reason is supported by substantial evidence, the Commission will stand by its determination that each individual reason is sufficient. The substantial evidence supporting the various benefits can be found in the preceding findings, which are incorporated by reference into this Section, and in the documents found in the Record of Proceedings, as defined in Section I.

~~On the basis of the above findings and the substantial evidence in the whole record of this proceeding,~~ the Commission specifically finds that there are significant benefits of the Project to support approval of the Project in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. The Commission further finds that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially lessened where feasible. All mitigation measures proposed in the Final EIR for the Project (described therein as the "Cruise Terminal Project Variant") are adopted as part of this approval action. Approval of the Project does not result in any new or more severe impacts than those that would result from adoption of the Draft EIR Cruise Terminal Project. Furthermore, the Port Commission has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technical, legal, social and other considerations.

For the past 20 years, the Port Commission has pursued the development of a modern new cruise terminal to address the needs of a vital maritime industry that would also complement the urban mix of activities along The Embarcadero waterfront. After two unsuccessful attempts to develop a new cruise terminal through public-private development projects, the Port has worked hard to manage its finances and resources to develop the Project on its own. Doing so will achieve multiple benefits for the Port waterfront:

- The Project's location at Pier 27 is in proximity to numerous, desirable visitor destinations, and plays an important role in supporting San Francisco's visitor and tourism industry, which is a major economic engine for the City and State.
- The Project supports current and future needs of the cruise industry. The trend toward larger cruise ships carrying greater passenger loads requires facilities that can support safe operations and provide a positive visitor experience.
- The Cruise Terminal portion of the Project serves a core maritime purpose for the Port, and the inclusion of the Northeast Wharf Plaza as an integrated feature at Pier 27 also addresses important public trust objectives for recreation, open space, and physical and visual access to the waterfront.
- Improving Pier 27 for optimal use and operation as a Cruise Terminal will maximize the use and environmental benefits of the Pier 27 cruise ship shoreside power facility.
- The Northeast Wharf Plaza provides a major new public open space that fills a gap in the Port's planned system of waterfront parks, providing an important resource in an area that has a deficit of open space.
- The Project also includes provisions for shared use of the Cruise Terminal for conferences, gatherings and events when not in use for cruise ship calls. This complementary mix of uses helps to keep the area vital and active, which also will support the successful use and enjoyment of the Northeast Wharf Plaza.
- The Project has been sensitively designed to meet *Secretary of Interior Standards for Historic Preservation* and to recognize its place within the Embarcadero Historic District, yet add a distinctive addition that enhances San Francisco's urban waterfront.

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
CULTURAL RESOURCES MITIGATION MEASURES				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza</i>				
<p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks</p> <p>The following measures shall be implemented should construction activities result in the inadvertent discovery of a cultural resource:</p> <p>To avoid any potential adverse effect from the proposed project on inadvertently discovered buried or submerged historic resources, as defined in CEQA Guidelines Section 15064.5 (a)(C), the project sponsor will distribute the Planning Department's archeological resource "ALERT" sheet to the project prime contractor; to any project subcontractor firms (including demolition, excavation, grading, foundation, pile driving, etc.); and/or to utilities firms involved in soil- or Bay bottom-disturbing activities within the project site. Prior to any soil- or Bay bottom-disturbing activity being undertaken, each contractor is responsible for ensuring that the ALERT sheet is circulated to all field personnel, including machine operators, field crew, pile drivers, supervisory personnel, etc. the project sponsor will provide the Environmental Review Officer (ERO) with a signed affidavit from the responsible parties (prime contractor, subcontractor(s), and utilities firm) confirming that all field personnel have received copies of the ALERT sheet.</p> <p>In the event that any indication of a potential cultural resource is encountered during soil- or Bay bottom-disturbing activities (such as in-water pile driving for temporary berths and seismic improvements to Piers 30-32), the head foreman and/or project sponsor shall immediately notify the ERO and shall suspend soil- or Bay bottom-disturbing activities within 50 feet of the find until the ERO has determined what additional measures should be undertaken. Abandoned shipwrecks, archeological sites and historic resources in submerged lands of California are under the jurisdiction of the California State Lands Commission (CSLC). In the case of an inadvertent discovery of a submerged archeological site, shipwreck or related artifacts, the ERO shall contact and initiate consultation with the CSLC staff within 2 business days of such discovery.</p>	Port of San Francisco	During any soils-disturbing activity	Notification of ERO if any archeological resources encountered	During any soils-disturbing activity. Considered complete upon notification of ERO

BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission

EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port = Port of San Francisco

SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
CULTURAL RESOURCES MITIGATION MEASURES (cont.)				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i>				
<p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks (cont.)</p> <p>If the ERO (in consultation with the CSLC staff, if applicable) determines that an archeological resource may be present within the project site, the project sponsor shall retain the services of an archeological consultant from the pool of qualified archeological consultants maintained by the Planning Department archaeologist. In the event of a shipwreck a qualified maritime archeological consultant shall be retained. The archeological consultant will advise the ERO as to whether the discovery is an archeological resource that retains sufficient integrity and is of potential scientific/historical/cultural significance. If an archeological resource is present, the archeological consultant will identify and evaluate the archeological resource. The archeological consultant will make a recommendation as to what action, if any, is warranted. Based on this information, the ERO (in consultation with the CSLC, if applicable) may require, if warranted, specific additional measures to be implemented by the project sponsor no more than forty eight (48) hours from receipt of such recommendation.</p> <p>Measures might include: preservation in situ of the archeological resource; an archeological monitoring program; or an archeological evaluation program. If an archeological monitoring or evaluation program is required, it shall be consistent with the Environmental Planning (EP) division of the Planning Department guidelines for such programs. The ERO may also require that the project sponsor immediately implement a site security program if the archeological resource is at risk from vandalism, looting, or other damaging actions.</p> <p>The project archeological consultant shall submit a Final Archeological Resources Report (FARR) to the ERO (and the CSLC staff, if applicable). This report shall include an evaluation of the historical significance of any discovered archeological resource, as well as a description of the archeological and historical research methods employed in any archeological monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.</p>	<p>Port of San Francisco and archaeological consultant</p>	<p>Before resumption of any soils-disturbing activity (if suspended)</p>	<p>Archeological consultant shall advise the ERO and ERO may require additional measures</p>	<p>Prior to resumption of soils-disturbing activity. Considered complete upon ERO approval of archeological consultant's recommendations</p>
<p>The project archeological consultant shall submit a Final Archeological Resources Report (FARR) to the ERO (and the CSLC staff, if applicable). This report shall include an evaluation of the historical significance of any discovered archeological resource, as well as a description of the archeological and historical research methods employed in any archeological monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.</p>	<p>Port of San Francisco and archaeological consultant</p>	<p>Following completion of any required archaeological field program</p>	<p>Archeological consultant submits draft FARR to ERO for approval</p>	<p>Prior to issuance of final certificate of occupancy. Considered complete upon ERO approval of draft FARR</p>

BDCB = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SEMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
CULTURAL RESOURCES MITIGATION MEASURES (cont.)				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i>				
<p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks (cont.)</p> <p>Once approved by the ERO, copies of the FARR shall be distributed as follows: the relevant California Historical Resources Information System Information Center shall receive one (1) copy and the ERO shall receive a copy of the transmittal letter of the FARR to the Information Center. The EP and the CSLC staff (if applicable) shall receive one bound, one unbound, and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. The project sponsor shall receive copies of the FARR in the number requested. In instances of high public interest in or the high interpretive value of the resource, the ERO or the CSLC staff may require a different final report content, format, and distribution than that presented above.</p>	<p>Port of San Francisco and archaeological consultant</p>	<p>Following completion of FARR</p>	<p>Distribute FARR. Submittal to ERO of affidavit of FARR distribution</p>	<p>Prior to resumption of soils-disturbing activities. Considered complete upon Planning Department receipt of report</p>
<p>Mitigation Measure M-CP-4: Inadvertent Discovery of Human Remains</p> <p>The following measures shall be implemented should construction activities result in the inadvertent discovery of human remains:</p> <p>The treatment of any human remains and associated of unassociated funerary objects discovered during soil-disturbing activities shall comply with applicable state laws. Such treatment would include immediate notification of the City and County of San Francisco Coroner. In the event of the coroner's determination that the human remains are Native American, the coroner shall notify of the Native American Heritage Commission, which would appoint a Most Likely Descendant (MLD) (PRC Section 5097.98). The archeological consultant, the project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment, with appropriate dignity, of any human remains and associated or unassociated funerary objects (CEQA Guidelines Section 15064.5[d]). The agreement would take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects. The PRC allows 48 hours to reach agreement on these matters. If the MLD and the other parties could not agree on the reburial method, the</p>	<p>Port of San Francisco and archaeological consultant</p>	<p>During any soils-disturbing activity</p>	<p>Archeological consultant shall advise the County Coroner, MLD</p>	<p>Considered complete upon completion of soils-disturbing activities</p>

BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SEMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>project sponsor shall follow Section 5097.98(b) of the PRC, which states that "the</p> <p>CULTURAL RESOURCES MITIGATION MEASURES (cont.)</p> <p><i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i></p> <p>Mitigation Measure M-CP-4: Inadvertent Discovery of Human Remains (cont.)</p> <p>landowner or his or her authorized representative shall reinter the human remains and items associated with Native American burials with appropriate dignity on the property in a location not subject to further subsurface disturbance."</p> <p>Mitigation Measure M-CP-6: Northeast Wharf Plaza Performance Criteria</p> <p>To mitigate the project's potential impacts of the Northeast Wharf Plaza on Pier 29, Belt Railroad Office Building, Pier 23 Restaurant, and the Embarcadero Historic District, the following design criteria have been defined to produce a plaza design that maintains the character and integrity of the District and to achieve consistency with the Secretary's Standards, and the Port shall comply with these criteria:</p> <p>a) <i>Plaza Relationship to Embarcadero Historic District.</i> Plaza structures and public spaces should be consistent with the Secretary's Standards with respect to the character-defining features and be compatible with the Embarcadero Historic District by recognizing the bulkhead, pier, and apron zones, with improvements within those zones being compatible with the architectural character of the Embarcadero Historic District.</p> <p>b) <i>Structures at Northeast Wharf Plaza.</i> Structures near the Northeast Wharf Plaza should be designed to be consistent with the Secretary's Standards and compatible with the historic character of bulkhead buildings through the following:</p> <ul style="list-style-type: none"> • To feature the Belt Railroad Office Building and recognize its unique waterfront placement as a freestanding structure located on the bulkhead wharf fronting on the Embarcadero Promenade and rehabilitated consistent with the Secretary's Standards, new structures should be set back from the Embarcadero Promenade at least 30 feet and provide visual separation from the Belt Railroad Office Building accomplished by separating the new structures from the Belt Railroad Office Building by at least 40 feet; • As part of the design process the Port shall assess the historic integrity of the rear addition of the Belt Railroad Office Building and determine whether it retains sufficient integrity to be considered an integral part of its contributing resource 	<p>Port of San Francisco and architectural historian consultant</p>	<p>Prior to issuance of Port Building or Encroachment Permits</p>	<p>Port of San Francisco preservation staff and the Planning Department preservation staff</p>	<p>Considered complete upon verification by Planning Department and Port of San Francisco issuance of permit</p>

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>Mitigation Measures Adopted As Conditions of Approval</p> <p>status. Should the addition be determined integral to the contributing resource its treatment shall be consistent with the Secretary's Standards.</p>				
CULTURAL RESOURCES/MITIGATION MEASURES (cont.)				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i>				
<p>Mitigation Measure M-CP-6: Northeast Wharf Plaza Performance Criteria (cont.)</p> <ul style="list-style-type: none"> To acknowledge and strengthen the Cruise Terminal as the dominant maritime use of the pier, new structures should be located to respect the sight line from the Embarcadero Promenade to the terminal, and sited to follow the geometry established by the cruise terminal structure (instead of being parallel to the Embarcadero Promenade); New structures within the Plaza shall be designed to support the historic setting of the Embarcadero Historic District including Pier 23, 29 and the Belt Railroad Office Building and shall be compatible but not mimic these historic resources in order to avoid creating a false sense of historical development; and, To architecturally complement the Belt railroad and bulkhead buildings, new structures should be finished in industrial materials characteristic of the Embarcadero Historic District such as concrete, stucco or metal siding and steel sash windows. 				
<p>c) Plantings at Northeast Wharf Plaza. To recognize the Belt Railroad Office Building's historic placement as a freestanding structure within a working maritime environment and the industrial character of the Embarcadero Historic District, significant plantings should be setback at least 20 feet from the Belt Railroad Office Building. Lawn areas in the Plaza should be in raised planters that appear as an additive feature over the pier deck. Other plantings in the Plaza should serve to delineate space and should be limited to trees or plants in clearly defined planters or within the pier deck in a manner that continues to allow the site to be expressed as a pier deck.</p>				
<p>d) Evaluation for Consistency with Design Criteria. Prior to issuance of Port Building or Encroachment Permits, consult with the Planning Department to review and determine consistency of the Northeast Wharf Plaza with the above performance criteria, as determined by the Port of San Francisco preservation staff and the Planning Department preservation staff. This would include preparation of a Historic Resource Evaluation Report by a qualified historic preservation professional to assess the project's consistency with these performance criteria.</p>				

SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port - Port of San Francisco

BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza</i>				
<p>Mitigation Measure M-TR-85: Additional F-Market & Wharves or E-Embarcadero Service</p> <p>The Port shall, to the extent feasible and consistent with annual budget appropriations, financially compensate the SFMTA for the cost of services designed to address the increased demands on the F-line (and if/when applicable, the E-line) resulting from the project. The amount and schedule for payment and commitment to application of service needs shall be set forth in a Transit Mitigation Agreement between the Port and SFMTA.</p>	Port of San Francisco	Transit Mitigation Agreement shall be approved by SFMTA and submitted to the ERO prior to opening of new cruise terminal	San Francisco Planning Department ERO, SFMTA	Considered complete upon receipt of approved mitigation agreement by ERO
AIR QUALITY				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza</i>				
<p>Mitigation Measure M-AQ-2a: Construction Vehicle Emissions Minimization</p> <p>To reduce construction vehicle emissions, the project sponsor shall incorporate the following into construction specifications:</p> <ul style="list-style-type: none"> • Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure, Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points. • All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation. • The project sponsor shall ensure that construction contract specifications include a requirement that on-road diesel trucks used to transport spoils consist of 2007 or newer model-year trucks with factory-built engines. All on-road diesel trucks shall be required to have emission control labels as specified in 13 CCR 2183(c). The construction contract specifications shall require that the contractor submit to the Environmental Review Officer (ERO) a comprehensive inventory of all on-road trucks used to haul spoils. The inventory shall include each vehicle's license plate number, the engine production year, and a notation of whether the truck is in possession of an emission control label as defined in 13 CCR. The contractor shall update the inventory 	Port of San Francisco and construction contractor	Manufacturing specifications shall be submitted to ERO prior to construction. Certified mechanic shall check equipment prior to, and during, demolition and construction activities and submit affidavit to ERO.	San Francisco Planning Department and ERO	Following completion of all construction and demolition activities

BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission

EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port = Port of San Francisco

SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
and submit it monthly to the ERO throughout the duration of the project. AIR QUALITY (cont.)				
James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.) Mitigation Measure M-AQ-2b: Off-Road Construction Equipment The project sponsors shall ensure that construction contract specifications include a requirement that all off-road construction equipment be equipped with diesel engines meeting USEPA Tier 3 standards for NOx and PM (Tier 2 standards if greater than 750 hp) or better. The following types of equipment 1 were identified as available for rental in Tier 3 models, or are candidates for retrofitting with emissions control technology, due to their expected operating modes (i.e., fairly constant use at high revolution per minute): <ul style="list-style-type: none"> • Excavators • Backhoes • Rubber-Tired Dozers • Concrete Boom Pumps • Concrete Trailer Pumps • Concrete Placing Booms • Compressors • Soil Mix Drill Rigs • Soldier Pile Rigs • Shoring Drill Rigs At construction locations where power demands allow it, propane generators shall be used in lieu of diesel powered generators. Diesel generators used for project construction shall meet Tier 4 emissions standards. In addition to the Tier 3 emissions standard requirement, all equipment must be equipped with a CARB Level 3 Verified Diesel Emission Control System (VDECS) for PM control, where feasible. The construction contractor shall provide proof in the form of a manufacturer's engineering evaluation or other proof to the satisfaction of the	Port of San Francisco and construction contractor	Contract specifications shall be submitted to Planning Department ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	San Francisco Planning Department and ERO	Following completion of all construction and demolition activities

1 <http://tier3rental.com/>

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
Environmental Review Officer that a CARB-verified Level 3 VDECS is not feasible for a particular equipment type.				
AIR QUALITY (cont.)				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i>				
<p>Mitigation Measure M-AQ-2b: Off-Road Construction Equipment (cont.)</p> <p>Should it be determined by the construction contractor or its subcontractors that compliance with the emissions control requirements of this mitigation measure is infeasible for any of the above-listed construction equipment, the construction contractor shall demonstrate an alternative method of compliance that achieves an equivalent reduction in the project's fleetwide NOx and PM emissions. If alternative means of compliance with the emissions exhaust requirements are further determined to be infeasible, the construction contractor shall document, to the satisfaction of the Environmental Review Officer, that the contractor has complied with this mitigation measure.</p>				
<p>Mitigation Measure M-AQ-2c: Off-Road Construction Equipment - Electricity Use</p> <p>Hydropower electricity supplied by a public utility shall be used where available at pier construction sites in lieu of temporary diesel or gasoline-powered generators and compressors. Existing utility service or temporary new utility service shall be the preferred power alternative, unless proven infeasible at each location where generators are proposed.</p>	Port of San Francisco and construction contractor	Contract specifications shall be submitted to Planning Department ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	San Francisco Planning Department and ERO	Following completion of all construction and demolition activities
<p>Mitigation Measure M-AQ-2d: Off-Road Construction Equipment - Best Management Practices (BMPs)</p> <p>The following types of measures are required on construction equipment:</p> <ol style="list-style-type: none"> 1. Use of CARB-verified diesel oxidation catalysts and catalyzed diesel particulate traps if not already included in the design of the equipment to meet Tier 3 standards, or not already required as part of Mitigation Measure M-AQ-2b above. 2. Install high-pressure fuel injectors on construction equipment vehicles. 3. Provide on-site services to minimize truck traffic in or near residential areas, including, but not limited to, the following services: meal or cafeteria services, 	Port of San Francisco and construction contractor	Contract specifications shall be submitted to Planning Department ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	San Francisco Planning Department and ERO	Following completion of all construction and demolition activities

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
automated teller machines, etc.				
AIR QUALITY (cont.)				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i>				
Mitigation Measure M-AQ-2d: Off-Road Construction Equipment - Best Management Practices (BMPs) (cont.) The Port shall implement a process by which to select additional BMPs to further reduce air emissions during construction. The Port shall determine the BMPs once the contractor identifies and secures a final equipment list.	Port of San Francisco and construction contractor	Contract specifications shall be submitted to Planning Department ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	San Francisco Planning Department and ERO	Following completion of all construction and demolition activities
Mitigation Measure M-AQ-2f: Fuels for Off-Road Construction Equipment The project sponsors shall ensure that construction contract specifications include a requirement that all off-road construction equipment used be fueled with propane or biodiesel (B20 blended with California on-road diesel) unless precluded by engine type or warranty.	Port of San Francisco and America's Cup Event Authority	Following completion of the America's Cup Events in 2013 and prior to April 1, 2014	San Francisco Planning Department and ERO	April 1, 2014 or earlier
Mitigation Measure M-AQ-4d: Return Pier 27 to the Port Within One Month after Completion of the Match for Reconnection of Shoreside Power The project sponsor shall reconnect shoreside power and complete Phase 2 construction of the James R. Herman Cruise Terminal and reconnection of shoreside power at Pier 27 not later than April 1, 2014, if feasible. To accommodate construction of Phase 2 improvements to the Cruise Terminal and reconnection of shoreside power, the Event Authority shall return Pier 27 to the Port within one month of the completion of the Match. Subsequently, the Port shall complete Phase 2 construction of the James R. Herman Cruise Terminal in 2013 to 2014 and reconnect shoreside power at Pier 27 no later than April 1, 2014, if feasible. Should it be determined by the project sponsor that Phase 2 construction of the James R. Herman Cruise Terminal and reconnection of shoreside power at Pier 27 by April 1, 2014 is infeasible, the project sponsor shall document, to the satisfaction of the Environmental Review Officer, that the project sponsor has complied with this mitigation measure to the extent feasible and indicate why full compliance with the mitigation measure is infeasible.	EP - San Francisco, Environmental Planning Department ERO - San Francisco Environmental Review Officer Port - Port of San Francisco	SFDPH - San Francisco Department of Public Health SFMTA - San Francisco Municipal Transportation Agency USEPA - United States Environmental Protection Agency		

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
AIR QUALITY (cont.)				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i>				
<p>Mitigation Measure M-AQ-4e: Long-term Shoreside Power at Pier 70 The project sponsor shall develop shoreside power at an offsite location that would consist of constructing 12 MW of shoreside power at the Port's Drydock #2 at Pier 70 to serve large cruise, military and other vessels while they are in drydock. Should it be determined by the project sponsor that this measure is infeasible, the project sponsor shall document, to the satisfaction of the Environmental Review Officer, that the project sponsor has complied with this mitigation measure to the extent feasible and indicate why full compliance with the mitigation measure is infeasible.</p>	<p>Port of San Francisco and San Francisco Public Utilities Commission</p>	<p>Prior to decommissioning of shoreside power at Piers 27-29 in 2012</p>	<p>San Francisco Planning Department and ERO</p>	<p>To be in operation during 2012 and 2013; however, this shall be a long-term ongoing measure.</p>
WIND AND SHADOW				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza</i>				
<p>Mitigation Measure M-WI-2: Warning Signs, Limiting Access and/or Design Features on the Eastern Aprons of Piers 27-29 During Hazardous Wind Events The project sponsor shall be required to post warning signs and, if necessary, restrict public access to the eastern aprons of Piers 27-29 during the occurrence of high-speed winds that could result in hazardous wind conditions for visitors, and implement design features that provide wind protection for public access areas, consistent with BCDC and Port design guidelines, as well as <i>Secretary of the Interior's Standards for the Treatment of Historic Properties</i>. Examples of design features would include combinations of permanent or movable fences and partitions, kiosks, street furniture, substantial planter boxes with shrubs, hedges and trees (such as professionally designed landscape/hardscape commonly used to define and protect outdoor dining and seating areas). If average wind speed at pedestrian height exceeds 26 mph, or when the National Weather Service issues high wind warnings for the Bay, the project sponsor shall implement this measure. As experience with the local wind conditions is gained, this trigger should be adjusted to suit the wind conditions that are experienced on the pier.</p>	<p>Port of San Francisco</p>	<p>If average wind speed at pedestrian height exceeds 26 mph, or when the National Weather Service issues high wind warnings for the Bay</p>	<p>San Francisco Planning Department and ERO</p>	<p>Ongoing</p>

BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission

EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port = Port of San Francisco

SFDPH = San Francisco Department of Public Health
 SEMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: UPLAND BIOLOGICAL RESOURCES				
James R. Herman Cruise Terminal and Northeast Wharf Plaza				
<p>Mitigation Measure M-BI-4c: Protection for Breeding Birds on Piers and Associated Structures</p> <p>The project sponsor shall avoid demolition of structures on piers between March 1 and August 1. If demolition must occur during the nesting season, these areas shall be "netted" to prevent gulls from nesting there. Netting materials to be used shall be those developed specifically for bird exclusion. For possible cliff swallow nesting under piers, and in addition to netting, work in these areas shall be preceded by a pre-construction survey if work proceeds during the nesting season. The survey shall take place within two weeks of the start of work, and the nests avoided by at least 50 feet, or other actions developed in coordination with the California Department of Fish and Game (CDFG).</p>	Port of San Francisco	Coordination with, and approval of, CDFG shall occur prior to demolition. Approval shall be submitted to ERO prior to demolition	California Department of Fish and Game, San Francisco Planning Department and ERO	Considered completed upon completion of demolition activities
<p>Mitigation Measure M-BI-4d: Protection for Bat Roosts on Piers and Associated Structures</p> <p>Within two weeks before demolition, buildings showing evidence of bat activity shall be surveyed by a qualified bat biologist. If active maternity roosts are found they shall be avoided, unless disturbance is authorized by CDFG. If no maternity roosts are found, the bat biologist shall take actions under CDFG guidance to make such roosts unsuitable habitat prior to building demolition, such as sealing access routes used by bats when the bats are absent.</p>	Port of San Francisco and bat biologist	Coordination with, and approval of, CDFG shall occur prior to demolition. Approval shall be submitted to ERO prior to demolition	California Department of Fish and Game, San Francisco Planning Department and ERO	Considered completed upon completion of demolition activities
<p>Mitigation Measure M-BI-6a: Bird-Sensitive Night Lighting at the Cruise Terminal</p> <p>Where exterior lights are to be left on at night, the project sponsor shall install fully shielded lights to contain and direct light away from the sky.²</p>	Port of San Francisco	Installation during project construction	San Francisco Planning Department and ERO	Considered complete upon completion of construction
<p>Mitigation Measure M-BI-6b: Bird-Building Collision Avoidance</p> <p>The project sponsor shall ensure that windows at the cruise terminal are treated to minimize bird strikes, through a combination of fritting, permanent stencils, frosted glass, exterior screens, physical grids placed on the exterior of glazing or UV patterns</p>	Port of San Francisco	Installation during project construction	San Francisco Planning Department and ERO	Considered complete upon completion of construction

2 According to the International Dark Sky Association's *Outdoor Lighting Code Handbook* (2000), a fully shielded fixture is "A light fixture constructed in such a manner that all light emitted by the fixture, either directly from the lamp or a diffusing element, or indirectly by reflection or refraction from any part of the luminaire, is projected below the horizontal."

BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission

EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port = Port of San Francisco

SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
visible to birds. Windows shall consist of no more than 10 percent untreated glazing.				
GEOLOGY AND SOILS MITIGATION MEASURES				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza</i>				
Mitigation Measure M-GE-2: Site-Specific Geotechnical Investigation The project sponsor shall conduct a site-specific geotechnical investigation for piers requiring upgrading under the direction of a geotechnical engineer prior to permitting any new construction or reuse that would increase the load of the structure. The investigation shall be performed to evaluate subsurface conditions and existing structural conditions at the site, and shall evaluate the potential for geological and seismic hazards including settlement, ground shaking, ground rupture, liquefaction, subsidence, slope stability, and lateral spreading. Recommendations shall be made regarding the pile and foundation requirements, seawall stability, seismic design, and mitigation of geologic hazards, and these recommendations shall be included in the project design, subject to the review and approval by the Port of San Francisco Chief Harbor Engineer to determine compliance with the Port of San Francisco Building Code.	Port of San Francisco and geotechnical engineer	Reports shall be reviewed by Port of San Francisco and submitted to the ERO prior to issuance of Port building permits	Port of San Francisco and San Francisco Planning Department ERO	Considered completed upon completion of construction
HYDROLOGY AND WATER QUALITY MITIGATION MEASURES				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza</i>				
Mitigation Measure M-HY-1: Water Quality Best Management Practices The project sponsor shall implement water quality best management practices (BMPs) to protect water quality as well as protected species and their habitat(s) from pollution due to fuels, oils, lubricants, and other harmful materials. BMPs for this proposed project shall follow those detailed in the San Francisco Department of Public Health Pollution Prevention Toolkit for Maritime Industries. ³ Vehicles and equipment that are used during the course of a proposed project shall be fueled and serviced in a manner that will not affect federally protected species in the project area or their habitats; <ul style="list-style-type: none"> A Spill Prevention Control and Countermeasure (SPCC) Plan shall be prepared to address the emergency cleanup of any hazardous material and will be available on site. The SPCC shall include: 	Port of San Francisco and construction contractor	SPCC and MMDF Plans shall be submitted to the SFDPH, Port of San Francisco and the ERO prior to construction. Plans and measures shall be in place during construction	Port of San Francisco or contractor shall submit a Monitoring Report, detailing survey results and compliance with the specified measure, to SFDPH for approval after construction. Copies of the report shall be sent to the Port and Planning Department	Considered complete upon agency receipt of SFDPH-approved Monitoring Report

³ Virginia St. Dean, San Francisco Department of Public Health, *Pollution Prevention Toolkit for Maritime Industries*, prepared for: California Department of Toxic Substances Control Under Contract #08-T3625-A2, January 2011

BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission

EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port = Port of San Francisco

SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

ATTACHMENT B:

**CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<ul style="list-style-type: none"> Methods to address the emergency cleanup of any hazardous material and what materials will be available on site; 	ERO.			
HYDROLOGY AND WATER QUALITY MITIGATION MEASURES (cont.)				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i>				
Mitigation Measure M-HY-1: Water Quality Best Management Practices (cont.)				
<ul style="list-style-type: none"> SPCC, hazardous waste, stormwater and other emergency planning requirements; Measures to prevent spills into the Bay associated with in water fueling, if in water fueling is required on some of the construction barges. Such measures shall include; <ul style="list-style-type: none"> Secondary booms and/or pads, depending upon where fueling would take place on the vessel; Secondary containment on the deck of the vessel to contain the petroleum product; Specifying volume of petroleum products that will be on the vessel and evaluating the potential for spills. Absorbent and cleanup materials (such as oil sorbent boom, heavy oil pads, OilDry Absorbant Floor, etc) of sufficient quantity to clean up potential spill volume shall be provided; and The locations of properly permitted offsite locations where vessels will be fueled; 				
<ul style="list-style-type: none"> In addition, fueling of equipment shall occur using proper fuel transfer procedures as per U.S. Coast Guard regulations (33 CFR 156.120 and 33 CFR 155.320) and spill containment and the fueling location shall be inspected after fueling to document that no spills have occurred. Any spills shall be cleaned up immediately using spill response equipment as identified in the SPCC Plan. 				
<ul style="list-style-type: none"> In addition, fueling of equipment shall occur using proper fuel transfer procedures as per U.S. Coast Guard regulations (33 CFR 156.120 and 33 CFR 155.320) and spill containment and the fueling location shall be inspected after fueling to document that no spills have occurred. Any spills shall be cleaned up immediately using spill response equipment as identified in the SPCC Plan. Well-maintained equipment shall be used to perform the construction work, and, except in the case of a failure or breakdown, equipment maintenance shall be performed off site. Equipment shall be inspected daily by the operator for leaks or spills. If leaks or spills are encountered, the source of the leak shall be identified, leaked material will be 				

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>cleaned up, and the cleaning materials shall be collected and will be properly disposed;</p> <p>HYDROLOGY AND WATER QUALITY MITIGATION MEASURES (cont.)</p> <p><i>James R. Herman Cruise Terminal and Northeast Wharf Plaza (cont.)</i></p> <p>Mitigation Measure M-HY-1: Water Quality Best Management Practices (cont.)</p> <ul style="list-style-type: none"> The project sponsor shall exercise every reasonable precaution to protect listed species, their habitats, and Essential Fish Habitat from construction by-products and pollutants such as demolition debris, construction chemicals, fresh cement, saw-water, or other deleterious materials. Construction will be conducted from both land and water, and care shall be used by equipment operators to control debris so that it does not enter the Bay. A Materials Management Disposal Plan (MMDP) shall be prepared to prevent any debris from falling into the Bay during construction to the maximum extent practicable. The measures identified in the MMDP shall be based on the Best Available Technology, and will include, but not be limited to, the following measures: <ul style="list-style-type: none"> - During construction, the barges performing the work shall be moored in a position to capture and contain the debris generated during any sub-structure or in-water work. In the event that debris does reach the Bay, personnel in workboats within the work area shall immediately retrieve the debris for proper handling and disposal. All debris shall be disposed of at an authorized upland disposal site; - Measures to ensure that fresh cement or concrete shall not be allowed to enter San Francisco Bay. Construction waste shall be collected and transported to an authorized upland disposal area, and per federal, state, and local laws and regulations; - All hazardous material shall be stored upland in storage trailers and/or shipping containers designed to provide adequate containment. Short-term laydown of hazardous materials for immediate use shall be permitted with the same anti-spill precautions; - All construction material, wastes, debris, sediment, rubbish, trash, fencing, etc., shall be removed from the site once the proposed project is completed and transported to an authorized disposal area, in compliance with applicable federal, state, and local laws and regulations; - Construction material that could wash or blow shall be covered every night and during any rainfall event (if there is one); - Construction crews shall reduce the amount of disturbance within the project site to 				

**ATTACHMENT B:
 CRUISE TERMINAL PROJECT VARIANT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
the minimum necessary to accomplish the project; and - Measures to prevent saw water from entering the Bay.				
HAZARDS AND HAZARDOUS MATERIALS MITIGATION MEASURES				
<i>James R. Herman Cruise Terminal and Northeast Wharf Plaza</i>				
Mitigation Measure M-HZ-3: Removal of Hazardous Building Materials The project sponsor shall ensure that any building planned for demolition or renovation is surveyed for hazardous building materials including PCB-containing electrical equipment, fluorescent light ballasts containing PCBs or DEHP, and fluorescent light tubes containing mercury vapors. These materials shall be removed and properly disposed of prior to the start of demolition or renovation. Old light ballasts that are removed during renovation shall be evaluated for the presence of PCBs. In the case where the presence of PCBs in the light ballast cannot be verified, the light ballast shall be assumed to contain PCBs and handled and disposed of as such, according to applicable laws and regulations. Any other hazardous building materials identified either before or during demolition or renovation shall be abated according to federal, state, and local laws and regulations.	Port of San Francisco and contractor	During construction	Port of San Francisco or contractor shall submit a Monitoring Report, detailing survey results and compliance with the specified measure, to SFDPH for approval after construction. Copies of the report shall be sent to the Planning Department ERO	Considered complete upon agency receipt of SFDPH-approved Monitoring Report

BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CSLC = California State Lands Commission

EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 Port = Port of San Francisco

SFDPH = San Francisco Department of Public Health
 SEMTA = San Francisco Municipal Transportation Agency
 USEPA = United States Environmental Protection Agency

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

RESOLUTION NO. 12-34

WHEREAS, The 34th America's Cup Regatta ("AC34 Project") comprises physical improvements, entertainment and spectator programming, and event operations planned for various sites along the San Francisco Bay waterfront on properties under the jurisdiction of the Port Commission and the City and County of San Francisco; and

WHEREAS, On December 15, 2011, the Planning Commission reviewed and considered the Final Environmental Impact Report ("Final EIR") in Planning Department File No. 2010.0493E, consisting of the Draft EIR and the Comments and Responses document, and by Motion 18514 found that the contents of said report and the procedures through which the Final EIR was prepared, publicized and reviewed complied with the provisions of the California Environmental Quality Act ("CEQA"), the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and found further that the Final EIR reflects the independent judgment and analysis of the City and County of San Francisco, is adequate, accurate and objective, and that the Comments and Responses document contains no significant revisions to the Draft EIR, and certified the completion of said Final EIR in compliance with CEQA and the CEQA Guidelines; and

WHEREAS, The Final EIR was appealed and scheduled for public hearing by the San Francisco Board of Supervisors, which denied the appeals, affirmed that the Final EIR complies with CEQA, the CEQA Guidelines, and upheld its certification, effective on January 24, 2012; and

WHEREAS, Since the Final EIR certification, the City and America's Cup Event Authority modified the Project, and the modified Project was reviewed by the San Francisco Planning Department, which issued a Note to File regarding Changes to the Environmental Impact Report ("Note to File"), dated March 20, 2012, which is attached to this Resolution as Attachment A-2. The Note to File describes the potential environmental effects of the modified AC34 Project compared to the impacts identified in the EIR, and demonstrates that the modifications would not result in any new significant environmental impacts or a substantial increase in the severity of previously identified environmental effects and would not require any new mitigation measures; and

WHEREAS, On March 27, 2012, the Board of Supervisors approved CEQA Findings and a Mitigation Monitoring and Reporting Program and

conditionally approved the modified AC34 Project by adopting Resolution No. 109-12; and

WHEREAS, The Port Commission has reviewed and considered the information contained in the Final EIR, the Note to File, all written and oral information provided by the Planning Department, the public, relevant public agencies and the administrative files for the Project and the Final EIR; and

WHEREAS, The Project and EIR files have been made available for review by the Port Commission and the public, and those files are part of the record before the Port Commission; and

WHEREAS, The Planning Department, Linda Avery, is the custodian of records, located in Case Number 2010.0493E, and those files are part of the record before this Port Commission; and

WHEREAS, Port staff has prepared proposed findings, as required by CEQA ("CEQA Findings"), which are attached to this resolution as Attachment A-1, and a Mitigation Measure and Reporting Program ("MMRP"), which is attached to this resolution as Attachment B; and

WHEREAS, The CEQA Findings and the MMRP were made available to the public and the Port Commission for the Port Commission's review, consideration and action; now therefore, be it

RESOLVED, That the Port Commission has reviewed and considered the Final EIR and adopts the CEQA Findings and MMRP for the Project and incorporates those findings, including the Statement of Overriding Considerations, in this resolution by this reference; and, be it further

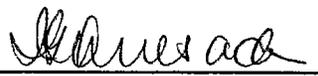
RESOLVED, That the Port Commission, in exercising its independent judgment, has relied upon and reviewed the information contained in the CEQA Findings, which describe the modified AC34 Project and Final EIR, and rejects alternatives to the modified Project for the reasons set forth in the CEQA Findings; and, be it further

RESOLVED, The Port Commission finds that all of the Mitigation Measures set forth in the Final EIR are feasible, and hereby adopts the CEQA Findings contained in Attachment A-1, and all Mitigation Measures as described in Attachment B as the required mitigation measures to be implemented in support of the approval of the modified AC34 Project, including any other actions necessary to secure BCDC and other regulatory approvals to implement the Project, construction implementation, approval of the Lease Disposition Agreement, form of Venue Lease, and related actions to implement the modified AC34 Project, involving use of Port property identified in Port Commission Resolution No. 12-35 and by adopting this resolution supersedes Port Commission Resolution No. 11-79.

Attachment A-1
Attachment A-2
Attachment B

CEQA Findings
Note to File
Mitigation Monitoring and Reporting Program

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of April 24, 2012.



Secretary

ATTACHMENT A-1

34th AMERICA'S CUP PROJECT

**CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS:
FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND
STATEMENT OF OVERRIDING CONSIDERATIONS**

SAN FRANCISCO PORT COMMISSION

In determining to approve the 34th America's Cup Project described in Section I, Project Description, below, (referred to here as the "Project") the San Francisco Port Commission ("Port Commission") makes and adopts the following findings of fact and decisions regarding the Project and Project objectives, significant impacts, mitigation measures and alternatives, and adopts the statement of overriding considerations, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act ("CEQA"), California Public Resources Code Sections 21000 *et seq.*, particularly Sections 21081 and 21081.5, the Guidelines for Implementation of CEQA ("CEQA Guidelines"), 14 California Code of Regulations Sections 15000 *et seq.*, particularly Sections 15091 through 15093, and Chapter 31 of the San Francisco Administrative Code. These findings comprise **Attachment A-1** to Port Resolution No. 12-34 ("Port Resolution"), dated April 20, 2012. The Port Commission adopts these findings as part of the Port Resolution and has incorporated these findings therein by reference.

This document is organized as follows:

Section I provides a description of the Project proposed for adoption, the environmental review process for the Project, the approval actions to be taken, and the location of records;

Section II identifies the impacts found not to be significant that do not require mitigation;

Section III identifies potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation and describes the disposition of the mitigation measures;

Section IV identifies significant impacts that cannot be avoided or reduced to less-than-significant levels and describes any applicable mitigation measures as well as the disposition of the mitigation measures;

Section V evaluates the different Project alternatives and the economic, legal, social, technological, and other considerations that support approval of the Project and the rejection of the alternatives or elements of the alternatives analyzed; and

Section VI presents a statement of overriding considerations setting forth specific reasons in support of the Commission's actions and its rejection of the alternatives not incorporated into the Project.

The Project has evolved throughout the environmental review process and subsequent public review process. The environmental effects of this Project are analyzed in the 34th America's Cup & James R. Herman Cruise Terminal and Northeast Wharf Final Environmental Impact Report, Case No.

2010.0493E, certified by the San Francisco Planning Commission on December 15, 2011 ("Final EIR") by its Motion No. 18514, and upheld by the Board of Supervisors on January 24, 2012 by its Motion M12-011, after the Board held a public hearing to review an appeal of the Final EIR. On December 16, 2011, the Port Commission approved Port Resolution Nos. 11-79 and 11-80 approving CEQA findings and an America's Cup Project that was essentially analyzed as the "Reduced Intensity AC34 and Long Term Development Sub-Alternative." Since then, following public hearings held on February 20 and February 28, 2012 before the Board of Supervisors, the Project Sponsor made substantial modifications to the America's Cup Project, reducing the number of event venue sites, and eliminating long-term development sites. After review of these modifications, the Environmental Planning Division of the San Francisco Planning Department issued a Note to File regarding Changes to the Environmental Impact Report ("Note to File"), dated March 20, 2012. The Note to File is provided as **Attachment A-2** to these CEQA findings, and describes the potential environmental effects of the proposed modifications compared to the impacts identified in the EIR, and demonstrates that the proposed modifications would not result in any new significant environmental impacts or a substantial increase in the severity of previously identified environmental effects and would not require any new mitigation measures. A Mitigation Monitoring and Reporting Program ("MMRP") containing the Final EIR mitigation measures that have been proposed for adoption in association with the modified Project is attached as **Attachment B** to this Port Resolution No. 12-34. The MMRP is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. The MMRP provides a table setting forth each mitigation measure listed in the Final EIR that is required to reduce or avoid a significant adverse impact. The MMRP also specifies the agency responsible for implementation of each measure and establishes monitoring actions and a monitoring schedule. The full text of the mitigation measures is set forth in the MMRP.

These findings are based upon substantial evidence in the entire record before the Port Commission. The references set forth in these findings to certain pages or sections of the Draft Environmental Impact Report ("Draft EIR"), the Comments and Responses document, and the Final EIR are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings. The Draft EIR and the Comments and Responses document, together with any Errata Sheets, comprise the Final EIR.

I. APPROVAL OF THE PROJECT

A. Project Description

By this action, the Port Commission approves the Project, which comprises physical improvements, entertainment and spectator programming, and event operations planned for the 34th America's Cup ("AC34"), affecting various sites along the San Francisco Bay waterfront on properties under the jurisdiction of the Port Commission, the City and County of San Francisco and the National Park Service ("NPS"), as described in further detail below. The improvements and activities that constitute the Project are fully addressed in the Final EIR, including updates and refinements described in the March 20, 2012 Note to File.

The following discussion starts with a brief overview of the AC34 events, and the AC34 Host and Venue Agreement, which establishes the basis for AC34 venue site improvements, obligations and

responsibilities. Following that discussion, a description of the currently proposed Project elements is presented.

AC34 Race Events

A series of AC34-related yacht races will be held in San Francisco Bay in summer-fall 2012 (America's Cup World Series and vessel exhibition races) and in summer-fall 2013 (Louis Vuitton Cup, America's Cup Challenger Series; potential America's Cup Defender Selection Series; and the Match). In addition, a Youth America's Cup series will be concurrently held in 2013, along with a number of other pre- and post-race events. As described in detail in the Final EIR and Note to File, the number and level of facilities required to accommodate 2012 activities will be less than that planned to accommodate 2013 because the number of races, duration of events, and spectator levels in 2012 will be less than in 2013. These venues would encompass all aspects of AC34 facilities and services needed to support the events; the venues would include team bases and operations, support space, media operations, hospitality services, sponsored commercial space, and entertainment and spectator areas.

Two AC34 World Series events will occur in the San Francisco Bay in August and October 2012. Each World Series will run approximately one week, with about 6 race days in each series, along with other activity days (i.e., test and media days), and rest days. AC34 2013 will include the Louis Vuitton Cup, America's Cup Challenger Series (ACCS); potential America's Cup Defender Series (ACDS); and the Match. Racing will culminate with the Match series between the Defender and the Challenger (winner of the ACCS), a best of nine matches. The races will start on July 4, 2013 and run through September 24, 2013 (including reserve days). The total number of race days is dependent on the number of teams competing, and if an ACDS is held, it is expected there would be a total of approximately 45 race days and 40 non-racing days during that 3-month period.

The primary race area, within which race courses would be set, is generally defined along San Francisco's northern waterfront, based on discussions between the America's Cup Race Management ("ACRM") and U.S. Coast Guard, and ongoing outreach conducted by the Coast Guard. In 2012, the race area will be generally between Piers 27-29 and the Golden Gate Bridge, south of Alcatraz Island. In 2013, the race area will be slightly larger, extending a short distance under Golden Gate Bridge, and including waters north of Alcatraz Island. The size of the primary race area is subject to further refinement by the Coast Guard.

34th America's Cup Host and Venue Agreement (Host Agreement)

On December 14, 2010, the Board of Supervisors for the City and County of San Francisco (City) endorsed a 34th America's Cup Host and Venue Agreement (Host Agreement)¹ with the America's

¹ 34th America's Cup Host and Venue Agreement among the City and County of San Francisco, the America's Cup Event Authority, LLC, and the San Francisco America's Cup Organizing Committee. For a copy, please go to: http://www.oewd.org/Development_Projects-Americas_Cup.aspx. The Golden Gate Yacht Club, which holds the America's Cup, delegated to the Event Authority the right to select the venue for AC34. Certain capitalized, event-related terms used in this document are defined in the Host Agreement.

Cup Event Authority, LLC (Event Authority)² and America's Cup Organizing Committee (ACOC),³ as the City's formal bid to host AC34. On December 31, 2010, the Golden Gate Yacht Club (GGYC) selected San Francisco as the host city for AC34. Hereafter, the City and Event Authority are referred to collectively as the "Project Sponsors" for AC34. The Project Sponsors for AC34 propose improvements and services at several facilities and locations to support AC34 events and activities.

In addition to the provisions for AC34, the Host Agreement provided the Event Authority with certain long-term development rights as a means for recovering the investment in infrastructure work (Authority Infrastructure Work) to improve the AC34 venue sites. Subject to various contingencies, the Host Agreement stated that if the Event Authority invests at least \$55 million in venue infrastructure before the Match race, the City would enter into Disposition and Development Agreements (DDAs) with the Event Authority, under which the City would agree to lease to the Authority Piers 30-32 for a term of 66 years, and Seawall Lot 330 for a term of 75 years and possible sale under certain circumstances. The Host Agreement included a balancing process under which the Event Authority may obtain additional long-term leases for one or more of the short-term venues if the cost of the pre-Match Authority Infrastructure Work exceeds \$55 million. The Host Agreement also included provisions that could lead to long-term use of Piers 19, 23, and 29 and long-term marina use of the Open Water Basins at Piers 32-36 and/or Piers 14-22½ after conclusion of the AC34 race events, if the Event Authority undertook further infrastructure investment. Any DDA or long-term lease would first require approval by the Port Commission, and review and approval by the City through the Board of Supervisors.

The Host Agreement directed that any such future long-term development plans are required to undergo separate environmental review to comply with CEQA, when site-specific development program details are proposed. The completion of such future CEQA review would be required to support any permits and regulatory approvals associated with the long-term development improvements. The Final EIR includes a conceptual analysis of the environmental impacts of potential development of all of the above-noted sites taking into consideration: (1) the Port of San Francisco Waterfront Land Use Plan; (2) public trust considerations including public access standards; (3) the San Francisco Planning Code and Zoning Map; and (4) consistency with the Secretary of Interior's Standards for Historic Rehabilitation.

The modifications to the Project that is approved by Port Resolution No. 12-34 authorize use of properties for AC34 event use only, and do not allow any sites for long-term development use, nor long-term marina development rights. This includes reductions in infrastructure investment by the Event Authority for the AC34 event. Instead the parties have agreed to pursue a more targeted set of infrastructure improvements for the AC34 events, and a delivery mechanism where the Port directly pays for and performs the work, or in certain circumstances reimburses the Event Authority in cash for infrastructure work it performs on Port property. Rather than executing and approving the DDAs originally contemplated in the Host Agreement, the parties will execute, and this Port Commission will approve, a Lease Disposition Agreement ("LDA") for the venue sites. Furthermore, the number of AC34 event sites is reduced from the venue program that was approved by the Port Commission in

² The Event Authority is responsible for organizing and managing AC34, as well as marketing AC34 and identifying potential partners.

³ The ACOC is a nonprofit volunteer group of local civic leaders who are responsible for certain obligations under the Host Agreement, including assisting the Event Authority in selling event sponsorships.

Port Resolution No. 11-80 on December 16, 2011. As described in the Note to File, the modified Project consists of AC34 events on the following: 1) Sites under Port Commission jurisdiction: Pier 19, Pier 19½, Pier 23, Piers 27-29½, East Park Pier located between Pier 35 and Pier 39, Piers 30-32, and Pier 80, Piers 19-23 water area, Piers 23-27-Northeast Wharf Open Water Basin, Piers 29-31 water area, Agriculture Building to Pier 14 water area, and Piers 32-36-Brannan Street Wharf Open Water Basin.^{4,5}; (2) Other sites under City and County of San Francisco jurisdiction: Marina Green, San Francisco Civic Center, Union Square, and Justin Herman Plaza; 3) Sites under National Park Service jurisdiction: San Francisco Maritime National Historical Park ("SAFR"), including Aquatic Park and Municipal Pier; and Fort Mason and Alcatraz Island in the Golden Gate National Recreation Area ("GGNRA"). Since the date of the Note to File, the modified Project was refined further to eliminate temporary berthing within the Pier 14-22-1/2 Rincon Point Open Water Basin in its entirety, and thus this Open Water Basin is no longer included in the Project; AC34 berthing is still included in water area north of Pier 14.

Piers 27-29 will be the site of one of the primary AC34 venues in 2013 - the America's Cup Village ("AC Village"). Pier 27 also is the site for development by the Port of the James R. Herman Cruise Terminal and Northeast Wharf Project ("Cruise Terminal Project"). The Cruise Terminal Project will be coordinated with the AC34 Project to allow the initial phase of the cruise terminal building to be constructed and used as part of the AC Village for the 2013 America's Cup race events. The remainder of the cruise terminal improvements will be built out after the conclusion of AC34.

The Project encompasses all aspects of AC34 facilities and services needed to support the events, which are incorporated as part of the Project. The venues include team bases and operations, support space, media operations, hospitality services, sponsored commercial space, and entertainment and spectator areas. The number and/or use of venues planned for AC34 events in 2012 are different from that proposed in 2013 and are described in the Note to File. Below is a summary list of the uses by site included in the Project:

AC34 – 2012 Venues

- Marina Green (San Francisco Recreation and Parks Department, "SFRPD") – Spectator viewing and AC Village, media center
- Marina Green West (SFRPD) – Spectator viewing, hospitality and exhibition
- Fort Mason (GGNRA/NPS) – Broadcast and media center, hospitality and exhibition
- San Francisco Maritime National Historical Park, including Aquatic Park (SAFR/NPS) – Upland video screens, spectator viewing and hospitality

⁴ The Bay Conservation and Development Commissions (BCDC)'s San Francisco Waterfront Special Area Plan (Special Area Plan or SAP) designates a number of water areas within its jurisdiction as "Open Water Basins," which have defined permitted uses and are subject to specific requirements for maintaining these areas as focal points along the waterfront.

⁵ The "seawall" refers to the foundation upon which the waterfront was constructed and consists of a linear embankment of stone, concrete, and wood. The "bulkhead wharf" consists of the pile-supported platform that runs parallel to the seawall between piers and upon which bulkhead buildings, pier entrances and other supporting structures are constructed. The seawall is integrated with the bulkhead wharf to form a continuous, unifying structure. Seawall lots are parcels that are landward of the city's historic seawall, west of the Embarcadero.

- Alcatraz Island (GGNRA/NPS) – Private event special use, media operations
- Piers 43 and 45 (Port) - Small antenna for communications
- Piers 27-29 (Port) - Retail and exhibition space
- Piers 19, 19-1/2 and 23 (Port) - AC34 operations, support and media center
- Piers 30-32 (Port) – Team bases and team hospitality, and berthing
- Pier 80 (Port) – Team Bases (if no team bases at Pier 30-32, or if additional space is needed)
- Treasure Island (Treasure Island Development Authority) – Temporary helipad
- Justin Herman Plaza, Union Square, San Francisco Civic Center Plaza (City and SFRPD) – Live sites with outdoor television screens

AC34 2013 Venues

- Marina Green (SFRPD) – Spectator viewing, hospitality and exhibition
- Marina Green West (SFRPD) – Spectator viewing, hospitality and exhibition
- Fort Mason (GGNRA/NPS) – Hospitality and exhibition space, and media operations
- San Francisco Maritime Historical Park, including Aquatic Park (SAFR/NPS) – Upland video screen, spectator viewing and hospitality
- Alcatraz Island (GGNRA/NPS) – Private event special use, media operations
- Piers 43 and 45 (Port) - Small antenna for communications
- East Park Piers between Piers 35 and 39 (Port) - Exhibition and hospitality
- Piers 27-29 and Northeast Wharf Open Water Basin (Port) – AC Village and vessel berthing
- Pier 19, 19-1/2, 23 and 29-1/2 (Port) – AC34 operations, media center, hospitality, and berthing
- Pier 9 and Broadway Open Water Basin (Port) – AC34 boat berthing
- Pier 14 North (Port) – AC34 boat berthing
- Piers 30-32 and Brannan Street Wharf Open Water Basin (Port) – Team bases and team hospitality and berthing
- Pier 80 (Port) – Ancillary team bases
- Treasure Island (Treasure Island Development Authority) – Temporary helipad
- Justin Herman Plaza, Union Square, San Francisco Civic Center Plaza (City and SFRPD) – Live Sites with outdoor television screens

The modified Project incorporates new information that updates or supplements certain aspects of the environmental setting, environmental analysis or mitigation measures previously presented in the Draft EIR project description, as described in the Final EIR and the Note to File. They include the following:

- Updated information on AC34 Implementation Plans – A summary of the Implementation Plans is provided below, which reflects refinements, and updated information that has been incorporated in the AC34;
- Updates to potential fill removal sites associated with amendments to the BCDC San Francisco Waterfront Special Area Plan (SAP) for the AC34;
- Updated spectator and support boat estimates for AC34;
- Updated and augmented air quality analyses and mitigation measures for AC34;

- Certain AC34 operational modifications for the AC34 race events, including primary location of AC34 race area, and race schedule refinements;
- Certain AC34 project venue design modifications or reduced construction requirements at certain Port facilities, including Pier 80, Piers 30-32, Brannan Street Wharf Open Water Basin, Pier 14 North, Pier 9 South, Pier 19, Pier 19½, Pier 23, and Piers 27-29; and at other proposed spectator venues, including Marina Green, Fort Mason and Aquatic Park;
- Certain temporary public access improvements at Port facilities for the AC34 2013 events; and certain permanent post-AC34 event public access improvements on City and Port properties; and
- Certain changes in proposed amendments to the BCDC SAP for the AC34 project to increase public access and provide for additional public benefits such as fill removal.

Implementation Plans

The Project includes approval of various Implementation Plans developed by the City, in consultation with the Event Authority. These Implementation Plans describe how specific aspects of the race events will be managed in 2012 and 2013. The services and operational strategies contained in the Implementation Plans will be implemented for the 2012 events and, based on experiences gained, may be refined and updated to incorporate lessons learned and improved practices for 2013 events. The following Implementation Plans, summarized below, have been informed by, and coordinated with, environmental impact and mitigation measures in the Final EIR, and are approved as part of the Project.

People Plan – The People Plan describes a safe, reliable and efficient traffic and transportation strategy to facilitate the movement of thousands of visitors on any day to and from the America's Cup events. It is oriented to minimize private automobile use and plans for expanded transportation access by multiple modes that connect visitors to AC34 events, as well as serve residents and workers in the affected areas who may not attend AC34 events. The People Plan includes provisions for temporary transit enhancements along the Embarcadero corridor, temporary transit service to certain AC34 venues, enhancements to regional transit systems, partial street closures and support facilities to encourage pedestrian and bicycle access, and satellite parking locations with connections to public transit.

Parks Event Operations Plan - The Host Agreement states that as a further element of the People Plan, the City shall work with the Event Authority "to develop and implement a plan to secure certain of the on-shore spectator areas and the on-the-water spectator areas." The Parks Event Operations Plan focuses on the on-shore spectator venue sites and some secondary viewing areas, developed in consultation with the Event Authority and responsible jurisdictional authorities, including the NPS, California Department of Parks and Recreation, Presidio Trust, and San Francisco Recreation and Parks Department. Key considerations to be addressed in the Plan are crowd management, resource protection, safety, visitor comfort, visitor experience and post-event restoration. The Plan will direct cost-effective solutions and management functions to address these issues, including description of roles and responsibilities of implementing entities. Certain aspects of the Parks Event Operations Plan are subject to further planning and environmental review under federal law in conjunction with the applicable federal land management agencies, and the plan will be updated accordingly when those reviews are complete.

Water and Air Traffic Plan - Consistent with the Host Agreement, the City developed a Water and Air Traffic Plan in consultation with the Event Authority and America's Cup Race Management and in

cooperation with members of the Intergovernmental Task Force and/or other governmental authorities having relevant jurisdiction, particularly the United States Coast Guard and Federal Aviation Administration. The purpose of the Water and Air Traffic Plan is to provide guidelines for adequate and safe access to the race course area and provisions for use of the race course area by AC34-related water transportation, and boater information targeting boating operations that protect environmental and water quality of San Francisco Bay. The Water and Air Traffic Plan would include Special Local Regulations established by the U.S. Coast Guard to manage with on-going commercial operations on the Bay, including, but not limited to: cargo transport, commercial fishing, maintenance dredging, ferry boats, and cruise ships. The U. S. Coast Guard is currently developing those regulations, and the plan will be updated to reflect those regulations upon final adoption.

Zero Waste Plan - Consistent with the provisions of the Host Agreement, the San Francisco Department of the Environment, in consultation with the Event Authority, the Port, GGNRA, and SAFR have developed a Zero Waste Plan (also referred to as the "Waste Management Plan") that sets forth recycling, composting and waste reduction measures to be implemented during the AC34 events, to meet or exceed the City's goals for landfill diversion. The Plan includes requirements for food and beverage vendors to use compostable and/or recyclable to-go food utensils and packaging, requirements for vendors to maintain adequate composting and recycling receptacles and service levels to meet demand for expected crowds, coordination with local recycling and composting collection firms to ensure adequate collection service, and prohibitions on the use of non-recyclable or non-compostable food service materials in event areas. In addition, the Zero Waste Plan includes procedures and specifications for portable restrooms and washing stations in public park and spectator areas.

Sustainability Plan: The Event Authority has developed an event Sustainability Plan in consultation with the San Francisco Department of the Environment and other involved organizations. The Sustainability Plan is an overarching document covering event sustainability activities implemented by various organizations, including sustainability-related regulations required by the City and County of San Francisco, and onshore and offshore event sustainability activities, such as local employment, carbon emissions, waste, water, food, habitat protection and transport.

Team Base Operations Manual: The Event Authority, in consultation with the Port, will develop a Team Base Operations Manual that identifies all environmental and safety requirements, standards and best management practices that would be applicable to all proposed industrial-related practices at the team bases, including but not limited to boat fabrication and assembly, equipment and materials use and storage, and maintenance and cleaning activities. The Team Base Operations Manual would also contain a list of all applicable environmental and safety permits for AC34, including, but not limited to, those that may be required by the California Regional Water Quality Control Board--San Francisco Bay Region, Bay Area Air Quality Management District, and other jurisdictional agencies.

Public Safety Plan: The City has developed, in consultation with the Event Authority, a Public Safety Plan to address all reasonable safety and security measures (including emergency and rescue services) to protect the public, media, event related staff and competitors. The Public Safety Plan would include specific measures to ensure a high level of security within and around all elements of the event venues and within and around sensitive locations such as airports, rail, BART, and metro and bus stations.

Workforce Development Plan: As indicated in the Host Agreement, the Event Authority, in consultation with the City's Office of Economic and Workforce Development, has developed a local hiring plan consistent with Chapter 6.22 and Chapter 83 of the San Francisco Administrative Code. The Workforce Development Plan would include local hiring opportunities for San Francisco residents in certain required AC34-related infrastructure improvements, AC34 event staging, and other AC34 event-related activities.

Youth Involvement Plan: As indicated in the Host Agreement, the Event Authority has developed a Youth Involvement Plan in consultation with the San Francisco Department of Children, Youth and Their Families. The plan would set forth the approach by which the Event Authority would incorporate and support sailing-related programs and activities, outreach, event internships, and other activities related to the event.

Port Tenant Relocation

The Project requires the relocation of existing tenants currently leasing and occupying Port facilities that will be used for AC34 venues at Piers 30-32, Pier 19, Pier 19½, Pier 23, Piers 27-29 and Pier 29½, prior to the AC34 2012 event. Specific details regarding affected tenants and uses are described on pages 3-85 and 3-86 of the Final EIR. In support of these actions, the Port Commission approved a Tenant Relocation Plan, as required by state law, which sets forth relocation benefits available to those vacating facilities. The Board approved a new lease for Bauer Intelligent Transportation, which has relocated from Piers 27-29, on February 20, 2012.

BCDC Plan Amendments

As part of the Project, the Port has proposed amendments to the San Francisco Bay Conservation and Development Commission ("BCDC") Special Area Plan ("SAP", an element of the San Francisco Bay Plan). The proposed amendments are required to permit berthing on a temporary basis for AC34 events of large spectator yachts, race support vessels and smaller recreational boats within the following locations: 1) Brannan Street Wharf Open Water Basin (Piers 32-36); 2) Broadway Open Water Basin (Piers 3-9); and 3) Northeast Wharf Open Water Basin (Piers 19-27). The proposed SAP amendments do not provide for any long-term berthing of large spectator yachts, or other vessels. The SAP amendments will include requirements to remove bay fill to compensate for the use of these Open Water Basins for berthing of AC34 boats, vessels and large spectator yachts. The Final EIR analyzes the following fill removal sites which are under review by BCDC: Pier ½, Pier 64, Islais Creek, Pier 98 Lash Terminal pier, Carmen's on China Basin Channel/Mission Creek.

B. Project Objectives

The Project objectives are to:

- Establish San Francisco and San Francisco Bay's identity as a world-class venue for the sport of sailing and generate interest in the sport by hosting America's Cup World Series events in 2012 followed by successful America's Cup events in 2013
- Provide public viewing opportunities of the America's Cup and the America's Cup World Series live racing events at close range from various locations on the waterfront around Central San

Francisco Bay to increase the general public's access to the event and expand the appeal of the sport of sailing to the general public

- Create a center of activity for the America's Cup and the America's Cup World Series by improving the existing resources of The Embarcadero and the San Francisco waterfront to establish a cohesive sense of place and identity for the AC34 participants (i.e., teams, event guests and staff, media personnel), visitors, and spectators of the events that enhance the landside viewing opportunities and provide adequate facilities for spectator vessels
- Provide infrastructure upgrades and other installations to improve existing facilities in consolidated areas for team base activities, spectator viewing, and entertainment venues, including the public piers along San Francisco's waterfront, for use during the America's Cup in 2013 and the America's Cup World Series in 2012, consistent with Port of San Francisco building code requirements and the Secretary of the Interior's Standards for the Treatment of Historic Properties (Secretary's Standards)
- Facilitate access to and from desired destinations based on smart transportation strategies presented in the America's Cup People Plan for the racing teams, event personnel, event sponsors, members of the media, and spectators, while satisfying the access needs of residents, workers, and visitors not associated with the races
- Emphasize natural resource stewardship by incorporating sustainability principles in the planning and management of all race events and operations, including zero waste strategies identified in the America's Cup Waste Management Plan
- Implement navigational and operational safety guidelines for race team, support, and spectator boat activities associated with the America's Cup and the America's Cup World Series that meet United States Coast Guard regulations, the America's Cup Protocol, and the safe limits of event boats and equipment; minimize conflicts with existing commercial maritime activities; and establish sustainable environmental practices and standards to help protect the ecological health of San Francisco Bay
- Encourage investment in infrastructure upgrades on Port property required to stage the America's Cup and the America's Cup World Series

C. Environmental Review

Project Final EIR

Pursuant to and in accordance with the requirements of Section 21094 of the Public Resources Code and Section 15152 of the CEQA Guidelines, the San Francisco Planning Department prepared a Final EIR for 34th America's Cup and James R. Herman Cruise Terminal and Northeast Wharf Projects.

In accordance with Sections 15063 and 15082 of the CEQA Guidelines, the San Francisco Planning Department, as lead agency, published a Notice of Preparation ("NOP") on February 9, 2011, and conducted scoping meetings for the EIR on February 23 and 24, 2011. The NOP was circulated to local, state, and federal agencies and to other interested parties on February 9, 2011, initiating a public comment period that extended through March 11, 2011.

As indicated in the NOP, the EIR addressed the full range of environmental impacts of the Project. The NOP included a preliminary list of the potential environmental impacts. The NOP provided a general description of the Project, locations, and objectives (see Appendix NOP-1 in Volume 4 of the Final EIR for a copy of the NOP).

Pursuant to CEQA Guidelines Section 15083, the San Francisco Planning Department held two public scoping meetings on February 23, 2011 at the Port of San Francisco office at Pier 1, and on February 24, 2011 at San Francisco City Hall, both located in San Francisco. The purpose of the meetings was to present the proposed Project to the public and receive public input regarding the scope of the EIR analysis. Attendees were provided an opportunity to voice comments or concerns regarding potential effects of the Project.

The public scoping process and the comments received in response to the NOP yielded both written and oral comments. The comment letters, transcript of the scoping meeting, and reproductions of the comment cards are available for public review at the Environmental Planning Division of the San Francisco Planning Department, 1650 Mission Street, San Francisco, CA. The comments submitted during the scoping process addressed concerns regarding land use, plans and policies, aesthetics, air quality, long term development, transportation, biological resources, cultural resources, hydrology and water quality, and cumulative impacts.

The San Francisco Planning Department then prepared the Draft EIR, which describes the Project and the environmental setting, identifies potential impacts, presents mitigation measures for impacts found to be significant or potentially significant, and evaluates Project alternatives. The Draft EIR analyzes the impacts associated with the Project as originally proposed, and identifies mitigation measures applicable to reduce impacts found to be significant or potentially significant. It also includes an analysis of four alternatives to the Project, including the No Project Alternative, a Reduced Berthing Alternative, an Open Ocean Alternative, and a Reduced Intensity Alternative. In assessing construction and operational impacts of the Project, the EIR also considers the combined effects of the Project with the James R. Herman Cruise Terminal and Northeast Wharf Project, and the contribution of Project impacts to cumulative impacts associated with the Project in combination with other past, present, and future actions with potential for impacts on the same resources.

Each environmental issue presented in the Draft EIR is analyzed with respect to significance criteria that are based on the San Francisco Planning Department Environmental Planning Division ("EP") guidance regarding the environmental effects to be considered significant. EP guidance is, in turn, based on CEQA Guidelines Appendix G, with some modifications.

On July 11, 2011, the Draft EIR was circulated to local, state, and federal agencies and to interested organizations and individuals for review and comment during a 45-day public review period, which closed on August 25, 2011. A public hearing was held by the Planning Commission on the Draft EIR to accept written or oral comments on August 11, 2011. During the public review period, the San Francisco Planning Department received 235 comment letters sent through the mail or email and 45 oral comments from speakers at the public hearings. A court reporter was present at the public hearing, transcribed the oral comments verbatim, and prepared a written transcript, which is provided in the Comments and Responses document, described below.

The Comments and Responses document was published on December 1, 2011, and it included copies of all of the comments received on the Draft EIR as well as responses to those comments. The Comments and Responses document provided additional, updated information, and clarification on issues raised by commenters. In addition, Chapter 11 of the Comments and Responses document included the description and analysis of an AC34 Project Variant and a Reduced Intensity Sub-Alternative. The modified Project as defined herein is analyzed in the "Reduced Intensity AC34 and Long-Term Development Sub-Alternative" in the Final EIR, and in the Note to File. The modified Project includes reductions in the amount of construction; fewer spectator venues; updated, reduced estimates of spectator boats associated with AC34 events; and additional air quality mitigation measures that reduce but do not eliminate the extent of significant air quality impacts described in the Draft EIR. The Final EIR concluded that either the Reduced Intensity Alternative or the Reduced Intensity Sub-Alternative were considered the environmentally superior alternative. However, due to the reduction in number of event sites and the elimination of long-term development and marina sites, the Project, as modified and analyzed in the Note to File, is now the environmentally superior alternative.

The Planning Commission reviewed and considered the Final EIR, which includes the Draft EIR, the Comments and Responses document, and all of the supporting information. The Final EIR also analyzed the potential effects of the Project on achieving the 34th America's Cup objectives specified in the Final EIR. In certifying the Final EIR by its Motion No. 18514, the Planning Commission determined that the Final EIR does not add significant new information to the Draft EIR that would require recirculation of the EIR under CEQA because the Final EIR contains no information revealing: (1) any new significant environmental impact that would result from the Project or from a new mitigation measure proposed to be implemented; (2) any substantial increase in the severity of a previously identified environmental impact; (3) any feasible project alternative or mitigation measure considerably different from others previously analyzed that would clearly lessen the environmental impacts of the Project, but that was rejected by the Project's proponents; or (4) that the Draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded. The Board of Supervisors upheld the Planning Commission's certification of the Final EIR on January 24, 2012 by its Motion No. M12-011. As discussed in the Note to File, the modified Project further reduces the number of event venue sites and excludes long-term development sites, which would result in a further reduction of environmental effects, and a reduction in required mitigation measures included in the MMRP. The Port Commission concurs with the determination of the Planning Commission and the Planning Department's conclusion that the Project as modified has been considered and reviewed in the Final EIR, as required by CEQA, for the reasons set forth in the Note to File dated March 20, 2012. The Final EIR fully analyzed the Project proposed for approval by the Port Commission. No new impacts have been identified that have not been analyzed in the Final EIR.

D. Environmental Analysis of the Modified Project

As discussed, the modified Project is fully analyzed in the Final EIR in the Comments and Responses document, Chapter 11, (referred to there as the "Reduced Intensity AC 34 and Long Term Development Sub-Alternative") and the Note to File. These analyses concluded that the potential environmental effects of the Project are similar to or less than the environmental effects of the Draft

EIR AC34 Project. The differences in the project elements and the impacts and mitigation measures between the Project and the Draft EIR AC34 Project are summarized below.

The Project elements that differ from those in the Draft EIR AC34 project would either result in the same impacts as for the Draft EIR AC34 Project or would reduce impacts as compared to the Draft EIR project. The Comments and Responses document, Chapter 11, Section 11.3.2, Environmental Effects of the AC34 Project Variant, Section 11.5.2, Environmental Effects of the Reduced Intensity AC 34 and Long Term Development Sub-Alternative, Table 11-8, Comparison of the Significant Environmental Impacts of the Draft EIR AC34 Project and the Reduced Intensity AC 34 and Long Term Development Sub-Alternative, and the Note to File provide a summary of how the impacts and mitigation measures of the modified Project compare to the Draft EIR AC34 Project. In addition, Chapter 12.13 presents an updated air quality impact analysis that includes new air quality mitigation measures that will reduce the severity of significant effects by reducing Project emissions, although not to a less-than-significant effect.

In summary, the Project would have the same impacts as the Draft EIR Project except for the following reductions. The modified Project would reduce impacts on Cultural Resources and would not require implementation of Mitigation Measure M-CP-1a. In addition, it would avoid direct impacts at Pier 26, Pier 28 and Seawall Lot 330 because these sites have been withdrawn as venues for the AC34 event (no temporary or permanent facilities proposed); and would avoid direct impacts at Fort Baker at Cavallo Point and Crissy Field because these sites have been withdrawn from the Project as primary spectator venues (no temporary facilities or programmed activities proposed). Furthermore, because it would not include any long term pier and marina development rights, the modified Project would avoid all long-term development impacts at Piers 19, 19-1/2 and 23, 29, 26, 28, 30-32, and 54, Seawall Lot 330, and the Rincon Point and Brannan Street Wharf Open Water Basins.

E. Approval Actions

San Francisco Planning Commission

- Certification of the Final EIR

San Francisco Port Commission

- Approval of the AC34 project, LDA for AC34 venues regarding improvements to Port property, and other conditions to delivery of venues on Port property through venue leases and venue licenses; adoption of CEQA findings and a Mitigation Monitoring and Reporting Program
 - Approval of a standard venue lease form to be used as the basis for venue leases and venue licenses for the Project
 - Approval of construction and financing measures, contracts, and modifications to contracts, as needed, for improvements to implement the LDA
- Approval of construction and financing measures, contracts, and modifications to contracts for improvements required to implement the Mitigation Monitoring and Reporting Program and to

comply with Project-related permits, including a lease amendment with BAE Systems San Francisco Ship Repair, Inc. and an agreement with the San Francisco Public Utilities Commission regarding the installation and operation of a new shoreside power facility at Pier 70 **San Francisco Recreation and Park Commission**

- Approval of special use permit for San Francisco Marina and Marina Green, Justin Herman Plaza, Union Square and Civic Center Plaza

San Francisco Board of Supervisors

- Consideration of appeals of the Planning Commission's certification of the Final EIR
- Adoption of CEQA findings and a Mitigation Monitoring and Reporting Program
- Approval of agreements, if any, between CCSF and Event Authority regarding responsibilities for implementing actions to stage the AC34 events
- Approval of the AC34 project, including the Lease Disposition Agreement for AC34 venues, and the 34th America's Cup Host and Venue Agreement
- Formation of Infrastructure Financing District

United States Coast Guard

- Issue a Marine Event Permit. Captain of the Port (COTP) issues marine event permits for activities including regattas, fireworks displays, and other events held on the navigable waters of the United States. AC34 marine events, including sailing races and fireworks displays, will require a marine event permit from the COTP.
- Issue Special Local Regulation (SLR). The COTP is authorized to establish regulations in conjunction with the AC34 race area that are deemed necessary to ensure safety of life on the navigable waters. Such regulations will aim to facilitate public safety, vessel traffic safety, and protection of the environment on waters of the Bay. The SLR will be incorporated into the Code of Federal Regulations and would apply to the AC34 events.

Federal Aviation Administration

- Determination of flight area requirements

United States Army Corps of Engineers

- Rivers and Harbors Act, Section 10 permit to authorize structures in navigable waters of the U.S.
- Marine Protection, Research and Sanctuaries Act of 1972, Section 103

United States Fish and Wildlife Service

- Consultation under Section 7 of the Federal Endangered Species Act, in conjunction with the federal permits above and the National Park Service permit and the U.S. Army Corps of Engineers Section 10 permit

National Marine Fisheries Service

- Consultation under Section 7 of the Federal Endangered Species Act, in conjunction with federal permits
- Incidental Harassment Authorization under the Marine Mammal Protection Act (MMPA)

National Historic Preservation Act Section 106 Compliance

- State Historic Preservation Officer consultation, in conjunction with federal permits

National Park Service

- Permits to use GGNRA and SAFR lands, including Fort Mason, Aquatic Park, and Alcatraz
- Historic preservation consultation with the National Park Service, Golden Gate National Recreation Area in accordance with its Programmatic Agreement with the State Historic Preservation Office

Presidio Trust

- Any permits that may be required for necessary area closures within its jurisdiction in the Presidio

San Francisco Bay Conservation and Development Commission

- Approval of *San Francisco Bay Plan, San Francisco Waterfront Special Area Plan* amendments
- Approval of one or more Administrative and Major Permits for fill and uses in San Francisco Bay and the Bay shoreline

California State Lands Commission

- Consultation regarding use plan, dredging lease, and Public Trust determination

California Regional Water Quality Control Board, San Francisco Bay Region

- Section 401 Water Quality Certification and any associated Waste Discharge Requirements; Construction General Permit coverage and Industrial Stormwater Permit Coverage, as applicable

California Department of Fish and Game

- California Endangered Species Act Take Assessment and possible 2081 Incidental Take Permit

Bay Area Air Quality Management District

- Authority to Construct and Permit to Operate applicable facilities

F. Content and Location of Record

The record upon which all findings and determinations related to the Project are based includes the following:

- The Draft EIR and all documents referenced in or relied upon by the Final EIR (The references in these findings to the EIR or Final EIR include both the Draft EIR and the Comments and Responses document and any Errata Sheets, and Note to File.)

- All information (including written evidence and testimony) provided by City staff before the Planning Commission and the Board relating to the Final EIR, the Note to File, the Project, and the alternatives set forth in the Final EIR.
- All information (including written evidence and testimony) presented to the Board and the Planning Commission by the environmental consultant and sub-consultants who prepared the EIR or incorporated into reports presented to the Board.
- All information presented at any public hearing or workshop related to the Project and the EIR.
- The Mitigation Monitoring and Reporting Program.
- All other documents available to the Board, Port Commission, the Planning Commission, and the Planning Department and the public, comprising the administrative record pursuant to Public Resources Code Section 21167.6(e).

The Port Commission has relied on all of the documents listed above in reaching its decision on the Project, even if not every document was formally presented to the Port Commission. A copy of all letters regarding the Draft EIR received during the public review period, the administrative record, and background documentation for the Final EIR, including the Note to File, are available at the San Francisco Planning Department, 1650 Mission Street, San Francisco. **Linda Avery** is the Custodian of Records for the Planning Department. Materials concerning approval of the Project and adoption of these findings maintained at the Port of San Francisco, Pier 1, San Francisco, are available at their office. The Custodian of Records for the Port of San Francisco is Amy Quesada. All files have been available to the Port Commission and the public for review in considering these findings and whether to approve the Project.

G. Findings about Significant Environmental Impacts and Mitigation Measures

The following Sections II, III and IV set forth the Port Commission's findings about the Final EIR's determinations regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide the written analysis and conclusions of the Port Commission regarding the environmental impacts of the Project and the mitigation measures included as part of the Final EIR and adopted by the Port Commission as part of the Project. To avoid duplication and redundancy, and because the Port Commission agrees with, and hereby adopts, the conclusions in the Final EIR and the Note to File, these findings will not repeat the analysis and conclusions in the Final EIR and Note to File, but instead incorporate them by reference in these findings and rely upon them as substantial evidence supporting these findings.

In making these findings, the Port Commission has considered the opinions of City staff and experts, other agencies, and members of the public. The Port Commission finds that the determination of significance thresholds is a judgment decision within the discretion of the Port Commission and the City and County of San Francisco; the significance thresholds used in the EIR are supported by substantial evidence in the record, including the expert opinion of the EIR preparers and City staff; and the significance thresholds used in the EIR provide reasonable and appropriate means of

assessing the significance of the adverse environmental effects of the Project. Thus, although, as a legal matter, the Port Commission is not bound by the significance determinations in the EIR (see Public Resources Code, Section 21082.2(e)), the Port Commission finds them persuasive and hereby adopts them as its own.

These findings do not attempt to describe the full analysis of each environmental impact contained in the Final EIR. Instead, a full explanation of these environmental findings and conclusions can be found in the Final EIR and Note to File, and these findings hereby incorporate by reference that discussion and analysis supporting the determination regarding the Project impacts and mitigation measures designed to address those impacts. In making these findings, the Port Commission ratifies, adopts, and incorporates in these findings the determinations and conclusions of the Final EIR and Note to File relating to environmental impacts and mitigation measures, except to the extent any such determinations and conclusions are specifically and expressly modified by these findings.

As set forth below, the Port Commission adopts and incorporates all of the mitigation measures set forth in the Final EIR for the Project and the attached MMRP to substantially lessen or avoid the potentially significant and significant impacts of the Project. Because the Project has changed, the Port Commission is not adopting all of the mitigation measures proposed for the original Project analyzed in the EIR. More detail is provided below on those mitigation measures. None of the impacts or mitigation measures for the long term development rights are included in this Attachment A, since no long term development rights are being approved as part of the modified Project. The Port Commission intends to adopt each of the mitigation measures proposed in the Final EIR for the modified AC34 Project to reduce or eliminate significant impacts resulting from the Project. Accordingly, in the event a mitigation measure recommended in the Final EIR for the AC34 Project, as modified, has inadvertently been omitted in these findings or the MMRP, such mitigation measure is hereby adopted and incorporated in the findings below by reference. In addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP fails to accurately reflect the mitigation measures in the Final EIR for the Project due to a clerical error, the language of the policies and implementation measures as set forth in the Final EIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the information contained in the Final EIR.

In the Sections II, III and IV below, the same findings are made for a category of environmental impacts and mitigation measures. Rather than repeat the identical finding to address each and every significant effect and mitigation measure, the initial finding obviates the need for such repetition because in no instance is the Port Commission rejecting the conclusions of the Final EIR and Note to File or the mitigation measures recommended in the Final EIR and Note to File for the Project.

II. IMPACTS FOUND NOT TO BE SIGNIFICANT AND THUS DO NOT REQUIRE MITIGATION

Under CEQA, no mitigation measures are required for impacts that are less than significant (Public Resources Code, Section 21002; CEQA Guidelines, Sections 15126.4 (a)(3), 15091). The Final EIR and Note to File identified impact areas found not to be significant for the entire AC34 Project and/or certain major Project components as well as areas for which the Project had no impact. Based on the evidence in the whole record of this proceeding, the Port Commission finds that the implementation of the AC34 Project will result in less-than-significant impacts (or, where indicated, no impact) in the following areas and that these impact areas, therefore, do not require mitigation.

Project-Level Impacts

Land Use

- **Impact LU-1:** Construction and operation of the America's Cup facilities and events in 2012 and 2013 would not physically divide an established community.
- **Impact LU-2:** Construction and operation of the America's Cup facilities and events would not conflict with any applicable land use plan, policy, or regulation of an agency with jurisdiction over the project (including but not limited to the general plan, specific plan, local coastal program, or zoning ordinance) adopted for the purpose of avoiding or mitigating an environmental effect.
- **Impact LU-3:** Construction and operation of the America's Cup facilities and events would not have a substantial adverse effect on the existing character of the project sites and vicinities.

Aesthetics

- **Impact AE-1:** Construction and operation of the AC34 facilities and events would not have a substantial adverse effect on a scenic vista.
- **Impact AE-2:** Construction and operation of the America's Cup facilities and events would not affect scenic resources (vistas, roadways, and designated scenic areas) or the visual character of the project sites and surroundings.
- **Impact AE-3:** Construction and operation of the America's Cup facilities and events would not substantially damage scenic resources or other features of the built environment that contribute to a scenic public setting.
- **Impact AE-4:** Construction and operation of the America's Cup facilities and events would not create a new source of substantial light or glare that would adversely affect daytime or nighttime views in the area.

Population and Housing

- **Impact PH-1:** Construction and operation of the America's Cup facilities and events would not induce substantial population growth in the area, either directly (for example, by constructing new homes) or indirectly (for example, by establishing substantial new employment opportunities that attract employees to an area or through extension of roads or other infrastructure).
- **Impact PH-2:** Construction and operation of the America's Cup facilities and events would not displace existing housing units or create substantial demand for additional housing.

Cultural and Paleontological Resources

- **Impact CP-3:** Construction and operation of the proposed AC34 project would not directly or indirectly destroy a unique paleontological resource or site or unique geological feature.

Transportation and Circulation

- **Impact TR-13:** Implementation of the AC34 2012 events would have less than significant impacts at the signalized intersection of King/Fourth that would operate at LOS E under Existing plus AC34 2012 conditions, and unsignalized intersections of Jackson/Arguello and Pacific/Presidio where the worst approach would operate at LOS E or LOS F under Existing plus AC34 2012 conditions.

- **Impact TR-14:** Implementation of the AC34 2012 events would have less than significant impacts at 29 study intersections that would operate at LOS D or better under Existing plus AC34 2012 conditions.
- **Impact TR-28:** Implementation of the AC34 2012 events would have less than significant impacts on transit operations at secondary viewing areas.
- **Impact TR-29:** Implementation of the AC34 2012 events would not create potentially hazardous conditions for bicyclists or otherwise substantially interfere with bicycle accessibility to the project sites and adjoining areas.
- **Impact TR-30:** Implementation of the AC34 2012 events would not create potentially hazardous conditions for bicyclists or otherwise substantially interfere with bicycle accessibility at secondary viewing areas.
- **Impact TR-31:** Implementation of the AC34 2012 events would not result in substantial overcrowding on public sidewalks, create hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the project site or adjoining areas.
- **Impact TR-32:** Implementation of the AC34 2012 events would not result in substantial overcrowding on public sidewalks, create hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility at secondary viewing areas and Vicinity.
- **Impact TR-33:** Implementation of the AC34 2012 events would not result in a loading demand during the peak hour of loading activities that could not be accommodated within the proposed loading supply or within on-street loading zones.
- **Impact TR-34:** Implementation of the AC34 2012 events would not result in a significant emergency vehicle access impact.
- **Impact TR-35:** Implementation of the AC34 2012 events would not result in construction-related transportation impacts because of their temporary and limited duration.
- **Impact TR-36:** The AC34 2012 events would not result in significant transportation impacts in combination with ongoing and upcoming construction projects in the City and its vicinity.
- **Impact TR-56:** Implementation of the AC34 2013 events would have less than significant impacts at the two unsignalized intersections of Jackson/Arguello and Pacific/Presidio where the worst approach would operate at LOS E or LOS F under Existing plus AC34 2013 conditions.
- **Impact TR-57:** Implementation of the AC34 2013 events would have less than significant impacts at 24 study intersections that would operate at LOS D or better under Existing plus AC34 2013 conditions.
- **Impact TR-71:** Implementation of the AC34 2013 events would have less than significant impacts on transit operations at secondary viewing areas.
- **Impact TR-72:** Implementation of the AC34 2013 events would not create potentially hazardous conditions for bicyclists or otherwise substantially interfere with bicycle accessibility to the project site and adjoining areas.
- **Impact TR-73:** Implementation of the AC34 2013 events would not create potentially hazardous conditions for bicyclists or otherwise substantially interfere with bicycle accessibility at secondary viewing areas.
- **Impact TR-74:** Implementation of the AC34 2013 events would not result in substantial overcrowding on public sidewalks, create hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the project site or adjoining areas.
- **Impact TR-75:** Implementation of the AC34 2013 events would not result in substantial overcrowding on public sidewalks, create hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility at secondary viewing areas.

- **Impact TR-76:** Implementation of the AC34 2013 events would not result in a loading demand during the peak hour of loading activities that could not be accommodated within the proposed loading supply or within on-street loading zones.
- **Impact TR-77:** Implementation of the AC34 2013 events would not result in a significant emergency vehicle access impact.
- **Impact TR-78:** Implementation of the AC34 2013 events would not result in construction-related transportation impacts because of their temporary and limited duration.
- **Impact TR-79:** The AC34 2013 events would not result in significant transportation impacts in combination with ongoing and upcoming construction projects in the City and its vicinity.

Air Quality

- **Impact AQ-1:** Construction of the America's Cup facilities would not result in localized construction dust-related air quality impacts.
- **Impact AQ-6:** Construction and operation of the America's Cup facilities would not conflict with or obstruct implementation of applicable air quality plans.
- **Impact AQ-7:** Construction and operation of the America's Cup facilities would not create objectionable odors affecting a substantial number of people.
- **Impact AQ-8:** Operation of the America's Cup facilities would not result in an increase in localized carbon monoxide concentrations in excess of state or federal standards.

Shadow

- **Impact SH-1:** Construction and operation of the AC34 facilities would not create new shadow in a manner that would substantially affect outdoor recreation facilities or other public areas.

Utilities and Service Systems

- **Impact UT-1:** Construction and operation of the America's Cup facilities and events would not increase wastewater generation to the extent that would exceed the treatment requirements of the Regional Water Quality Control Board.
- **Impact UT-2:** The America's Cup facilities and events would not require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities.
- **Impact UT-3:** The America's Cup facilities and events would require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which would not cause significant environmental effects.
- **Impact UT-4:** The City and County of San Francisco would have sufficient water supply available to serve the America's Cup facilities and events from existing entitlements and resources and would not require new or expanded water supply resources or entitlements.
- **Impact UT-5:** The America's Cup facilities and events would not result in a determination by the wastewater treatment providers that would serve the project that they have inadequate capacity to serve the project's projected demand in addition to the providers' existing commitments.
- **Impact UT-6:** The America's Cup facilities and events would be served by landfills with sufficient permitted capacity to accommodate the project's solid waste disposal needs.
- **Impact UT-7:** The America's Cup facilities and events would comply with federal, state, and local statutes and regulations related to solid waste.

Public Services

- **Impact PS-1:** Construction and operation of the America's Cup facilities and events would not result in substantial adverse physical impacts associated with the provision of or the need for new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives for emergency medical services.
- **Impact PS-2:** Construction and operation of the America's Cup facilities and events would not result in substantial adverse physical impacts associated with the provision of or the need for new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives for fire protection services.
- **Impact PS-3:** Construction and operation of the America's Cup facilities and events would not result in substantial adverse physical impacts associated with the provision of or the need for new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives for law enforcement services.

Biological Resources - Upland Biological Resources

- **Impact BI-5:** The America's Cup facilities and events would not conflict with any applicable local policies or ordinances protecting upland biological resources.

Geology and Soils

- **Impact GE-1:** Construction and operation of the AC34 facilities and events would not expose people or structures to substantial adverse effects related to fault rupture.
- **Impact GE-4:** Construction and operation of the AC34 facilities would not result in substantial slope instability or expose people or structures to substantial adverse effects related to earthquake-induced landslides.
- **Impact GE-5:** Construction and operation of the AC34 facilities would not result in substantial erosion or loss of topsoil.

Hydrology and Water Quality

- **Impact HY-2:** Operation of the America's Cup facilities would not exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff.
- **Impact HY-3:** The America's Cup events and facilities would not place structures within a 100-year flood hazard area that would impede or redirect flood flows, and would not expose people to a significant risk involving flooding.
- **Impact HY-4:** The America's Cup events and facilities would not expose people or structures to a significant risk of loss, injury, or death involving inundation by seiche or tsunami.

Hazards and Hazardous Materials

- **Impact HZ-2:** Construction and operation of the America's Cup facilities and events would not create a significant hazard to the public or the environment as a result of a release of hazardous materials in soil, or location of project activities on a government list of hazardous materials sites.
- **Impact HZ-4:** The America's Cup events and facilities would not expose people or structures to a significant risk of loss, injury, or death involving fires, nor would it impair implementation of

or physically interfere with and adopted emergency response plan or emergency evacuation plan.

Minerals and Energy Resources

- **Impact ME-1:** The America's Cup facilities and events would not encourage activities that would result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner.

Agriculture and Forest Resources

- **Impact AG-1:** Construction and operation of AC34 facilities and events would not (a) convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance; (b) conflict with existing zoning for agricultural use, or a Williamson Act contract; (c) conflict with existing zoning for or cause rezoning of forest land or timberland; (d) result in the loss of forest land or conversion of forest land to non-forest use; or (e) involve other changes in the existing environment that, due to their location or nature, could result in conversion of Farmland to non-agricultural use or forest land to non-forest use.

Cumulative Impacts

The Project would result in a less than considerable contribution to cumulative impacts for the following impacts:

Land Use

- **Impact C-LU:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative land use impacts.

Aesthetics

- **Impact C-AE:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on visual quality.

Population and Housing

- **Impact C-PH:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on population and housing.

Greenhouse Gas Emissions

- **Impact C-GG:** The proposed projects would not generate greenhouse gas emissions at levels that would result in a significant impact on the environment or conflict with any policy, plan, or regulation adopted for the purpose of reducing greenhouse gas emissions.

Wind

- **Impact C-WI:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative wind impacts.

Shadow

- **Impact C-SH:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative shadow impacts.

Recreation

- **Impact C-RE:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative recreation impacts.

Utilities and Service Systems

- **Impact C-UT:** The proposed projects, combined with past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on utilities or service systems.

Public Services

- **Impact C-PS:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on public services.

Biological Resources - Upland Biological Resources

- **Impact C-Bla:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on upland biological resources.

Geology and Soils

- **Impact C-GE:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts related to geology and soils.

Minerals and Energy Resources

- **Impact C-ME:** The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on mineral or energy resources.

Agriculture and Forest Resources

Impact C-AG: The projects, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on agricultural or forest resources.

As discussed in the Note to File, modifications that have been made to the Project subsequent to the certification of the Final EIR include the elimination of long-term development rights for piers and upland facilities and new long term marinas in land or water areas under Port jurisdiction. Therefore, the impacts identified and analyzed in the Final EIR for the Reduced Intensity and Long-Term Development Sub-alternative, listed below, will no longer occur:

Impact LT-LU: Long-term development under the Host Agreement would not physically divide an established community or result in incompatible changes to land use character. However, long-term marina development in the Rincon Point and Brannan Street Wharf Open Water

Basins would conflict with BCDC policies adopted for the purpose of mitigating environmental effects.

Impact LT-AE: Long-term development on Port properties would not result in impacts on visual quality.

Impact LT-PH: Future long-term development under the Host Agreement would not result in significant adverse population and housing impacts.

Impact LT-CP-1: Long-term development could result in redevelopment of existing Port properties at Piers 30-32, which could result in a significant impact to cultural resources.

Impact LT-CP-2: Long-term development could result in redevelopment of existing Port properties within the Embarcadero Historic District, which could result in a significant impact to cultural resources.

Impact LT-TR: Long-term development under the Host Agreement would result in significant traffic and transit impacts.

Impact LT-NO: Long-term development on Port properties could result in impacts on noise.

Impact LT-AQ: Long term development on Port properties under the Host Agreement could result in construction and operational air pollutant emissions.

Impact LT-GG: Long-term development on Port properties under the Host Agreement would not result in greenhouse gas emissions at levels that would result in a significant impact on the environment or conflict with any policy, plan, or regulation adopted for the purpose of reducing greenhouse gas emissions.

Impact LT-WI: Long-term development under the Host Agreement could alter wind in a manner that substantially affects public areas.

Impact LT-SH: Long-term development under the Host Agreement would not result in new structures with the potential to cast shadows on existing or proposed parks and open space in a manner that would have an adverse effect on the use of the open space.

Impact LT-RE: Future long-term development under the Host Agreement would not result in potential recreation impacts.

Impact LT-UT: Future long-term development under the Host Agreement would not result in substantial increased demand for utility services.

Impact LT-PS: Future long-term development under the Host Agreement would not result in impacts on public services.

Impact LT-Bla: Long-term development could result in impacts on upland biological resources.

Impact LT-BIb: Long-term development could result in impacts on marine biological resources.

Impact LT-GE: Future long-term development under the Host Agreement could result in adverse geology and soils impacts.

Impact LT-HY: Future long-term development under the Host Agreement could result in hydrology and water quality impacts.

Impact LT-HZ: Future long-term development under the Host Agreement could result in potential hazards and hazardous materials impacts.

Impact LT-ME: Future long-term development under the Host Agreement would not result in adverse impacts on mineral or energy resources.

Impact LT-AG: Long-term development would not result in impacts on agricultural or forest resources.

III. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL THROUGH MITIGATION AND THE DISPOSITION OF THE MITIGATION MEASURES

CEQA requires agencies to adopt mitigation measures that would avoid or substantially lessen a project's identified significant impacts or potential significant impacts if such measures are feasible (unless mitigation to such levels is achieved through adoption of a project alternative). The findings in this Section III and in Section IV concern impacts and mitigation measures set forth in the Final EIR. These findings discuss mitigation measures as proposed in the EIR and recommended for adoption by the Port Commission that can be implemented by the Project Sponsors. The mitigation measures proposed for adoption in this section are the same as the mitigation measures identified in the Final EIR for the Sub-Alternative, except for mitigation measures to address long-term development sites which have been eliminated from the Project and thus do not apply. The full explanation of the potentially significant environmental impacts is contained in Chapters 5 and 6 of the Final EIR, (and in text changes to Chapter 5 found in Chapter 13 of the Final EIR) and in the Note to File. The full text of the mitigation measures is contained in the Final EIR in Chapter 5 with modifications indicated in Chapters 11 and 13 and in **Attachment B**, to this Port Commission Resolution, the **Mitigation Monitoring and Reporting Program (MMRP)**. The MMRP also specifies the agency or organization responsible for implementation of each measure, establishes monitoring actions and a monitoring schedule.

This Port Commission recognizes that some of the mitigation measures as explained below are partially within the jurisdiction of other agencies, including the U.S. Fish and Wildlife Service, U.S. Army Corps of Engineers, California Department of Fish and Game, San Francisco Bay Regional Water Quality Control Board, Bay Area Air Quality Management District, Marin County, and San Francisco Planning Department. The Port Commission urges these agencies to assist in

implementing these mitigation measures, and finds that these agencies can and should participate in implementing these mitigation measures.

For purposes of these findings, significant project impacts have been organized into two categories: project impacts and cumulative impacts. The Port Commission adopts all of the mitigation measures proposed for the modified Project, which exclude measures that address long-term development. The Port Commission finds that all of the mitigation measures are appropriate and feasible and that changes or alterations will be required in, or incorporated into, the modified Project that mitigate or avoid the significant environmental effects as identified in the Final EIR. Based on the analysis contained in the Final EIR, other considerations in the record, and the standards of significance, the Port Commission finds that implementation of all of the proposed mitigation measures will reduce the potentially significant impacts discussed in this Section III to a **less-than-significant** level.

Project-Level Impacts

Cultural and Paleontological Resources

- **Impact CP-1:** Construction and operation of the proposed AC34 project could cause a substantial adverse change in the significance of a historic resource.
 - *Mitigation Measure M-CP-1b: Protection of Historic Resources due to Indirect Damage*
 - *Mitigation Measure M-CP-1c: Protection of Historic Resources due to Direct Damage*
 - *Mitigation Measure M-CP-1d: Protection of the Northeast Waterfront Historic District from Teatro Zinzanni Relocation*
 - *Mitigation Measure M-NO-3: Pre-Construction Assessment to Minimize Structural Pile-Driving Vibration Impacts on Adjacent Historic Buildings and Structures and Vibration Monitoring*
- **Impact CP-2:** Construction and operation of the proposed AC34 project could cause a substantial adverse change in the significance of an archeological resource, including shipwrecks.
 - *Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks*
- **Impact CP-4:** Construction and operation of the proposed AC34 project could disturb any human remains, including those interred outside of formal cemeteries.
 - *Mitigation Measure M-CP-4: Inadvertent Discovery of Human Remains*

Noise

- **Impact NO-1:** Construction of the America's Cup facilities could result in exposure of persons to or generation of noise levels in excess of standards established in the *San Francisco General Plan* or San Francisco Noise Ordinance or result in a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project.
 - *Mitigation Measure M-NO-1a: Noise Controls During Construction*
 - *Mitigation Measure M-NO-1b: Pile Driving Noise-Reducing Techniques and Muffling Devices*
 - *Mitigation Measure M-BI-11a: Impact Hammer Pile Driving Noise Reduction for Protection of Fish*

- **Impact NO-3:** Construction and operation of the America's Cup facilities could result in exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels.
 - *Mitigation Measure M-NO-3: Pre-Construction Assessment to Minimize Structural Pile-Driving Vibration Impacts on Adjacent Historic Buildings and Structures and Vibration Monitoring*
 - *Mitigation Measure M-BI-11a: Impact Hammer Pile Driving Noise Reduction for Protection of Fish*

Wind

- **Impact WI-1:** Construction and operation of the AC34 facilities and events could alter wind in a manner that substantially affects public areas.
 - *Mitigation Measure M-WI-1: Warning Signs and/or Limiting Access on the Eastern Aprons of Piers 27-29 During Hazardous Wind Events.*

Recreation

- **Impact RE-1:** The America's Cup facilities and events could increase the use of parks and recreational facilities such that substantial physical deterioration of the facilities could occur or otherwise result in physical degradation of existing recreational resources.
 - *Mitigation Measure M-RE-1: Protection of Recreational Resources.*

Biological Resources – Upland Biological Resources

- **Impact BI-1:** The America's Cup facilities and events could have a substantial adverse effect, either directly or through habitat modifications, on upland species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service.
 - *Mitigation Measure M-BI-1a: Protecting Sensitive Areas for Mission Blue Butterfly*
 - *Mitigation Measure M-BI-1b: Protecting Listed and Other Special Status Plant Areas (WPA)*
 - *Mitigation Measure M-BI-1c: Protecting the Crissy Beach Wildlife Protection Area (WPA)*
 - *Mitigation Measure M-BI-1d: Protecting Offshore Portion of the Wildlife Protection Area (WPA)*
 - *Mitigation Measure M-BI-1e: Restrictions on Fireworks and Night Lighting*
- **Impact BI-2:** The America's Cup facilities and events could have a substantial adverse effect on riparian habitat or other sensitive natural upland community identified in local or regional plans, policies, or regulations.
 - *Mitigation Measure M-BI-2: Signage at Sensitive Natural Community Areas; "No Spectator" Zone on Yerba Buena Island*
 - *Mitigation Measure M-BI-1b: Protecting Listed and Other Special Status Plant Areas*
 - *Mitigation Measure M-BI-1c: Protecting the Crissy Beach Wildlife Protection Area (WPA)*
- **Impact BI-3:** The America's Cup facilities and events could have a substantial adverse effect on federally protected wetlands or navigable waters.

- *Mitigation Measure M-BI-3: Signage at Wetland Sites*
- **Impact BI-4:** The America's Cup facilities and events could interfere with the movement of native upland wildlife species or with established native resident or migratory wildlife corridors or impede the use of native wildlife nursery sites.
 - *Mitigation Measure M-BI-4a: Restrictions on Spectator Craft within Race Course Boundaries*
 - *Mitigation Measure M-BI-4b: Offshore Buffers for Breeding Birds and Snowy Plover*
 - *Mitigation Measure M-BI-4c: Protection for Breeding Birds on Piers and Associated Structures*
 - *Mitigation Measure M-BI-4d: Protection for Bat Roosts on Piers and Associated Structures*
 - *Mitigation Measure M-BI-4e: Protection for Colonial Breeding Birds on Alcatraz*

Biological Resources – Marine Resources

- **Impact BI-11:** The America's Cup facilities and events could have a substantial adverse effect, either directly or through habitat modifications, on marine or estuarine species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations or by the California Department of Fish and Game, U.S. Fish and Wildlife Service, or National Marine Fisheries Service.
 - *Mitigation Measure M-BI-11a: Impact Hammer Pile Driving Noise Reduction for Protection of Fish*
 - *Mitigation Measure M-BI-11b: Pile Driving Noise Reduction for Protection of Marine Mammals*
 - *Mitigation Measure M-BI-11c: Floating Dock Night Lighting*
- **Impact BI-12:** The America's Cup facilities and events could have a substantial adverse effect on sensitive marine or estuarine natural communities identified in local or regional plans, policies, or regulations.
 - *Mitigation Measure M-BI-12: Visiting Mariners Information*
- **Impact BI-13:** The America's Cup facilities and events could have a substantial adverse effect on eelgrass beds, federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means.
 - *Mitigation Measure M-BI-12: Visiting Mariners Information*
- **Impact BI-14:** The America's Cup facilities and events could interfere with the movement of native marine or estuarine wildlife species or with established native resident or migratory wildlife corridors or impede the use of native wildlife nursery sites.
 - *Mitigation Measure M-BI-14: Restrictions on Low-Flying Aircraft*
 - *Mitigation Measure M-BI-11a: Impact Hammer Pile Driving Noise Reduction for Protection of Fish*
 - *Mitigation Measure M-BI-11b: Pile Driving Noise Reduction for Protection of Marine Mammals*
 - *Mitigation Measure M-BI-11c: Floating Dock Night Lighting*

- *Mitigation Measure M-BI-12: Visiting Mariners Information*
- **Impact BI-15:** The America's Cup facilities and events could conflict with applicable local policies or ordinances protecting marine or estuarine biological resources.
 - *Mitigation Measure M-BI-11a: Floating Dock Night Lighting*
 - *Mitigation Measure M-BI-11b: Impact Hammer Pile Driving Noise Reduction for Protection of Fish*
 - *Mitigation Measure M-BI-11c: Pile Driving Noise Reduction for Protection of Marine Mammals*
 - *Mitigation Measure M-BI-12: Visiting Mariners Information*
 - *Mitigation Measure M-BI-14: Restrictions on Low-Flying Aircraft*
- **Impact BI-16:** The America's Cup facilities and events could conflict with the provisions of an adopted habitat conservation plan, natural community conservation plan, or other approved local, regional, or state habitat conservation plan for marine or estuarine resources.
 - *Mitigation Measure M-BI-16: Invasive Marine Species Control*
 - *Mitigation Measure M-BI-12: Visiting Mariners Information*

Geology and Soils

- **Impact GE-2:** Construction and operation of the AC34 facilities and events could expose people or structures to substantial adverse effects related to groundshaking.
 - *Mitigation Measure M-GE-2: Site-Specific Geotechnical Investigation*
- **Impact GE-3:** Construction and operation of the AC34 facilities and events could expose people or structures to substantial adverse effects related to liquefaction, lateral displacement, or earthquake-induced settlement.
 - *Mitigation Measure M-GE-2: Site-Specific Geotechnical Investigation*
- **Impact GE-6:** The AC34 activities could occur on structures that are unstable, or that could become unstable as a result of the project.
 - *Mitigation Measure M-GE-6: Signage and Restricted Access at Structurally Unsound Viewing Locations*

Hydrology and Water Quality

- **Impact HY-1:** Construction and operation of the America's Cup (2012 and 2013) facilities and events could violate water quality standards or waste discharge requirements or otherwise substantially degrade water quality.
 - *Mitigation Measure M-HY-1: Water Quality Best Management Practices*
 - *Mitigation Measure M-BI-12: Visiting Mariners Information*
 - *Mitigation Measure M-BI-16: Invasive Marine Species Control at Port Facilities*

Hazards and Hazardous Materials

- **Impact HZ-1:** Construction and operation of the America's Cup facilities and events could have a substantial adverse effect related to the routine transport, use, or disposal of hazardous materials.
 - *Mitigation Measure M-BI-12: Visiting Mariners Information*

- **Impact HZ-3:** Construction and operation of the America's Cup facilities and events could create a significant hazard to the public or the environment as a result of a release of hazardous building materials in structures that would be demolished and creosote-treated pilings and structures that would be removed.
 - *Mitigation Measure M-HZ-3: Removal of Hazardous Building Materials*

Cumulative Impacts

The Project would make a considerable contribution to cumulative impacts, which could be reduced to a **less-than-significant** level with the implementation of Project mitigation measures for the following impacts.

Cultural and Paleontological Resources

- **Impact C-CP:** The AC34 and Cruise Terminal projects, in combination with other past, present and foreseeable future projects, could have a cumulatively considerable effect on cultural resources.
 - *Mitigation Measure M-CP-1b: Protection of Historical Resources due to Indirect Damage*
 - *Mitigation Measure M-CP-1c: Protection of Historical Resources due to Direct Damage*
 - *Mitigation Measure M-CP-1d: Protection of the Northeast Waterfront Historic District from Teatro Zinzanni Relocation*
 - *Mitigation Measure M-NO-3: Pre-Construction Assessment to Minimize Structural Pile-Driving Vibration Impacts on Adjacent Historic Buildings and Structures and Vibration Monitoring*
 - *Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks*
 - *Mitigation Measure M-CP-4: Inadvertent Discovery of Human Remains*

Noise

- **Impact C-NO:** The AC34 project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on noise.
 - *Mitigation Measure M-NO-1a: Noise Controls During Construction*
 - *Mitigation Measure M-NO-1b: Pile Driving Noise-Reducing Techniques and Muffling Devices*
 - *Mitigation Measure M-NO-3: Pre-Construction Assessment to Minimize Structural Pile-Driving Vibration Impacts on Adjacent Historic Buildings and Structures and Vibration Monitoring*

Biological Resources – Marine Resources

- **Impact C-BIb:** The project, in combination with other past, present, and reasonably foreseeable future projects, could result in significant adverse cumulative impacts on marine and estuarine biological resources.
 - *Mitigation Measure M-BI-11a: Impact Hammer Pile Driving Noise Reduction for Protection of Fish*

- *Mitigation Measure M-BI-11b: Pile Driving Noise Reduction for Protection of Marine Mammals*
- *Mitigation Measure M-BI-11c: Floating Dock Night Lighting*
- *Mitigation Measure M-BI-12: Visiting Mariners Information*
- *Mitigation Measure M-BI-14: Restrictions on Low-Flying Aircraft*
- *Mitigation Measure M-BI-16: Invasive Marine Species Control*

Hydrology and Water Quality

- **Impact C-HY:** The project, in combination with other past, present, and reasonably foreseeable future projects, could result in significant adverse cumulative hydrology or water quality impacts
 - *Mitigation Measure M-HY-1: Water Quality Best Management Practices*

Hazards and Hazardous Materials

- **Impact C-HZ:** The project, in combination with other past, present, and reasonably foreseeable future projects, could result in significant adverse cumulative hazards and hazardous materials impacts.
 - *Mitigation Measure M-HZ-3: Removal of Hazardous Building Materials Practices*

IV. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

Based on substantial evidence in the whole record of these proceedings, the Port Commission finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts as identified in the Final EIR. Furthermore, since certification of the Final EIR, the Project has been further modified to reduce the number of America's Cup event sites, and to eliminate long-term development of sites and marinas in Port jurisdiction. The environmental effects of these modifications to the Project have been analyzed in the Note to File. The Port Commission finds that the mitigation measures in the Final EIR for the modified Project and described below are appropriate, and that changes have been required in, or incorporated into, the Project that, pursuant to Public Resources Code Section 21002 and CEQA Guidelines Section 15091, may substantially lessen, but do not avoid (i.e., reduce to less-than-significant levels), the potentially significant environmental effect associated with implementation of the Project. The Board adopts all of the mitigation measures proposed in the Final EIR that are relevant to the Project (as described in the Note to File) and set forth in the **MMRP**, attached hereto as **Attachment B-1** to Port Commission Resolution No. 12-34. The Port Commission further finds, however, for the impacts listed below, despite the implementation of all identified feasible mitigation measures, the effects remain significant and unavoidable. Based on the analysis contained within the Final EIR, other considerations in the record, and the standards of significance, the Port Commission finds that because some aspects of the Project could cause potentially significant impacts for which feasible mitigation measures are not available or are uncertain in their effectiveness to reduce the impact to a less-than-significant level, the impacts are **significant and unavoidable**. For a detailed explanation of the lack of feasible mitigation measures for the following impacts and of the reasons why certain mitigation measures, although technologically feasible, may be subject to uncertainty, including funding-related uncertainty, please see the relevant discussions within the Final EIR.

The Port Commission determines that the following significant impacts on the environment, as reflected in the Final EIR, are unavoidable, but under Public Resources Code Section 21081(a)(3) and (b), and CEQA Guidelines 15091(a)(3), 15092(b)(2)(B), and 15093, the Port Commission determines that the impacts are acceptable due to the overriding considerations described in Section VII below. This finding is supported by substantial evidence in the record of this proceeding.

Project-Level Impacts

Transportation and Circulation

- **Impact TR-1 through Impact TR-12:** Implementation of the AC34 2012 events would result in significant impacts at 12 signalized and unsignalized intersections that would operate at LOS E or LOS F under Existing plus AC34 2012 conditions. Intersections include:
 - Embarcadero/Beach
 - Embarcadero/Howard
 - King/Third
 - Lombard/Divisadero
 - Lombard/Fillmore
 - Bay/Laguna
 - Bay/Van Ness
 - Bush/Van Ness
 - Pine/Van Ness
 - Lombard/Van Ness
 - Lincoln/25th
 - Lombard/Lyon
 - *Mitigation Measure M-TR-1a to M-TR-1d: People Plan Specific Provisions*
- **Impact TR-15:** Implementation of the AC34 2012 events would result in significant impacts at other signalized and unsignalized intersections in the project area within San Francisco in addition to impacts identified at the study intersections.
 - *Mitigation Measure M-TR-1a to M-TR-1d: People Plan Specific Provisions*
- **Impact TR-16:** Implementation of the AC34 2012 events would result in significant impacts on traffic operations at secondary viewing areas outside of San Francisco.
 - *Mitigation Measure M-TR-1a to M-TR-1d: People Plan Specific Provisions*
- **Impact TR-17:** Implementation of the AC34 2012 events would exceed the available transit capacity of Muni lines.
 - *Mitigation Measure M-TR-17: Additional Muni Transit Service*
 - *Mitigation Measure M-TR-1b: People Plan Specific Provisions, Transit Operating Plan*

Because these mitigation measures would require additional transit capacity and funding for these mitigation measures has not been identified, implementation remains uncertain and thus this impact remains significant and unavoidable.

- **Impact TR-18:** Implementation of the AC34 2012 events would exceed the available transit capacity of PresidiGo shuttle service.
 - *Mitigation Measure M-TR-18: Additional PresidiGo Shuttle Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-19:** Implementation of the AC34 2012 events would exceed the available transit capacity of AC Transit lines.
 - *Mitigation Measure M-TR-19: Additional AC Transit Capacity*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-20:** Implementation of the AC34 2012 events would exceed the available transit capacity of BART lines.
 - *Mitigation Measure M-TR-20: Additional BART Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-21:** Implementation of the AC34 2012 events would exceed the available transit capacity of WETA ferry lines.
 - *Mitigation Measure M-TR-21: Additional WETA Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-22:** Implementation of the AC34 2012 events would exceed the available transit capacity of Golden Gate Transit bus and ferry lines.
 - *Mitigation Measure M-TR-22: Additional Golden Gate Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore,

implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-23:** Implementation of the AC34 2012 events would exceed the available transit capacity of Blue & Gold ferry lines.
 - *Mitigation Measure M-TR-23: Additional Blue & Gold Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-24:** Implementation of the AC34 2012 events would exceed the available transit capacity of Caltrain service.
 - *Mitigation Measure M-TR-24: Additional Caltrain Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-25:** Implementation of the AC34 2012 events would exceed the available transit capacity of SamTrans lines.
 - *Mitigation Measure M-TR-25: Additional SamTrans Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

-
- **Impact TR-26:** Implementation of the AC34 2012 events would have a potentially significant impact on transit operations related to additional congestion resulting from the project.
 - *Mitigation Measure M-TR-26a: Barricade to Protect Transit Lanes*
 - *Mitigation Measure M-TR-26b: Traffic Control Officers at Key Intersections*
 - **Impact TR-27:** Implementation of the AC34 2012 events would disrupt regular scheduled ferry operations.
 - *Mitigation Measure M-TR-1: People Plan Specific Provisions*
 - **Impact TR-37:** The AC34 2012 events would result in potentially significant impacts to the transportation network in combination with other special events occurring simultaneously in San Francisco.

- *Mitigation Measure M-TR-1: People Plan Specific Provisions*
- **Impact TR-38 – Impact TR-55:** Implementation of the AC34 2013 events would result in significant impacts at 18 individual signalized and unsignalized intersections that would operate at LOS E or LOS F under Existing plus AC34 2013 conditions. Intersections include:
 - Embarcadero/Beach
 - Embarcadero/Broadway
 - Embarcadero/Howard
 - Embarcadero/Folsom
 - Embarcadero/Harrison
 - Embarcadero/ Bryant
 - Fremont/Folsom
 - King/Third
 - King/Fourth
 - Lombard/Divisadero
 - Lombard/ Fillmore
 - Bay/Laguna
 - Bay/Van Ness
 - Bush/Van Ness
 - Pine/Van Ness
 - Lombard/Van Ness
 - Lincoln/25th
 - Lombard/Lyon

- *Mitigation Measure M-TR-1: People Plan Specific Provisions*

- **Impact TR-58:** Implementation of the AC34 2013 events would result in significant impacts at other signalized and unsignalized intersections in the project area within San Francisco in addition to impacts identified at the 44 study intersections.
 - *Mitigation Measure M-TR-1: People Plan Specific Provisions*
- **Impact TR-59:** Implementation of the AC34 2013 events would result in significant impacts on traffic operations at secondary viewing areas outside of San Francisco.
 - *Mitigation Measure M-TR-1: People Plan Specific Provisions*
- **Impact TR-60:** Implementation of the AC34 2013 events would exceed the available transit capacity of Muni lines.
 - *Mitigation Measure M-TR-1b: Transit Operating Plan*
 - *Mitigation Measure M-TR-17: Additional Muni Transit Service*

Because these mitigation measures would require additional transit capacity and funding for these mitigation measures has not been identified, implementation remains uncertain and thus this impact remains significant and unavoidable.

- **Impact TR-61:** Implementation of the AC34 2013 events would exceed the available transit capacity of PresidiGo.

- *Mitigation Measure M-TR-18: Additional PresidiGo Capacity*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-62:** Implementation of the AC34 2013 events would exceed the available transit capacity of AC Transit lines.
 - *Mitigation Measure M-TR-19: Additional AC Transit Capacity*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-63:** Implementation of the AC34 2013 events would exceed the available transit capacity of BART lines.
 - *Mitigation Measure M-TR-20: Additional BART Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-64:** Implementation of the AC34 2013 events would exceed the available transit capacity of WETA ferry lines.
 - *Mitigation Measure M-TR-21: Additional WETA Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-65:** Implementation of the AC34 2013 events would exceed the available transit capacity of Golden Gate Transit bus and ferry lines.
 - *Mitigation Measure M-TR-22: Additional Golden Gate Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The

Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-66:** Implementation of the AC34 2013 events would exceed the available transit capacity of Blue & Gold ferry lines
 - *Mitigation Measure M-TR-23: Additional Blue & Gold Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-67:** Implementation of the AC34 2013 events would exceed the available transit capacity of Caltrain service.
 - *Mitigation Measure M-TR-24: Additional Caltrain Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-68:** Implementation of the AC34 2013 events would exceed the available transit capacity of SamTrans lines.
 - *Mitigation Measure M-TR-25: Additional SamTrans Transit Service*

This mitigation measure would require additional transit capacity, which must be approved by a non-City entity, and funding for this mitigation measure has not been identified. Therefore, implementation remains uncertain and thus this impact remains significant and unavoidable. The Port Commission believes that the agency with responsibility for implementing this mitigation measure can and should implement this measure.

- **Impact TR-69:** Implementation of the AC34 2013 events would have a potentially significant impact on transit operations related to additional congestion generated by the Project.
 - *Mitigation Measure M-TR-1: People Plan Specific Provisions*
 - *Mitigation Measure M-TR-26a: Barricade to Protect Transit Lanes*
 - *Mitigation Measure M-TR-26b: Traffic Control Officers at Key Intersections*

- **Impact TR-70:** Implementation of the AC34 2013 events would disrupt regular ferry operations.
 - *Mitigation Measure M-TR-1: People Plan Specific Provisions*
 - *Mitigation Measure M-TR-1d: Public Information Program*

- **Impact TR-80:** The AC34 2013 events would result in potentially significant impacts to the transportation network in combination with other special events occurring simultaneously in San Francisco.
 - *Mitigation Measure M-TR-1: People Plan Specific Provisions*

Noise

- **Impact NO-2:** Operation of the America's Cup events and facilities would result in exposure of persons to or generation of noise levels in excess of standards established in the *San Francisco General Plan* or *San Francisco Noise Ordinance*.
 - *Mitigation Measure M-NO-2a: Selection, Shielding or Acoustical Enclosures for Generators at Piers 27-29 and Marina Green and Use of Electrical Service at Piers 27-29*
 - *Mitigation Measure M-NO-2b: Noise Control Plan for Entertainment Venues*
- **Impact NO-4:** Operation of the America's Cup facilities would result in a temporary and periodic increase in ambient noise levels in the project vicinity above levels existing without the project associated with increased traffic levels on weekends.
 - *Mitigation Measure M-TR-1: People Plan Specific Provisions*

Air Quality

- **Impact AQ-2:** Construction of the America's Cup facilities would result in emission of criteria pollutants and precursors that would violate an air quality standard or contribute substantially to an existing or projected air quality violation.
 - *Mitigation Measure M-AQ-2a: Construction Vehicle Emissions Minimization*
 - *Mitigation Measure M-AQ-2b: Off-Road Construction Equipment*
 - *Mitigation Measure M-AQ-2c: Off-Road Construction Equipment - Electricity Use*
 - *Mitigation Measure M-AQ-2d: Off-Road Construction Equipment - Best Management Practices (BMPs)*
 - *Mitigation Measure M-AQ-2e: Off-Road Construction Equipment - Engine Standards for Harbor Craft Used in Construction*
 - *Mitigation Measure M-AQ-2f: Fuels for Off-Road Construction Equipment*
- **Impact AQ-3:** Construction of the America's Cup facilities would expose sensitive receptors to substantial concentrations of toxic air contaminants or respirable particulate matter (PM_{2.5}).
 - *Mitigation Measure M-AQ-2a: Construction Vehicle Emissions Minimization*
 - *Mitigation Measure M-AQ-2b: Off-Road Construction Equipment*
 - *Mitigation Measure M-AQ-2c: Off-Road Construction Equipment - Electricity Use*
 - *Mitigation Measure M-AQ-2d: Off-Road Construction Equipment - Best Management Practices (BMPs)*
 - *Mitigation Measure M-AQ-2e: Off-Road Construction Equipment - Engine Standards for Harbor Craft Used in Construction*
 - *Mitigation Measure M-AQ-2f: Fuels for Off-Road Construction Equipment*
- **Impact AQ-4:** Operations of the America's Cup facilities would violate an air quality standard or contribute substantially to an existing or projected air quality violation.

- *Mitigation Measure M-AQ-4a: Emission Controls for Race-Sponsored Spectator and Support Vessels*
- *Mitigation Measure M-AQ-4b: Temporary Shoreside Power for Large Private Yachts at Pier 27*
- *Mitigation Measure M-AQ-4c: Alternative Low-Emissions Fuels for Large Private Yachts and Race-Sponsored Vessels*
- *Mitigation Measure M-AQ-4d: Return Pier 27 to the Port Within One Month after Completion of the Match for Reconnection of Shoreside Power*
- *Mitigation Measure 4e: Long-term Shoreside Power at Pier 70*
- **Impact AQ-5:** Operation of the America's Cup facilities would expose sensitive receptors to substantial concentrations of toxic air contaminants or respirable particulate matter (PM_{2.5}).
 - *Mitigation Measure M-AQ-4: Emission Controls for Race-Sponsored Spectator and Support Vessels*
 - *Mitigation Measure M-AQ-5: Clean Sources for Temporary Power at Venues*

Cumulative Impacts

Air Quality

- **Impact C-AQ-1:** The proposed AC34 project, in combination with other past, present, and reasonably foreseeable future projects, would result in significant adverse cumulative impacts on air quality.
 - *Mitigation Measure M-AQ-2a: Construction Vehicle Emissions Minimization*
 - *Mitigation Measure M-AQ-2b: Off-Road Construction Equipment Mitigation*
 - *Mitigation Measure M-AQ-2c: Off-Road Construction Equipment - Electricity Use*
 - *Mitigation Measure M-AQ-2d: Off-Road Construction Equipment - Best Management Practices*
 - *Mitigation Measure M-AQ-2e: Off-Road Construction Equipment - Engine Standards for Harbor Craft Used in Construction*
 - *Mitigation Measure M-AQ-2f: Fuels for Off-Road Construction Equipment*
 - *Mitigation Measure M-AQ-4a: Emission Controls for Race-Sponsored Spectator and Support Vessels*
 - *Mitigation Measure M-AQ-4b: Temporary Shoreside Power for Large Private Yachts at Pier 27*
 - *Mitigation Measure M-AQ-4c: Alternative Low-Emissions Fuels for Large, Private Yachts and Race-Sponsored Vessels*
 - *Mitigation Measure M-AQ-4d: Return Pier 27 to the Port Within One Month after Completion of the Match for Reconnection of Shoreside Power*
 - *Mitigation Measure M-AQ-4e: Long-term Shoreside Power at Pier 70*
 - *Mitigation Measure M-AQ-5: Clean Sources for Temporary Power at Venues*

Mitigation Measures that are no Longer Applicable.

The following significant impacts and associated mitigation measures proposed in the Final EIR are no longer applicable to the modified Project because the long-term development rights are no longer included in the modified Project.

Impact LT-CP-1 and Impact LT-CP-2: Long-term development could result in redevelopment of existing Port properties at Piers 30-32, which could result in a significant impact to cultural resources. Long-term development could result in redevelopment of existing Port properties within the Embarcadero Historic District, which could result in a significant impact to cultural resources.

- *Mitigation Measure M-LT-CP: Long-term Development Measures for Cultural Resources*

Impact LT-TR: Long-Term Development under the Host Agreement would result in significant traffic and transit impacts.

- *Mitigation Measure M-LT-TR: Transportation Mitigation Measures for Long-Term Development*

Impact LT-NO: Long-term development on Port properties could result in impacts on noise.

- *Mitigation Measure M-LT-NOa: Mitigation of Noise from Long-term Development on Port Properties*
- *Mitigation Measure M-LT-NOb: Mitigation of Interior and Exterior Noise from New Residential Development of Seawall Lot 330*

Impact LT-AQ: Long term development on Port properties under the Host Agreement could result in construction and operational air pollutant emissions.

- *Mitigation Measure M-LT-AQ: Future Long-term Development Air Quality Mitigation*

Impact LT-B1a: Long-term development could result in impacts on upland biological resources.

- *Mitigation Measure M-LT-B1a: Long-term Development Mitigation for Upland Biological Resources*

Impact LT-B1b: Long-term development could result in impacts on marine biological resources.

- *Mitigation Measure M-LT-B1b: Long-term Development Mitigation for Marine Biological Resources*

Impact LT-GE: Future long-term development under the Host Agreement could result in adverse geology and soils impacts.

- *Mitigation Measure M-LT-GE: Mitigation of Geological and Soils Impacts from Long-term Development on Port Properties*

Impact LT-HY: Future long-term development under the Host Agreement could result in hydrology and water quality impacts.

- *Mitigation Measure M-LT-HY: Water Quality Best Management Practices*

Impact LT-HZ: Future long-term development under the Host Agreement could result in potential hazards and hazardous materials impacts.

- *Mitigation Measure M-LT-HZ: Mitigation of Hazards and Materials Impacts from Long-term Development on Port Properties*

V. EVALUATION OF PROJECT ALTERNATIVES

This section describes alternatives to the Project and the reasons for approving the Project and for rejecting the alternatives. This section also outlines the Project's purposes and provides a context for understanding the reasons for selecting or rejecting alternatives. CEQA mandates that an EIR evaluate a reasonable range of alternatives to the Project or the Project location that generally reduce or avoid potentially significant impacts of the Project. CEQA requires that every EIR also evaluate a "No Project" alternative. Alternatives provide a basis of comparison to the Project in terms of their significant impacts and their ability to meet project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing environmental consequences of the Project. As noted previously, the Project is comprised of the Reduced Intensity AC34 and Long-Term Development Sub-Alternative in Chapter 11 of the Final EIR, which has subsequently been further modified since Final EIR certification, to reduce the number of AC34 event sites, and eliminate long-term development rights entirely, including long-term marina development. The reduced environmental effects of the modified Project have been analyzed in the Note to File.

The alternatives identified and analyzed in Chapter 7 of the EIR are applicable to the modified AC34 project because the modifications to the AC34 Project would not affect the alternatives analysis presented in the EIR. As described in the Note to File, the modified Project would not cause new significant impacts nor would it result in the substantial increase in the severity of previously identified significant impacts. In many cases, the modified Project would reduce the severity of previously identified impacts. However, similar to the project described and analyzed in the Final EIR, the modified Project would result in significant environmental impacts, including several significant and unavoidable impacts. Thus, as required by CEQA, the Final EIR identifies and analyzes a reasonable range of alternatives that would feasibly attain most of the Project's basic objectives but would avoid or substantially lessen identified significant adverse impacts of the Project. The four alternatives identified and analyzed in Chapter 7 of the Final EIR would also essentially serve as alternatives to the modified Project as well. The No Project Alternative would be the same as presented in Chapter 7. However, the long-term development component of the other alternatives would no longer apply, since this component has been eliminated from the modified Project and all impacts associated with the long-term development potential under the Host Agreement have been avoided. The remaining components of the Open Ocean Alternative, the Reduced Intensity AC34 and Long-Term Development Alternative, and the Reduced Spectator Berthing Alternative would provide a reasonable range of feasible alternatives to the modified Project. Based on the analysis presented in Chapters 7 and 11 of the EIR and the discussion provided in the Note to File, the modified Project would now be considered the environmentally superior alternative.

A. Reasons for Selection of the Project

The Project, consisting of the components as set forth and analyzed in the Final EIR and Note to File, directly contributes to achievement of the objectives for the 34th America's Cup as follows:

- Establish San Francisco and San Francisco Bay's identity as a world-class venue for the sport of sailing and generate interest in the sport by hosting America's Cup World Series events in 2012 followed by successful America's Cup events in 2013

- Provide public viewing opportunities of the America's Cup and the America's Cup World Series live racing events at close range from various locations on the waterfront around Central San Francisco Bay to increase the general public's access to the event and expand the appeal of the sport of sailing to the general public
- Create a center of activity for the America's Cup and the America's Cup World Series by improving the existing resources of The Embarcadero and the San Francisco waterfront to establish a cohesive sense of place and identity for the AC34 participants (i.e., teams, event guests and staff, media personnel), visitors, and spectators of the events that enhance the landside viewing opportunities and provide adequate facilities for spectator vessels
- Provide infrastructure upgrades and other installations to improve existing facilities in consolidated areas for team base activities, spectator viewing, and entertainment venues, including the public piers along San Francisco's waterfront, for use during the America's Cup in 2013 and the America's Cup World Series in 2012, consistent with Port of San Francisco Building Code requirements and the *Secretary of the Interior's Standards for the Treatment of Historic Properties (Secretary's Standards)*
- Facilitate access to and from desired destinations based on smart transportation strategies presented in the America's Cup People Plan for the racing teams, event personnel, event sponsors, members of the media, and spectators, while satisfying the access needs of residents, workers, and visitors not associated with the races
- Emphasize natural resource stewardship by incorporating sustainability principles in the planning and management of all race events and operations, including zero waste strategies identified in the America's Cup Zero Waste Plan
- Implement navigational and operational safety guidelines for race team, support, and spectator boat activities associated with the America's Cup and the America's Cup World Series that meet United States Coast Guard regulations, the America's Cup Protocol, and the safe limits of event boats and equipment; minimize conflicts with existing commercial maritime activities; and establish sustainable environmental practices and standards to help protect the ecological health of San Francisco Bay

Completion of the Project will enable the City and Port to achieve the benefits and objectives of hosting the America's Cup race events in San Francisco. The Project provides for a variety of waterfront locations that will support the full range of AC34 team needs, and programmed spectator, entertainment, hospitality and operations requirements of this major international competition, showcased on the San Francisco Bay. Conducting the races close to San Francisco's shoreline enables the general public the opportunity to directly experience the excitement of the races, and to learn about the sport of sailing. The site venues and operations have been planned to incorporate and advance sustainability in the construction, operation, and education of the general public. For example, major capital improvements at Piers 27-29 and Piers 30-32 to support AC34 events would not be for a single purpose; they also would advance later planned improvements after the conclusion of AC34 for the James R. Herman Cruise Terminal and Northeast Wharf Plaza at Pier 27, and sustained use of Piers 30-32 for special events and a back-up berth for cruise ships and other large vessels. San Francisco venues are readily accessible by multiple transportation modes, which will be programmed and promoted through the People Plan, with an emphasis on use of alternative transportation modes to avoid private automobiles and their associated environmental effects. The Zero Waste Plan will not only organize and implement systems that maximize waste reduction and

recycling, it will also provide an important public education experience to set new environmental sustainability standards for other major sporting and entertainment attractions. San Francisco is fortunate to have a beautiful waterfront that is almost entirely under public ownership by City, state or federal governments, and thus an extraordinary opportunity to host a truly water-oriented event that is accessible for the public to enjoy.

B. Alternatives Rejected and Reasons for Rejection

The Port Commission rejects the Alternatives set forth in the Final EIR and listed below because the Port Commission finds that there is substantial evidence, including evidence of economic, legal, social, technological, and other considerations described in this Section in addition to those described in Section VII below under CEQA Guidelines 15091(a)(3), that make infeasible such Alternatives. In making these determinations, the Port Commission is aware that CEQA defines "feasibility" to mean "capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors." The Port Commission is also aware that under CEQA case law the concept of "feasibility" encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of a project and (ii) the question of whether an alternative is "desirable" from a policy standpoint to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.

Four alternatives are analyzed in the Final EIR: 1) No Project Alternative, 2) Open Ocean Alternative, 3) Reduced Intensity AC34 and Long-Term Development Alternative; and 4) Reduced Spectator Berthing Alternative. In addition, a Reduced Intensity Sub-Alternative was analyzed in Chapter 11 of the Final EIR. These are summarized below, along with the discussion of the reasons they are rejected.

Alternative 1: No Project Alternative

The AC34 No Project Alternative assumes that San Francisco would not serve as the host city for the AC34 events. There would be no viewing construction of temporary installations or permanent improvements at any of the project sites, no events in 2012 or 2013, no tenant displacement due to the AC34 events, no amendments to the BCDC *San Francisco Waterfront Special Area Plan*, and no future long-term development and associated landside and waterside improvements on Port properties as provided for under the Host Agreement. While this alternative would avoid all environmental impacts associated with construction and operation of the proposed AC34 project, relative to both the AC34 events and the future long-term development rights, it would meet none of the project objectives. Furthermore, the capital improvements that would result at Piers 27-29 and Piers 30-32, and repairs of many of the Port's facilities required to host AC34 would aid in the maintenance and advancement of long-term maritime uses, particularly those proposed improvements and repairs at aged piers that are included in the Embarcadero Historic District. For these reasons, the No Project Alternative is rejected.

Alternative 2: Open Ocean Alternative

The Open Ocean Alternative assumes that San Francisco would host the AC34 events as it would for the Project, but with the AC34 race series held in the open waters of the Pacific Ocean instead of within San Francisco Bay. The Open Ocean Alternative would achieve some of the AC34 project objectives. San Francisco would be the America's Cup host city for the 2012 and 2013 race events; pier facilities would still be improved to support team bases, race support operations, the AC Village, and the AC34 Live Sites with large television screens. The construction and associated operation of these improvements would generate impacts that would be similar to or greater than those of the Project, and all associated mitigation measures identified would still be required. However, with races held away from the shore in the open ocean, there would be no spectator viewing from Marina Green in 2013 (although it still would be the site of the AC Village in 2012), Fort Mason, SAFR/Aquatic Park, or secondary viewing sites analyzed in the Final EIR. Thus, the Open Ocean Alternative would avoid impacts at these primary and secondary viewing areas, including impacts on recreational resources, upland biological resources, historic resources, and transportation and circulation. However, because the race area would be located in the open ocean, this alternative could result in greater impacts on sensitive pelagic species, including whales.

While the Open Ocean Alternative would enable San Francisco to function as the America's Cup Host City, the preclusion of public viewing of the races from the shoreline directly contradicts key project objectives that were determinants in the selection of San Francisco as the host city. The Event Authority has described San Francisco Bay as a natural amphitheater for the public to directly view and experience the races. Holding races in the open ocean means that only those with the means to access boats and vessels that can manage ocean currents and conditions would be able to directly view the races. The concept of holding the races in a location that affords land-based viewing for a broad-based spectator group is a defining characteristic of AC34 that departs from past America's Cup competitions.

This alternative also would create conflicts with the type of race boats proposed to be used in the races. Under the Deed of Trust, GGYC has established race boat specifications for the AC45 and AC72 catamaran race boats that are specifically designed for the wind conditions and currents of San Francisco Bay. The designs of these race boats are not suitable for racing in the open water of the Pacific Ocean. To address safety concerns under this alternative, teams would be required to completely redesign the race boats.

While the benefits of this alternative would reduce impacts on recreational resources, biological resources, historic resources, and transportation and circulation primarily associated with the elimination of primary and secondary viewing areas in San Francisco and southern Marin County, the Final EIR concludes that these AC34 impacts would not be significant with the implementation of mitigation measures and supporting AC34 Implementation Plans that will be required as part of the Project. San Francisco is considered the perfect setting to present the races for viewing and enjoyment of the general public and seasoned sailors alike. This is not only because of the Bay's natural beauty and allure, but because the City possesses an urbanized, public waterfront that is improved to accommodate high volumes of visitors. In light of the above considerations, the Open Ocean Alternative is rejected.

Alternative 3: Reduced Intensity AC34 and Long-Term Development Alternative

The Reduced Intensity AC34 and Long-Term Development Alternative would differ from the Project in that (1) it would include only the AC34 events in 2013, and (2) it includes long-term development rights (although at a reduced level from that in the Draft EIR project). It also proposed that long-term marina development would be relocated from the Rincon Point Open Water Basin to South Beach and/or Mission Bay. This alternative was included for analysis because it would reduce environmental impacts from 2012 construction and operation as well as impacts associated with the long-term development rights as compared to the impacts associated with the Draft EIR project. This alternative would partially achieve the project objectives but would not achieve any of the objectives related to the 2012 events. All of the construction and operational impacts associated with the 2012 events would be completely avoided, but most of these same impacts would occur for the 2013 events. The severity of impacts identified for long-term development options on Port property under the Host Agreement would be avoided or reduced relative to the Draft EIR project, but would be greater than the modified Project now proposed for approval because the modified Project does not include any long-term development rights on piers or for new marinas.

The elimination of the 2012 World Series races is a major detriment to the objectives of AC34. While the race competitions in 2012 do not influence outcomes of the Louis Vuitton or Match Cup races in 2013, they are very important for the following key reasons. Given the race boat specifications of AC34 which establish a single, first-of-its-kind design for the AC45 race boats oriented to the sailing conditions of San Francisco Bay rather than open ocean, the AC34 2012 races provide an important testing ground for participating race teams. Their experience will affect their decisions as to whether they will compete for the America's Cup. The AC45 race boats provide teams with a trial for racing catamaran-style race boats, to build and perfect team performance. This is important because the 2013 races will require a high level of experience to optimize the performance of a larger version of these race boats, the AC72. To not provide a means by which teams can practice and compete prior to the America's Cup qualifying and Match races in 2013 would work against the core purpose of the America's Cup, to determine the fastest and most expert sailing team in the world. Additionally, the economic and social benefits of bringing visitors and City residents to a civic event along the waterfront in 2012 would be lost. While the 2012 events will be of limited duration, the ability for local residents, businesses and workers to connect with the America's Cup events will provide opportunities not only for direct benefits but also for a more durable set of economic benefits as the City and its partners build toward the main events in 2013.

In addition, the 2012 race events also provide City, regional, state and federal agencies and the Event Authority and ACRM the opportunity to conduct a "test-run" of the planned management strategies, Implementation Plans, and required mitigation measures. Based on the experience in 2012, it is their intention to incorporate refinements and updates, as necessary, to ensure the AC34 2013 race events are well-managed and supported by the various transportation, parks, waste management and other resource protections to produce enjoyable and successful events that also preserve quality of life and non-AC34 public enjoyment of the waterfront. As described in the Final EIR, all of the impacts of the 2012 race events would fall below significance levels, with implementation of the required mitigation measures, except for transportation impacts in the event

that full funding for the services described in the 2012 transportation mitigation measures is not provided.

This alternative includes long-term development which, while half the amount of development assumed in the Draft EIR project, would result in greater impacts than the modified Project which does not allow any long-term development. While the modified Project would allow America's Cup events in both 2012 and 2013 and the associated environmental effects, the lack of long-term development avoids significant unavoidable impacts that would be generated by this alternative. For the reasons described above, the Reduced Intensity AC34 and Long-term Development Alternative is rejected.

Reduced Intensity AC34 and Long-Term Development Sub-Alternative

The EIR Comments and Responses document included the addition of a "Reduced Intensity AC34 and Long-Term Development Sub-Alternative" (the "Sub-Alternative"), presented in Chapter 11 of the Final EIR. The AC34 Sub-Alternative refines the Reduced Intensity AC34 and Long-Term Development Alternative as originally described and analyzed the Draft EIR and addressed above.

The intent of the Draft EIR Reduced Intensity Alternative was to develop a different approach to a comprehensive reduction in impacts associated with the AC34 events and facilities as well as the long-term development rights. Under the AC34 Sub-Alternative, instead of proposing the elimination of the 2012 events, the scenario for the AC34 events and facilities would be the same as that described above for the AC34 Project Variant, which would reduce the severity of both construction and operational impacts identified for the Draft EIR AC34 project for the race events.

With respect to long-term development, the AC34 Sub-Alternative assumes the same theoretical development program for Piers 30-32, Seawall Lot 330, and Piers 26, 28 and Pier 29 as assumed for the Draft EIR project, but would eliminate all development at Piers 19, 19½, and 23. The Sub-Alternative would also direct the locations of future long-term marina uses to different areas than the Draft EIR project, to be more compatible with the BCDC San Francisco Bay Plan and the BCDC SAP. A large vessel marina, serving up to 30 vessels from 50 – 200 feet in length, could be permitted in the water area around Piers 30-32, using the water basin between Piers 28-30 and a portion of the ~~Brannan Street Wharf Open Water Basin, preserving views from the Brannan Street Wharf.~~ A small craft marina that could accommodate up to 425 berths ranging between 25 to 50 feet in length could be permitted at Pier 54 and the surrounding water area to the north and east. On balance, the impacts associated with the AC34 Sub-Alternative and the Draft EIR Reduced Intensity Alternative would be similar, and the Final EIR found that either would be considered the environmentally superior alternative.

The AC34 events proposed in this Sub-Alternative are similar to those included in the modified Project, although spectator venues at Crissy Field, Crissy Field East, and Fort Baker Pier at Cavallo Point would not occur, and AC34 venues do not include Piers 26 and 28, and Seawall Lot 330. In addition, the modified Project does not include any provision for long-term development on piers, land or for new marinas and, as such, the Sub-Alternative would generate significant and unavoidable environmental effects that would be avoided by the modified Project. Thus, the modified Project is

environmentally superior to this Sub-Alternative. For this reason, the Port Commission rejects the Sub-Alternative.

Alternative 4: Reduced Spectator Berthing Alternative

The Reduced Spectator Berthing Alternative would differ from the Draft EIR project in that the Rincon Point Open Water Basin (Piers 14-22½) would not be considered for use as a temporary berthing facility or for long-term development of a permanent marina. Instead, partial replacement berthing capacity for private spectator boats in 2013 would be provided at Pier 9 in the Broadway Open Water Basin (Piers 3 and 9) and at various other existing locations along Port properties. With respect to long-term marina development rights, pursuant to the Host Agreement, the Event Authority and City could negotiate a new location for this use, that has room for expanded marina capacity and that meet BCDC's Bay Plan recreation policies for marina siting. This alternative was selected for analysis because it would reduce environmental impacts identified at the Rincon Point Open Water Basin and because BCDC, a responsible and permitting agency for AC34, requested an alternative that would reduce conflicts with the *San Francisco Waterfront Special Area Plan*. However, in all other venues and activities to support the 2012 and 2013 events, this Alternative would remain the same as the Draft EIR project.

The Reduced Spectator Berthing Alternative would only partially meet the objective of providing adequate facilities for spectator vessels. The Reduced Spectator Berthing Alternative would avoid impacts associated with in-water construction at the Rincon Point Open Water Basin, although those same impacts, including impacts on marine biological resources, would occur at the Broadway Open Water Basin at a reduced scale. Impacts associated with long-term development rights under the Host Agreement would be the same as for the Draft EIR Project, except that significant, unavoidable land use impacts associated with construction and operation of a long-term marina at the Rincon Point Open Water Basin would either be avoided or relocated to the vicinity of an alternate marina, such as South Beach or Mission Bay.

As discussed and analyzed in the Draft EIR, under the Host Agreement approved by the Board of Supervisors in December 2010, any dredging and short-term use of the Rincon Point Open Water Basin for AC34 event berthing triggered long-term marina development rights within this Open Water Basin. Use of the Open Water Basins on a short-term basis for berthing associated with the AC34 events was determined to be a significant effect that would be reduced to an insignificant level through implementation of specified mitigation measures described in the Draft EIR. However, long-term marina development within an Open Water Basin designated in BCDC's adopted plans was determined to be a significant unavoidable impact, and was the issue that led to the inclusion of this Alternative 4 in the Draft EIR. As described above and in the Note to File, the modified Project does not provide for any long-term development rights, including long-term marina development, and thus would not generate an unavoidable significant land use impact. Furthermore, the modified Project also excludes temporary berthing within the Rincon Point Open Water Basin during the AC34 events. Thus, the modified Project is a lower intensity use program compared to that assumed in this Alternative. The associated environmental impacts of the modified Project would be lower than associated with this Alternative. As a result, this Alternative 4 is rejected, because the Port Commission is approving a modified Project that is environmentally superior.

VI. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to CEQA section 21081 and CEQA Guideline Section 15093, the Port Commission hereby finds, after consideration of the Final EIR and the Note to File and the evidence in the record, that each of the specific overriding economic, legal, social, technological and other benefits of the modified Project as set forth below independently and collectively outweighs these significant and unavoidable impacts, and is an overriding consideration warranting approval of the Project. Any one of the reasons for approval cited below is sufficient to justify approval of the Project. Thus, even if a court were to conclude that not every reason is supported by substantial evidence, the Port Commission will stand by its determination that each individual reason is sufficient. The substantial evidence supporting the various benefits can be found in the preceding findings, which are incorporated by reference into this Section, and in the documents found in the Record of Proceedings, as defined in Section I.

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, the Port Commission specifically finds that there are significant benefits of the Project to support approval of the Project in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. The Port Commission further finds that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially lessened where feasible. All mitigation measures proposed in the EIR for the Project are adopted as part of this approval action. Approval of the modified Project does not result in any new or more severe impacts than those that would result from adoption of the Final EIR AC34 Project. Furthermore, the Port Commission has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technical, legal, social and other considerations.

The Project will have the following benefits:

- The Project will establish San Francisco Bay's identity as a world-class venue for the sport of sailing and generate interest in the sport in 2012 and 2013.
- The Project will increase permanent public access to the waterfront by providing public viewing opportunities of the America's Cup live racing events at close range from various locations on the waterfront around Central San Francisco Bay, some of which are not currently publicly-accessible.
- Under the Host and Venue Agreement, the Authority will provide infrastructure and structural upgrades to Port facilities consistent with Port of San Francisco Building Code requirements and the *Secretary of the Interior's Standards for the Treatment of Historic Properties*.
- In hosting AC34, San Francisco can take advantage of an urban waterfront that is publicly-owned to provide planned programs and operations for a unique water-oriented attraction that can be directly experienced and enjoyed by the general public, and which showcases the Bay

Area's greatest natural treasure, San Francisco Bay. Most of the waterfront is improved and oriented to accommodate high volumes of visitors.

- The inclusion of Live Sites in Justin Herman Plaza, Union Square and Civic Center Plaza, taking advantage of advances in media technology to experience the races through large screen televisions, provides upland spectator viewing benefits which help relieve demands that otherwise would concentrate along the waterfront.
- The international attraction of the races will generate major economic benefits to the San Francisco and Bay Area tourism and hospitality industry, which also will produce other secondary and multiplier effects that benefit the Bay Area economy.
- The AC34 Implementation Plans are the products of proactive, integrated planning and coordination through intergovernmental partnerships and with local, regional, state and federal regulatory agencies that have responsibility for implementing and/or managing aspects of AC34. The Implementation Plans also have been developed to complement the requirements and performance standards set forth in the Final EIR mitigation measures that are required to be implemented as part of carrying out the Project. As such, the Implementation Plans are essential for providing an organized focus on key components of AC34 programs and operations, which provide transparency, accountability and a new model for the City in managing complex, multi-faceted projects.
- One consistent theme of the Implementation Plans is environmental sustainability. Whether through provision of enhanced resources; targeted information and communication strategies, protection of specified resources, or tailored, integrated management strategies coordinated between multiple entities, the Implementation Plans have been developed to approach these tasks to minimize AC34's environmental impacts and carbon footprint. As reflected in the description of the Implementation Plan above in Section I, the Plans incorporate adaptive management strategies intended to scale responses and resources to the demands of the event, to the maximum extent possible. In this way, the preparations for AC34 and its management under the Implementation Plans will showcase how major international sporting events can be proactively managed, and set a standard for environmental sustainability.
- The inclusion of the 2012 World Series races as a precursor to the 2013 races provide City, regional, state and federal agencies and the Event Authority and ACRM the opportunity to conduct a "test-run" of the planned management strategies, Implementation Plans, and required mitigation measures. Based on the experience in 2012, these strategies will be updated to incorporate refinements, as necessary, to further ensure the AC34 2013 race events are well-managed and create enjoyable and successful events that also preserve quality of life and non-AC34 public enjoyment of the waterfront.

Environmental sustainability principles also apply to the planning and staging of major capital improvements to the Port's piers. The planned improvements for Pier 27 not only ready the site to support the AC Village in 2013, they also carry out an initial phase of construction that will advance development of the James R. Herman Cruise Terminal and Northeast Wharf Plaza.

Contrary to instances where major capital improvements have been made for past Olympics or other major events and expositions where there was not a clear purpose for use of facilities after the event, the City and Event Authority have coordinated an approach where one phased construction process can serve both AC34 and a core maritime function and public access policy objective of the Port. Similarly, for Piers 30-32, the substructure and deck repairs completed to support AC34 will improve a facility that is designated as a major development opportunity site in the Port's Waterfront Land Use Plan, will preserve an important berth for cruise ships and other large vessels, and maintain a location that supports special events.

The Project includes many refinements and new mitigation measures added in the Final EIR that substantially reduce the amount and severity of construction and operational air emission impacts compared to those presented in the Draft EIR. As discussed in detailed in Chapter 12, Section 12.13, Air Quality Responses to Comments in the Final EIR, the Event Authority and ACRM have agreed to purchase race support boats with the cleanest burning engines available; require several clean construction equipment and operations, and low-sulfur fuel mitigation measures; and utilize temporary shoreside power for large spectator yachts at Pier 27. Together, these would reduce three of the four criteria pollutants regulated by the Bay Area Air Quality Management District below significance thresholds and thus reflects a substantial reduction below levels presented in the Draft EIR. Furthermore, the Project includes approval of a new mitigation measure to install shoreside power capability at the Pier 70 drydock shipyard; and accelerate the return of Pier 27 to the Port after AC34 to enable completion of cruise terminal construction and reinstatement of Pier 27 shoreside power facility for the 2014 cruise season. The Pier 70 shoreside power facility would offset vessel emissions generated by AC34 and cruise ship calls to San Francisco during the period when the Pier 27 shoreside power facility is temporarily decommissioned, and reduce the severity of significant air quality impacts. The Pier 70 shoreside power facility will enable cruise ships, cargo and maritime vessels to be powered by the City's power grid while being repaired at the Port's drydock.

While projections of economic benefits may vary according to the ultimate profile of the events (e.g., number of racing teams, spectator volume) the attraction of the events themselves will result in economic and employment benefits for the City and the surrounding Bay area vicinity. These opportunities will occur in a variety of sectors, from construction to event management to other visitor-serving enterprises. Together this will represent a needed economic stimulus at a time when the local economy continues its effort to move past the effects of the recent downturn.

Having considered these benefits, including the benefits discussed in Section I above, the Port Commission finds that the benefits of the modified AC34 Project outweigh the unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.



SAN FRANCISCO PLANNING DEPARTMENT

ATTACHMENT A-2
Port Resolution 12-34

Note to File on Changes to Environmental Impact Report

Addendum Date: March 20, 2012

Case No.: 2010.0493E

State Clearinghouse No.: 2011022040

Project Title: 34th America's Cup & James R. Herman Cruise Terminal and Northeast Wharf Plaza Projects

EIR Certification Date: December 15, 2011; effective January 24, 2012

Locations:

Venues on Port of San Francisco Lands South of Ferry Building:
Pier 80, Brannan Street Wharf Open Water Basin, Piers 30-32, Rincon Point Open Water Basin, Pier 14 North

Venues on Port of San Francisco Lands North of Ferry Building:
Broadway Open Water Basin, Pier 9, Pier 19, Pier 19½, Pier 23, Piers 27-29, Northeast Wharf Open Water Basin, Pier 29-31 Water Area, East Park Pier (between Piers 35 and 39), Piers 43 and 45

Other Venues not on Port of San Francisco lands: Aquatic Park, Fort Mason, Marina Green, Alcatraz

Live Sites: Justin Herman Plaza, Union Square, San Francisco Civic Center

Helipad: Treasure Island

Zoning: M-1, M-2, Northeast Waterfront Special Use District, and Various

Project Sponsors: 34th America's Cup Project: America's Cup Event Authority and City and County of San Francisco
James R. Herman Cruise Terminal and Northeast Wharf Plaza Project: Port of San Francisco

Lead Agency: San Francisco Planning Department, Environmental Planning

Staff Contact: Joy Navarrete — (415) 575-9040; Joy.Navarrete@sfgov.org

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

BACKGROUND

On December 15, 2011, the San Francisco Planning Commission certified the Final Environmental Impact Report (EIR) for the proposed 34th America's Cup and James R. Herman Cruise Terminal and Northeast Wharf Plaza Projects (Planning Department Case No. 2010.0493E) under Planning Commission Motion No. 18514 in fulfillment of the requirements of the California Environmental Quality Act (CEQA). On December 16, 2011, the Port of San Francisco (Port) approved both the 34th America's Cup and James R. Herman Cruise Terminal and Northeast Wharf Plaza projects and adopted CEQA Findings and a

Mitigation Monitoring and Reporting Program (MMRP) for both projects. (Port Resolution Nos. 11-75, 11-76, 11-77, 11-78, 11-79, and 11-80).

Two letters of appeal on the EIR certification were filed on December 19, 2011 and January 4, 2012, with supplemental appeal documentation submitted on January 17 and January 23, 2012. In addition, a comment letter on the EIR was submitted on January 11, 2012. The Planning Department prepared written responses to all appeal and comment letters and supplemental documentation. On January 24, 2012, the Board of Supervisors upheld the Planning Commission's decision to certify the EIR and denied the appeals. Therefore, certification of the EIR became effective on January 24, 2012.

INTRODUCTION

The 34th America's Cup and James R. Herman Cruise Terminal/Northeast Wharf Plaza are two related but independent projects that were covered under the same EIR. The project sponsors for the 34th America's Cup project (AC34 project) have proposed modifications to the project subsequent to certification of the EIR. This Note to File applies only to the AC34 project because no modifications are proposed for the James R. Herman Cruise Terminal/Northeast Wharf Plaza project.

This Note to File is prepared in accordance with local CEQA procedures under Chapter 31 of the San Francisco Administrative Code. San Francisco Administrative Code Section 31.19(c)(1) states that a modified project must be reevaluated and that, "If, on the basis of such reevaluation, the Environmental Review Officer determines, based on the requirements of CEQA, that no additional environmental review is necessary, this determination and the reasons therefore shall be noted in writing in the case record, and no further evaluation shall be required by this Chapter." Thus, this Note to File provides written documentation for the case record that the proposed modifications to the AC34 project do not warrant additional environmental review.

The Planning Department has determined that neither an Addendum to an EIR (per CEQA Guidelines Section 15164) nor a Subsequent EIR (per CEQA Guidelines Section 15162) are applicable to the modifications to the AC34 project because, for the reasons discussed below, there would be no substantial changes that involve new significant environmental effects or a substantial increase in the severity of previously identified significant effects.

The modified AC34 project is described below compared to the project that was analyzed in the EIR. This Note to File also describes the potential environmental effects of the proposed modifications compared to the impacts identified in the EIR, and explains how the proposed modifications would not result in any new significant environmental impacts or a substantial increase in the severity of previously identified environmental effects and would not require any new mitigation measures.

PROJECT SUMMARY

The proposed AC34 project is a series of international sailing races and related events to be hosted by the City and County of San Francisco (CCSF) in 2012 and 2013. The CCSF and the America's Cup Event Authority (Event Authority) are the project sponsors for the AC34 Project. The AC34 race events would be held in central San Francisco Bay (Bay). The race area would be primarily along San Francisco's northern shoreline. Access to shipping lanes on the Bay would be maintained throughout the duration of the races.

A number of project sites, or venues, would be required to accommodate all aspects of AC34 facilities and services needed to support the events. The venues would include team bases and operations, support space, media operations, hospitality services, sponsored commercial space, and entertainment and spectator areas. At most locations, the AC34 project would require construction of only temporary facilities and installations to be removed after the 2012 and/or 2013 events, although at some locations permanent improvements (such as seismic upgrades, fire, safety, and access improvements; roof, deck, and wall repairs; and dredging) would be needed.

Several of the venues proposed for AC34 events are areas and facilities managed by the Port, while other venues proposed for spectator- or sponsor-related activities are under the jurisdiction of other city, state, or federal agencies. The America's Cup Village, the primary programmed spectator site and a center of operations for the AC34 events, would be located at Marina Green in 2012 and at Piers 27-29 in 2013. A helipad located on the southeast corner of Treasure Island would be used to serve as a temporary staging location for broadcasting and media operations.

It is expected that most existing tenants currently leasing and occupying Port facilities that would be used for AC34 venues would be displaced prior to the AC34 2012 event consistent with the terms of their existing leases. Current uses of other proposed venue sites are open space and recreation.

As part of the AC34 project, the project sponsors have developed a number of event-related implementation plans to support the AC34 2012 and 2013 events, including plans that address transportation management, waste management, parks event operations, sustainability, environmental and safety requirements, water and air traffic management, public safety, youth involvement and workforce development.

In addition, the AC34 project would include temporary public access improvements for use during the AC34 events along The Embarcadero Promenade and at the Pier 43 Promenade as well as permanent public access improvements for use after the AC34 events at Pier 19, Pier 23, and in the open space at the intersection of Third Street and Cargo Way in the southern waterfront.

As part of the proposed AC34 project, the Port and the Event Authority have initiated a request to amend the San Francisco Bay Conservation and Development Commission (BCDC) *San Francisco Waterfront Special Area Plan* (SAP) to permit temporary berthing at Brannan Street Wharf, Rincon Point, Broadway, and Northeast Wharf Open Water Basins during the AC34 events. The amendments would also include a determination of public benefits that could trigger fill removal at a number of sites along the Port's waterfront properties (including various dilapidated piers, wharfs, and remnant pilings) in the context of the proposed amendments to the SAP for the AC34 project.

PROPOSED MODIFICATIONS TO AC34 PROJECT

The proposed modifications to the AC34 project would affect several of the venues identified and analyzed in the Final EIR for the 2012 and 2013 events. In summary, many of the proposed venues have been removed altogether from the AC34 project, reducing the overall scale of the project from what was analyzed in the Final EIR. Some minor modifications are proposed for facilities at the remaining venues, and a few previously unspecified sites are identified for installation of temporary facilities. In addition, some of the event scheduling in 2012 and 2013 would slightly change under the modified AC34 project from that previously specified in the EIR. One of the major modifications to the AC34 project is that the potential long-term development rights at selected Port facilities provided for under the Host and Venue Agreement (Host Agreement) between the CCSF and the Event Authority have been eliminated from the project.

Figures 1 and 2 show the revised venue plans for AC34 2012 and AC34 2013, respectively. The changes to the AC34 project compared to that described and analyzed in the Draft and Final EIRs are presented in **Table 1**.

Note to File on Changes to Environmental Impact Report
March 20, 2012

Case No. 2010.0493E
34th America's Cup Project

Insert Figure 1

Modified AC34 Project: AC34 2012 Proposed Venue Plan

Insert Figure 2

Modified AC34 Project: AC34 2013 Proposed Venue Plan

TABLE 1
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 Race Area	<p><u>AC34 Race Area</u> The Draft EIR represented a preliminary maximum race area within which all AC34 sailing races would occur. This included an area roughly bounded by the San Francisco waterfront to the south, the Bay Bridge, Treasure Island, and Yerba Buena Island to the east; portions of southern Marin County (including Angel Island) to the north; and just beyond the Golden Gate Bridge to the west (see Final EIR Figures 1-1 and 3-2).</p>	<p><u>Refined AC34 Maximum Area and New Primary Race Area:</u> The maximum race area has been refined (slightly smaller). In addition, a primary race area has been developed representing a smaller, refined area in which all AC34 sailing races would likely occur. The primary race area includes an area roughly bounded by the San Francisco waterfront on the south (to Piers 27-29 as the east limit); an area just north of Alcatraz to the north; and just beyond the Golden Gate Bridge to the west. See Final EIR Figure 11-1.</p>	<p>Same as Final EIR AC34 Project</p>
Spectator Boat Areas	<p><u>Spectator Boat Areas</u> The Draft EIR presented preliminary spectator boat areas for viewing the AC34 races (illustrated in Final EIR Figures 1-1 and 3-2).</p>	<p><u>Sensitive Resource Area Buffers</u> AC34 race-related motorized boating activities would be prohibited within 300 feet from the Crissy Field Wildlife Protection Area (WPA) and Alcatraz shorelines (see Final EIR Figure 11-1) in order to protect those sensitive resource areas.</p> <p><u>Helicopter Operation Buffers</u> AC34 race-related helicopter operations would be prohibited within at least 1,000 feet (vertical and horizontal) above Alcatraz and Crissy Field WPA in order to protect sensitive wildlife species in those locations.</p> <p><u>Spectator Boat Areas</u> The proposed spectator areas for the refined AC34 race area are not finalized at this point, and would be developed by the AC34 project sponsors in consultation with the USCG.</p>	<p>Same as Final EIR AC34 Project</p>

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
<p>AC34 Race and Event Schedule (cont.)</p> <p>Other Events in 2013 (cont.)</p>			<p>cultural and event programming (i.e., opening/closing ceremony, local cultural talent, performers and artists, sailor interviews, etc.)</p> <ul style="list-style-type: none"> Of the 40 paid concerts, 10 are proposed at 7,000 to 10,000 capacity and 30 are proposed at 4,000 to 6,000 capacity <p>AC45 event during the ACCS, dates to be determined</p> <p>Super Yacht Regatta likely to occur between the end of the ACCS and the Match</p>
<p>AC34 2012 Venues</p> <p>Piers 30-32 Brannan Street Wharf Open Water Basin</p>	<p>AC34 Primary Team Bases (Option 1)</p> <ul style="list-style-type: none"> Team bases Team hospitality areas Floating docks Public access <p>Temporary Facilities</p> <ul style="list-style-type: none"> Tents and support modules Cranes (mobile or tower; 100-foot tall) boat washing and other team base facilities and equipment 2,300 l.f. floating docks and gangways 1,600 l.f. wave attenuators Anchored moorings for AC45 yachts Public access lane proposed on south side of Piers 30-32 <p>See Final EIR, Table 11-2 for further description of team base options.</p>	<p>AC34 Primary Team Bases (Option 1)</p> <ul style="list-style-type: none"> Team bases Team hospitality areas Floating docks Public access <p>Temporary Facilities</p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> Reduced footprint on-deck for team tents and support modules No wave attenuators proposed Reconfigured anchored mooring locations for AC45 yachts Tower cranes would be 200 feet tall Public access lanes proposed on south and east sides of Piers 30-32 <p>See Final EIR, Table 11-2 for further description of team base options.</p>	<p>AC34 Primary Team Bases</p> <ul style="list-style-type: none"> Team bases Team hospitality areas Hospitality and other related event activities (such as merchandise, concessions, food and beverage, branding, and exhibitions) Floating docks Public access <p>Temporary Facilities</p> <p>Similar to the Final EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> Scaled back footprint on-deck for team tents and support modules to accommodate 12 to 14 AC45 teams Structural improvements per Port of SF engineering on Pier 32. Tower cranes for the AC45 event would be approximately 100 feet tall and not 200 feet Public access will be provided but likely a change from EIR <p>Pier 80 would be back-up team base area, see below under Pier 80</p>

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 2012 Venues (cont.)			
Piers 30-32 Brannan Street Wharf Open Water Basin (cont.)	<p><u>Permanent Improvements</u></p> <ul style="list-style-type: none"> Seismic upgrades and repairs to Piers 30-32, including: <ul style="list-style-type: none"> Repair and strengthen marginal wharf; install seismic joint, strengthen existing pier deck; install piles/caps to increase lateral capacity Install structure to raise depressed deck between Piers 30 and 32 Install stormwater management features Dredging 130,000 cy in Brannan Street Wharf Open Water Basin 	<p><u>Permanent Improvements</u></p> <p>Same as Draft EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Dredging in Brannan Street Wharf Open Water Basin reduced from 130,000 cy to 110,000 cy 	<p><u>Permanent Improvements</u></p> <p>Reduced structural improvements from Final EIR AC34 Project as determined by the Port of San Francisco engineering department, including the following:</p> <ul style="list-style-type: none"> Minor dredging in Brannan Street Wharf Open Water Basin in area south of Pier 32 to depth of 2 to 3 feet, reduced to approximately 20,000 cy to 30,000 cy Improvements to water and sewer lines and stormwater management features Install a new transformer
Pier 26 and Pier 28 Piers 28-30 Water Area	<p><u>AC34 Primary Team Bases Support Facilities</u></p> <ul style="list-style-type: none"> Regatta and team operations Storage and parking <p><u>Temporary Facilities</u></p> <ul style="list-style-type: none"> All temporary interior installations <p>See Final EIR, Table 11-2 for further description of team base options.</p> <p><u>Permanent Improvements</u></p> <ul style="list-style-type: none"> Fire, safety, and access improvements Roof and exterior wall repairs and replacement, lead paint and asbestos abatement, waterproofing, mechanical system upgrades, deck resurfacing, new utility services Dredging 6,000 cy between Pier 28 and Pier 30 Possible apron and fender repairs 	<p><u>AC34 Primary Team Bases Support Facilities</u></p> <ul style="list-style-type: none"> Regatta and team operations Storage and parking <p><u>Temporary Facilities</u></p> <p>Same as Draft EIR AC34 Project</p> <p>See Final EIR, Table 11-2 for further description of team base options.</p> <p><u>Permanent Improvements</u></p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> Dredging between Pier 28 and Pier 30 reduced from 6,000 cy to 5,000 cy No apron or fender repairs proposed 	<p>Pier 26, Pier 28 and Piers 28-30 Water Areas withdrawn from AC34 Project, no temporary or permanent facilities proposed</p>

TABLE 1 (Continued)
COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
Pier 80 AC34.2012. Venues (cont.)	<p>AC34 Ancillary Team Bases (Option 1) / AC34 Primary Team Bases (Option 2)</p> <ul style="list-style-type: none"> • Team base • Storage • Floating docks <p><u>Temporary Facilities</u></p> <ul style="list-style-type: none"> • Tents and support modules • Cranes (mobile or tower; 100-foot tall) • Boat washing and other team base facilities and equipment • 400 l.f. (Option 1) / 1,000 l.f. (Option 2) floating docks • Anchored moorings for AC45 yachts • Potential helicopter barge • Public access lane proposed on south side of Pier 80 <p>See Final EIR, Table 11-2 for further description of team base options.</p>	<p>AC34 Ancillary Team Bases (Option 1) / AC34 Primary Team Bases (Option 2)</p> <ul style="list-style-type: none"> • Team base • Storage • Floating docks <p><u>Temporary Facilities</u></p> <p>Same as Draft EIR AC34 Project, with following refinement:</p> <ul style="list-style-type: none"> • Reduced footprint on-deck for team tents and support modules • Tower cranes would be 200 feet tall • No public access proposed on Pier 80 <p>See Final EIR, Table 11-2 for further description of team base options.</p>	<p>AC34 Back-up Team Bases</p> <ul style="list-style-type: none"> • Team base • Storage • Floating docks • Public access and hospitality <p><u>Temporary Facilities</u></p> <p>Same as Final EIR AC34 Project, with following refinements:</p> <ul style="list-style-type: none"> • Public access to be provided if Piers 30-32 team bases are not constructed • Hospitality and other event services (such as food and beverage, merchandise, and concessions) for public if Piers 30-32 team bases are not constructed <p><u>Permanent Facilities</u></p> <ul style="list-style-type: none"> • Base area site leveling, and construction of utilities and stormwater infrastructure if needed <p>Note that removal of the drydock at Pier 80 is a separate project</p>
Helipad	<p><u>Helipad Site Options</u> <u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> • Use of either existing helipad site on Treasure Island, or proposed helipad barge stationed at Pier 80 	<p><u>Helipad Site Options</u> <u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project</p>	<p><u>Helipad Site</u> <u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> • Use existing helipad site on Treasure Island only
Pier 19 and Pier 19½	<p>AC34 Operations</p> <ul style="list-style-type: none"> • Parking <p><u>Temporary Facilities</u></p> <ul style="list-style-type: none"> • All temporary interior installations 	<p>AC34 Operations</p> <ul style="list-style-type: none"> • Parking • Use of Pier 19 for potential AC34 small boat maintenance activities <p><u>Temporary Facilities</u></p> <p>Same as Draft EIR AC34 Project</p>	<p>AC34 Operations</p> <ul style="list-style-type: none"> • Parking • Use of Pier 19 for potential AC34 small boat maintenance activities • Use of Pier 19½ for other event related uses, such as media/ hospitality/ merchandise/ food and beverage/ concessions <p><u>Temporary Facilities</u></p> <p>Same as Final EIR AC34 Project</p>

Note to File on Changes to Environmental Impact Report
 March 20, 2012

Case No. 2010.0493E
 34th America's Cup Project

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
<i>AC34 2012 Venues (cont.)</i>			
Pier 19 and Pier 19½ (cont.)	<p><u>Permanent Improvements</u></p> <ul style="list-style-type: none"> Repair of the deck and piling for the north and south aprons, if needed Fire, safety, and access improvements, if needed <p><i>Permanent improvements may occur as part of AC34 2012 or AC34 2013.</i></p>	<p><u>Permanent Improvements</u></p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> No apron or fender repair proposed on Pier 19 North or Pier 19½ (apron repairs on Pier 19 South only) <p><i>Permanent improvements may occur as part of AC34 2012 or AC34 2013.</i></p>	<p><u>Permanent Improvements</u></p> <p>Same as Final EIR AC34 Project</p>
Pier 23	Not specified	Not specified	<p>AC34 Operations</p> <ul style="list-style-type: none"> International Broadcast Center <p><u>Temporary Facilities</u></p> <ul style="list-style-type: none"> Temporary interior installations
Piers 27-29	<p>No uses specified</p> <p><u>Permanent Improvements</u></p> <p>See below, under AC34 2013 Venues</p>	<p>No uses specified</p> <p><u>Permanent Improvements</u></p> <p>See below, under AC34 2013 Venues</p>	<p>AC34 Hospitality</p> <p><u>Temporary Facilities</u></p> <ul style="list-style-type: none"> Add 10,000 sf retail space in former Teatro Zinzanni fabric structure Exhibition space at street side of Pier 27 <p><u>Permanent Improvements (see below under AC34 2013 Venues)</u></p> <p>Same as Final EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Redesign new north wall of Pier 29 with larger doors for wing sheds
Piers 43 and 45	Not specified	Not specified	<p>AC34 Operations</p> <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Mount small antenna for communications at Old Harbor Control Office

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 2012 Venues (cont.)			
Marina Green	<p><u>America's Cup Village</u></p> <ul style="list-style-type: none"> America's Cup Village events Exhibitions and hospitality Broadcast and media center Floating docks <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Tents, displays and exhibitions, stages, bleacher seating 500 l.f. floating dock and gangway Anchored moorings for 15 AC45 yachts Crane 	<p><u>America's Cup Village</u></p> <ul style="list-style-type: none"> America's Cup Village events Exhibitions and hospitality Broadcast and media center Floating docks <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> Proposed number of anchored moorings for AC45 yachts reduced from 15 to 10 	<p><u>America's Cup Village</u></p> <ul style="list-style-type: none"> America's Cup Village events Exhibitions and hospitality Broadcast and media center Floating docks <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> Relocate site of proposed anchored AC45 moorings to the west Increase number of anchored AC45 moorings from 10 to 12 Increased footprint for tents, displays and exhibitions, stages, bleacher seating
Marina Green West and St. Francis and Golden Gate Yacht Clubs Peninsula	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Events and exhibitions Hospitality <p><u>Temporary Facilities Only</u></p> <p>Tents, displays and exhibitions, seating</p>	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Events and exhibitions Hospitality <p><u>Temporary Facilities Only</u></p> <p>Tents, displays and exhibitions, seating</p>	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Events and exhibitions Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> Hospitality/exhibition added in grass area Hospitality area for teams to be expanded in area east of St. Francis Yacht Club
Crissy Field	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Events and exhibitions Hospitality <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Tents, displays and exhibitions, stages, bleacher seating 	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Events and exhibitions Hospitality <p><u>Temporary Facilities Only</u></p> <p>Events and exhibitions</p>	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Events and exhibitions Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> Hospitality/exhibition added in grass area Hospitality area for teams to be expanded in area east of St. Francis Yacht Club <p>Withdrawn from AC34 Project, no temporary facilities or programmed activities</p>

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
<i>AC34 2012 Venues (cont.)</i>			
Crissy Field East	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> Exhibitions Hospitality Parking <p>Temporary Facilities Only</p> <ul style="list-style-type: none"> Tents, displays and exhibitions, seating 	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> Events and exhibitions Hospitality <p>Temporary Facilities Only</p> <p>Same as Draft EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Tent for hospitality/exhibition/media (tent No. 7 in proposed Crissy Field East/Marina Green West Venue Plan) may be relocated from grass area north to existing parking lot 	<p>Crissy Field East temporary facilities withdrawn from AC34 Project (i.e., no facilities west of Lyon Street)</p>
Fort Mason	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> Broadcast and media center Hospitality <p>Temporary Facilities Only</p> <ul style="list-style-type: none"> Temporary interior installations Satellite dish installation on Pier 3 apron Floating barge at Pier 2 Potential berthing for spectator vessels 	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> Broadcast and media center Hospitality <p>Temporary Facilities Only</p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> No proposed berthing for spectator vessels 	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> Broadcast and media center Hospitality Exhibition <p>Temporary Facilities Only</p> <p>Same as Final EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Add racing boat display and pit stop
Aquatic Park	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> Exhibition Hospitality <p>Temporary Facilities Only</p> <ul style="list-style-type: none"> Tents or other small structures on land Video barge and boat displays in lagoon 	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> Exhibition Hospitality <p>Temporary Facilities Only</p> <p>Same as Draft EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Proposed use of clear zones to separate temporary AC34 in-water facilities from existing public swimming and rowers/kayak use in Aquatic Park cove 	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> Exhibition Hospitality <p>Temporary Facilities Only</p> <p>Same as Final EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Remove video barge and relocate video screen to land site
Alcatraz	<p>AC34 Spectator Venue</p> <p>Temporary Facilities Only</p> <ul style="list-style-type: none"> Temporary interior installations for corporate and private functions 	<p>AC34 Spectator Venue</p> <p>Temporary Facilities Only</p> <p>Same as Draft EIR AC34 Project</p>	<p>AC34 Spectator Venue</p> <p>Temporary Facilities Only</p> <p>Same as Final EIR AC34 Project</p>

TABLE 1 (Continued)
COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 2012 Venues (cont.)			
Fort Baker Pier at Cavallo Point	AC34 Spectator Venue <u>Temporary Facilities Only</u> • Temporary installations for corporate and private functions	AC34 Spectator Venue <u>Temporary Facilities Only</u> Same as Draft EIR AC34 Project	Withdrawn from AC34 Project, no temporary facilities or programmed activities
Live Sites (Justin Herman Plaza, Union Square, and San Francisco Civic Center)	AC34 Spectator Venue <u>Temporary Facilities Only</u> • Temporary installations (e.g. outdoor television screens)	AC34 Spectator Venue <u>Temporary Facilities Only</u> Same as Draft EIR AC34 Project	AC34 Spectator Venue <u>Temporary Facilities Only</u> Same as Final EIR AC34 Project
AC34 2013 Venues			
Piers 30-32 Brannan Street Wharf Open Water Basin	AC34 Primary Team Bases • Team bases • Team hospitality areas • Floating docks • Public access <u>Temporary Facilities</u> • Tents and support modules • Cranes, boat washing and other team base facilities and equipment • 2,300 l.f. floating docks and gangways • 1,600 l.f. wave attenuators • Anchored moorings for AC72 yachts • Public access lane proposed on south side of Piers 30-32 <i>See Final EIR, Table 11-2 for further description of team base options.</i>	AC34 Primary Team Bases • Team bases • Team hospitality areas • Floating docks • Public access <u>Temporary Facilities</u> Same as Draft EIR AC34 Project, with the following refinements: • No wave attenuators proposed • Reconfigured anchored mooring locations for AC72 yachts • Berthing of spectator vessels at Piers 30-32 and associated anchors within portions of Brannan Street Wharf OWB • Public access lanes proposed on south and east sides of Piers 30-32 <i>See Final EIR, Table 11-2 for further description of team base options.</i>	AC34 Primary Team Bases • Team bases • Team hospitality areas • Hospitality and other related event activities (such as merchandise, concessions, food and beverage, branding, and exhibitions) • Floating docks • Public access <u>Temporary Facilities</u> Similar to the Final EIR AC34 Project, with the following refinements: • Scaled back footprint on-deck for team tents and support modules to accommodate 5 to 6 AC72 teams instead of 10 teams • Structural improvements per Port of SF engineering on Pier 32. • Tower cranes for the AC72 event would be approximately 200 feet tall as described in the Final EIR AC34 Project • Public access will be provided but likely a change from EIR <i>Pier 80 would be back-up team base; see below under Pier 80</i>

Note to File on Changes to Environmental Impact Report
March 20, 2012

Case No. 2010.0493E
34th America's Cup Project

TABLE 1 (Continued)
COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
<i>AC34 2013 Venues (cont.)</i>			
Piers 30-32 Brannan Street Wharf Open Water Basin (cont.)	<p><u>Permanent Improvements (if not conducted as part of AC34 2012)</u></p> <ul style="list-style-type: none"> Seismic upgrades and repairs to Piers 30-32, including: <ul style="list-style-type: none"> Repair and strengthen marginal wharf; install seismic joint, strengthen existing pier deck; install piles/caps to increase lateral capacity Install structure to raise depressed deck between Piers 30 and 32 Install stormwater management features Dredging 130,000 cy in Brannan Street Wharf Open Water Basin 	<p><u>Permanent Improvements (if not conducted as part of AC34 2012)</u></p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> Dredging in Brannan Street Wharf Open Water Basin reduced from 130,000 cy to 110,000 cy Seismic upgrades at Piers 30-32 to occur either before and/or after the Match (see Match dates, above) 	<p><u>Permanent Improvements (if not conducted as part of AC34 2012)</u></p> <p>Reduced structural improvements from Final EIR AC34 Project as determined by the Port of San Francisco engineering department, including the following:</p> <ul style="list-style-type: none"> Minor dredging in Brannan Street Wharf Open Water Basin in area south of Pier 32 to depth of 2 to 3 feet, reduced to about 20,000 to 30,000 cy Improvements to water and sewer lines and stormwater management features
Pier 26 and Pier 28 Piers 28-30 Water Area	<p><u>AC34 Primary Team Bases Support Facilities</u></p> <ul style="list-style-type: none"> Regatta and team operations Storage and parking Floating docks <p><u>Temporary Facilities</u></p> <ul style="list-style-type: none"> All temporary interior installations 2,100 lf. floating docks and gangways on Piers 26 and 28 <p>See Final EIR, Table 11-2 for further description of team base options.</p> <p><u>Permanent Improvements (if not conducted as part of AC34 2012)</u></p> <ul style="list-style-type: none"> Fire, safety, and access improvements Roof and exterior wall repairs and replacement, lead paint and asbestos abatement, waterproofing, mechanical system upgrades, deck resurfacing, new utility services Dredging 6,000 cy between Pier 28 and Pier 30 Possible apron and fender repairs 	<p><u>AC34 Primary Team Bases Support Facilities</u></p> <ul style="list-style-type: none"> Regatta and team operations Storage and parking Floating docks <p><u>Temporary Facilities</u></p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> No floating docks or gangways proposed on Pier 26 and Pier 28 <p>See Final EIR, Table 11-2 for further description of team base options.</p> <p><u>Permanent Improvements (if not conducted as part of AC34 2012)</u></p> <p>Same as Draft EIR AC34 Project, with following refinements:</p> <ul style="list-style-type: none"> Dredging between Pier 28 and Pier 30 reduced from 6,000 cy to 5,000 cy No apron or fender repairs proposed 	<p>Pier 26, Pier 28 and Piers 28-30 Water Areas withdrawn from AC34 Project, no temporary or permanent facilities proposed</p>

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 2013 Venues (cont.)			
Pier 80	<p>AC34 Ancillary Team Bases</p> <ul style="list-style-type: none"> • Ancillary team base. • Floating docks <p>Temporary Facilities</p> <ul style="list-style-type: none"> • Tents and support modules • Cranes, boat washing and other team base facilities and equipment • 400 lf. floating dock • Anchored moorings for AC72 yachts • Potential helicopter barge • Public access lane proposed on south side of Pier 80 <p>See Final EIR, Table 11-2 for further description of team base options.</p>	<p>AC34 Ancillary Team Bases</p> <ul style="list-style-type: none"> • Ancillary team base • Floating docks <p>Temporary Facilities</p> <p>Same as Draft EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> • No public access proposed on Pier 80 <p>See Final EIR, Table 11-2 for further description of team base options.</p>	<p>AC34 Back-up Team Bases</p> <ul style="list-style-type: none"> • Ancillary team base • Floating docks • Public access and hospitality • Satellite media location <p>Temporary Facilities</p> <p>Same as Final EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> • Public access to be provided if Piers 30-32 team bases are not constructed • Hospitality services and other event services (such as food and beverage, merchandise, and concessions) for public if Piers 30-32 team bases are not constructed • Additional floating docks if Piers 30-32 team bases are not constructed
Helipad	<p>Helipad Site Options</p> <p>Temporary Facilities</p> <ul style="list-style-type: none"> • Use of either existing helipad site on Treasure Island, or proposed helipad barge stationed at Pier 80 	<p>Helipad Site Options</p> <p>Temporary Facilities</p> <p>Same as Draft EIR AC34 Project</p>	<p>Permanent Facilities</p> <ul style="list-style-type: none"> • Base area site leveling and construction of utilities and stormwater infrastructure if needed <p>Helipad Site</p> <p>Temporary Facilities</p> <ul style="list-style-type: none"> • Use existing helipad site on Treasure Island only
Seawall Lot 330	<p>AC34 Parking</p>	<p>AC34 Parking (Same as Draft EIR AC34 Project)</p>	<p>SWL 330 is withdrawn from AC34 Project, no temporary facilities proposed</p>

TABLE 1 (Continued)
COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 2013 Venues (cont.)			
Rincon Point Open Water Basin and Pier 14 North	<p>AC34 Boat Berthing</p> <ul style="list-style-type: none"> Floating docks <p>Temporary Facilities</p> <ul style="list-style-type: none"> 1,300 l.f. floating dock and bow anchored moorings installed in Rincon Point OWB <p>Permanent Improvements</p> <ul style="list-style-type: none"> Dredging of 29,000 cy in Rincon Point OWB 	<p>AC34 Boat Berthing</p> <ul style="list-style-type: none"> Floating docks <p>Temporary Facilities Refinements:</p> <ul style="list-style-type: none"> Proposed floating dock in Rincon Point Open Water Basin reduced from 1,300 l.f. to 600 feet, located south of Pier 14 New 450-foot long floating dock and gangway installed on north side of Pier 14 <p>Permanent Improvements Refinements:</p> <ul style="list-style-type: none"> New dredging in Pier 14 North, however, total net new dredging in Rincon Point OWB/Pier 14 North (when considering reduction in dredging within the Rincon Point OWB) is reduced from 29,000 cy to 24,000 cy 	<p>AC34 Boat Berthing</p> <ul style="list-style-type: none"> Floating docks <p>Temporary Facilities</p> <p>Same as Final EIR AC34 Project</p> <p>Permanent Improvements</p> <p>Same as Final EIR AC34 Project</p>
Pier 9 (Broadway Open Water Basin)	<ul style="list-style-type: none"> Not specified 	<p>AC34 Boat Berthing</p> <ul style="list-style-type: none"> Floating docks <p>Temporary Facilities</p> <ul style="list-style-type: none"> 550 l.f. floating dock, gangway and bow anchor moorings installed on south side of Pier 9 Temporary public access railing on Pier 9 South apron <p>Permanent Improvements</p> <ul style="list-style-type: none"> 10,000 cy of dredging in Pier 9 South 	<p>AC34 Boat Berthing</p> <ul style="list-style-type: none"> Floating docks <p>Temporary Facilities</p> <p>Same as Final EIR AC34 Project</p> <p>Permanent Improvements</p> <p>Same as Final EIR AC34 Project</p>

TABLE 1 (Continued)
COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 2013 Venues (cont.)			
Pier 19 and Pier 19½	<p>AC34 Operations</p> <ul style="list-style-type: none"> • Parking • Regatta operations • Storage and offices • Floating docks <p>Temporary Facilities</p> <ul style="list-style-type: none"> • All temporary interior installations • 600 l.f. floating docks and gangways installed on Pier 19 North <p>Permanent Improvements</p> <ul style="list-style-type: none"> • Repair of the deck and piling for the north and south aprons, if needed • Fire, safety, and access improvements, if needed <p><i>Permanent improvements may occur as part of AC34 2012 or AC34 2013.</i></p>	<p>AC34 Operations</p> <ul style="list-style-type: none"> • Parking • Regatta operations • Storage and offices • Floating docks • Use of Pier 19 for potential AC34 small boat maintenance activities <p>Temporary Facilities</p> <p>Same as Draft EIR AC34 Project</p> <p>Permanent Improvements</p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> • No apron or fender repair proposed on Pier 19 North or at Pier 19½ • Repair of apron at Pier 19 South <p><i>Permanent improvements may occur as part of AC34 2012 or AC34 2013. See also discussion of post-AC34 event permanent public access improvements at Pier 19 in Final EIR Section 11.3.1.8.</i></p>	<p>AC34 Operations</p> <ul style="list-style-type: none"> • Parking • Regatta operations • Storage and offices • Floating docks • Use of Pier 19 for potential AC34 small boat maintenance activities • Use of Pier 19½ for other event related uses, such as media/hospitality/merchandise/food and beverage/concessions <p>Temporary Facilities</p> <p>Same as Final EIR AC34 Project</p> <p>Permanent Improvements</p> <p>Same as Final EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> • Perform additional apron rehabilitation on Pier 19 South
Pier 23	<p>AC34 Operations</p> <ul style="list-style-type: none"> • International Broadcast Center • Media center • Floating docks <p>Temporary Facilities</p> <ul style="list-style-type: none"> • Temporary interior installations • Floating barge installed on piles at Pier 23 • 1,400 l.f. of floating docks and gangways installed on Pier 23 North and South • Potential broadcast booth installed on Pier 23 apron • Public access lane proposed on west half of Pier 23 North 	<p>AC34 Operations</p> <ul style="list-style-type: none"> • International Broadcast Center • Media center • Floating docks <p>Temporary Facilities</p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> • No floating docks would be installed at Pier 23 South, reducing the length of proposed floating docks at Pier 23 to 780 feet • No barge platform on piles at the end of Pier 23 • Public access lane proposed Pier 23 North 	<p>AC34 Operations</p> <ul style="list-style-type: none"> • International Broadcast Center • Media center • Floating docks <p>Hospitality and/or other event-related activities (such as merchandise, food and beverage, and concessions)</p> <p>Temporary Facilities</p> <p>Same as Final EIR AC34 Project</p>

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 2013 Venues (cont.)			
Pier 23 (cont.)	<p><u>Permanent Improvements</u></p> <ul style="list-style-type: none"> Repair of the deck and piling for the north and south aprons, if needed Fire, safety and access improvements, if needed 	<p><u>Permanent Improvements</u></p> <p>Same as Draft EIR AC34 Project</p> <p><i>See also discussion of post-AC34 event permanent public access improvements at Pier 23 in Final EIR Section 11.3.1.</i></p>	<p><u>Permanent Improvements</u></p> <p>Same as Final EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Perform additional apron rehabilitation on Pier 23 North
Piers 27-29 Northeast Wharf Open Water Basin Pier 29-31 Water Area	<p><u>America's Cup Village</u></p> <ul style="list-style-type: none"> America's Cup Village events Exhibitions and hospitality Floating docks <p><u>Temporary Facilities</u></p> <ul style="list-style-type: none"> Tents, displays and exhibitions, stages, bleacher seating 2,100 l.f. floating docks, gangways and anchor bow moorings Crane Public access lanes proposed throughout 	<p><u>America's Cup Village</u></p> <ul style="list-style-type: none"> America's Cup Village events Exhibitions and hospitality Floating docks <p><u>Temporary Facilities</u></p> <p>Same as Draft EIR AC34 Project</p>	<p><u>America's Cup Village</u></p> <ul style="list-style-type: none"> America's Cup Village events from May 1 to October 31 Exhibitions and hospitality Floating docks <p><u>Temporary Facilities</u></p> <p>Same as Final EIR AC34, with the following refinements:</p> <ul style="list-style-type: none"> Redesign east end of Pier 29 as wing sheds with 2 to 3 container support shops or commercial space (possible postponement of some construction work for Pier 29 new north wall) Possible exchange of locations for crane and the hospitality at the end of Piers 27-29 Delete 6 to 8 of the proposed super yacht berths to provide floating docks for holding pens for AC72 boats Add 4 proposed anchored moorings for AC72 boats Enlarge concert stage and increase stadium seating from 4,000 seats to 10,000 seats

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 2013 Venues (cont.) Piers 27-29 Northeast Wharf Open Water Basin Pier 29-31 Water Area (cont.)	<p><u>Permanent Improvements</u></p> <ul style="list-style-type: none"> Demolish Pier 27 shed and portion of Pier 29 shed, and construct new Pier 29 shed east/corner wall Demolish Pier 27 annex building Construct Pier 27 cruise terminal core building and shell Repair surface and provide Americans with Disabilities Act (ADA) access Repair the Piers 27-29 substructure, if needed Strengthen and seismically upgrade Pier 29 superstructure, if needed Repair Pier 29 apron and fendering, if needed Relocate shoreside power (temporary) Install stormwater management features Repair Piers 27-29 and Piers 29-31 marginal wharfs, if needed 	<p><u>Permanent Improvements</u></p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> No seismic upgrading of Pier 29 superstructure Pier 29 substructure repairs of up to 20 piles Repair Pier 27 apron fendering as needed 	<p><u>Permanent Improvements</u></p> <p>Same as Final EIR AC34 Project</p>
Other Water Areas Piers 9-15 water area Piers 17-19 water area	<p><u>Potential AC34 Boat Berthing</u></p> <p><u>Permanent Improvements</u></p> <ul style="list-style-type: none"> Possible apron and fender repairs at one or more of these areas 	No proposed improvements for, or use of either Piers 9-15 or Piers 17-19 water areas for AC34 events	Same as Final EIR AC34 Project
East Park Pier (between Piers 35 and 39)	Not specified	Not specified	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Add landside exhibition space for USA 17 Provide hospitality and potentially other ancillary activities (information booth/ partner activation, etc.)
Piers 43 and 45	Not specified	Not specified	<p><u>AC34 Operations</u></p> <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Mount small antenna at Old Harbor Control Office

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
<i>AC34 2013 Venues (cont.)</i>			
Marina Green	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> • Tents, displays and exhibitions, stage, bleacher seating 	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project</p>	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> • Increase exhibition space • Add 4 anchored moorings for AC45 Youth regatta
Marina Green West and St. Francis and Golden Gate Yacht Clubs Peninsula	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <p>Tents, displays and exhibitions, seating</p>	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <p>Tents, displays and exhibitions, seating</p>	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> • Hospitality/exhibition added in grass area • Hospitality area for teams to be expanded in area east of St. Francis Yacht Club
Crissy Field	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> • Tents, displays and exhibitions, stage, bleacher seating 	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project</p>	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Events and exhibitions • Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> • Hospitality/exhibition added in grass area • Hospitality area for teams to be expanded in area east of St. Francis Yacht Club <p>Withdrawn from AC34 Project, no temporary facilities or programmed activities</p>
Crissy Field East	<p>AC34 Spectator Venue</p> <ul style="list-style-type: none"> • Exhibitions • Hospitality • Parking <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> • Tents, displays and exhibitions, seating 	<p>AC34 Spectator Venue</p> <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> • Tent for hospitality/exhibition/media (tent No. 7 in proposed Crissy Field East/Marina Green West Venue Plan) may be relocated from grass area north to existing parking lot 	<p>Crissy Field East temporary facilities withdrawn from AC34 Project (i.e., no facilities west of Lyon Street)</p>

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
<i>AC34 2013 Venues (cont.)</i>			
Fort Mason	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Broadcast and media center Hospitality <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Temporary interior installations Satellite dish installation on Pier 3 apron Floating barge at Pier 2 Potential berthing for spectator vessels 	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Broadcast and media center Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project, with the following refinements:</p> <ul style="list-style-type: none"> No proposed berthing for spectator vessels 	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Broadcast and media center Hospitality Exhibition <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Add exhibition space
Aquatic Park	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Exhibition Hospitality <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Tents or other small structures on land Video barge and boat displays in lagoon 	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Exhibition Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Proposed use of clear zones to separate temporary AC34 in-water facilities from existing public swimming and rowers/kayak use in Aquatic Park cove 	<p><u>AC34 Spectator Venue</u></p> <ul style="list-style-type: none"> Exhibition Hospitality <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project, with the following refinement:</p> <ul style="list-style-type: none"> Remove video barge and relocate video screen to land site Use museum for corporate hospitality with America's Cup history exhibit
Alcatraz	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Temporary interior installations for corporate and private functions 	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project</p>	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project</p>
Fort Baker Pier at Cavallo Point	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Temporary installations for corporate and private functions 	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project</p>	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project</p>
Live Sites (Justin Herman Plaza, Union Square, and San Francisco Civic Center)	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <ul style="list-style-type: none"> Temporary installations (e.g., outdoor television screens) 	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project</p>	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project</p>
		<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project</p>	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project</p>
		<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Draft EIR AC34 Project</p>	<p><u>AC34 Spectator Venue</u></p> <p><u>Temporary Facilities Only</u></p> <p>Same as Final EIR AC34 Project</p>

Note to File on Changes to Environmental Impact Report
March 20, 2012

Case No. 2010.0493E
34th America's Cup Project

TABLE 1 (Continued)
COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
AC34 Potential Long-Term Development			
Piers 30-32	<p>Potential Piers 30-32 Development Program</p> <ul style="list-style-type: none"> • 220,000 sf retail/commercial • 370,000 sf maritime or general office • 20,000 sf entertainment & assembly/commercial • 2 cruise ship berths 	Potential Piers 30-32 Development Program Same as Draft EIR AC34 Project	Withdrawn from AC34 Project; no potential long-term development proposed
Seawall Lot 330	<p>Potential Seawall Lot 330 Development Program</p> <ul style="list-style-type: none"> • 250,000 sf residential 	Potential Seawall Lot 330 Development Program Same as Draft EIR AC34 Project	Withdrawn from AC34 Project; no potential long-term development proposed
Pier 26	<p>Potential Pier 26 Development Program</p> <ul style="list-style-type: none"> • 15,000 sf retail/commercial • 60,000 sf entertainment & assembly/commercial 	Potential Pier 26 Development Program Same as Draft EIR AC34 Project	Withdrawn from AC34 Project; no potential long-term development proposed
Pier 28	<p>Potential Pier 28 Development Program</p> <ul style="list-style-type: none"> • 6,700 sf retail/commercial • 76,000 sf maritime or general office • 37,000 sf entertainment & assembly/commercial 	Potential Pier 28 Development Program Same as Draft EIR AC34 Project	Withdrawn from AC34 Project; no potential long-term development proposed
Pier 19	<p>Potential Pier 19 Development Program</p> <ul style="list-style-type: none"> • 6,700 sf retail/commercial • 73,000 sf entertainment & assembly/commercial 	None	Withdrawn from AC34 Project; no potential long-term development proposed
Pier 19½	<p>Potential Pier 19½ Development Program</p> <ul style="list-style-type: none"> • 50,000 sf maritime 	None	Withdrawn from AC34 Project; no potential long-term development proposed
Pier 23	<p>Potential Pier 23 Development Program</p> <ul style="list-style-type: none"> • 6,700 sf retail/commercial • 87,000 sf maritime or general office • 37,000 sf entertainment & assembly/commercial 	None	Withdrawn from AC34 Project; no potential long-term development proposed
Pier 29	<p>Potential Pier 29 Development Program</p> <ul style="list-style-type: none"> • 6,700 sf retail/commercial • 37,000 sf entertainment & assembly/commercial 	Potential Pier 29 Development Program Same as Draft EIR AC34 Project	Withdrawn from AC34 Project; no potential long-term development proposed

TABLE 1 (Continued)
 COMPARISON OF AC34 PROJECT ANALYZED IN THE DRAFT EIR, FINAL EIR, AND EIR NOTE TO FILE

Location / Category	Draft EIR AC34 Project (July 2011)	Final EIR AC34 Project (December 2011)	Note to File AC34 Project (March 2012)
<i>AC34 Potential Long-Term Development (cont.)</i>			
Total Potential AC34-Related Development at All Locations	1,358,800 sf	1,098,400 sf	None
<i>AC34 Potential Long-Term Marinas</i>			
Large Vessel Marina	Brannan Street Wharf Open Water Basin (Piers 32-36) <ul style="list-style-type: none"> 90 berths for boats ranging between 50 and 200 feet in length 	Piers 28-32 water basin and Brannan Street Wharf Open Water Basin <ul style="list-style-type: none"> 30 berths for boats ranging between 50 and 200 feet in length, preserving views of San Francisco Bay from the Brannan Street Wharf 	Withdrawn from AC34 Project; no potential marina proposed
Small Craft Marina	Rincon Point Open Water Basin (Piers 14-22½) <ul style="list-style-type: none"> 425 berths for boats ranging between 25 and 50 feet in length 	Mission Bay area including Pier 54 and the waters to the north and east <ul style="list-style-type: none"> 425 berths for boats ranging between 25 and 50 feet in length 	Withdrawn from AC34 Project; no potential marina proposed

POTENTIAL ENVIRONMENTAL EFFECTS OF MODIFICATIONS TO AC34 PROJECT

This section discusses the environmental effects of the modified AC34 project compared to those identified in the EIR. As indicated in Table 1, the modified AC34 project is reduced in scale due to the elimination of many of the previously identified venues as well as the elimination of all long-term development implications, thereby reducing the number of affected sites and the overall construction requirements. In addition, under the modified AC34 project, a few previously unspecified sites are identified for installation of temporary facilities, and some minor modifications have been added to some of the remaining venues. However, in general, the overall environmental effects of the proposed modifications would be reduced in magnitude, severity and duration compared to those identified in the EIR. Construction-related impacts would be the similar though less severe than those identified in the EIR, while operational impacts of the AC34 events on land and on the Bay would be essentially the same. Nevertheless, all construction and operational mitigation measures identified in the EIR for AC34 events and facilities would apply to the modified AC34 project. Conversely, none of the mitigation measures identified in the EIR for impacts related to long-term development rights would be required.

As discussed in more detail below by environmental resource area, all impacts identified at Pier 26, Pier 28, Seawall Lot 330, Crissy Field, Crissy Field East, and Fort Baker Pier at Cavallo Point associated with construction and operation of AC34 event facilities would be eliminated; however, locations such as Crissy Field and Crissy Field East would still be subject to potential impacts as a likely secondary viewing area. Other components under the modified AC34 project would include minor changes to facilities at previously proposed sites that would result in similar environmental effects addressed in the EIR; these would include modifications at Piers 30-32 (reduced footprint for team bases, reduction in seismic upgrades, and reduced dredging), at Marina Green West and the St. Francisco Yacht Club peninsula (additional temporary facilities), at Marina Green (increased moorings and additional exhibition space), at Fort Mason (additional exhibition space), at Aquatic Park (removal of the video barge and location of a video screen landside), at Piers 27-29 (redesign of the north wall and east end of Pier 29 shed, additional retail and exhibition space, and increased seating for events), at Pier 19 South (minor modification to improvements), and at Pier 80 (addition of hospitality and public access if Pier 30-32 is not developed as the team base). At some sites previously not specified in the EIR, proposed temporary facilities would be installed including at Pier 23 (broadcast center in 2012), Piers 27-29 (retail and exhibition space in 2012), Piers 43 and 45 (small antenna in 2012 and 2013), and East Park Pier (exhibition space in 2013); these facilities would have limited, short-term environmental effects, if any, that have been analyzed and addressed in the EIR as part of the other venues. Some event scheduling or duration would change under the modified AC34 project; in particular, some of the AC34 2012 events could occur in late September/early October, including coinciding with Fleet Week, and AC34 events at the America's Cup Village at Piers 27-29 would extend from May 1 to October 31. However, the analysis of the reasonable worst-case scenario in the EIR encompasses the potential impacts of the scheduling modifications.

The AC34 project, as originally proposed, would have provided the Event Authority with certain conditional long-term development rights at selected Port facilities, including Piers 30-32, Pier 26, Pier 28, Pier 29, and Seawall Lot 330. Long-term developments of permanent marinas were also anticipated in the Brannan Street Wharf Open Water Basin between Pier 32 and the northern edge of the water area portion of the former Pier 38 lease premises, and at Pier 54. Because these conditional long-term development

rights were part of the originally proposed AC34 project, the EIR analyzed the reasonably foreseeable consequences of these development rights, as best as that potential development could be predicted at the time. There were no specific development proposals for any of these sites, and any future development plans and uses allowed under the Host and Venue Agreement would have been required to undergo separate environmental review as required by CEQA. All of these long-term development rights have now been eliminated from the AC 34 project. Therefore, all impacts and mitigation measures associated with future long-term development potential as described in the Host Agreement would no longer be applicable.

Overall, as described in detail below, the modified AC34 project would neither cause new significant impacts nor result in the substantial increase in the severity of previously identified significant impacts, and no new mitigation measures would be necessary to reduce significant impacts.

Land Use

Existing land uses at Pier 23 and Piers 27-29 are described in Section 5.2 of the EIR. Piers 43 and 45 are publicly accessible piers in the Fisherman's Wharf area of the Port's *Waterfront Land Use Plan (WLUP)*. Pier 43 comprises a public open space and historic railroad arch, and the pier is designated as an Other Public Access and Open Space Area in the *WLUP*. Pier 45 comprises pier sheds and circulation spaces of San Francisco's shipping industry, and the pier is designated as a mix of Other Public Access and Open Space Area / Other Maritime Area in the *WLUP*. These piers are surrounded by ferry landings, marinas, retail, restaurant, surface parking, and other uses related to the tourism and fishing industries. East Pier Park is located between Piers 35 and 39 in the Northeast Waterfront Subarea of the *WLUP*. It comprises landscaped public open space and walkways. It is surrounded by the Aquarium of the Bay museum to the north, a marina to the east, the existing cruise terminal at Piers 35 to the south, and The Embarcadero to the west.

Impacts of AC34 Events and Facilities. Given that the modified AC34 project would generally involve fewer sites or reduced intensity at sites already analyzed, land use impacts would be less severe than those analyzed under the EIR project. Impact LU-1, which analyzes whether construction and operational impacts of AC34 events and facilities would physically divide an established community, would be similar for the modified AC34 project as under the project as analyzed in the EIR. Temporary event activities at the new project locations, described above, would not physically divide an established community. Potential conflicts with existing plans or policies adopted for the purpose of avoiding or mitigating an environmental effect analyzed under Impact LU-2, as well as effects on the existing character of the project sites and vicinities analyzed under Impact LU-3, would be the same or less substantial as the impacts identified under the EIR project. All impacts would be less than significant, and no mitigation measures would be required.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-LU, which was determined to be significant and unavoidable, would not apply to the modified AC34 project because there would not be long-term development of marinas in either the Rincon Point or Brannan Street Wharf Open Water Basins or in the Mission Bay (Pier 54) area.

Cumulative Impacts. Impact C-LU, cumulative land use impacts, would be the similar for the modified AC34 project as those identified in the EIR. The reduced scale of the modified AC34 project would reduce the project's contribution to less-than-significant cumulative impacts.

Aesthetics

Impacts of AC34 Events and Facilities. Under the modified AC34 project, the proposed temporary installations and use of a number of previously-proposed venues, including Pier 26, Pier 28, Seawall Lot 330, Crissy Field, Crissy Field East and Fort Baker Pier at Cavallo Point in 2012 and/or 2013 would not occur. Accordingly, the temporary aesthetic impacts that would have occurred from the installations at those locations under the Final EIR AC34 project would not occur under the modified AC34 project.

Several other AC34 venues would experience a change in the proposed type and/or intensity of temporary installations and/or related activity in 2012 and/or 2013 under the modified AC34 project which would result in a corresponding change in the temporary aesthetic impacts, including at Piers 30-32 (reduced footprint for team bases, reduction in seismic upgrades, and reduced dredging), Pier 80 (addition of public access and public hospitality area in 2012 and 2013 if Piers 30-32 is not developed as the team bases), Pier 23 (add International Broadcast Center in 2012), Piers 27-29 (reduction in truncated portion of Pier 29 shed, add retail and exhibition space in 2012, increase event seating and modify boat berthing in 2013), Marina Green (relocate and/or increase anchored moorings along Marina Green; increase hospitality and/or exhibition space in Little Marina Green and on peninsula in 2012 and 2013), Fort Mason (add exhibition space and pit stop in 2012 and 2013), Aquatic Park (move video screen to landside location in 2012 and 2013). In addition, under the modified AC34 project, certain temporary installations would occur at several new sites not previously analyzed for the Final EIR AC34 project where associated temporary new aesthetic effects would occur, including at the Old Harbor Control Office at Piers 43/45 (small antenna installation in 2012 and 2013), and East Park Pier (landside exhibition of USA-17 and hospitality in 2013). None of the proposed short-term modifications at any of these venues would be of a nature or duration that would result in any substantial new visual effects. Furthermore, all temporary installations at these venues would be required to be consistent with applicable design guidelines and policies, as appropriate, ensuring the aesthetic impact would remain less than significant.

Impacts of Future Long-Term Development. Under the modified AC34 project, no potential long-term development would occur at Piers 30-32, Seawall Lot 330, Pier 26, Pier 28, Pier 19, Pier 19½, Pier 23 or Pier 29; and no potential long-term marinas would occur in the Pier 28-32 water basin, Brannan Street Wharf Open Water Basin or Mission Bay (Pier 54). Consequently, under the modified AC34 project, all potential aesthetic impacts associated with long-term development at those locations would not occur.

Cumulative Impacts. Similar to the analysis in Impact C-AE, the modified AC34 project would not result in significant cumulative impacts on visual quality, given the temporary nature of the facilities and that, like the proposed project, other reasonably foreseeable projects in this area would be required to comply with applicable design guidelines and policies.

Population and Housing

Impacts of AC34 Events and Facilities. Construction and operation of the modified AC34 project would result in population and housing impacts similar to the EIR project. The modified AC34 project would not directly or indirectly induce any substantial new population growth at the project site or elsewhere. Also, it would not directly displace housing units, create substantial demand for additional housing, or displace substantial numbers of existing people. Therefore, Impacts PH-1 and PH-2 would be less than significant. Existing tenants of Port properties at the affected sites would be required to relocate for the modified AC34 project, but these relocations would be within the terms of existing agreements and could be accommodated within the existing inventory of industrial land in San Francisco. Therefore, the project would not displace substantial numbers of people, necessitating the construction of housing elsewhere, and Impact PH-3 would be less than significant.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-PH would not apply to the modified AC34 project.

Cumulative Impacts. Impact C-PH, cumulative impacts to population and housing, would be the same for the modified AC34 project as those identified in the EIR. The reduced scale of the modified AC34 project, especially elimination of long-term development under the modified AC34 project, would substantially reduce the project's contribution to less-than-significant cumulative impacts.

Cultural and Paleontological Resources

Impacts of AC34 Events and Facilities. Impact CP-1, which describes construction and operational impacts of AC34 events and facilities on the significance of historic resources, would not apply to the modified AC34 project with respect to direct impacts on AC34 venues at Pier 26, Pier 28, Crissy Field, Crissy Field East, and Fort Baker Pier at Cavallo Point. Nevertheless, Mitigation Measures M-CP-1a (Bulkhead Wharf Substructure Review Process), M-CP-1b (Protection of Historic Resources due to Indirect Damage), M-CP-1c (Protection of Historic Resources due to Direct Damage), M-CP-1d (Protection of the Northeast Waterfront Historic District from Teatro Zinzanni Relocation), and M-NO-3 (Pre-Construction Assessment to Minimize Structural Pile Driving Impacts to Adjacent Buildings and Structures and Vibration Monitoring) would still apply to the remaining venues included in the modified AC34 project, Piers 30-32 and possibly parts of Section 10 of the Bulkhead Wharf. Although Crissy Field would no longer be a primary AC34 venue, Crissy Field would likely become a desirable secondary viewing area for the AC34 events due to its public access and excellent viewing opportunities for nearshore event activities within the boundaries of the maximum race area. However, potential impacts on historic resources at Crissy Field associated with visitors at secondary viewing areas would be the same and are addressed under Impact CP-1 and would be mitigated to a less-than-significant level with implementation of Mitigation Measure M-CP-1b (Protection of Historic Resources due to Indirect Damage).

Under the modified AC34 project, the north wall of Pier 29 shed would be redesigned with larger doors for wing sheds and the east end of the Pier 29 shed would be used as wing sheds with two to three container support shops or commercial space. As described in the EIR, Pier 29, built in 1915-1918, is a

contributing resource to the Embarcadero Historic District despite having experienced substantial modification with the construction of the Pier 27 Terminal in 1965. However, similar to the project as analyzed in the EIR, the modified AC34 project would not remove historically significant elements of the Pier 29 site and the proposed redesign of the north wall and wing shed would be consistent with the *Secretary of the Interior's Standards for the Treatment of Historic Properties* (Secretary's Standards). In addition, all permanent improvements to Pier 29 would be subject to Port Commission Resolution 04-89, which requires review by Port staff for consistency with the Secretary's Standards. Thus, the proposed modifications to Pier 29 would be a less-than-significant impact, and no additional mitigation measure would be required.

Under the modified AC34 project, there would be installation of the following temporary facilities not previously specified or analyzed in the EIR: at Pier 23, an International Broadcast Center in 2012; at Piers 27-29, retail and exhibition space in 2012; at Piers 43 and 45, a small antenna at the Old Harbor Control Office in 2012 and 2013; and at East Park Pier, exhibition space and hospitality in 2013. These temporary facilities would be in place for a limited duration and would be completely reversible. Therefore, although located within the Embarcadero Historic District, the impact of these components would be considered less than significant and no mitigation is required.

Impacts CP-2 (effects on archeological resources), CP-3 (effects on paleontological resources), and CP-4 (effects on human remains) would be the same for the modified AC34 project as those identified in the EIR, and all associated impacts and mitigation measures would apply.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Neither Impact LT-CP-1 (which was determined to be significant and unavoidable with mitigation) nor Impact LT-CP-2 (which was determined to be less than significant with mitigation) would apply to the modified AC34 project, and thus Mitigation Measure M-LT-CP (including Piers 30-32 Performance Criteria and Performance Criteria for Long Term Development on Historic Piers) would not be required as part of this project.

Cumulative Impacts. Impact C-CP, cumulative impacts on cultural resources, would be similar for the modified AC34 project as those identified in the EIR, and the same mitigation measures would be required to reduce impacts to less than significant. However, with the reduced scale of the modified AC34 project, the project's contribution to cumulative impacts on cultural resources would be reduced commensurate with the reduction in the magnitude of the project.

Transportation and Circulation

Impacts of AC34 Events and Facilities. Impacts TR-1 through TR-37 describe impacts of the AC34 2012 events on transportation and circulation, and Impacts TR-38 through TR-80 describe impacts of the AC34 2013 events. Even with the removal Pier 26, Pier 28, Seawall Lot 330, Crissy Field, Crissy Field East, and Fort Baker Pier at Cavallo Point as primary venue sites under the modified AC34 project and the slight shift in schedule of AC34 events, the impacts on transportation and circulation would remain substantially the same as those described in the EIR and the same identified mitigation measures would apply. Furthermore, impacts of proposed temporary facilities at Pier 23 (in 2012), Piers 27-29 (in 2012),

Piers 43 and 45 (in 2012 and 2013), Seawall Lot 321 (in 2013), and East Park Pier (in 2013) that were previously not specified in the EIR would have similar impacts that have been analyzed and addressed in the EIR. Thus, impacts of the modified AC34 project on traffic, transit, bicycle, loading, and emergency vehicle access in both 2012 and 2013 would be essentially the same as those described in the EIR, and all the same mitigation measures would be required.

In particular, the modified AC34 project specifies the potential for approximately 40 events at the America's Cup Village at Piers 27-29 in 2013 from May 1 to October 31, and the modified project also includes an increase in the stadium seating from 4,000 to 10,000 seats. However, the EIR transportation impact analysis examined a reasonable worst-case scenario with respect to the estimated daily spectators for weekday and weekend events. As shown in Table 5.6-11 on page 5.6-57, EIR Volume 1, the EIR assumed 15,500 spectators on weekdays and 106,000 spectators on weekends in the northeast Embarcadero vicinity, including at Piers 27-29. These assumptions used in the impact analysis address the change in seating accommodations that would occur as well as the increased frequency of events. Therefore, no further analysis on transportation analysis is required.

Under the modified AC34 project, Pier 80 would be the backup team base in both 2012 and 2013 in the event that Piers 30-32 is not developed as the team base. If Pier 80 were to be the primary team base, it might increase the level of activity at this location over that assumed in the EIR, depending on the final number of teams participating in the AC34 events. However, the EIR analyzed impacts in the vicinity of Pier 80 based on an assumption of up to 15 teams, and determined that transportation impacts at the intersections of Cesar Chavez and Third Streets and at Cesar Chavez and Illinois Streets would result in levels of service B or C under weekday PM peak hour or Saturday midday peak hour conditions, a less-than-significant impact. Under the modified AC34 project, it is expected that the transportation impacts in the vicinity of Pier 80 would not substantially change, and even with a minor increase in activity at Pier 80 over what was previously assumed, the impact would remain less than significant. Furthermore, any increase in activity at Pier 80 is not expected to substantially affect the travel demand assumptions for travel between Pier 80 and Piers 27-29. No additional mitigation measures would be required.

With the removal of Crissy Field as a primary spectator venue in both 2012 and 2013, transportation impacts in this area would be less severe than those described in the EIR, but as a secondary viewing area, the nature and type of identified impacts would still be expected to occur in this vicinity, though the magnitude of impacts could be somewhat lessened. However, as a desirable secondary viewing area due to its location and public accessibility, Crissy Field would still be expected to attract a large number of spectators. Thus, identified mitigation measures would still be required. In particular, transit impacts, including on the capacity of the PresidiGo shuttle service, would still be expected to be significant and unavoidable with mitigation, and Mitigation Measure M-TR-18 (Additional PresidiGo Shuttle Service) would still be required. Furthermore, the EIR analyzed a reasonable worst-case scenario for weekend and peak race day event and with the possible shift in the number of spectators from Crissy Field to other venues, it is expected that the frequency of the worst-case scenario at other venues could increase but that the nature of the impact would be substantially the same as that analyzed in the EIR and the same mitigation measures would apply.

Similarly, the modifications to the AC34 event schedule would not result in changes to the transportation impact analyses for 2012 or 2013. Impacts TR-37 and TR-80 describes impacts associated with the potential for the AC34 events to coincide with other special events in 2012 and 2013, respectively. By shifting the schedule of 2012 events to late September/early October, the AC34 events could overlap with Fleet Week. This overlap was specifically discussed in the EIR, and the impact was determined to be significant and unavoidable with mitigation, and implementation of Mitigation Measure M-TR-1 (People Plan Specific Provisions) would still be required. No additional measures would be required.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-TR, which was determined to be significant and unavoidable with mitigation, would not apply to the modified AC34 project, and thus Mitigation Measure M-LT-TR (Transportation Mitigation Measures for Long Term Development) would not be required as part of this project.

Parking Information. With the exception of Seawall Lot 330 (which would not be used for temporary AC34 parking under the modified AC34 project), parking effects of the AC34 project would be largely the same as described in the EIR, although other locations for parking, such as Seawall Lot 322-I at Broadway and Front Streets, are being considered.

Cumulative Impacts. Cumulative impacts associated with construction and operation of the AC34 project in combination with other reasonably foreseeable projects would be similar for the modified AC34 project as those identified in the EIR, and the same mitigation measures would be required. However, with the reduced scale of the modified AC34 project, particularly the reduced construction requirements at Piers 26, 28 and 30-32, the project's contribution to cumulative impacts on transportation and circulation would be reduced commensurate with the reduction in the magnitude of the project.

Noise

Impacts of AC34 Events and Facilities. The modified AC34 project would avoid all potentially significant construction noise impacts to residential uses near Pier 26 and Pier 28 described in Impact NO-1. However, due to construction activities at Marina Green, Pier 29 ½, Piers 27-29, Pier 23, and Piers 30-32 that would result in potentially significant impacts, Mitigation Measures M-NO-1a (Noise Controls during Construction), M-NO-1b (Pile-Driving Noise-Reducing Techniques and Muffling Devices), and M-BI-11a (Impact Hammer Pile Driving Noise Reduction for Protection of Fish) would still be required under the modified AC34 project.

Similarly, under the modified AC34 project, operational noise impacts associated with event-related activities including use of generators and amplified sound described in Impact NO-2 would not occur at Fort Baker Pier or Crissy Field. However, use of generators at Marina Green and Piers 27-29 would still be a potentially significant impact that would require Mitigation Measure M-NO-2a (Selection, Shielding or Acoustical Enclosures for Generators at Piers 27-29 and Marina Green and Use of Electrical Service at Piers 27-29) to reduce impacts to less than significant.

The EIR identified that noise from amplified sound and music during events at Marina Green and at Piers 27-29 would result in potentially significant and unavoidable impacts, and Mitigation Measure M-NO-2b (Noise Control Plan for Entertainment Venues) would be required to reduce the severity of these impacts. This measure requires a noise control plan that would require that the project sponsor to comply with noise controls and restriction in applicable entertainment permit requirements, that speakers shall be directed toward the Bay, away from the nearest sensitive receptors, and that a point of contact shall be identified to respond to noise complaints. Where not otherwise addressed in City permits, the amplified noise levels shall meet City noise requirements. Under the modified AC34 project, there could be approximately 40 concert events at Piers 27-29 between May 1 and 31, 2013, which could result in this same potentially significant and unavoidable impact identified in the EIR, and this same mitigation measure would apply.

Proposed temporary facilities at Pier 23 (in 2012), Piers 27-29 (in 2012), Piers 43 and 45 (in 2012 and 2013), and East Park Pier (in 2013) that were previously not specified in the EIR would not be expected to generate substantial noise impacts during construction or operation. The noise impacts would be similar to those previously analyzed and addressed in the EIR for similar uses, and no additional mitigation would be required.

The modified AC34 project would eliminate construction activities at Pier 28 and would include a reduced level of construction activities at Piers 30-32, with construction occurring mainly on the south side of Pier 32. Impact NO-3 identified potentially significant vibration impacts in the vicinity of Pier 28 and Piers 30-32, including potential impacts to Red's Java House and Bulkhead Wharf Section 10 (both are structures with potential historic importance). The reduced level of construction at these locations could reduce the potential for or magnitude of vibration impacts. However, the modified AC34 project would still include the potential for pile driving activities at Piers 9, 19, 19½, 23, 27-29, and 30-32, which are all locations in proximity to historic structures, and there would still be a potential for vibration impacts. Mitigation Measure M-NO-3 (Pre-construction Assessment to Minimize Structural Pile-Driving Vibration Impacts on Adjacent Historic Buildings and Structures and Vibration Monitoring), as modified below, would still be required (deleted text is shown as ~~strike through~~ and new text is underlined).

Mitigation Measure M-NO-3: Pre-Construction Assessment to Minimize Structural Pile-Driving Vibration Impacts on Adjacent Historic Buildings and Structures and Vibration Monitoring

The project sponsors shall engage a qualified geotechnical engineer to conduct a pre-construction assessment of existing subsurface conditions and the structural integrity of nearby historic structures that are subject or adjacent to pile-driving activities ~~in the vicinity of Piers 28, Piers 30-32, Red's Java House, and Bulkhead Wharf Section 10~~ before a Port Building Permit is issued. If recommended by the pre-construction assessment, for structures or facilities within 60 feet of pile-driving activities, the project sponsors shall require groundborne vibration monitoring of nearby historic structures. Such methods and technologies shall be based on the specific conditions at the construction site such as, but not limited to, the pre-construction surveying of potentially affected historic structures and underpinning of foundations of potentially affected structures, as necessary.

The pre-construction assessment shall include a monitoring program to detect ground settlement or lateral movement of structures in the vicinity of pile-driving activities. Monitoring results shall be submitted to the Port's Chief Harbor Engineer. In the event of unacceptable ground movement with the potential to cause structural damage, as determined by the Chief Harbor Engineer, all impact work shall cease and corrective measures shall be implemented to minimize the risk to the subject, or adjacent, historic structure.

Impact NO-4, which was determined to be significant and unavoidable, described temporary and periodic increase in ambient noise levels during AC34 events associated with helicopter noise, marine vessel noise, and vehicle traffic noise. The proposed modifications would not affect the assumptions used in this analysis, and thus, this impact would be essentially the same under the modified AC34 project as described in the EIR. Implementation of Mitigation Measure M-TR-1 (People Plan Specific Provisions) would still be required.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no noise impacts associated with long-term development of Port properties along the waterfront. Impact LT-NO, which was determined to be less than significant with mitigation, would not apply to the modified AC34 project, and thus Mitigation Measures M-LT-NOa (Mitigation of Noise from Long Term Development on Port Properties) and M-LT-NOb (Mitigation of Interior and Exterior Noise from New Residential Development of Seawall Lot 330) would not be required as part of this project.

Cumulative Impacts. Impact C-NO, cumulative noise impacts, would be similar for the modified AC34 project as those identified in the EIR, and the same mitigation measures would be required to reduce impacts to less than significant. However, with the elimination of construction activities at Pier 26, Pier 28, Crissy Field, Crissy Field East, and Fort Baker Pier at Cavallo Point for the modified AC34 project, the project's contribution to cumulative noise impacts would be reduced commensurate with the reduction in the construction activities.

Air Quality

Impacts of AC34 Events and Facilities. Construction and operation of the modified AC34 project would result in similar air quality impacts as those described in the EIR. Impact AQ-1 regarding dust-related air quality effects would be a less-than-significant impact, same as described in the EIR, although the severity of the impact would be less due to the elimination of major construction activities at Piers 26 and 28 and reduced construction at Piers 30-32. Similarly, Impacts AQ-2 and AQ-3 regarding emissions of criteria pollutants and toxic air contaminants during construction would remain a significant and unavoidable impact with mitigation, despite the elimination of venues at Pier 26, Pier 28, Crissy Field, Crissy Field East, and Fort Baker Pier at Cavallo Point. As noted in EIR Table 5.8-5 (page 5.8-27), construction of the cruise terminal core building and shell at Piers 27-29 alone would exceed the significance threshold for nitrogen oxides, resulting in a significant and unavoidable impact and requiring implementation of Mitigation Measures M-AQ-2a (Construction Vehicle Emissions Minimization), M-AQ-2b (Off-Road Construction Equipment), M-AQ-2c (Off-Road Construction Equipment - Electricity Use), M-AQ-2d (Off-Road Construction Equipment Best Management Practices), M-AQ-2e (Off-Road Construction Equipment

- Engine Standards for Harbor Craft Used in Construction), and M-AQ-2f (Fuels for Off-Road Construction Equipment).

The modified AC34 project would not substantially change proposed operations of the AC34 events, even if Pier 80 becomes the primary team base. Impacts AQ-4 and AQ-4 regarding operational air quality impacts would remain significant and unavoidable with mitigation, and the same mitigation measures would apply as those identified in the EIR. These include Mitigation Measures M-AQ-4a (Emission Controls for Race-Sponsored Spectator and Support Vessels), M-AQ-4b (Temporary Shoreside Power for Large Private Yachts at Pier 27), M-AQ-4c (Alternative Low-Emissions Fuels for Large Private Yachts and Race-Sponsored Vessels), M-AQ-4d (Return Pier 27 to the Port Within One Month after Completion of the Match for Reconnection of Shoreside Power), M-AQ-4e (Long-term Shoreside Power at Pier 70), and M-AQ-5 (Clean Diesel Engines for Temporary Power).

None of the modifications to the AC34 project would affect the assumptions used in the analysis of Impacts AQ-6 (conflict with air quality plans), AQ-7 (objectionable odors), and AQ-8 (localized carbon monoxide concentrations), and as identified in the EIR, these three impacts would all be less than significant.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-AQ, which was determined to be significant and unavoidable with mitigation, would not apply to the modified AC34 project, and thus Mitigation Measure M-LT-AQ (Future Long Term Development Air Quality Mitigation) would not be required as part of this project.

Cumulative Impacts. Impact C-AQ-1, cumulative impacts of the AC34 project on air quality, would be similar for the modified AC34 project as those identified in the EIR, and the same mitigation measures would be required. However, the impact would remain significant and unavoidable with mitigation. With the reduced scale of construction activities under the modified AC34 project, the project's contribution to cumulative impacts on air quality would be reduced commensurate with the reduction in the magnitude of the construction activities.

Greenhouse Gas Emissions

Impacts of AC34 Events and Facilities. The proposed modifications to the AC34 project would relocate or reduce overall greenhouse gas (GHG) emissions as compared to the EIR project. However, greenhouse gases are not analyzed at a site-specific-level, but in a cumulative context.

Similar to the EIR project, the modified AC34 project would generate direct operational GHG emissions from new vehicle and boat trips and area sources (natural gas combustion). Indirect emissions would include emissions from electricity providers; energy required to pump, treat, and convey water; and landfill operations. The modified AC34 project would not generate GHG emissions at levels that would result in a conflict with San Francisco's *Strategies to Address Greenhouse Gas Emissions*. Based on the BAAQMD's 2010 *CEQA Air Quality Guidelines*, projects that are consistent with San Francisco's *Strategies to Address Greenhouse Gas Emissions* would result in a less-than-significant impact with respect to GHG emissions.

Furthermore, because San Francisco's strategy is consistent with AB 32 goals, projects that are consistent with San Francisco's strategy would also not conflict with the state's plan for reducing GHG emissions. Impact C-GG would be less than significant.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-GG would not apply to the modified AC34 project.

Cumulative Impacts. As explained in Section 5.9 of the EIR, GHG impacts are only analyzed at the cumulative level. The cumulative impact of GHG emissions from the modified AC34 project is described above.

Wind and Shadow

Impacts of AC34 Events and Facilities. Under the modified AC34 project, the design of truncated Pier 29 shed would be revised such that approximately 60 additional feet of the east (outboard) section of the shed would be retained compared to Pier 29 shed design proposed for the Final EIR AC34 project. The effect of this revision is that incrementally more shielding from the wind would be provided by the shed compared to the prior Pier 29 shed design, which could reduce wind speeds at some locations on Piers 27-29. Additional temporary installations and increased public use of Pier 27-29 would also occur during the AC34 events compared to that previously proposed at Piers 27-29 as part of the Final EIR AC34 project (i.e., use of existing Teatro Zinzanni tent, and installation of exhibitions on the street side of Piers 27-29 in 2012; and increased event seating at the large stage near the street side of Piers 27-29 in 2013). As discussed in the EIR, the design and placement of temporary structures at Piers 27-29 could provide onsite shelter for limited areas where specific activities would require wind control, and standard steps taken with the design, placement, erection and maintenance of these structures would prevent potential adverse wind impacts. In any case, implementation of mitigation identified in the Final EIR (e.g., signage and limiting access) would ensure potential winds generated during a potential hazardous wind event during the AC34 events would be mitigated to a less than significant level.

Under the modified AC34 project, the revised Pier 29 shed design and proposed modification in temporary installations at this venue would not change the conclusions regarding the project creation of new shadows at Piers 27-29, and such impact would continue to be less than significant. In addition, since under the modified AC34 project, no temporary installations would occur at a number of previously proposed venues (e.g., Crissy Field) in 2012 and/or 2013, potential short-term shadow effects at those locations, albeit less than significant, would be avoided altogether.

Impacts of Future Long-Term Development. Under the modified AC34 project, no potential long-term development would be developed at Piers 30-32, Seawall Lot 330, Pier 26, Pier 28, Pier 19, Pier 19½, Pier 23 or Pier 29, and no potential long-term marinas would occur in the Pier 28-32 water basin, Brannan Street Wharf Open Water Basin or Mission Bay (Pier 54). Consequently, under the modified AC34 project, all potential wind and shadow impacts associated with long-term development at those locations would be avoided.

Cumulative Impacts. Similar to the description in the EIR, Impacts C-WI and C-SH, would be less than significant for cumulative impacts on wind and shadow, respectively, for the modified AC34 project, given the site-specific nature of the impacts and the requirements for compliance with applicable design guidelines relevant to wind and shadow effects.

Recreation

Impacts of AC34 Events and Facilities. Given that the modified AC34 project would generally involve fewer sites or reduced intensity at sites already analyzed, impacts to recreational facilities would generally be less severe than those analyzed under the EIR project. Nevertheless, the AC34 events would be expected to result in increased use of existing recreational facilities such that physical deterioration could occur, and Impact RE-1 would still apply and would be less than significant with mitigation. Mitigation Measure RE-1 (Protection of Recreational Resources) would address the recreational facilities affected by the modified AC34 project, inclusive of recreational facilities where direct impacts would no longer occur, but indirect impacts could occur. For example, although Crissy Field would no longer be a primary AC34 venue, Crissy Field would likely become a desirable secondary viewing area for the AC34 events due to its public access and excellent viewing opportunities for nearshore event activities within the boundaries of the maximum race area.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Therefore, there would not be a long-term increase in visitors, shoppers, tourists, workers, and residents related to long-term development. Impact LT-RE (which was determined to be less than significant) would not apply to the modified AC34 project.

Cumulative Impacts. Cumulative impacts to recreation, analyzed under Impact C-RE, would be similar for the modified AC34 project as those identified in the EIR. However, the reduced scale of the modified AC34 project, especially the reduced direct impact on public parks and facilities with the elimination of Crissy Field and Crissy Field East as primary venues, would reduce the project's contribution to cumulative impacts, which would be less than significant.

Utilities and Service Systems

Impacts of AC34 Events and Facilities. The proposed modifications to the AC34 project would slightly shift localized demand for utility and service systems at specific project sites from the demand analyzed under the EIR project, but they would not substantially alter system-wide demand for water, wastewater, stormwater, or solid waste services. Given that the modified AC34 project would generally involve fewer sites or reduced intensity at sites already analyzed, impacts to utility and service systems would be similar or less than those under the EIR project. Impacts UT-1, UT-2, and UT-4—which analyze whether construction and operational impacts of AC34 events and facilities would result in substantial new demand for water or wastewater services such that new entitlements, facilities, or treatment capacity would be required—would be less than significant. Similarly, Impacts UT-5 and UT-6, which analyzed solid waste generation and adherence to solid waste disposal regulations, would be the same as under the EIR project and less than significant. Impact UT-3 analyzes the impacts of construction of stormwater

drainage facilities. These impacts would be less than significant under the modified AC34 project, similar to under the EIR project.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-UT analyzed the impact of long-term development's increased worker and resident population on water, wastewater, stormwater, and solid waste services. This impact would not apply to the modified AC34 project.

Cumulative Impacts. The modified AC34 project would be both short-term and temporary. Therefore, the associated increased demand for utilities and service systems would also be short-term and temporary in nature. Similar to the EIR project, the modified AC34 would not contribute to future demand for utility services, and would not result in a significant cumulative impact on the environment.

Public Services

Impacts of AC34 Events and Facilities. Similar to the impacts described in the EIR, the modified AC34 project could generate increased demands on emergency medical, fire protection, and law enforcement services. However, the reduced intensity and relocation of AC34 event uses under the modified AC34 project would not result in substantial new event participation or spectator attendance compared to that analyzed under the EIR project. Impact PS-1, which analyzed whether construction and operational impacts of AC34 events and facilities would result in substantial adverse effects related to emergency medical services provision, would be less than significant, similar to the impact under the project as analyzed in the EIR. As under the EIR project, there would be no impacts related to the need for new or physically altered government facilities to provide fire protection or police services under the modified AC34 project, so there would be no impact under Impact PS-2 and PS-3.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-PS would not apply to the modified AC34 project.

Cumulative Impacts. Because it would be short-term and temporary, the public service demands of the modified AC34 project would not be considered in the capital improvements plans for future construction of any new or physically altered facilities of any of the fire protection, emergency medical, or law enforcement agencies that would provide services for the proposed AC34 facilities or events. Therefore, the modified AC34 project would not contribute to any cumulative impacts on the environment related to public services.

Upland Biological Resources

Impacts of AC34 Events and Facilities. Under Impact BI-1, the EIR identifies a less than significant impact with mitigation due to potential effects on sensitive upland species, including those known to be present at Crissy Field, Crissy Marsh, Fort Baker, and the Marin Headlands. However, under the modified AC34 project, the spectator and event venues at Crissy Field, Crissy Field East, and Fort Baker Pier at Cavallo Point would be eliminated. These modifications would likely reduce the number of visitors at these areas,

although instead, these areas would likely become desirable secondary viewing areas for the AC34 events due to their public access and excellent viewing opportunities for nearshore event activities within the boundaries of the maximum race area. Thus, under the modified AC34 project, impacts on sensitive species would be similar to those described in Impact B-1, though less severe due to reduced levels of spectators expected at secondary viewing areas compared to those at the primary AC34 spectator venues. Nevertheless, similar to the analysis in the EIR, the impact would remain potentially significant, and the same mitigation measures would apply. These include Mitigation Measures M-BI-1a (Protecting Sensitive Areas for Mission Blue Butterfly), M-BI-1b (Protecting Listed and Other Special Status Plant Areas), M-BI-1c (Protecting the Crissy Beach Wildlife Protection Area), M-BI-1d (Protecting Offshore Portion of the Wildlife Protection Area), and M-BI-1e (Restrictions on Fireworks and Night Lighting). While the removal of Crissy Field as a primary spectator venue could result in a shift in visitors to the Marina Green, Aquatic Park, Piers 27-29, or other spectator venues, those venues have fewer sensitive biological resources such that a slight increase in spectators would not substantially affect the identified impacts at those sites.

Similar to the effects on sensitive natural upland communities and wetlands described in Impacts BI-2 and BI-3, the modified AC34 project would have less than significant impacts with identified mitigation, since these impacts relate primarily to activities at secondary viewing areas not affected by the modifications, and the same mitigation measures would apply.

The modified AC34 project would not change the assumptions used in Impact BI-4 regarding impacts on movement of native upland wildlife species; thus this impact and mitigation would apply to the modified AC34 project as described in the EIR.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-BIa, which was determined to be less than significant with mitigation, would not apply to the modified AC34 project, and thus Mitigation Measure M-LT-BIa (Long Term Development Mitigation for Upland Biological Resources) would not be required as part of this project.

Cumulative Impacts. Impact C-BIa, cumulative impacts of the AC34 project on upland biological resources, would be similar for the modified AC34 project as those identified in the EIR, and would be less than significant, given that other reasonably foreseeable projects in the vicinity would be required to minimize impacts, that resources are located primarily within the jurisdiction of public agencies required to protect biological resources, and that impacts of the AC34 project would temporary.

Marine Biological Resources

Impacts of AC34 Events and Facilities. Impacts of the modified AC34 project on marine biological resources would be similar to those described in the EIR. Impact BI-11 identifies potentially significant impacts on sensitive marine species due to in-water construction activities as well as in-water operations. Although the reduced construction level at Piers 30-32 would reduce the magnitude, extent and duration of dredging and other in-water construction activities, the modified AC34 project would still require dredging, pile driving, and/or floating dock installation at this and other locations along the waterfront.

Thus, Impact BI-11 would apply to the modified AC34 project, and Mitigation Measures M-BI-11a (Impact Hammer Pile Driving Noise Reduction for Protection of Fish), M-BI-11b (Pile Driving Noise Reduction for Protection of Marine Mammals), and M-BI-11c (Floating Dock Night Lighting) would be required to reduce impacts to less than significant, as described in the EIR.

Impacts BI-12 and BI-13 (effects on sensitive marine communities), BI-14 (effects on movement of marine wildlife species), BI-15 (conflict with local plans), and BI-16 (conflict with adopted conservation plans) would apply to the modified AC34 project the same as described in the EIR, and all of these impacts would be reduced to less than significant with identified mitigation measures. The same mitigation measures described in the EIR for these impacts would apply to the modified AC34 project.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-BIb, which was determined to be less than significant with mitigation, would not apply to the modified AC34 project, and thus Mitigation Measure M-LT-BIb (Long Term Development Mitigation for Marine Biological Resources) would not be required as part of this project.

Cumulative Impacts. Impact C-BIb, cumulative impacts of the AC34 project on marine biological resources, would be similar for the modified AC34 project as those identified in the EIR, and would be less than significant with mitigation. The same mitigation measures as described in the EIR would be required. However, with the reduced scale of construction activities under the modified AC34 project, the project's contribution to cumulative impacts on marine biological resources would be reduced commensurate with the reduction in the magnitude of the in-water construction activities.

Geology and Soils

Impacts of AC34 Events and Facilities. Impacts of the modified AC34 project on geology and soils would be similar to those described in the EIR. None of the assumptions used in the analysis of Impacts GE-1 (effects related to fault rupture), GE-2 (effects related to groundshaking), GE-3 (effects related to liquefaction, lateral displacement, or earthquake-induced settlement), GE-4 (effects related to earthquake-induced landslides), GE-5 (loss of topsoil), and GE-6 (effects related to unstable structures) would change under the modified AC34 project. Therefore, these impacts and all associated mitigation measures would apply to the modified AC34 project as described in the EIR.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-GE, which was determined to be less than significant with mitigation, would not apply to the modified AC34 project, and thus Mitigation Measure M-LT-GE (Site Specific Geotechnical Investigation from Long-Term Development on Port Properties) would not be required as part of this project.

Cumulative Impacts. Impact C-GE, cumulative impacts of the AC34 project on geology and soils, would be similar for the modified AC34 project as those identified in the EIR, and would be less than significant, given that identified project-related impacts are site-specific and would not contribute to cumulative impacts with other reasonably foreseeable projects in the vicinity.

Hydrology and Water Quality

Impacts of AC34 Events and Facilities. Impacts of the modified AC34 project on hydrology and water quality would be similar to those described in the EIR. While the elimination of venues at Pier 26, Pier 28, Crissy Field, Crissy Field East, and Fort Baker Pier at Cavallo Point would substantially reduce the magnitude, extent and duration of construction activities, including in-water construction activities, the modified AC34 project would still result in construction and operations at the remaining venues that would have the potential to affect water quality. Thus, Impact HY-1, which identified potentially significant water quality impacts, would still apply to the modified AC34 project, and Mitigation Measure M-HY-1 (Water Quality Best Management Practices) would be required to reduce impacts to less than significant. The modified AC34 project would include increasing the moorings from 10 to 12 at the Marina Green, which would incrementally increase the severity of potential water quality effects at this location, but the nature and magnitude of the impact would be similar to that described in the EIR, and implementation of Mitigation Measure M-HY-1 would reduce this impact to less than significant. Similarly, the relocation of the video barge at Aquatic Park to a landside location would reduce the amount of in-water construction and operational activities, thereby reducing the potential for water quality impacts. Overall, the substantial reduction in dredging and other in-water construction activities under the modified AC34 project would result in less severe impacts than those described in Impact HY-1.

Impacts HY-2 (capacity of stormwater drainage system), HY-3 (flooding), and HY-4 (inundation by seiche or tsunami) would be the same for the modified AC34 project as described in the EIR. These impacts would be less than significant and no mitigation is required.

Impacts of Future Long-Term Development. Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impact LT-HY, which was determined to be less than significant with mitigation, would not apply to the modified AC34 project, and thus Mitigation Measure M-LT-HY (Mitigation for Water Quality Protection) would not be required as part of this project.

Cumulative Impacts. Impact C-HY, cumulative impacts of the AC34 project on hydrology and water quality, would be similar for the modified AC34 project as those identified in the EIR, and would be less than significant with mitigation. The same mitigation measures as described in the EIR would be required. However, with the reduced scale of construction activities under the modified AC34 project, the project's contribution to cumulative impacts on water quality would be reduced commensurate with the reduction in the magnitude of the in-water construction activities.

Other Resource Areas

The project modifications would have no effect on the impact analyses or conclusions previously reached in the EIR for the AC34 project in the following areas: hazards and hazardous materials; mineral and energy resources; and agriculture and forest resources. None of the changes proposed in the modified AC34 project would substantially affect the assumptions used in the impact analysis in these resource areas, and all of the same mitigation measures would apply.

The use and management of hazardous materials would be essentially the same as described in the EIR. Similarly, the modified AC34 project would not encourage activities that would result in the use of large amounts of fuel, energy, or water, and the project would have no impact on agricultural or forest resources. Thus, in all of these resource areas, the modified AC34 project would not result in any new significant effects beyond those identified in the EIR or increase the severity of a significant impact, and no new mitigation measures would be required.

Under the modified AC34 project, there would be no impacts associated with long-term development of Port properties along the waterfront. Impacts LT-HZ, LT-ME, and LT-AG would not apply to the modified AC34 project, and Mitigation Measure M-LT-HZ (Mitigation of Hazards and Hazardous Materials Impacts from Long-Term Development on Port Properties) would not be required as part of this project.

Cumulative Impacts C-HZ, C-ME, and C-AG would be similar for the modified AC34 project as those identified in the EIR, and the same mitigation measures as described in the EIR would be required.

Alternatives

The alternatives identified and analyzed in Chapter 7 of the EIR are applicable to the modified AC34 project because the modifications to the AC34 project would not affect the alternatives analysis presented in the EIR. As described above, the modified AC34 project would not cause new significant impacts nor would it result in the substantial increase in the severity of previously identified significant impacts. In many cases, the modified AC34 project would reduce the severity of previously identified impacts. However, similar to the project described and analyzed in the EIR, the modified AC34 project would result in significant environmental impacts, including several significant and unavoidable impacts. Thus, as required by CEQA, the EIR identifies and analyzes a reasonable range of alternatives that would feasibly attain most of the project's basic objectives but would avoid or substantially lessen identified significant adverse impacts of the project. The four alternatives identified and analyzed in Chapter 7 of the EIR would also essentially serve as alternatives to the modified AC34 project as well. The No Project Alternative would be the same as presented in Chapter 7. However, the long-term development component of the other alternatives would not longer apply, since this component has been eliminated from the modified project and all impacts associated with the long-term development potential under the Host Agreement have been avoided. The remaining components of the Open Ocean Alternative, the Reduced Intensity AC34 and Long-Term Development Alternative, and the Reduced Spectator Berthing Alternative would provide a reasonable range of feasible alternatives to the modified AC34 project. Based on the analysis presented in Chapters 7 and 11 of the EIR and the discussion provided above on the modified AC34 project, the modified AC34 project would now be considered the environmentally superior alternative.

CONCLUSION

Based on the foregoing, the Planning Department concludes that the analyses conducted and the conclusions reached in the EIR certified on December 15, 2011, and effective January 24, 2012, remain valid, and that no supplemental environmental review is required for the proposed modifications to the AC34 project. The modified AC34 project would neither cause new significant impacts nor result in the

Note to File on Changes to Environmental Impact Report
March 20, 2012

Case No. 2010.0493E
34th America's Cup Project

substantial increase in the severity of previously identified significant impacts, and no new mitigation measures would be necessary to reduce significant impacts. No changes have occurred with respect to circumstances surrounding the AC34 project that would cause significant environmental impacts to which the modified project would contribute considerably, and no new information has been put forward which shows that the modified project would cause significant environmental impacts. Consequently, the project change does not require major revision of the EIR, and the project sponsors may implement the proposed modifications without additional CEQA review, consistent with California Public Resources Code Section 21166 and California Code of Regulations (CEQA Guidelines) Section 15164. Therefore, no supplemental environmental review is required beyond this Note to File.

Date of Determination:

I do hereby certify that the above determination has been made pursuant to state and local requirements.

BILL WYCKO

Environmental Review Officer

cc: Diane Oshima, Port of San Francisco
Brad Benson, Port of San Francisco
Michael Martin, AC34 Project Director, Office of Economic and Workforce Development

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p align="center">CULTURAL RESOURCES/MITIGATION MEASURES</p> <p>America's Cup</p> <p>Mitigation Measure M-CP-1b: Protection of Historic Resources due to Indirect Damage</p> <p>As described in the Project Description, the Parks Event Operations Plan will be prepared and implemented in support of the proposed project. This mitigation measure requires that this plan shall incorporate specific elements to protect cultural resources through the use of removable protective fencing, signage, area closures, pre- and post-event conditions assessments, and educational and awareness programs. Federal and state agencies would likely require these or similar measures pursuant to their mission and regulatory obligations under federal and state law. Implementation of this plan would protect historic resources due to indirect damage from event activities. The plan shall contain, at a minimum, the following measures to protect historic resources.</p> <ul style="list-style-type: none"> Fencing and Signage: The project sponsor shall protect the integrity of historic earthen fortifications and other fragile historic resources by the installation of fencing and signage. The fencing shall consist of, for example, filter fabric backed with welded mesh set into the ground. These fences should be light enough for removal between 2012 and 2013 race events, but would be obvious deterrents to visitors. The fencing shall also have signs announcing that these are sensitive historic areas and that entry is prohibited. Fencing location/length and signage type shall be determined in consultation with the appropriate land authority where indirect impacts are anticipated (e.g., National Park Service [NPS], the Presidio Trust, or California Department of Parks and Recreation [CDPR]). Area Closures: Access to certain historic sites that cannot be sufficiently protected through the use of fencing and signage shall be closed to the public during the duration of the AC34 events. The exact locations and timing of the closures are to be determined in consultation with the appropriate land authority where the indirect impacts are anticipated (e.g., NPS, the Presidio Trust, or CDPR). Pre- and Post-Event Conditions Assessment and Repair: Prior to the 2012 AC34 events, the project sponsor shall ensure that qualified cultural resources personnel assess the existing condition of the historic earthen fortifications and other fragile historic resources that could be subject to erosion from increased visitation. Standardized site assessment forms, similar to those used by the National Park Service, shall be completed for all such affected historic resources. Forms include thorough photo documentation, description, and GIS location information. The exact 	<p>ACEA and OEWD</p>	<p>Parks Event Operations Plan shall be completed and approved by appropriate land authority (e.g., NPS and CDPR) prior to the 2012 AC34 events.</p> <p>A completed and approved copy shall be submitted to the ERO prior to the 2012 AC34 events.</p> <p>Fencing and Signage and Area Closures: To be installed prior to 2012 AC34 events and removed after the 2012 AC34 events; then reinstalled prior to 2013 AC34 events and removed after the 2013 AC34 events.</p>	<p>SF Planning Department and the ERO, and appropriate land authority, including NPS and CDPR</p>	<p>Considered complete upon verification by SF Planning Department and ERO, and appropriate land authority, including NPS and CDPR</p>
<p>DRW = California Department of Boating and Waterways EP = San Francisco, Environmental Planning Department ERM = San Francisco Environmental Review Officer NMFS = National Marine Fisheries Service NPS = National Park Service OEWD = SF Office of Economic and Workforce Development</p> <p>ACEA = America's Cup Event Authority ACRM = America's Cup Race Management BCDC = SF Bay Conservation and Development Commission CARB = California Air Resources Board CDFG = California Department of Fish and Game CDPR = California Department of Parks and Recreation CSLC = California State Lands Commission</p>	<p>DRW = California Department of Boating and Waterways EP = San Francisco, Environmental Planning Department ERM = San Francisco Environmental Review Officer NMFS = National Marine Fisheries Service NPS = National Park Service OEWD = SF Office of Economic and Workforce Development</p>	<p>DRW = California Department of Boating and Waterways EP = San Francisco, Environmental Planning Department ERM = San Francisco Environmental Review Officer NMFS = National Marine Fisheries Service NPS = National Park Service OEWD = SF Office of Economic and Workforce Development</p>	<p>DRW = California Department of Boating and Waterways EP = San Francisco, Environmental Planning Department ERM = San Francisco Environmental Review Officer NMFS = National Marine Fisheries Service NPS = National Park Service OEWD = SF Office of Economic and Workforce Development</p>	<p>DRW = California Department of Boating and Waterways EP = San Francisco, Environmental Planning Department ERM = San Francisco Environmental Review Officer NMFS = National Marine Fisheries Service NPS = National Park Service OEWD = SF Office of Economic and Workforce Development</p>

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard



**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>CULTURAL RESOURCES MITIGATION MEASURES (cont.)</p> <p>America's Cup (cont.)</p> <p>Mitigation Measure M-CP-1b: Protection of Historic Resources due to Indirect Damage (cont.)</p> <p>number of resources to be recorded, and the exact methods of recordation, shall be determined in consultation with the appropriate land authority where the indirect impacts are anticipated (e.g., NPS, the Presidio Trust, or CDPR). Following the 2013 AC34 event, the project sponsor shall ensure that qualified cultural resources personnel reassess the condition of historic resources identified above. Any unintended damage to historic resources as a result of the AC34 event will be repaired by the project sponsor to its pre-event condition.</p> <ul style="list-style-type: none"> Educational and Awareness Programs: The project sponsor shall create an educational program that increases the public awareness of the sensitivity of historic resources during the AC34 events and encourages public participation in the protection of such resources. The exact nature of the program shall be determined in consultation with the appropriate land authority where the indirect impacts are anticipated (e.g., NPS, the Presidio Trust, or CDPR). Crowd Control: The project sponsor shall ensure that crowd control personnel and volunteers are posted at or near the historic areas susceptible to erosion in order to direct visitors away from those sensitive locations. The exact number, location, and timing of the crowd control volunteers shall be determined in consultation with the appropriate land authority where the indirect impacts are anticipated (e.g., NPS, the Presidio Trust, or CDPR). 	<p>events</p> <p><i>Educational and Awareness Programs:</i> Prior to 2012 AC34 events</p> <p><i>Crowd Control:</i> During 2012 and 2013 AC34 events</p>	<p>ACEA and architectural historian</p>	<p>Planning Department and ERO, and appropriate land authority, including SFRPD</p>	<p>Considered complete upon verification by Planning Department and ERO and issuance of permits</p>
<p>Mitigation Measure M-CP-1c: Protection of Historic Resources due to Direct Damage</p> <p>The project sponsors shall ensure that any plans which call for the attachment, anchoring, or bracing of temporary structural elements to existing historic buildings, structures, or objects (e.g., the stone façade of the historic Marina Seawall) are reviewed for compliance with the Secretary's Standards by a qualified architectural historian, or in the alternative, a qualified architectural historian shall develop a proposed plan for such attachments setting forth appropriate techniques to govern and guide such activities that are consistent with the Secretary's Standards (the "Temporary Structure Approach").</p>	<p>DBW = California Department of Boating and Waterways EP = San Francisco Environmental Planning Department ERO = San Francisco Environmental Review Officer NMFS = National Marine Fisheries Service NPS = National Park Service OEWD = SF Office of Economic and Workforce Development</p>	<p>Prior to issuance of permits</p>	<p>Planning Department and ERO, and appropriate land authority, including SFRPD</p>	<p>Considered complete upon verification by Planning Department and ERO and issuance of permits</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>CULTURAL RESOURCES MITIGATION MEASURES (cont.) America's Cup (cont.)</p> <p>Mitigation Measure M-CP-1c: Protection of Historic Resources due to Direct Damage (cont.)</p> <p>which plan will be reviewed by the Department of City Planning for consistency with the Secretary's Standards before implementation. Removal of any such attachments, anchors, or bracing shall be fully reversible and include post-removal stabilization of historic materials to prevent long-term degradation in condition. Any unintended damage to historic resources as a result of the AC34 event will be repaired by the project sponsors to its pre-event condition.</p> <p>Mitigation Measure M-CP-1d: Protection of the Northeast Waterfront Historic District from Teatro Zinzanni Relocation</p> <p>If Teatro Zinzanni opts to relocate to Seawall Lot 324 within the Northeast Waterfront Historic District, prior to the execution of any Port lease, Teatro Zinzanni shall present the proposed relocation project design to the Historic Preservation Commission (HPC), which shall review the proposed project and make findings that the proposed design complies with Article 10, Appendix D of the Planning Code and the Secretary's Standards. Specifically, the HPC shall make specific findings that the proposed project complies with Sections 6 and 7 of Article 10, Appendix D, incorporated here by reference, which provide additional requirements for Certificates of Appropriateness in the Northeast Waterfront Historic District. These additional requirements address the architectural and visual characteristics that define this district, including façade line continuity, fenestration and design elements for new construction, and appropriate roof treatments. If the HPC does not make these findings, the Port shall not approve the proposed lease on Seawall Lot 324.</p> <p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks</p> <p>The following measures shall be implemented should construction activities result in the inadvertent discovery of a cultural resource:</p> <p>To avoid any potential adverse effect from the proposed project on inadvertently discovered buried or submerged historic resources, as defined in CEQA Guidelines Section 15064.5(a)(c), the project sponsor will distribute the Planning Department's archeological resource "ALERT" sheet to the project prime contractor; to any project</p>	<p>Teatro Zinzanni</p>	<p>Prior to the execution of Port lease for Seawall Lot 324</p>	<p>Port of San Francisco and Historic Preservation Commission</p>	<p>Considered complete upon issuance of findings by HPC and execution of lease</p>
<p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks</p> <p>The following measures shall be implemented should construction activities result in the inadvertent discovery of a cultural resource:</p> <p>To avoid any potential adverse effect from the proposed project on inadvertently discovered buried or submerged historic resources, as defined in CEQA Guidelines Section 15064.5(a)(c), the project sponsor will distribute the Planning Department's archeological resource "ALERT" sheet to the project prime contractor; to any project</p>	<p>ACEA</p>	<p>Prior to any soils-disturbing activity.</p>	<p>Distribution of "ALERT" sheet among contractors and crew; ACEA to provide ERO with a signed affidavit</p>	<p>Prior to any soils-disturbing activity. Considered complete upon ERO receipt of affidavit</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating, and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUUC = San Francisco Public Utilities Commission
 SFRTD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
CULTURAL RESOURCES MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks (cont.)</p> <p>subcontractor firms (including demolition, excavation, grading, foundation, pile driving, etc.); and/or to utilities firms involved in soil- or Bay bottom-disturbing activities within the project site. Prior to any soil- or Bay bottom-disturbing activities being undertaken, each contractor is responsible for ensuring that the ALERT sheet is circulated to all field personnel, including machine operators, field crew, pile drivers, supervisory personnel, etc. The project sponsor will provide the Environmental Review Officer (ERO) with a signed affidavit from the responsible parties (prime contractor, subcontractor(s), and utilities firm) confirming that all field personnel have received copies of the ALERT sheet.</p> <p>In the event that any indication of a potential cultural resource is encountered during soil- or Bay bottom-disturbing activities (such as in-water pile driving for temporary berths and seismic improvements to Piers 30-32), the head foreman and/or project sponsor shall immediately notify the ERO and shall suspend soil- or Bay bottom-disturbing activities within 50 feet of the find until the ERO has determined what additional measures should be undertaken. Abandoned shipwrecks, archeological sites and historic resources in submerged lands of California are under the jurisdiction of the California State Lands Commission (CSLC). In the case of an inadvertent discovery of a submerged archeological site, shipwreck or related artifacts, the ERO shall contact and initiate consultation with the CSLC staff within 2 business days of such discovery.</p> <p>If the ERO (in consultation with the CSLC staff, if applicable) determines that an archeological resource may be present within the project site, the project sponsor shall retain the services of an archeological consultant from the pool of qualified archeological consultants maintained by the Planning Department archaeologist. In the event of a shipwreck a qualified maritime archeological consultant shall be retained. The archeological consultant will advise the ERO as to whether the discovery is an archeological resource that retains sufficient integrity and is of potential scientific/historical/cultural significance. If an archeological resource is present, the archeological consultant will identify and evaluate the archeological</p>	<p>ACEA and archeological consultant</p>	<p>Before resumption of any soils-disturbing activity (if suspended)</p>	<p>Archeological consultant shall advise the ERO and ERO may require additional measures, in consultation with CSLC if applicable</p>	<p>Prior to resumption of soils-disturbing activity. Considered complete upon ERO approval of archeological consultant's recommendations</p>
<p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks (cont.)</p> <p>subcontractor firms (including demolition, excavation, grading, foundation, pile driving, etc.); and/or to utilities firms involved in soil- or Bay bottom-disturbing activities within the project site. Prior to any soil- or Bay bottom-disturbing activities being undertaken, each contractor is responsible for ensuring that the ALERT sheet is circulated to all field personnel, including machine operators, field crew, pile drivers, supervisory personnel, etc. The project sponsor will provide the Environmental Review Officer (ERO) with a signed affidavit from the responsible parties (prime contractor, subcontractor(s), and utilities firm) confirming that all field personnel have received copies of the ALERT sheet.</p> <p>In the event that any indication of a potential cultural resource is encountered during soil- or Bay bottom-disturbing activities (such as in-water pile driving for temporary berths and seismic improvements to Piers 30-32), the head foreman and/or project sponsor shall immediately notify the ERO and shall suspend soil- or Bay bottom-disturbing activities within 50 feet of the find until the ERO has determined what additional measures should be undertaken. Abandoned shipwrecks, archeological sites and historic resources in submerged lands of California are under the jurisdiction of the California State Lands Commission (CSLC). In the case of an inadvertent discovery of a submerged archeological site, shipwreck or related artifacts, the ERO shall contact and initiate consultation with the CSLC staff within 2 business days of such discovery.</p> <p>If the ERO (in consultation with the CSLC staff, if applicable) determines that an archeological resource may be present within the project site, the project sponsor shall retain the services of an archeological consultant from the pool of qualified archeological consultants maintained by the Planning Department archaeologist. In the event of a shipwreck a qualified maritime archeological consultant shall be retained. The archeological consultant will advise the ERO as to whether the discovery is an archeological resource that retains sufficient integrity and is of potential scientific/historical/cultural significance. If an archeological resource is present, the archeological consultant will identify and evaluate the archeological</p>	<p>ACEA and archeological consultant</p>	<p>During any soils-disturbing activity</p>	<p>Notification of ERO if any archeological resources encountered</p>	<p>During any soils-disturbing activity. Considered complete upon notification of ERO</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SEDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p align="center">CULTURAL RESOURCES MITIGATION MEASURES (cont.) America's Cup (cont.)</p> <p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks (cont.)</p> <p>resource. The archeological consultant will make a recommendation as to what action, if any, is warranted. Based on this information, the ERO (in consultation with the CSLC, if applicable) may require, if warranted, specific additional measures to be implemented by the project sponsor no more than forty eight (48) hours from receipt of such recommendation.</p> <p>Measures might include: preservation in situ of the archeological resource; an archeological monitoring program; or an archeological evaluation program. If an archeological monitoring or evaluation program is required, it shall be consistent with the Environmental Planning (EP) division of the Planning Department guidelines for such programs. The ERO may also require that the project sponsor immediately implement a site security program if the archeological resource is at risk from vandalism, looting, or other damaging actions.</p> <p>The project archeological consultant shall submit a Final Archeological Resources Report (FARR) to the ERO (and the CSLC staff, if applicable). This report shall include an evaluation of the historical significance of any discovered archeological resource, as well as a description of the archeological and historical research methods employed in any archeological monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.</p> <p>Once approved by the ERO, copies of the FARR shall be distributed as follows: the relevant California Historical Resources Information System Information Center shall receive one (1) copy and the ERO shall receive a copy of the transmittal letter of the FARR to the Information Center. The EP and the CSLC staff (if applicable) shall receive one bound, one unbound, and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. The project sponsor shall receive</p>	<p>ACEA and archeological consultant</p> <p>ACEA and archeological consultant</p>	<p>Following completion of any required archeological field program</p> <p>Following completion of FARR</p>	<p>Archeological consultant submits draft FARR to ERO for approval</p> <p>Distribute FARR. Submit to ERO of affidavit of FARR distribution</p>	<p>Prior to issuance of final certificate of occupancy. Considered complete upon ERO approval of draft FARR</p> <p>Prior to resumption of soils-disturbing activities. Considered complete upon Planning Department receipt of FARR</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFRPD = San Francisco Public Utilities Commission
 SFRTD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>CULTURAL RESOURCES MITIGATION MEASURES (cont.) America's Cup (cont.)</p>				
<p>Mitigation Measure M-CP-2: Inadvertent Discovery of Archeological Resources or Shipwrecks (cont.) copies of the FARR in the number requested. In instances of high public interest in or the high interpretive value of the resource, the ERO or the CSLC staff may require a different final report content, format, and distribution than that presented above.</p>	<p>ACEA and archaeological consultant</p>	<p>During any soils-disturbing activity</p>	<p>Archeological consultant shall advise the County Coroner, MLD</p>	<p>Considered complete upon completion of soils-disturbing activities</p>
<p>Mitigation Measure M-CP-4: Inadvertent Discovery of Human Remains The following measures shall be implemented should construction activities result in the inadvertent discovery of human remains: The treatment of any human remains and associated or unassociated funerary objects discovered during soil-disturbing activities shall comply with applicable state laws. Such treatment would include immediate notification of the City and County of San Francisco Coroner. In the event of the coroner's determination that the human remains are Native American, the coroner shall notify of the Native American Heritage Commission, which would appoint a Most Likely Descendant (MLD) (PRC Section 5097.98). The archeological consultant, the project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment, with appropriate dignity, of any human remains and associated or unassociated funerary objects (CEQA Guidelines Section 15064.5[d]). The agreement would take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects. The PRC allows 48 hours to reach agreement on these matters. If the MLD and the other parties could not agree on the rebuttal method, the project sponsor shall follow Section 5097.98(b) of the PRC, which states that "the landowner or his or her authorized representative shall reinstate the human remains and items associated with Native American burials with appropriate dignity on the property in a location not subject to further subsurface disturbance."</p>				
<p>Mitigation Measure M-LT-CP: Mitigation of Cultural Resources from Long-Term Development, General (see Exhibit 2)</p>				<p>See Exhibit 2</p>

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMPFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

ACEA = America's Cup Event Authority
 ACMR = America's Cup Race Management
 BCDG = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDPR = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
CULTURAL RESOURCES MITIGATION MEASURES (cont.) America's Cup (cont.)				
Mitigation Measure M-LT-CP-a: Mitigation of Cultural Resources from Long-Term Development, Piers 30-32 Performance Criteria (see Exhibit 2)	See Exhibit 2			
Mitigation Measure M-LT-CP-b: Mitigation of Cultural Resources from Long-Term Development, Historic Piers Performance Criteria (see Exhibit 2)	See Exhibit 2			
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES America's Cup				
Mitigation Measure M-TR-1: People Plan Specific Provisions As part of the proposed project, the City would develop and implement a People Plan consisting of a variety of interrelated programs to facilitate access by all modes to and from the AC34 event venues, while maintaining acceptable conditions for residents, commuters, businesses and visitors. To address specific impacts identified in this EIR, the programs in the People Plan shall be developed to accommodate weekday and weekend events at various levels of spectator attendance and shall include specific provisions described below. The People Plan shall include, but not be limited to, the following programs: M-TR-1a: Traffic Monitoring and Management Program As a means to reduce congestion in the vicinity of the venue sites and on access roadways to and from the sites, the City shall develop and implement a Traffic Monitoring and Management Program that could include the following measures: <ul style="list-style-type: none"> • Preferred spectator routes; • Bus priority streets; • New bus lanes; • Extension of existing bus-only lanes; • Bicycle priority streets; • On-street parking restrictions; • Traffic control officer deployment; 	OEWD and SFMTA	People Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to the ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFMUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>M-TR-1a: Traffic Monitoring and Management Program (cont.)</p> <ul style="list-style-type: none"> • Coordination with other events (e.g., ballgames, roadway construction projects); • Roadway closures; • Restricted access streets; • Diversion plans related to roadway closures; • Event signage including weekend detour signs; and • Media announcements of roadway closures and detour signs. 				
<p>M-TR-1b: Transit Operating Plan</p> <p>As part of the People Plan, the City shall develop and implement a transit operating plan to provide additional transit service to accommodate peak transit demands during the AC34 project events. Elements of the plan (as developed to date) could include, but are not limited to:</p> <ul style="list-style-type: none"> • Increased service hours and frequency on 30X-Marina Express, which would run every 8 minutes on all event days, including weekends. • Supplemental 30L-Marina, which would run every 6 minutes in the peak direction of travel (e.g., towards the waterfront through the mid-afternoon, and from the waterfront through the evening). The service would run between the Caltrain terminal and the intersection of Beach/Broderick (via Third/Fourth, Stockton, Broadway, Van Ness, and Lombard). • Supplemental 47L-Van Ness, which would run every 10 minutes in the peak direction of travel throughout the day. Service would be provided between the Civic Center BART/Muni station and North Point Street, via Van Ness Avenue. Providing the supplemental service within a temporary bus lane is currently being considered. • Increased frequencies on the 108-Treasure Island, which would run every 10 minutes on all event days, including weekends. 	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO

ACEA = America's Cup Event Authority
 ACM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMF5 = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SEDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

ATTACHMENT B-1:
AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSFORMATION AND CIRCULATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
M-TR-1b: Transit Operating Plan (cont.)				
<ul style="list-style-type: none"> Increased frequencies on the F-Market & Wharves historic streetcar between the Ferry Building and Fisherman's Wharf (i.e., at Pier 39), which would run every 5 minutes throughout the day. New E-Embarcadero historic streetcar service between Caltrain and Pier 39. This service would need to use the double-ended historic streetcars, and would run every 20 minutes throughout the day. Supplemental Muni Metro Shuttle. This light rail vehicle service would run within the Market Street tunnel between the Embarcadero station and the West Portal station. Shuttle service would be provided every 20 minutes on weekends only. 	OEWD and SFMTA			
M-TR-1c: Satellite Parking Facility Program				
<p>As a means to reduce the number of vehicles traveling to and from the northern waterfront, the City shall implement satellite parking facilities and frequent transit or shuttle service between the satellite parking facilities and the various venues. Parking facilities could include existing public and private garages and lots, as well as other undeveloped parcels such as Mission Bay Lot A and Candlestick Park.</p>	OEWD and SFMTA	Satellite Parking Facility Program shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
M-TR-1d: Public Information Program				
<p>As a means to facilitate access to and from venues and spectator viewing areas by all modes, while encouraging the use of transit and alternate modes, the City shall develop and implement a Public Information Program. For event days that overlap with other special events, a coordinated public information program shall be developed and provided to the public. The program shall provide:</p> <ul style="list-style-type: none"> Access information for all modes before, during and after the events; Maps and guidelines; Special signage; 	OEWD and SFMTA	Public Information Program provisions shall be completed and submitted to ERO prior to the 2012 AC34 events. Program shall begin no less than one month prior to 2012 AC34 events and repeated no less than one month prior to 2013 AC34 events	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFWR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NIMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPOC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES CONT.				
America's Cup (cont.)				
M-TR-1d: Public Information Program (cont.) <ul style="list-style-type: none"> • Marketing campaign to encourage transit use and bicycle use to event sites; • Web-based event information; • Media and press releases to update information on a regular basis; and • Public information for commuters, businesses and deliveries. 	OEWD and SFMTA	People Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
Mitigation Measure M-TR-17: Additional Muni Transit Service As part of the People Plan, the City shall develop and implement a transit operating plan to provide additional transit service to and from the Presidio, Crissy Field, and Marina venues accommodate peak transit demands on weekdays and weekends, and to and from Fisherman's Wharf on weekends. This transit service would need to be in addition to that identified in Mitigation Measure M-TR-1b.	OEWD and SFMTA	People Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
Mitigation Measure M-TR-18: Additional PresidiGo Shuttle Service As part of the People Plan, the City shall work with the Presidio Trust, Golden Gate Transit, and SFMTA to develop and implement a transit operating plan to provide additional transit service linking Presidio destinations with Crissy Field and downtown regional service providers. Additional PresidiGo service could be provided by implementing PresidiGo on weekend days, and by providing an additional PresidiGo shuttle service between the Lombard Gate (near the terminus of the 41-Union and 45-Union-Stockton Muni bus lines) and Crissy Field on weekend days.	OEWD and SFMTA	People Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
Mitigation Measure M-TR-19: Additional AC Transit Capacity As part of the People Plan, the City shall work with AC Transit and other regional transit providers (i.e., BART, WETA) to develop and implement an operating plan that would accommodate peak transit demands during the AC34 project events to and from the East Bay.	OEWD and SFMTA	People Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDRP = California Department of Parks and Recreation
 CSLC = California State Lands Commission

 DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMPFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

 Part = Part of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFTUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>TRANSPORTATION AND CIRCULATION MITIGATION MEASURES (cont.) America's Cup (cont.)</p> <p>Mitigation Measure M-TR-19: Additional AC Transit Capacity (cont.)</p> <p>While the analysis above describes the capacity shortfall during the Saturday midday peak hour, additional capacity would need to be provided throughout the day as well as on Sundays. It is likely that the span of additional service would be from approximately 10:00 a.m. to 8:00 p.m. with varied levels of service throughout that time period. The additional AC Transit service could be provided by, but not be limited to, the following supplemental lines.</p> <ul style="list-style-type: none"> <i>The Berkeley (B) Route:</i> This route provides service generally from UC Berkeley to the Temporary Transbay Terminal through Ashby BART and Emeryville. <i>The Oakland (NL) Route:</i> This route provides service generally from Mills College to the Temporary Transbay Terminal through MacArthur Boulevard and West Grand Avenue. <i>Alameda (O) Route:</i> This route provides service generally from Fruitvale to the Temporary Transbay Terminal through Alameda. <i>Treasure Island Route:</i> This route would provide service generally from one of the BART Stations (MacArthur or West Oakland) to Treasure Island. <i>Crissy Field Route:</i> This route would provide service generally from the East Bay to Crissy Field without requiring East Bay passengers to transfer at the Temporary Transbay Terminal to Muni. <p>The supplemental routes described above are intended to illustrate the type and alignment of additional service that could be provided during the AC34 2012 events. However, the People Plan is expected to develop a transit operating plan that would formalize the details of the additional service (specific routes, span of service, days of service, headways, types of buses, etc.) and could include different routes, service providers, or service schedules than what is described above. This would allow for the flexibility to adjust service in response to demand during the AC34 2012 events and ultimately during the AC34 2013 events.</p>				

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDCC = SF Bay Conservation and Development Commission
 CARRB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EF = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NIMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-TR-20: Additional BART Transit Service As part of the People Plan, the City shall work with BART and other regional transit providers (i.e., AC Transit, WETA) to develop and implement an operating plan that would accommodate peak transit demands during the AC34 events to and from the East Bay and South Bay.</p> <p>While the analysis above describes the capacity shortfall during the Saturday midday peak hour, additional capacity would need to be provided throughout the day as well as on Sundays. It is likely that the span of additional service would be from approximately 10:00 a.m. to 8:00 p.m. with varied levels of service throughout that time period. The additional East Bay BART service could be provided by, but not limited to, executing weekday service during the weekends or by operating longer trains. The People Plan is expected to develop a transit operating plan that would formalize the details of the additional service (span of service, days of service, headways, etc.) and could include a different arrangement than providing weekday service on weekends.</p>	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
<p>Mitigation Measure M-TR-21: Additional WETA Transit Service As part of the People Plan, the City shall work with WETA and other regional transit providers (i.e., BART, AC Transit) to develop and implement an operating plan that would accommodate peak transit demands during the AC34 events to and from the East Bay.</p> <p>While the analysis above describes the capacity shortfall during the Saturday midday peak hour, additional capacity would need to be provided throughout the day as well as on Sundays. It is likely that the span of additional service would be from approximately 10:00 a.m. to 8:00 p.m. with varied levels of service throughout that time period. The additional WETA ferry service could be provided by, but not be limited to, the following supplemental lines.</p> <ul style="list-style-type: none"> Vallejo Baylink Service: This service operates from the terminal at the Vallejo waterfront west of downtown directly to the San Francisco Ferry Building and to Pier 41 in Fisherman's Wharf. One additional vessel with a capacity for 300 passengers could be added to the existing weekend service. 	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARRB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFUTC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-TR-21: Additional WETA Transit Service (cont.)</p> <ul style="list-style-type: none"> <i>Alameda/Oakland Bay Service (AOFB):</i> This service operates from Main Street in Alameda and from Clay Street in Oakland to the San Francisco Ferry Building and to Pier 41 in Fisherman's Wharf. One additional vessel with a capacity of approximately 325 to 375 passengers could be added to the existing weekend service. Additional midday off-peak service could also be provided between the Ferry Building and/or Piers 39-41, if there is sufficient capacity to berth the ferries. <p>The supplemental routes described above are intended to illustrate the type and alignment of additional service that could be provided during the AC34 2012 events. However, the People Plan is expected to develop a transit operating plan that would formalize the details of the additional service (specific routes, span of service, days of service, headways, types of ferries, etc.) and could include different routes or service schedules than what is described above. This would allow for the flexibility to adjust service in response to demand during the AC34 2012 events and ultimately during the AC34 2013 events.</p>				
<p>Mitigation Measure M-TR-22: Additional Golden Gate Transit Service</p> <p>As part of the People Plan, the City shall work with Golden Gate Transit and other regional transit providers (i.e., WETA) to develop and implement an operating plan that would accommodate peak transit demands during the AC34 events to and from the North Bay.</p> <p>While the analysis above describes the capacity shortfall during the Saturday midday peak hour, additional capacity would need to be provided throughout the day as well as on Sundays. It is likely that the span of additional service would be from approximately 10:00 a.m. to 8:00 p.m. with varied levels of service throughout that time period. The additional Golden Gate Transit bus service may be able to pick up local passengers within San Francisco at existing Golden Gate Transit and Muni bus stops. The bus service could be provided by, but not be limited to, the following supplemental lines.</p> <ul style="list-style-type: none"> <i>Route 93:</i> This route would begin at the Golden Gate Bridge Toll Plaza and continue to the San Francisco Civic Center area via Lombard, Van Ness, Golden Gate, Hyde, Eighth, and Mission Streets to Sixth and Howard Streets in the outbound direction, 	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFIS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-TR-22: Additional Golden Gate Transit Service (cont.)</p> <p>and via Seventh, McAllister, Van Ness, and Lombard to the Golden Gate Bridge Toll Plaza in the inbound direction. A variation of this route could terminate at the Richardson/Francisco transfer point rather than at the Golden Gate Bridge Toll Plaza, provided sufficient turn-around space is available.</p> <ul style="list-style-type: none"> Route 4: To supplement Route 93, a "short" Route 4 could operate between the Manzanita Park & Ride in Mill Valley to the Financial District. This route would travel on U.S. 101 through the Golden Gate Bridge Toll Plaza and continue to the San Francisco Financial District via Lombard, Van Ness, North Point, Polk, Beach, Embarcadero, and Battery, across Market Street to Howard, Eight and Harrison Streets in the inbound direction, and via Harrison, Ninth, Folsom, Fremont, Front, Pine, Sansome, The Embarcadero, North Point, Van Ness and Lombard to the Manzanita Park & Ride in the inbound direction. <p>The supplemental routes described above are intended to illustrate the type and alignment of additional service that could be provided during the AC34 2012 events. However, the People Plan is expected to develop a transit operating plan that would formalize the details of the additional service (specific routes, span of service, days of service, headways, types of buses, etc.) and could include different routes than what is described above. This would allow for the flexibility to adjust service in response to demand during the AC34 2012 events and ultimately during the AC34 2013 events.</p>				
<p>Mitigation Measure M-TR-23: Additional Blue & Gold Transit Service</p> <p>As part of the People Plan, the City shall work with Blue & Gold and other regional transit providers (i.e., Golden Gate Transit) to develop and implement an operating plan that would accommodate peak transit demands during the AC34 events to and from the North Bay.</p> <p>While the analysis above describes the capacity shortfall during the Saturday midday peak hour, additional capacity would need to be provided by Blue & Gold and/or Golden Gate Transit ferry and bus service throughout the day, as well as on Sundays. It is likely that the</p>	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-TR-23: Additional Blue & Gold Transit Service (cont.) span of additional service would be from approximately 10:00 a.m. to 8:00 p.m. with varied levels of service throughout that time period. Blue & Gold currently provides additional ferry service during special events – for example, additional evening service from Tiburon to San Francisco for the Fourth of July fireworks show. Similar additional service could be provided during the AC34 2012 events.</p>	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
<p>Mitigation Measure M-TR-24: Additional Caltrain Transit Service As part of the People Plan, the City shall work with Caltrain and other regional transit providers (i.e., BART, SamTrans) to develop and implement an operating plan that would accommodate peak transit demands during the AC34 events to and from the South Bay. While the analysis above describes the capacity shortfall during the Saturday midday peak hour, additional capacity would need to be provided throughout the day as well as on Sundays. It is likely that the span of additional service would be from approximately 10:00 a.m. to 8:00 p.m. with varied levels of service throughout that time period. The People Plan is expected to develop a transit operating plan that would formalize the details of the additional service (span of service, days of service, headways, stop locations, etc.), if any. This would allow for the flexibility to adjust service in response to demand during the AC34 2012 events, and ultimately during the AC34 2013 events.</p>	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
<p>Mitigation Measure M-TR-25: Additional SamTrans Transit Service As part of the People Plan, the City shall work with SamTrans and other regional transit providers (i.e., BART, Caltrain) to develop an operating plan that would accommodate peak transit demands during the AC34 events to and from the South Bay. While the analysis above describes the capacity shortfall during the Saturday midday peak hour, additional capacity would need to be provided throughout the day as well as on Sundays. It is likely that the span of additional service would be from approximately 10:00 a.m. to 8:00 p.m. with varied levels of service throughout that time period. Whether the additional service could be provided by SamTrans is uncertain. However, additional service from and to the South Bay would be provided by, but not be limited to the following:</p>	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFIS = National Marine Fisheries Service
 NIS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Part = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT — MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
TRANSPORTATION AND CIRCULATION MITIGATION MEASURES (cont.)				
<i>America's Cup (cont.)</i>				
<p>Mitigation Measure M-TR-25: Additional SamTrans Transit Service (cont.)</p> <ul style="list-style-type: none"> <i>Supplemental BART Service:</i> BART could increase its service to and from the South Bay by providing service similar to that seen on weekdays or by operating longer trains (10 cars per train) to increase the capacity of the existing weekend service. <p>The People Plan is expected to develop a transit operating plan that would formalize the details of the additional service (span of service, days of service, headways, stop locations, etc.) and could include a different arrangement than providing described above. This would allow for the flexibility to adjust service in response to demand during the AC34 2012 events and ultimately during the AC34 2013 events.</p>	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
<p>Mitigation Measure M-TR-26a: Barricade to Protect Transit Lanes</p> <p>The AC34 2012 events have the potential to adversely impact the operations of the F-Market & Wharves line in the Fisherman Wharf area, particularly on Jefferson Street. As part of the People Plan, the City shall create a strategy for protecting the F-Market & Wharves right-of-way for safety and operational efficiency (i.e., to ensure delay to streetcar service is minimized. The strategy could include, but not be limited to, erecting removable barricades along the F-Market & Wharves tracks in order to contain pedestrian overflow and direct crossings to existing crosswalks.</p>	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
<p>Mitigation Measure M-TR-26b: Traffic Control Officers at Key Intersections</p> <p>The AC34 2012 events have the potential to adversely impact the operations of Muni, Golden Gate Transit, and AC Transit service in downtown San Francisco. As part of the People Plan, the City shall develop a strategy for implementation of traffic control officers at intersections that key transit routes travel through.</p>	OEWD and SFMTA	Plan shall be completed and approved by appropriate transportation agencies, and a completed and approved copy shall be submitted to ERO prior to the 2012 AC34 events.	Planning Department and ERO, and SFMTA	Considered complete upon verification by Planning Department and ERO
<p>Mitigation Measure M-LT-TR: Transportation Mitigation Measures for Long-Term Development (see Exhibit 2)</p>	See Exhibit 2			

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NIMS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFTUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

ATTACHMENT B-1:
AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>NOISE AND VIBRATION MITIGATION MEASURES America's Cup</p> <p>Mitigation Measure M-NO-1a: Noise Controls During Construction</p> <p>The following practices shall be incorporated into the construction contract agreement documents to be implemented by the construction contractor:</p> <ul style="list-style-type: none"> • Provide enclosures and mufflers for stationary equipment, shroud or shield impact tools, and install barriers around particularly noisy activities at the construction sites so that the line of sight between the construction activities and nearby sensitive receptor locations is blocked; • Use construction equipment with lower noise emission ratings whenever possible, particularly for air compressors; • Provide sound-control devices on equipment no less effective than those provided by the manufacturer; • Locate stationary equipment, material stockpiles, and vehicle staging areas as far as practicable from sensitive receptor locations; • Prohibit unnecessary idling of internal combustion engines; and <p>Require applicable construction-related vehicles and equipment to use designated truck routes to travel to and from the project sites.</p>	<p>ACEA and construction contractor</p>	<p>Construction specifications showing adherence to measure shall be submitted to ERO prior to commencement of activities. Measures shall be implemented during construction.</p>	<p>Port, Planning Department and ERO</p>	<p>Following completion of all construction activities</p>
<p>Mitigation Measure M-NO-1b: Pile Driving Noise-Reducing Techniques and Muffling Devices</p> <p>The AC34 project sponsors shall require the construction contractor to use noise-reducing pile-driving techniques if nearby structures are subject to pile-driving noise and vibration. These techniques shall include installing intake and exhaust mufflers on pile-driving equipment, vibrating piles into place when feasible, and installing shrouds around the pile-driving hammer where feasible.</p> <p>Construction contractors shall be required to use construction equipment with state-of-the-art noise shielding and muffling devices. In addition, at least 48 hours prior to pile-driving activities, the project sponsors shall notify building owners and occupants within 500 feet of the project site of the dates, hours, and expected duration of such activities.</p>	<p>ACEA and construction contractor</p>	<p>Construction specifications showing adherence to measure shall be submitted to ERO prior to commencement of activities. Measures shall be implemented during pile-driving.</p>	<p>Port, Planning Department and ERO</p>	<p>Following completion of all pile-driving activities</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

ATTACHMENT B-1:
AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
NOISE AND VIBRATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-NO-1b: Pile Driving Noise-Reducing Techniques and Muffling Devices (cont.)</p> <p>In addition, implementation of this measure shall be coordinated with Mitigation Measure M-BI-11a (Impact Hammer Pile Driving Noise Reduction for Protection of Fish (see Section 5.14, Biological Resources), which requires the AC34 project sponsors to develop a sound attenuation monitoring plan to reduce noise impacts to aquatic wildlife. This plan shall incorporate best management practices to reduce noise, such as use of cushion blocks between the hammerhead and concrete piles to reduce vibration, use of vibratory drivers for the installation and removal of all steel pilings, and employment of a "soft start" technique to all pile driving to give fish and marine mammals an opportunity to vacate the area. Vibratory hammers shall be used to the maximum extent practicable.</p>	ACEA and construction contractor		Port, SFRPD, Planning Department and ERO	Following completion of all AC34 events
<p>Mitigation Measure M-NO-2a: Selection, Shielding or Acoustical Enclosures for Generators at Piers 27-29 and Marina Green and Use of Electrical Service at Piers 27-29</p> <p>At Piers 27-29, the AC34 project sponsor shall use utility electricity in lieu of generators, if available; if electricity requirements exceed available power, the AC34 project sponsor shall use generators. The AC34 project sponsor shall provide shielding or acoustical enclosures for generators at Piers 27-29 and the Marina Green. Specification sheets for generators indicate that Level 1 sound enclosures will dampen noise levels by 5 dBA for the size of generators proposed. Additionally, the project sponsor shall achieve a performance standard of 60 dBA at the Crissy Field Center when educational activities are in progress.</p>	ACEA	Noise Control Plan should be approved by San Francisco Entertainment Commission and submitted to ERO by June 2012. Plan provisions shall be implemented during AC34 events.	Planning Department and ERO, and San Francisco Entertainment Commission, NPS, and SFRPD on lands within their respective jurisdictions	Following completion of all AC34 events
<p>Mitigation Measure M-NO-2b: Noise Control Plan for Entertainment Venues</p> <p>The AC34 project sponsors shall develop and implement a Noise Control Plan for operations at the proposed entertainment venues to reduce the severity of potential noise impacts from public address and/or amplified music. This Noise Control Plan shall contain the following elements:</p> <ul style="list-style-type: none"> The project sponsor shall comply with noise controls and restrictions in applicable entertainment permit requirements for designated AC34 events. 	ACEA			

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco, Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEIWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT — MITIGATION MONITORING AND REPORTING PROGRAM**
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
NOISE AND VIBRATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-NO-2b: Noise Control Plan for Entertainment Venues (cont.)</p> <p>Where not otherwise addressed in City permits, amplification levels generally shall be established commensurate with the City's fixed residential interior noise limits of 50 dBA daytime (7:00 a.m. to 10:00 p.m.) and 45 dBA nighttime (10:00 p.m. to 7:00 a.m.). Volume settings at each entertainment venue shall be identified during the first week of events using noise monitoring at the nearest residences of concern, performed by a qualified acoustical technician in association with the project sponsors. No building attenuation shall be assumed for residences that would not be expected to have mechanical ventilation systems.</p> <ul style="list-style-type: none"> • Speaker systems shall be directed toward the Bay, away from the nearest sensitive receptors to the degree feasible. • A point of contact shall be designated by the project sponsors to respond to noise complaints and to ensure compliance with the first two measures above. This person shall work with the San Francisco Entertainment Commission to establish set-up and operational conditions appropriate to each of the venues with regard to compliance with requirements of Section 47.2 of the San Francisco Police Code. 	<p>ACEA and geotechnical engineer</p>			
<p>Mitigation Measure M-NO-3: Pre-Construction Assessment to Minimize Structural Pile-Driving Vibration Impacts on Adjacent Historic Buildings and Structures and Vibration Monitoring</p> <p>The project sponsors shall engage a qualified geotechnical engineer to conduct a pre-construction assessment of existing subsurface conditions and the structural integrity of nearby historic structures subject to pile-driving activity in the vicinity of Piers 28, Piers 30-32, Red's Java House, and Bulkhead Wharf Section 10 before a Port Building Permit is issued. If recommended by the pre-construction assessment, for structures or facilities within 60 feet of pile-driving activities, the project sponsors shall require groundborne vibration monitoring of nearby historic structures. Such methods and technologies shall be based on the specific conditions at the construction site such as, but not limited to, the pre-construction surveying of potentially affected historic structures and underpinning of foundations of potentially affected structures, as necessary.</p>		<p>Assessment shall be completed and submitted to Port Engineer and Planning Department ERO prior to pile-driving. Monitoring shall occur during pile-driving</p>	<p>Port of San Francisco Chief Harbor Engineer; Planning Department and ERO</p>	<p>Following completion of all pile-driving activities</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NIMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
NOISE AND VIBRATION MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-NO-3: Pre-Construction Assessment to Minimize Structural Pile-Driving Vibration Impacts on Adjacent Historic Buildings and Structures and Vibration Monitoring (cont.)</p> <p>The pre-construction assessment shall include a monitoring program to detect ground settlement or lateral movement of structures in the vicinity of pile-driving activities. Monitoring results shall be submitted to the Port's Chief Harbor Engineer. In the event of unacceptable ground movement with the potential to cause structural damage, as determined by the Chief Harbor Engineer, all impact work shall cease and corrective measures shall be implemented to minimize the risk to the subject, or adjacent, historic structure.</p>				
<p>Mitigation Measure M-LI-NOa: Mitigation of Noise from Long-Term Development on Port Properties (see Exhibit 2)</p>		See Exhibit 2		
<p>Mitigation Measure M-LI-NOb: Mitigation of Interior and Exterior Noise from New Residential Developments of Seawall Lot 330 (see Exhibit 2)</p>		See Exhibit 2		
AIR QUALITY				
America's Cup				
<p>Mitigation Measure M-AQ-2a: Construction Vehicle Emissions Minimization</p> <p>To reduce construction vehicle emissions, the project sponsor shall incorporate the following into construction specifications:</p> <ul style="list-style-type: none"> • Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure, Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points. • All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation. 	ACEA and construction contractor	Manufacturing specifications shall be submitted to ERO prior to construction. Certified mechanic shall check equipment prior to, and during, demolition and construction activities and submit affidavit to ERO.	Planning Department and ERO; Port and SFRPD for properties within their respective jurisdictions	Following completion of all construction and demolition activities

ACEA = America's Cup Event Authority
 ACMR = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDPR = California Department of Fish and Game
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SPDPH = San Francisco Department of Public Health
 SPMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
AIR QUALITY (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-AQ-2a: Construction Vehicle Emissions Minimization (cont.)</p> <ul style="list-style-type: none"> The project sponsor shall ensure that construction contract specifications include a requirement that on-road diesel trucks used to transport spoils consist of 2007 or newer model-year trucks with factory-built engines. All on-road diesel trucks shall be required to have emission control labels as specified in 13 CCR 2183(G). The construction contract specifications shall require that the contractor submit to the Environmental Review Officer (ERO) a comprehensive inventory of all on-road trucks used to haul spoils. The inventory shall include each vehicle's license plate number, the engine production year, and a notation of whether the truck is in possession of an emission control label as defined in 13 CCR. The contractor shall update the inventory and submit it monthly to the ERO throughout the duration of the project. 	ACEA and construction contractor	Contract specifications shall be submitted to Planning Department and ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	Planning Department and ERO; Port and SFRPD for properties within their respective jurisdictions	Following completion of all construction and demolition activities
<p>Mitigation Measure M-AQ-2b: Off-Road Construction Equipment</p> <p>The project sponsors shall ensure that construction contract specifications include a requirement that all off-road construction equipment be equipped with diesel engines meeting USEPA Tier 3 standards for NOx and PM (Tier 2 standards if greater than 750 hp) or better. The following types of equipment were identified as available for rental in Tier 3 models, or are candidates for retrofitting with emissions control technology, due to their expected operating modes (i.e., fairly constant use at high revolution per minute):</p> <ul style="list-style-type: none"> Excavators Backhoes Rubber-Tired Dozers Concrete Boom Pumps Concrete Trailer Pumps Concrete Placing Booms Compressors 	ACEA and construction contractor	Contract specifications shall be submitted to Planning Department and ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	Planning Department and ERO; Port and SFRPD for properties within their respective jurisdictions	Following completion of all construction and demolition activities

1 <http://tier3rental.com/>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
AIR QUALITY (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-AQ-2b: Off-Road Construction Equipment (cont.)</p> <ul style="list-style-type: none"> • Soil Mix Drill Rigs • Soldier Pile Rigs • Shoring Drill Rigs <p>At construction locations where power demands allow it, propane generators shall be used in lieu of diesel powered generators. Diesel generators used for project construction shall meet Tier 4 emissions standards.</p> <p>In addition to the Tier 3 emissions standard requirement, all equipment must be equipped with a CARB Level 3 Verified Diesel Emission Control System (VDECS) for PM control, where feasible. The construction contractor shall provide proof in the form of a manufacturer's engineering evaluation or other proof to the satisfaction of the Environmental Review Officer that a CARB-verified Level 3 VDECS is not feasible for a particular equipment type.</p> <p>Should it be determined by the construction contractor or its subcontractors that compliance with the emissions control requirements of this mitigation measure is infeasible for any of the above-listed construction equipment, the construction contractor shall demonstrate an alternative method of compliance that achieves an equivalent reduction in the project's fleetwide NOx and PM emissions. If alternative means of compliance with the emissions exhaust requirements are further determined to be infeasible, the construction contractor shall document to the satisfaction of the Environmental Review Officer, that the contractor has complied with this mitigation measure.</p>	ACEA and construction contractor	Contract specifications shall be submitted to Planning Department and ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	Planning Department and ERO, Port and SFRPD for properties within their respective jurisdictions	Following completion of all construction and demolition activities
<p>Mitigation Measure M-AQ-2c: Off-Road Construction Equipment - Electricity Use</p> <p>Hydropower electricity supplied by a public utility shall be used where available at pier construction sites in lieu of temporary diesel or gasoline-powered generators and compressors. Existing utility service or temporary new utility service shall be the preferred power alternative, unless proven infeasible at each location where generators are proposed.</p>	ACEA and construction contractor	Contract specifications shall be submitted to Planning Department and ERO prior to construction and demolition.	Port, Planning Department and ERO	Following completion of all construction and demolition activities

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMF5 = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
AIR QUALITY (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-AQ-2d: Off-Road Construction Equipment - Best Management Practices (BMPs)</p> <p>The following types of measures are required on construction equipment:</p> <ol style="list-style-type: none"> Use of CARB-verified diesel oxidation catalysts and catalyzed diesel particulate traps if not already included in the design of the equipment to meet Tier 3 standards, or not already required as part of Mitigation Measure M-AQ-2b above. Install high-pressure fuel injectors on construction equipment vehicles. Provide on-site services to minimize truck traffic in or near residential areas, including, but not limited to, the following services: meal or cafeteria services, automated teller machines, etc. <p>The Port shall implement a process by which to select additional BMPs to further reduce air emissions during construction. The Port shall determine the BMPs once the contractor identifies and secures a final equipment list.</p>	ACEA, Port, and construction contractor	Contract specifications shall be submitted to Planning Department and ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	Planning Department and ERO	Following completion of all construction and demolition activities
<p>Mitigation Measure M-AQ-2e: Off-Road Construction Equipment - Engine Standards for Harbor Craft Used in Construction</p> <p>All harbor craft with C1 or C2 marine engines used in construction must utilize a USEPA Tier-3 engine, or cleaner, if feasible.</p> <p>Should it be determined by the construction contractor or its subcontractors that compliance with the emissions control requirements of this mitigation measure is infeasible for any of the harbor craft used in construction, the construction contractor shall demonstrate an alternative method of compliance that achieves an equivalent reduction in the project's fleetwide NOx emissions. If alternative means of compliance with the emissions exhaust requirements are further determined to be infeasible, the construction contractor shall document to the satisfaction of the Environmental Review Officer, that the contractor has complied with this mitigation measure to the extent feasible and indicate why full compliance with the mitigation measure is infeasible.</p>	ACEA and construction contractor	Contract specifications shall be submitted to Planning Department and ERO prior to construction and demolition. Equipment shall be used during demolition and construction activities	Planning Department and ERO; Port and SFRPD for properties within their respective jurisdictions	Following completion of all construction and demolition activities

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
AIR QUALITY (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-AQ-2f: Fuels for Off-Road Construction Equipment The project sponsors shall ensure that construction contract specifications include a requirement that all off-road construction equipment used be fueled with propane or biodiesel (B20 blended with California on-road diesel) unless precluded by engine type or warranty.</p>	ACEA and construction contractor	Contract specifications shall be submitted to Planning Department and ERO prior to construction and demolition.	Planning Department and ERO; Port and SFRPD for properties within their respective jurisdictions	Following completion of all construction and demolition activities
<p>Mitigation Measure M-AQ-4a: Emission Controls for Race-Sponsored Spectator and Support Vessels The project sponsor shall require all contracts for race-sponsored spectator vessels and venue leases for race support vessels to meet U.S. EPA Tier 3 or better engine standards for marine diesel engines, as feasible. Tier 3 and Tier 4 engines would reduce ROG and NOx emissions by approximately 42 percent over Tier 1 engines and PM emissions by 78 percent over Tier 1 engine emissions.² Should it be determined by the project sponsor that availability of vessels with Tier 3 or Tier 4 engines for use as race-sponsored spectator vessels renders this mitigation measure infeasible, this lack of availability must be demonstrated, to the satisfaction of the Environmental Review Officer, indicating that the project sponsor has complied with this mitigation measure to the extent feasible and why full compliance with the mitigation measure is infeasible.</p>	ACEA, ACRM, and spectator vessel contractors	Vessels specifications detailing adherence to ERO prior to 2012 AC34 events. Vessels meeting these standards shall be used during spectator vessel activities	Planning Department and ERO; Port and SFRPD for properties within their respective jurisdictions	Following completion of all AC34 events
<p>Mitigation Measure M-AQ-4b: Temporary Shoreside Power for Large Private Yachts at Pier 27 The project sponsor shall install shoreside electrical power at Pier 27 to serve large, private spectator vessels during the AC34 2013 events. Shoreside power shall be supplied by a publicly owned utility supplying hydropower, if available at rates and service levels equivalent to a private utility.</p>	ACEA	Shoreside power to serve large private yachts at Pier 27 shall be installed prior to the AC34 2013 events. Berthing contracts detailing adherence to measure shall be submitted to ERO prior to 2013 AC34 events.	Port, Planning Department and ERO	Following completion of all AC34 events

² California Air Resources Board, Airborne Toxic Control Measure for Diesel Engines on Commercial Harborcraft Operated within California Waters and 24 Nautical Miles of the California Baseline, <http://www.arb.ca.gov/rsgact/2007/che07/rev93118.pdf>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFRUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
AIR QUALITY (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-AQ-4b: Temporary Shoreside Power for Large Private Yachts at Pier 27 (cont.)</p> <p>If shoreside power is available at berths used by large, private spectator vessels, the project sponsor shall impose as a requirement in any berthing contract with large, private spectator vessels a requirement to use shoreside power, if such vessels are so equipped.</p>				
<p>Mitigation Measure M-AQ-4c: Alternative Low-Emissions Fuels for Large Private Yachts and Race-Sponsored Vessels</p> <p>The project sponsor shall impose as a requirement in any berthing contract with large, private spectator vessels and in any contract with race-sponsored vessels, a requirement to use B20 biodiesel or higher, unless precluded by engine type or warranty, or availability. If biodiesel is precluded, such contracts shall require use of California on-road diesel.</p> <p>Should it be determined by the project sponsor that availability or compatibility of biodiesel with vessel engines or warranties renders this mitigation measure infeasible, this lack of availability or compatibility must be demonstrated, to the satisfaction of the Environmental Review Officer, indicating that the project sponsor has complied with this mitigation measure to the extent feasible and why full compliance with the mitigation measure is infeasible.</p>	ACEA	Berthing contracts detailing adherence to measure shall be submitted to ERO prior to 2013 AC34 events.	Port, Planning Department and ERO	Following completion of all AC34 events
<p>Mitigation Measure M-AQ-4d: Return Pier 27 to the Port Within One Month after Completion of the Match for Reconnection of Shoreside Power</p> <p>The project sponsor shall reconnect shoreside power and complete Phase 2 construction of the James R. Herman Cruise Terminal and reconnection of shoreside power at Pier 27 not later than April 1, 2014, if feasible. To accommodate construction of Phase 2 improvements to the Cruise Terminal and reconnection of shoreside power, the Event Authority shall return Pier 27 to the Port within one month of the completion of the Match.</p> <p>Subsequently, the Port shall complete Phase 2 construction of the James R. Herman Cruise Terminal in 2013 to 2014 and reconnect shoreside power at Pier 27 no later than April 1, 2014, if feasible.</p>	ACEA and Port	Following completion of the America's Cup Events in 2013 and prior to April 1, 2014	Planning Department and ERO	April 1, 2014 or earlier

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
AIR QUALITY (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-AQ-4d: Return Pier 27 to the Port Within One Month after Completion of the Match for Reconnection of Shoreside Power (cont.)</p> <p>Should it be determined by the project sponsor that Phase 2 construction of the James R. Herman Cruise Terminal and reconnection of shoreside power at Pier 27 by April 1, 2014 is infeasible, the project sponsor shall document, to the satisfaction of the Environmental Review Officer, that the project sponsor has complied with this mitigation measure to the extent feasible and indicate why full compliance with the mitigation measure is infeasible.</p>				
<p>Mitigation Measure M-AQ-4e: Long-term Shoreside Power at Pier 70</p> <p>The project sponsor shall develop shoreside power at an offsite location that would consist of constructing 12 MW of shoreside power at the Port's Drydock #2 at Pier 70 to serve large cruise, military and other vessels while they are in drydock.</p> <p>Should it be determined by the project sponsor that this measure is infeasible, the project sponsor shall document, to the satisfaction of the Environmental Review Officer, that the project sponsor has complied with this mitigation measure to the extent feasible and indicate why full compliance with the mitigation measure is infeasible.</p>	Port and SFPUC	Prior to decommissioning of shoreside power at Piers 27-29 in 2012	Planning Department and ERO	To be in operation during 2012 and 2013; however, this shall be a long-term ongoing measure.
<p>Mitigation Measure M-AQ-5: Clean Diesel Engines for Temporary Power</p> <p>The project sponsor shall ensure that all diesel generators at AC34 event and viewing locations will conform to a level of performance equivalent to a Tier 4 interim, or Tier 2/Tier 3 (as applicable, depending on power rating) engine fitted with a Level 3 Verified Diesel Emissions Control (VDEC), which would reduce diesel particulate emissions by at least 85 percent. Alternatively, natural gas or gasoline-powered generators may be used in lieu of diesel generators, thus eliminating DPM emissions from generators, as feasible.</p> <p>Should it be determined by the project sponsor that "tiered" diesel engine generators or natural gas or gasoline-powered generators would not provide the necessary power</p>	ACEA and contractors	Generator specifications detailing adherence to measure shall be submitted to ERO prior to 2012 events. Vessels meeting these standards shall be used during spectator vessel activities	Port, Planning Department and ERO	Following completion of all AC34 events

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
AIR QUALITY (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-AQ-5: Clean Diesel Engines for Temporary Power (cont.) demands required, this lack of availability must be demonstrated to the satisfaction of the Environmental Review Officer, indicating that the project sponsor has complied with this mitigation measure to the extent feasible and why full compliance with the mitigation measure is infeasible.</p>				
<p>Mitigation Measure M-LT-AQ: Future Long-Term Development Mitigation (see Exhibit 2)</p>		See Exhibit 2		
WIND AND SHADOW				
America's Cup				
<p>Mitigation Measure M-WI-1: Warning Signs and/or Limiting Access on the Eastern Aprons of Piers 27-29 During Hazardous Wind Events The project sponsor shall be required to post warning signs and, if necessary, restrict public access to the eastern aprons of Piers 27-29 during the occurrence of high-speed winds that could result in hazardous wind conditions for spectators, and implement design features that provide wind protection for public access areas. If average wind speed at pedestrian height exceeds 26 mph, or when the National Weather Service issues high wind warnings for the Bay, the project sponsor shall implement this measure. As experience with the local wind conditions is gained, this trigger should be adjusted to suit the wind conditions that are experienced on the pier.</p>	ACEA and Port	Procedure and signage shall be submitted to ERO for approval prior to 2012 AC34 events. If average wind speed at pedestrian height exceeds 26 mph, or when the National Weather Service issues high wind warnings for the Bay, procedure shall be implemented	Port, Planning Department and ERO	Considered completed upon completion of AC34 events

- ACEA = America's Cup Event Authority
- ACRM = America's Cup Race Management
- BCDC = SF Bay Conservation and Development Commission
- CARB = California Air Resources Board
- CDPR = California Department of Fish and Game
- CSLC = California State Lands Commission
- DBW = California Department of Boating and Waterways
- EP = San Francisco, Environmental Planning Department
- ERO = San Francisco Environmental Review Officer
- NMFS = National Marine Fisheries Service
- NPS = National Park Service
- OEWD = SF Office of Economic and Workforce Development
- Port = Port of San Francisco
- SFDPH = San Francisco Department of Public Health
- SFMTA = San Francisco Municipal Transportation Agency
- SFPLUC = San Francisco Public Utilities Commission
- SFRPD = SF Recreation and Parks Department
- USEPA = United States Environmental Protection Agency
- USCG = United States Coast Guard

ATTACHMENT B-1:
AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p align="center">RECREATION</p> <p>America's Cup</p> <p>Mitigation Measure M-RE-1: Protection of Recreational Resources</p> <p>As described in the Project Description, the <i>Parks Event Operations Plan</i> (applicable to National Park Service [NPS], Presidio Trust, California Department of Parks and Recreation [CDPR], and San Francisco Recreation and Parks Department [SFRPD]) will be prepared and implemented in support of the proposed project. Also as described in the Project Description, the City and Event Authority are coordinating with local agencies and jurisdictions (including BCDC, Marin County, Sausalito, Tiburon, and Belvedere). As the plan and agency coordination are still under development, this mitigation measure requires that the plan and ongoing agency coordination to incorporate specific elements to protect recreational resources through protection and restoration requirements. The <i>Parks Event Operations Plan</i> and the agency coordination shall each include, for their respective jurisdictions, the following measures to protect and restore recreational resources:</p> <ul style="list-style-type: none"> • Identification of Recreational Resource Areas of Special Concern. Agency coordination shall include identification of recreational resource areas of special concern to land management agencies (e.g., Crissy Field picnic area near the Warming Hut) that could provide attractive spectator viewing opportunities, determination of the existing condition of resources, identification of requirements for additional service levels at recreational facility restrooms and trash/recycling needs, and identification of any necessary agreements, such as a memorandum of understanding or memorandum of agreement, to document commitments regarding protection and restoration of recreation resource areas of special concern. • Crowd Control: The project sponsor shall ensure that crowd control volunteers and/or enforcement personnel are posted at or near the recreation resources identified to be of special concern in order to manage crowd levels at those locations. The exact number, location, and timing of the crowd control volunteers shall be determined in consultation with the appropriate land authority where the indirect impacts are anticipated. • Post-Event Repair: Following each of the 2012 and 2013 AC34 events, the project sponsor shall ensure that recreational resource areas of special concern are returned to their previously identified pre-project condition to the extent damaged by event activities, which could include trash collection, facility repairs, restroom maintenance, pavement washing, trail repair, revegetation, and resodding. 	<p>ACEA, OEWD, and contractors</p>	<p>Plan shall be completed and approved by NPS, CDPR, Presidio Trust, and SFRPD, and submitted to the ERO, prior to 2012 AC34 events; measures shall be implemented during and after events</p>	<p>SFRPD, CDPR, Presidio Trust, National Park Service, Planning Department and ERO</p>	<p>Considered completed upon completion of post-event repair</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARRB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: UPLAND BIOLOGICAL RESOURCES America's Cup				
Mitigation Measure M-B1-1a: Protecting Sensitive Areas for Mission Blue Butterfly The AC34 project sponsor shall ensure that areas supporting the habitat for Mission blue butterflies (<i>Lupinus albus</i>) are adequately protected against incidental impacts by spectators for AC34 events. These areas shall be avoided. This shall be accomplished by working with the National Park Service (NPS) to develop a detailed strategy for protecting sensitive butterfly areas, including area closures, fencing, signage, and staffing. Federal and state agencies would likely require these or similar measures pursuant to their mission and obligations under federal and state law. The project sponsor shall work with NPS to implement an appropriate combination of the following conservation measures to ensure that these areas will be avoided: <ul style="list-style-type: none"> • New fence or fence augmentation. Fencing could consist of, as an example, higher fencing with additional cabling or wire mesh backing. If NPS requires fencing in 2012, these fences will be light enough for removal between 2012 and 2013 race events, and will be obvious deterrents to visitors. Fences, if required, will be in place prior to the start of the AC events. Areas fenced will have signs at frequent intervals announcing that these are sensitive wildlife/ botanical areas. Final fencing type and signage will be coordinated with the NPS. • Trail, area, or roads could be closed during race events. For Mission blue butterfly, this could include closure of roads and trails at Fort Baker and the Marin Headlands, including closure of Conzelman Road in the Marin Headlands during race events. • Resource monitors. Resource monitors will be placed at areas of greatest spectator density or as an augmentation of the signage and fencing protection measures. The monitors shall be trained in both the sensitive species of the area and in the proper manner to interact with and inform spectators. In coordination with NPS, NPS law enforcement personnel would provide additional support as needed. 	ACEA and OEWD	Locations and specifications of fences shall be approved by NPS, and approval provided to the ERO, prior to 2012 AC34 events. Fences, if required, will be in place prior to the start of events; will be in place during events	NPS; Planning Department and ERO	Considered completed upon completion of AC34 events

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMPFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: UPLAND-BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-BI-1b: Protecting Listed and Other Special Status Plant Areas The project sponsor shall ensure that areas supporting special-status plants are adequately protected against incidental impacts by spectators for AC34 events or displaced park visitors. These areas shall be avoided. These plants are largely concentrated in the dunes and serpentine soils of the Presidio at and above Baker Beach and along Lincoln Boulevard, the serpentine areas on Angel Island and at Crissy Marsh and Beach. Federal and state agencies would likely require these or similar measures pursuant to their mission and obligations under federal and state law. The project sponsor will work closely with the NPS and the California Department of Parks and Recreation (CDPR) to develop a detailed strategy for protecting plant populations by implementing an appropriate combination of the same three measures that are identified in Mitigation Measure M-BI-1a (Protecting Sensitive Areas for Mission Blue Butterfly): (1) fencing as necessary; (2) resource monitors; and/or (3) trail/area closures.</p>	<p>ACEA and OEWD</p>	<p>Locations and specifications of fences and closures shall be approved by NPS, and approval provided to the ERO, prior to 2012 AC34 events. If required, these measures will be in place prior to the start of events; will be in place during events</p>	<p>NPS, CDPR, SFRPD, Presidio Trust, Planning Department and ERO</p>	<p>Considered completed upon completion of AC34 events</p>
<p>Mitigation Measure M-BI-1c: Protecting the Crissy Beach Wildlife Protection Area (WPA) The project sponsor shall ensure that areas supporting western snowy plover are adequately protected against incidental impacts by spectators or AC34 events. These areas shall be avoided. The western snowy plovers are concentrated within the Crissy Beach WPA, which is managed by NPS. Similar to the measures identified in Mitigation Measures M-BI-1a (Protecting Sensitive Areas for Mission Blue Butterfly) and M-BI-1b (Protecting Listed and Other Special Status Plant Areas), NPS would likely require these or similar measures pursuant to their mission and obligations under federal law, and the project sponsor will work with NPS to develop a detailed strategy for protecting western snowy plover populations within the project area, which will include an appropriate combination of the following three measures as identified above: (1) signage and fencing as necessary; (2) resource monitors; and/or (3) area closures. In particular, NPS may decide to close temporarily the WPA on race days.</p>	<p>ACEA and OEWD</p>	<p>Locations and specifications of fences and closures shall be approved by NPS, and approval provided to the ERO, prior to 2012 AC34 events. If required, these measures will be in place prior to the start of events; will be in place during events</p>	<p>NPS, Planning Department and ERO</p>	<p>Considered completed upon completion of AC34 events</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDPR = California Department of Fish and Game
 CDFG = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: WETLAND, BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-BI-1d: Protecting Offshore Portion of the Wildlife Protection Area (WPA)</p> <p>The project sponsor shall work with the necessary governmental authorities to create a 100-yard offshore buffer in the form of a marked, marine-protected zone established offshore of the Crissy Beach WPA to mitigate impacts on western snowy plover. For a detailed map of Crissy Beach, see Appendix PD-3, <i>NPS Management Zone Planning Maps for West Crissy Field</i>. The protected zone will exclude all boat traffic throughout the duration of the AC34 events, which could include the use of trained boat-based resource monitors. Information regarding protection zones will be included within a detailed 'Notice to Mariners' that will be administered by the United States Coast Guard (see also Mitigation Measure M-BI-12, (Visiting Mariners Information). See also Mitigation Measure M-BI-4b (Offshore Buffers for Breeding Birds and Snowy Plover). A reduced buffer could be provided on a case-by-case basis to the extent approved by necessary governmental authorities based on site-specific conditions.</p>	ACEA, ACRM, and OEWD	Locations and specifications of buffer shall be approved by NPS, and approval provided to the ERO, prior to 2012 AC34 events. If required, these measures will be in place prior to the start of events; will be in place during events	NPS, USCG, and Planning Department and ERO	Considered completed upon completion of AC34 events
<p>Mitigation Measure M-BI-1e: Restrictions on Fireworks and Night Lighting</p> <p>In consultation with the NPS, fireworks or cannon fire will be limited to protect plovers and nesting birds on Alcatraz from harassment. Such restrictions are likely to limit where such activities are staged, or stipulate maximum allowable noise (decibels) at the Crissy Field WPA or Alcatraz. Where exterior lights are to be left on at night, the AC34 project sponsor shall install fully shielded and downward cast lights to contain and direct light away from habitat, the sky, and Bay waters.</p>	ACEA	Restrictions shall be approved by NPS, and approval provided to ERO, prior to AC34 events and in place for duration of events	NPS and Planning Department and ERO	Considered completed upon completion of AC34 events
<p>Mitigation Measure M-BI-2: Signage at Sensitive Natural Community Areas; "No Spectator" Zone on Yerba Buena Island</p> <p>The project sponsor shall ensure that adequate signage is established in every area that meets the criteria for sensitive natural community. Signage type and placement shall be coordinated with and approved by the appropriate land authority – NPS, Presidio Trust, CDPR, or the Treasure Island Development Authority (for signage on Yerba Buena Island only) – through the preparation and submittal of a formal Fencing and Signage Plan that will exclude visitors from the sensitive natural community areas.</p> <p>No spectators shall be permitted on the western slope of Yerba Buena Island west of Treasure Island Road, to protect sensitive habitats (northern coastal [<i>Franciscan</i>] scrub vegetation).</p>	ACEA and OEWD	Locations and specifications of fences and closures shall be approved by NPS, CDPR, Presidio Trust, and Treasure Island Development Authority, and approval provided to the ERO, prior to 2012 AC34 events. If required, these measures will be in place prior to the start of events; will be in place during events	Planning Department and ERO, and NPS, Presidio Trust, CDPR, and Treasure Island Development Authority for lands within their respective jurisdictions	Considered completed upon completion of AC34 events

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES, UPLAND BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-BI-3: Signage at Wetland Sites The project sponsor shall ensure that adequate "keep out" signage is established in every area that meets the criteria for federally-protected wetlands (by Clean Water Act or National Park Service authority) in the area of Crissy Field in the Presidio. These include Crissy Marsh itself and those Cowardin wetlands shown in Figure 5.14-2, and the spring on Angel Island shown in Figure 5.14-3. Signage type and placement shall be coordinated with and approved by the appropriate land authority – NPS, CDPR, or Presidio Trust – through the preparation and submittal of a formal Fencing and Signage Plan, designed to exclude visitors from the federally protected wetlands.</p>	<p>ACEA and OEWD</p>	<p>Fencing and Signage plan shall be submitted and approved by applicable agency, and approval submitted to ERO, prior to events; plan shall be implemented during events</p>	<p>NPS, Presidio Trust, CDPR, San Francisco Planning Department ERO</p>	<p>Considered completed upon completion of AC34 events</p>
<p>Mitigation Measure M-BI-4a: Restrictions on Spectator Craft within Race Course Boundaries As part of the proposed project, the AC34 project sponsor will be working with the United States Coast Guard (USCG) to implement a Water and Air Traffic Plan to provide navigational and operational safety guidelines for race team, support, spectator, and large luxury yacht vessel activities associated with the AC34 events that meet USCG regulations. As part of this effort, the plan shall include provisions and restrictions to minimize the movement of spectator boats and thereby minimize disruption of feeding or resting least terns and other birds. Specifically, this may include requiring spectator vessels to be either anchored or as stationary as possible, maneuvering only to maintain safe distances from other vessels within the boundaries of the race course when races are occurring.</p>	<p>ACEA, ACRM, and OEWD</p>	<p>Water and Air Traffic Plan shall be approved by USCG and submitted to the ERO prior to AC34 events; enforcement shall occur during events</p>	<p>USCG and Planning Department and ERO</p>	<p>Considered completed upon completion of AC34 events</p>
<p>Mitigation Measure M-BI-4b: Offshore Buffers for Breeding Birds and Snowy Plover The AC34 project sponsor shall work with the necessary governmental authorities to create a 100-yard offshore buffer in the form of a marked, marine-protected zone established offshore of areas with colonial breeding birds and other sensitive biological resources (such as snowy plovers at Crissy Beach) in order to exclude vessels from the area. For detailed maps of Alcatraz Island and Crissy Beach sensitive natural resource areas, see Appendix PD (NPS Management Zone Planning Maps for Alcatraz Island and West Crissy Field). As a practical matter, this will be defined as a 100-yard buffer between any event or motorized spectator vessel and the undeveloped shoreline of the mainland or any island in the Bay. The protected zones at Alcatraz Island and Crissy Beach will exclude all boat traffic throughout the duration of the AC34 race events, which</p>	<p>ACEA, ACRM, and OEWD</p>	<p>Locations and specifications of buffer shall be approved by NPS, and approval provided to the ERO, prior to 2012 AC34 events. If required, these measures will be in place prior to the start of events; will be in place during events</p>	<p>NPS, Planning Department and ERO</p>	<p>Considered completed upon completion of AC34 events</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BDCB = SF Bay Conservation and Development Commission
 CARRB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NIMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: UPLAND BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-BI-4b: Offshore Buffers for Breeding Birds and Snowy Plover (cont.)</p> <p>could include the use of trained boat-based resource monitors. Information regarding protection zones will be included within a detailed 'Notice to Mariners' that will be administered by the United States Coast Guard under Mitigation Measure M-BI-12, (Visiting Mariners Information). Aircraft overflights shall also be restricted within 1,000 feet of the airspace and marine perimeter of these areas.³ A reduced buffer could be provided on a case-by-case basis to the extent approved by necessary governmental authorities based on site-specific conditions. See also Mitigation Measure M-BI-1d (Protecting Offshore Portion of the Wildlife Protection Area).</p>	ACEA and Port		CDFG, San Francisco Planning Department and ERO	Considered completed upon completion of demolition activities
<p>Mitigation Measure M-BI-4c: Protection for Breeding Birds on Piers and Associated Structures</p> <p>The project sponsor shall avoid demolition of structures on piers between March 1 and August 1. If demolition must occur during the nesting season, these areas shall be "netted" to prevent gulls from nesting there. Netting materials to be used shall be those developed specifically for bird exclusion. For possible cliff swallow nesting under piers, and in addition to netting, work in these areas shall be preceded by a pre-construction survey if work proceeds during the nesting season. The survey shall take place within two weeks of the start of work, and the nests avoided by at least 50 feet, or other actions developed in coordination with the California Department of Fish and Game (CDFG).</p>	Port and bat biologist	Coordination with, and approval of, CDFG shall occur prior to demolition. Approval shall be submitted to ERO prior to demolition	CDFG, San Francisco Planning Department and ERO	Considered completed upon completion of demolition activities
<p>Mitigation Measure M-BI-4d: Protection for Bat Roosts on Piers and Associated Structures</p> <p>Within two weeks before demolition, buildings showing evidence of bat activity shall be surveyed by a qualified bat biologist. If active maternity roosts are found they shall be avoided, unless disturbance is authorized by CDFG. If no maternity roosts are found, the bat biologist shall take actions under CDFG guidance to make such roosts unsuitable habitat prior to building demolition, such as sealing access routes used by bats when the bats are absent.</p>	Port and bat biologist	Coordination with, and approval of, CDFG shall occur prior to demolition. Approval shall be submitted to ERO prior to demolition	CDFG, San Francisco Planning Department and ERO	Considered completed upon completion of demolition activities

³ Subject to the review and approval of the Federal Aviation Administration

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

ATTACHMENT B-1:

AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: UPLAND BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-BI-4c: Protection for Colonial Breeding Birds on Alcatraz</p> <p>The AC34 project sponsor shall allow no event-related public visitation, special events, or construction activities to be carried out near the western cliffs used by breeding seabirds. NPS would likely require these or similar measures pursuant to their mission and obligations under federal law. If required by NPS, the project sponsor shall install durable visual barriers, such as shade cloth fastened to 2-by-4-inch welded mesh, prior to arrival of birds for pre-nesting (February 1). All such areas will be considered "closed areas" with signs, similar to those described in Mitigation Measure M-BI-1a (Protecting Sensitive Areas for Mission Blue Butterfly), explaining the presence of the seabird colony and why it is important to stay behind barricades and view from a distance.</p>	ACEA and OEWD	Specifications and locations of fencing and signage shall be approved by NPS, and approval shall be submitted to the ERO by January 15. Fences shall be in place prior to arrival of birds for pre-nesting (February 1)	NPS, San Francisco Planning Department ERO	Considered completed upon completion of AC34 events
Mitigation Measure M-UJ-B1a: Long-Term Development Mitigation for Upland Biological Resources (see Exhibit 2)				
BIOLOGICAL RESOURCES: MARINE BIOLOGICAL RESOURCES				
America's Cup				
<p>Mitigation Measure M-BI-11a: Impact Hammer Pile Driving Noise Reduction for Protection of Fish</p> <p>Prior to the start of construction, the project sponsor shall develop a National Marine Fisheries Service (NMFS)-approved sound attenuation monitoring plan. This plan shall provide detail on the sound attenuation system, detail methods used to monitor and verify sound levels during pile driving activities, and management practices to be taken to reduce impact hammer pile-driving sound in the marine environment to an intensity level of less than 183 dB. The sound monitoring results shall be made available to the NMFS. The plan shall incorporate but not be limited to the following best management practices (BMPs):</p>	ACEA	Sound attenuation monitoring plan shall be approved by NMFS and submitted to the ERO prior to the start of construction; plan shall be implemented during construction	NMFS, CDFG, Port, Planning Department and ERO	Considered completed upon completion of AC34 construction activities

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARRB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EF = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPU = San Francisco Public Utilities Commission
 SFRTD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: MARINE BIOLOGICAL RESOURCES (cont.)				
<i>America's Cup (cont.)</i>				
<p>Mitigation Measure M-BI-11a: Impact Hammer Pile Driving Noise Reduction for Protection of Fish (cont.)</p> <ul style="list-style-type: none"> All 18 and 24-inch diameter pilings shall be installed and removed with vibratory pile drivers only. Vibratory pile driving will be conducted following the U.S. Army Corps of Engineers "Proposed Procedures for Permitting Projects that will Not Adversely Effect Selected Listed Species in California".⁴ All 72-inch steel pilings shall be installed with a vibratory pile driver to the deepest depth practicable. An impact pile driver may be used only where necessary to complete installation of the 72-inch steel pilings in accordance with seismic safety or other engineering criteria. All piling installation using impact hammers shall be conducted between June 1 and November 30, when the likelihood of sensitive fish species being present in the work area is minimal. If pile installation using impact hammers must occur at times other than the approved work window, the AC34 project sponsors shall obtain incidental take authorization from NMFS, and CDFG to address potential impacts on steelhead trout, chinook salmon, and Pacific herring and implement all requested actions to avoid impacts. The project sponsor shall develop a NMFS-approved sound attenuation monitoring plan prior to the start of construction. This plan shall provide detail on the sound attenuation system and the methods used to monitor and verify sound levels during pile driving activities. The sound monitoring results will be made available to NMFS. If exceedance of noise thresholds established and approved by NMFS occur, a contingency plan using bubble curtains or air barrier will be implemented to attenuate sound levels to below thresholds. The hammer will be cushioned using a 12-inch thick wood cushion block during all impact hammer pile driving operations. 				

4 NMFS, 2007a.

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>BIOLOGICAL RESOURCES: MARINE BIOLOGICAL RESOURCES (cont.)</p> <p>America's Cup (cont.)</p> <p>Mitigation Measure M-BI-11b: Pile Driving Noise Reduction for Protection of Marine Mammals</p> <p>As part of the NMFS-approved sound attenuation monitoring plan required in Mitigation Measure M-BI-11a (Impact Hammer Pile Driving Noise Reduction for Protection of Fish), the project sponsor shall take actions in addition to those listed in Mitigation Measure M-BI-11a to reduce the effect of underwater noise transmission on marine mammals. These actions shall include at a minimum:</p> <ul style="list-style-type: none"> • Establishment of a 1,600-foot (500-meter) safety zone that shall be maintained around the sound source, for the protection of marine mammals in the event that sound levels are unknown or cannot be adequately predicted. • Work activities shall be halted when a marine mammal enters the 1,600-foot (500-meter) safety zone and resume only after the animal has been gone from the area for a minimum of 15 minutes. • A "soft start" technique shall be employed in all pile driving to marine mammals an opportunity to vacate the area. • Maintain sound levels below 90 dBA in air when pinnipeds (seals and sea lions) are present.⁵ <p>A NMFS-approved biological monitor will conduct daily surveys before and during impact hammer pile driving to inspect the work zone and adjacent Bay waters for marine mammals. The monitor will be present as specified by NMFS during the impact pile-driving phases of construction.</p>	<p>ACEA and biological monitor</p>	<p>Sound attenuation monitoring plan shall be approved by NMFS and submitted to the ERO prior to the start of construction; daily surveys shall be implemented during impact pile driving.</p>	<p>NMFS, CDFG, Port, Planning Department and ERO</p>	<p>Considered completed upon completion of AC34 pile-driving activities</p>
<p>Mitigation Measure M-BI-11c: Floating Dock Night Lighting</p> <p>The project sponsor shall install dock lighting on all temporary floating docks that minimizes artificial lighting of Bay waters by using shielded, low-mounted, and low light-intensity fixtures and bulbs.</p>	<p>ACEA</p>	<p>Lighting specifications shall be provided to ERO prior to construction. Lighting shall be installed during construction</p>	<p>Port, Planning Department and ERO</p>	<p>Considered completed upon completion of lighting installation</p>

⁵ NMFS (National Marine Fisheries Service), 2007. *op cit.*

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 ET = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCGC = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)**

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: MARINE BIOLOGICAL RESOURCES (cont.)				
<i>America's Cup (cont.)</i>				
<p>Mitigation Measure M-BI-12: Visiting Mariners Information</p> <p>The AC34 project sponsor shall prepare as part of their Water and Air Traffic Plan information for visiting mariners as well as procedures for the dissemination of this information to visiting boaters prior to or upon arrival to San Francisco Bay for the AC34 2012 and 2013 races. This information to be made available to visiting boaters shall include, but not be limited to, information educating boat owner/operators about sensitive habitats and species in the Bay and actions they are required to implement to avoid impacts to marine resources. The plan shall also include information on how to employ environmentally sound boating practices and where to find environmental services to ensure clean boating habits. The plan shall identify marinas that are available for use by visiting mariners (e.g., marinas in San Francisco and Marin County) and provide information about the locations of environmental services that boaters in these marinas are most likely to need. Educational materials shall clearly address, in multiple languages, common sources of pollution from boats and marinas and relevant regulations and clean boating policies, and shall provide a succinct description of best management practices to prevent pollution from common sources including oil and fuel, sanitary waste, detergents, hazardous waste, and marine debris (including the use and proper disposal of oil adsorbents in power boat bilges).</p> <p>The visiting mariners information in the Water and Air Traffic Plan shall include details on how this information will be disseminated to visiting boaters, including but not limited to brochures, or pamphlets, or educational signs; AC34 websites; boating, cruising, and newspaper periodicals; social media; and area yacht clubs and marinas; and all AC34 mooring locations. Educational information shall be made available at waterway entry points such as boat launch ramps, marinas, yacht clubs, and ports, in partnership with appropriate agencies and where cooperation from boater facilities can be achieved. The plan shall be prepared soliciting input from and in cooperation with the National Marine Fisheries Service (NMFS), United States Coast Guard (USCG), California State Lands Commission, California Department of Fish and Game (CDFG), National Park Service (NPS), California Department of Parks and Recreation (CDPR), Bay Conservation and Development Commission (BCDC), State Water Resources Control Board, California</p>	<p>ACEA, ACRM, and OEWD</p>	<p>Mariners information prepared as part of the Water and Air Traffic Plan shall be prepared prior to June 2012, and submitted to the ERO. The information shall be disseminated prior to and during all AC34 races</p>	<p>USCG, DBW, Regional Water Quality Control Board, Port, Planning Department and ERO</p>	<p>Considered completed upon completion of AC34 events</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARRB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SDFPH = San Francisco Department of Public Health
 SPMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES/MARINE BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-BI-12: Visiting Mariners Information (cont.)</p> <p>Department of Boating and Waterways (DBW), the Port of San Francisco, San Francisco Estuary Partnership, and local organizations active in protecting Bay marine resources, and relevant industry stakeholders, including but not limited to California Harbormasters and Port Captains Association, Marine Recreation Association, Clean Marinas California Program, Recreational Boaters of California, the Pacific Inter-Club Yacht Association, boat yard representatives, and local San Francisco Bay Area Yacht Clubs.</p> <p>Visiting Mariners Information contained within the Water and Air Traffic Plan shall include, but not be limited to the following items:</p> <ul style="list-style-type: none"> Information on the location of eelgrass beds in the Central Bay, especially Richardson Bay and adjacent to Angel, Alcatraz, and Treasure Islands and the importance of protecting and avoiding these sensitive habitats (e.g., by not anchoring in or transiting through them) Information on where boaters may safely dock dinghies and vessel tenders when coming on shore Information on proper and legal waste handling in the Bay and facilities for onshore disposal during the AC34 activities Information on invasive species and their impact on Bay marine ecosystems and boaters as well as best management practices developed by the AC34 Invasive Species Task Force that boaters should implement to prevent the introduction or spread of invasive species into and out of the San Francisco Bay. These provisions will include but not be limited to pending and proposed regulations by state and federal agencies responsible for the control of invasive organisms and will incorporate established effective strategies such as "clean before you go." Information on the Vessel Traffic Service for San Francisco Bay and changes that will be in place during AC34 races Federal and state regulations prohibiting the harassment of marine mammals 				

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDPR = California Department of Fish and Game
 CDFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NIMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SPDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

ATTACHMENT B-1:

AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: MARINE BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
Mitigation Measure M-BI-12: Visiting Mariners Information (cont.)				
<ul style="list-style-type: none"> Information on any buffer zones established around Central Bay islands and other Bay locations to protect sensitive bird nesting sites Materials produced by DBW that include information about onsite and nearby environmental services that support clean boating practices (such as the locations of sewage pumpouts, oil change facilities, used oil recycling centers, bilge pumpouts, absorbent pad distribution and spent pad collection, and boat-to-boat environmental services) Information regarding the importance of keeping plastic out of Bay waters Signage regarding locations of waste collection containers posted at and adjacent to temporary docks, berthing facilities, and areas used by moored spectator vessels (10 vessels or more) developed for the AC34 events 	ACEA	Documentation of coordination, outreach, and outcomes shall be submitted to ERO prior to 2012 events	Planning Department and ERO	Considered completed upon completion of AC34 events

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARRB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NIMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFTUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCGC = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES: MARINE BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-BI-14: Restrictions on Low-Flying Aircraft As part of the Water and Air Traffic Plan, the project sponsor shall include instructions to AC34 contracted and race-affiliated helicopters that they maintain a minimum altitude of 1,000 feet above the water's surface when humpback whales are present within the race course. Upon takeoff at the auxiliary landing pad located, all helicopters shall be required to climb immediately to altitude and not fly low over the water if any seal or sea lions are present within 1,000 feet of the helipad. When landing, the helicopters shall approach the landing pad from as high an altitude as possible and limit their time at low altitudes over the water if seals or sea lions are present within 1,000 feet of the helipad.</p>	<p>ACEA, ACRM, and OEWD</p>	<p>Plan shall be prepared prior to June 2012 and submitted to the ERO. Restrictions shall be in place for the duration of events</p>	<p>NPS, Planning Department and ERO</p>	<p>Considered completed upon completion of AC34 events</p>
<p>Mitigation Measure M-BI-16: Invasive Marine Species Control The project sponsor shall develop and implement an Invasive Species Control Plan prior to commencement of any in-water work including piers, wharfs, bulkheads, pile driving, and installation of temporary structures. The plan shall be prepared in consultation with the United States Coast Guard (USCG), RWQCB, and the Port of San Francisco. Provisions of the plan shall include but not be limited to the following:</p> <ul style="list-style-type: none"> • Environmental training of construction personnel involved in the removal of pier pilings, temporary floating docks, piling suspended barges, and wave attenuators, to inform them about invasive marine species in San Francisco Bay that might be attached to removed structures • Actions to be taken to prevent the release and spread of marine invasive species, especially algal species such as Undaria and Sargasso • Procedures for the safe removal and disposal of any invasive taxa observed on the removed structures prior to disposal or reuse of pilings, docks, wave attenuators, and other features • The onsite presence of qualified marine biologists to assist the contractor in the identification and proper handling of any invasive species on removed Port equipment or materials • A post-construction report identifying what, if any, invasive species were found attached to removed equipment and materials and the treatment/handling of identified invasive species. 	<p>ACEA, ACRM, and OEWD</p>	<p>Plan shall be prepared prior to construction. Plan, including documentation of consultation with relevant agencies, shall be provided to EIR prior to the 2012 events. The Plan shall be in place for duration of construction. Post-construction report shall be submitted to the ERO after construction</p>	<p>Regional Water Quality Control Board, Planning Department and ERO</p>	<p>Considered completed upon completion of AC34 construction</p>

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPLUC = San Francisco Public Utilities Commission
 SFRTD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
BIOLOGICAL RESOURCES- MARINE BIOLOGICAL RESOURCES (cont.)				
America's Cup (cont.)				
Mitigation Measure M-LT-B1b: Long-Term Development Mitigation for Marine Biological Resources (see Exhibit 2)				
GEOLOGY AND SOILS MITIGATION MEASURES				
America's Cup				
See Exhibit 2				
Mitigation Measure M-GE-2: Site-Specific Geotechnical Investigation The project sponsor shall conduct a site-specific geotechnical investigation for piers requiring upgrading under the direction of a geotechnical engineer prior to permitting any new construction or reuse that would increase the load of the structure. The investigation shall be performed to evaluate subsurface conditions and existing structural conditions at the site, and shall evaluate the potential for geological and seismic hazards including settlement, ground shaking, ground rupture, liquefaction, subsidence, slope stability, and lateral spreading. Recommendations shall be made regarding the pile and foundation requirements, seawall stability, seismic design, and mitigation of geologic hazards, and these recommendations shall be included in the project design, subject to the review and approval by the Port of San Francisco Chief Harbor Engineer to determine compliance with the Port of San Francisco Building Code.	ACEA and geotechnical engineer	Reports shall be reviewed by Port of San Francisco and submitted to the ERO prior to issuance of Port building permits	Port, Planning Department and ERO	Considered completed upon completion of construction
Mitigation Measure M-GE-6: Signage and Restricted Access at Structurally Unsound Viewing Locations The project sponsor shall ensure that adequate signage at, and shall control or restrict public access to, structurally unsound piers and wharfs including Torpedo Wharf at Crissy Field, the pier at Fort Mason west of the Municipal Pier, Municipal Pier at Aquatic Park, and other piers determined to be structurally unsound after site investigations during the AC34 events. Signage type and placement shall be coordinated with and approved by the appropriate land authority –NPS or San Francisco Recreation and Park Department. To inform the public, a sign shall be posted at each location informing the public of potential risks associated with use of the structures and prohibiting public access during the AC34 events. Gates or other methods of prohibiting access to structurally unsound viewing locations could be installed if existing facilities are not sufficient to block public access to structurally unsound viewing locations. See also Mitigation Measures M-BI-2 and M-BI-3 regarding signage for biological resources.	ACEA, OEWD, and Port	Approval of sign placement and type by NPS and Port shall be provided to ERO prior to 2012 events. Signs shall be in place, and gates installed, prior to AC34 events	NPS, Planning Department and ERO	Considered completed upon completion of AC34 events

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFIS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCC = United States Coast Guard

ATTACHMENT B-1:

AC34 PROJECT — MITIGATION MONITORING AND REPORTING PROGRAM

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
GEOLOGY AND SOILS MITIGATION MEASURES (cont.)				
America's Cup				
Mitigation Measure M-LT-GE: Mitigation of Geology and Soils Impacts from Long-Term Development on Port Properties (see Exhibit 2)	See Exhibit 2			
HYDROLOGY AND WATER QUALITY MITIGATION MEASURES				
America's Cup				
<p>Mitigation Measure M-HV-1: Water Quality Best Management Practices</p> <p>The project sponsor shall implement water quality best management practices (BMPs) to protect water quality as well as protected species and their habitat(s) from pollution due to fuels, oils, lubricants, and other harmful materials. BMPs for this proposed project shall follow those detailed in the San Francisco Department of Public Health Pollution Prevention Toolkit for Maritime Industries.⁶ Vehicles and equipment that are used during the course of a proposed project shall be fueled and serviced in a manner that will not affect federally protected species in the project area for their habitats;</p> <ul style="list-style-type: none"> • A Spill Prevention Control and Countermeasure (SPCC) Plan shall be prepared to address the emergency cleanup of any hazardous material and will be available on site. The SPCC shall include: <ul style="list-style-type: none"> - Methods to address the emergency cleanup of any hazardous material and what materials will be available on site; - SPCC, hazardous waste, stormwater and other emergency planning requirements; - Measures to prevent spills into the Bay associated with in water fueling, if in water fueling is required on some of the construction barges. Such measures shall include; <ul style="list-style-type: none"> ▪ Secondary booms and/or pads, depending upon where fueling would take place on the vessel; ▪ Secondary containment on the deck of the vessel to contain the petroleum product; 	ACEA, ACRM, or contractor	SPCC and MMDP Plans shall be submitted to the SFDPH, Port of San Francisco, and the ERO prior to construction. Plans and measures shall be in place during construction	ACEA, ACRM, or contractor shall submit a Monitoring Report, detailing survey results and compliance with the specified measure, to SFDPH for approval after construction. Copies of the report shall be sent to the Port, Planning Department and ERO.	Considered complete upon agency receipt of SFDPH-approved Monitoring Report

6 Virginia St. Dean, San Francisco Department of Public Health, *Pollution Prevention Toolkit for Maritime Industries*, prepared for: California Department of Toxic Substances Control Under Contract #08-T3625-A2, January 2011

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDPC = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco, Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

ATTACHMENT B-1:

AC34 PROJECT — MITIGATION MONITORING AND REPORTING PROGRAM

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
HYDROLOGY AND WATER QUALITY MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
<p>Mitigation Measure M-HY-1: Water Quality Best Management Practices (cont.)</p> <ul style="list-style-type: none"> Specifying volume of petroleum products that will be on the vessel and evaluating the potential for spills. Absorbent and cleanup materials (such as oil sorbent boom, heavy oil pads, OilDry Absorbent Floor, etc) of sufficient quantity to clean up potential spill volume shall be provided; and The locations of properly permitted offsite locations where vessels will be fueled; In addition, fueling of equipment shall occur using proper fuel transfer procedures as per U.S. Coast Guard regulations (33 CFR 156.120 and 33 CFR 155.320) and spill containment and the fueling location shall be inspected after fueling to document that no spills have occurred. Any spills shall be cleaned up immediately using spill response equipment as identified in the SPCC Plan. In addition, fueling of equipment shall occur using proper fuel transfer procedures as per U.S. Coast Guard regulations (33 CFR 156.120 and 33 CFR 155.320) and spill containment and the fueling location shall be inspected after fueling to document that no spills have occurred. Any spills shall be cleaned up immediately using spill response equipment as identified in the SPCC Plan. Well-maintained equipment shall be used to perform the construction work, and, except in the case of a failure or breakdown, equipment maintenance shall be performed off site. Equipment shall be inspected daily by the operator for leaks or spills. If leaks or spills are encountered, the source of the leak shall be identified, leaked material will be cleaned up, and the cleaning materials shall be collected and will be properly disposed; The project sponsor shall exercise every reasonable precaution to protect listed species, their habitats, and Essential Fish Habitat from construction by-products and pollutants such as demolition debris, construction chemicals, fresh cement, saw-water, or other deleterious materials. Construction will be conducted from both land and water, and care shall be used by equipment operators to control debris so that it does not enter the Bay. A Materials Management Disposal Plan (MMDP) shall be prepared to prevent any debris from falling into the Bay during construction to the maximum extent practicable. The measures identified in the MMDP shall be based on the Best Available Technology, and will include, but not be limited to, the following measures: 				

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDPG = California Department of Fish and Game
 CDPFR = California Department of Parks and Recreation
 CSLC = California State Lands Commission
 DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NIMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development
 Post = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

**ATTACHMENT B-1:
 AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM**

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
HYDROLOGY AND WATER QUALITY MITIGATION MEASURES (cont.)				
America's Cup (cont.)				
Mitigation Measure M-HY-1: Water Quality Best Management Practices (cont.)				
<ul style="list-style-type: none"> - During construction, the barges performing the work shall be moored in a position to capture and contain the debris generated during any sub-structure or in-water work. In the event that debris does reach the Bay, personnel in workboats within the work area shall immediately retrieve the debris for proper handling and disposal. All debris shall be disposed of at an authorized upland disposal site; - Measures to ensure that fresh cement or concrete shall not be allowed to enter San Francisco Bay. Construction waste shall be collected and transported to an authorized upland disposal area, and per federal, state, and local laws and regulations; - All hazardous material shall be stored upland in storage trailers and/or shipping containers designed to provide adequate containment. Short-term laydown of hazardous materials for immediate use shall be permitted with the same anti-spill precautions; - All construction material, wastes, debris, sediment, rubbish, trash, fencing, etc., shall be removed from the site once the proposed project is completed and transported to an authorized disposal area, in compliance with applicable federal, state, and local laws and regulations; - Construction material that could wash or blow away shall be covered every night and during any rainfall event (if there is one); - Construction crews shall reduce the amount of disturbance within the project site to the minimum necessary to accomplish the project; and - Measures to prevent saw water from entering the Bay. 				
Mitigation Measure M-LT-HY: Water Quality Best Management Practices for Long-Term Development (see Exhibit 2)				
See Exhibit 2				

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARB = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

 DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMPFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

 Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFPUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

ATTACHMENT B-1:

AC34 PROJECT – MITIGATION MONITORING AND REPORTING PROGRAM

(Including the Text of the Mitigation Measures Adopted as Conditions of Approval. See Exhibit 2 for Mitigation Measures Applicable to Long-Term Development)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
HAZARDS AND HAZARDOUS MATERIALS MITIGATION MEASURES				
<i>America's Cup</i>				
<p>Mitigation Measure M-HZ-3: Removal of Hazardous Building Materials</p> <p>The project sponsor shall ensure that any building planned for demolition or renovation is surveyed for hazardous building materials including PCB-containing electrical equipment, fluorescent light ballasts containing PCBs or DEHP, and fluorescent light tubes containing mercury vapors. These materials shall be removed and properly disposed of prior to the start of demolition or renovation. Old light ballasts that are removed during renovation shall be evaluated for the presence of PCBs. In the case where the presence of PCBs in the light ballast cannot be verified, the light ballast shall be assumed to contain PCBs and handled and disposed of as such, according to applicable laws and regulations. Any other hazardous building materials identified either before or during demolition or renovation shall be abated according to federal, state, and local laws and regulations.</p>	Port	During construction	Contractor shall submit a Monitoring Report, detailing survey results and compliance with the specified measure, to SFDPH for approval after construction. Copies of the report shall be sent to the Planning Department and ERO	Considered complete upon agency receipt of SFDPH-approved Monitoring Report
<p>Mitigation Measure M-LT-HZ: Mitigation of Hazards and Hazardous Materials Impacts from Long-Term Development on Port Properties (see Exhibit 2)</p> <p style="text-align: center;">See Exhibit 2</p>				

ACEA = America's Cup Event Authority
 ACRM = America's Cup Race Management
 BCDC = SF Bay Conservation and Development Commission
 CARR = California Air Resources Board
 CDFG = California Department of Fish and Game
 CDPR = California Department of Parks and Recreation
 CSLC = California State Lands Commission

DBW = California Department of Boating and Waterways
 EP = San Francisco Environmental Planning Department
 ERO = San Francisco Environmental Review Officer
 NMFS = National Marine Fisheries Service
 NPS = National Park Service
 OEWD = SF Office of Economic and Workforce Development

Port = Port of San Francisco
 SFDPH = San Francisco Department of Public Health
 SFMTA = San Francisco Municipal Transportation Agency
 SFTUC = San Francisco Public Utilities Commission
 SFRPD = SF Recreation and Parks Department
 USEPA = United States Environmental Protection Agency
 USCG = United States Coast Guard

Exhibit B

Venue Schedule

34 TH AMERICA'S CUP EVENTS IN SAN FRANCISCO America's Cup World Series, August 21 - 26 & October 4 - 7, 2012 Louis Vuitton Cup, July 4 - September 1, 2013 America's Cup Match September 7 - September 22, 2013		RELEVANT DATES & ASSUMPTIONS
VENUE	DDA CONTRACTS	
Piers 30-32	<ul style="list-style-type: none"> Venue Lease 	<ul style="list-style-type: none"> May 1, 2012: Delivery May be returned to Port October 22, 2012 – [February 1 – March 1, 2013] December 31, 2013: Venue Lease ends Construction: Deck, marginal wharf & roadway access repairs through March 1, 2013
Pier 29½	<ul style="list-style-type: none"> Venue Lease or License 	<ul style="list-style-type: none"> May 1, 2013: Partial Delivery Authority may return to Port for 2 months to conduct repairs agreed by the Parties March 21, 2014: Venue Lease ends Cruise terminal contractor will continue to occupy the office space and parking areas within the shed through March 2013
Pier 29	<ul style="list-style-type: none"> Venue Lease 	<ul style="list-style-type: none"> September 1, 2012: Delivery¹ December 31, 2013: Venue Lease ends Construction: Temporary end wall and substructure pile repair and replacement
Pier 27	<ul style="list-style-type: none"> Venue License 	<ul style="list-style-type: none"> March 1, 2013: Delivery² October 21, 2013: Exclusive use ends Construction: Substantial completion of core and shell Cruise Terminal building
Pier 27 Valley	<ul style="list-style-type: none"> Venue License 	<ul style="list-style-type: none"> May 1, 2012 – March 1, 2013: Phased Delivery (see Exhibit B-1) October 21, 2013: Exclusive use ends Port will deliver portions early to accommodate early retail use and set up of portions of the AC Village (to be agreed upon by the parties) May 1, 2012 delivery of unoccupied portions of the Pier 27 Beltline Railroad Annex Building that are not subject to Port repair pursuant to the Lease Disposition Agreement Construction: Laydown, access, north park improvements
Pier 23	<ul style="list-style-type: none"> Venue Lease 	<ul style="list-style-type: none"> May 1, 2012: Delivery of unoccupied portions of Pier 23 that are not subject to Port repair pursuant to the Lease Disposition Agreement December 31, 2013: Venue Lease ends
Pier 19½	<ul style="list-style-type: none"> Venue Lease 	<ul style="list-style-type: none"> May 1 delivery of 25 parking spaces July 1, 2012: Delivery December 31, 2013: Venue Lease ends Construction: Possible roof repair

¹ Subject to cruise terminal contractor's right of access until March 1, 2013 to complete electrical work.

² Subject to cruise terminal contractors right to store and have access to 6 construction containers during March 2013.

Exhibit B

Venue Schedule

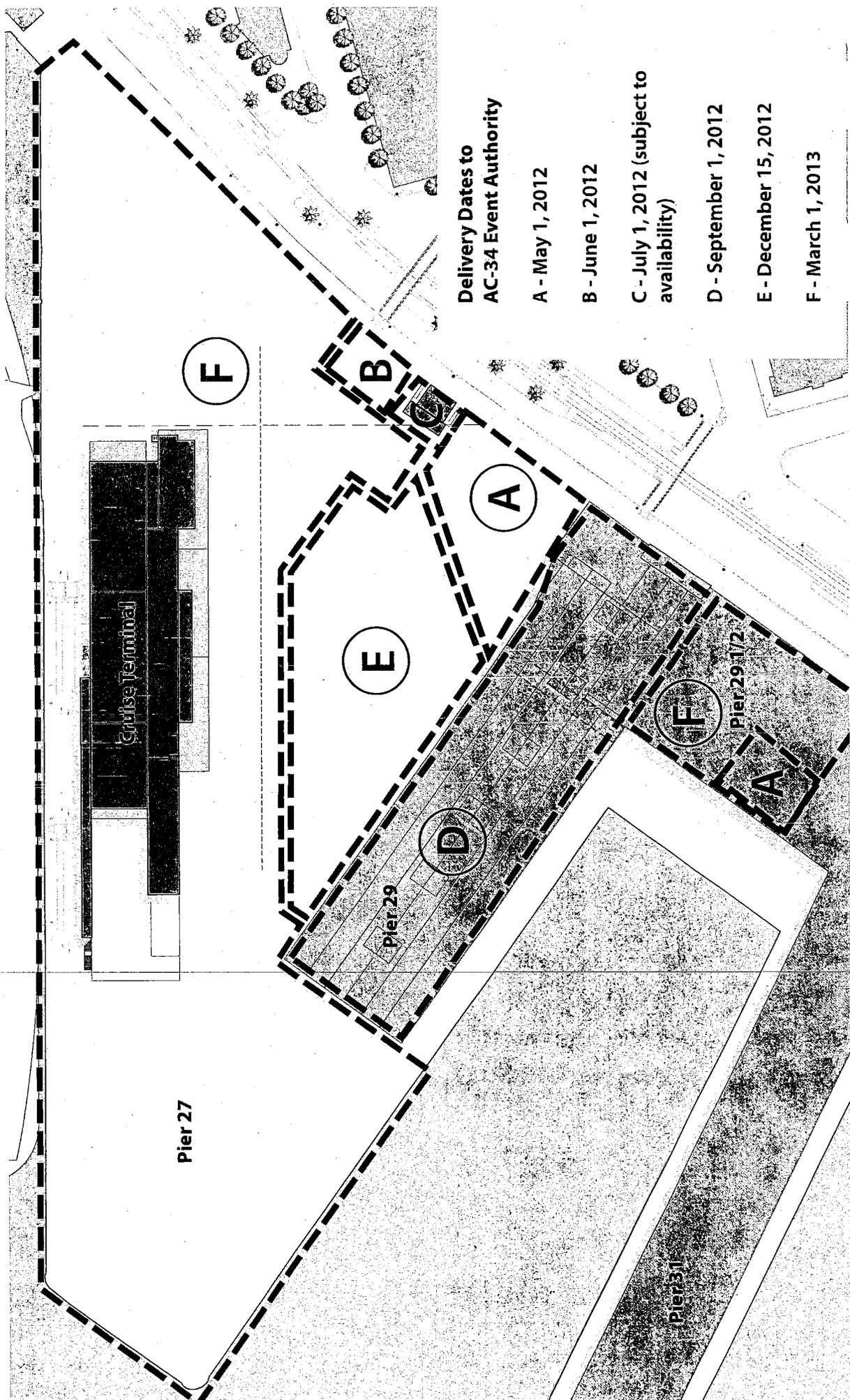
34 TH AMERICA'S CUP EVENTS IN SAN FRANCISCO		
America's Cup World Series, August 21 - 26 & October 4 - 7, 2012		
Louis Vuitton Cup, July 4 - September 1, 2013		
America's Cup Match September 7 - September 22, 2013		
VENUE	DDA CONTRACTS	RELEVANT DATES & ASSUMPTIONS
Pier 19	<ul style="list-style-type: none"> Venue Lease 	<ul style="list-style-type: none"> September 1, 2012: Delivery December 31, 2013: Venue Lease ends Construction: South Apron rebuild
Pier 80	<ul style="list-style-type: none"> Venue Lease or License 	<ul style="list-style-type: none"> May 1, 2012: Delivery Must be returned to Port as soon as practicable when no longer needed for the Event
Brannan Street Wharf	<ul style="list-style-type: none"> Venue License 	<ul style="list-style-type: none"> June 1, 2013: Delivery Intermittent exclusive use November 1, 2013: Venue License ends
Pier 45 roof space (200 sf)	<ul style="list-style-type: none"> Venue License 	<ul style="list-style-type: none"> July 1, 2012: Delivery December 31, 2013: Venue License ends

Water Venues

Water Venues		
VENUE	DDA CONTRACTS	RELEVANT DATES & ASSUMPTIONS
Pier 32S – N edge of Pier 36 water basin	<ul style="list-style-type: none"> Venue License 	<ul style="list-style-type: none"> July 1, 2012: Delivery March 20, 2014: Venue License ends Construction: Dredging and dock/gangway installation coordinated in 2012 with Brannan Street Wharf construction
Pier 9 South apron + water area ³	<ul style="list-style-type: none"> Venue License if needed 	<ul style="list-style-type: none"> June 15, 2013: Delivery, subject to renegotiation of existing tenants as needed March 20, 2014: Venue License ends Construction: Dredging and dock installation coordinated in 2013 if demonstrated necessary
Pier 14N water basin ⁴	<ul style="list-style-type: none"> Venue License 	<ul style="list-style-type: none"> May 1, 2013: Delivery March 20, 2014: Venue License ends Construction: Dredging and dock/gangway installation coordinated in 2013

³ Subject to Authority's delivery of notice to Port by 3/1/13 and Port's renegotiation or termination of existing tenancies.

⁴ Subject to Authority's delivery of notice to Port by 3/1/13.



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

RESOLUTION NO. 12-35

- WHEREAS, Charter Section B3.581 empowers the Port Commission with the authority and duty to use, conduct, operate, maintain, manage, regulate and control the lands within the Port of San Francisco ("Port") jurisdiction; and
- WHEREAS, In February 2010, BMW Oracle Racing, sailing for the Golden Gate Yacht Club (together, the "Team"), won the 33rd America's Cup in Valencia, Spain; and
- WHEREAS, The Team, as Defenders of the America's Cup, has the right and duty to organize and hold the 34th America's Cup sailing regatta, and has created the America's Cup Event Authority LLC (the "Authority") for such purpose; and
- WHEREAS, Over the course of 2010, the Authority on behalf of the Team and the City and the Port negotiated the terms of a bid for the City and County of San Francisco (the "City") to be the host city for the 34th America's Cup (the "Match"), the Louis Vuitton Cup, and certain related regattas in 2012 and 2013 (together, the "Event"); and
- WHEREAS, In furtherance of those negotiations, supporters of bringing the Event to San Francisco established the America's Cup Organizing Committee (the "ACOC"), a nonprofit public benefit corporation which includes civic and corporate leaders from throughout the Bay Area, California and the nation, as well as a bipartisan honorary committee including elected and appointed representatives from our local, state and federal governments; and
- WHEREAS, On December 14, 2010, by its Resolution No. 585-10, the Board of Supervisors approved the terms of a 34th America's Cup Host and Venue Agreement (subject to further addition, amendment or modification under certain conditions) and other aspects of the City's bid to host the Event (the "Host Agreement"); and
- WHEREAS, In addition to approving the terms of a Host Agreement, in adopting Resolution No. 585-10 the Board of Supervisors made the following findings:
- (a) In response to identified negative financial impacts to the Port that could result from hosting the Event, Resolution No. 585-10 referenced a range of potential solutions, including using Charter Section B7.320 to offset race-related, net short-term rent reductions to the Port, financing certain City costs to prepare venues for the Event with City certificates of participation, and City financing for

waterfront improvements to offset reductions in the Port's revenue bond capacity, subject to the review and approval of the City's Capital Planning Committee, the Mayor and the San Francisco Board of Supervisors, as applicable;

- (b) In Resolution No. 585-10 the Board of Supervisors found that hosting the 34th America's Cup in San Francisco would generate significant public benefits for the City including: (1) the repair, improvement and productive reuse of certain City piers along the City's waterfront that are currently in a state of disrepair; (2) the generation of significant new jobs and economic development in a very short period of time; and (3) new opportunities for people to access, view and enjoy the San Francisco Bay as part of an extraordinary showcase for the Bay to the world; and
- (c) In Resolution No. 585-10 the Board of Supervisors found that the plan to undertake and implement the Event is fiscally feasible and responsible under San Francisco Administrative Code Chapter 29; and

WHEREAS, On December 31, 2010 the Team selected San Francisco as the host city for the Event, subject to execution of the Host Agreement by the City, the Event Authority and ACOC, reflecting the terms negotiated by the parties within the authorization provided by Resolution No. 585-10; and

WHEREAS, The executed Host Agreement is on file with the Clerk of the Board in File No.101259; and

WHEREAS, The Port has participated with the City in negotiations with the Authority in furtherance of Host Agreement; and

WHEREAS, As contemplated by the Host Agreement, the City completed a planning and environmental review process for the 34th America's Cup races and related activities (the "Event") and prepared Final Environmental Impact Report ("Final EIR") and provided for appropriate public hearings before the Planning Commission, the Port Commission and other City commissions with an Event implementation role; and

WHEREAS, On December 15, 2011, the Planning Commission by Motion 18514 certified the completion of the Final EIR in compliance with CEQA and the CEQA Guidelines; and

WHEREAS, On December 16, 2011, the Port Commission adopted CEQA Findings, and a Mitigation Measure Reporting Program by Port Commission Resolution No. 11-79, and approved the 34th America's Cup Project as described in the Final EIR, involving the Authority's use of Piers 26, 28, 30-32, 19, 19½, 23, 27-29, 29½, Seawall Lot 330, a portion of Pier 80, and certain water areas by Resolution No. 11-80 for the Event, and the Port

grant to the Authority of certain long-term development rights to the Authority in consideration of capital improvements to Port property by the Authority; and

WHEREAS, Since the Port Commission's action, Port and City staff have negotiated a more consolidated plan for the Authority's use of Port venues for the Event, including Port construction of Event-related improvements to City property without a City obligation to provide long-term development rights to the Authority, and have proposed to the Authority indemnification and insurance obligations and limitations of each party's liability to the other under the new plan, all as set forth in a Lease Disposition Agreement between the City, through its Port, and the Authority (the "LDA"); and

WHEREAS, The LDA sets forth terms under which the Port will permit the Authority to use Piers 30-32, 9 (South apron), 19, 19½, 23, 27-29, and 29½, and adjacent water areas, 200 square feet of Pier 45 roof space, Brannan Street Wharf, water areas between Pier 32 South and Pier 36 and along Pier 14 North, all located along The Embarcadero waterfront; and a portion of Pier 80, located along the north side of Islais Creek, east of Illinois Street (each a "Venue") for Event-related purposes, as further described in the accompanying Staff Memorandum for Agenda Item 9A ("LDA Staff Memorandum"); and

WHEREAS, Pursuant to the LDA, the Port will deliver each Venue rent-free to the Authority under a Venue Lease or Venue License using the form venue lease and venue license as further described in the LDA Staff Memorandum and Exhibit C thereto, with each Venue Lease or Venue License subject to existing Port Commission and City policies as described therein, including the Port's Environmental Risk Management Policy (Resolution No. 07-81), except that the Authority shall not be required to replenish the Letter of Credit required pursuant to the policy if the Port draws upon the Letter of Credit; and

WHEREAS, If the Port cannot deliver a Venue, and the Authority so elects, the Port will deliver any functionally-equivalent space required pursuant to the LDA rent-free under a Venue Lease or Venue License, subject to any required approvals including analysis pursuant to CEQA; and

WHEREAS, All of the Venues are subject to the common law public trust for commerce, navigation, and fisheries and the statutory trust imposed by the Burton Act, Chapter 1333 of the Statutes of 1968, as amended, by which the State of California conveyed to the City the State's interest in certain tidelands, in trust and subject to certain terms, conditions and reservations (collectively, the "Public Trust"); and

WHEREAS, The proposed LDA replaces Sections 5, 6, 15, 17.4 and 17.5 of the Host Agreement in their entirety, deletes Section 7, and adds Section 2.5, incorporating into the Host Agreement a Memorandum of Agreement

regarding the City's and the Authority's respective obligations for "Project Sponsor" mitigation measures in the MMRP (the "Mitigation Measure MOA"); and

WHEREAS, The proposed LDA amends the Host Agreement's financial structure, creating a new structure where the Port finances and performs Event-related infrastructure improvements to its property, and the Authority installs temporary improvements such as floating docks, moorings and tents, and eliminating any long-term development rights; and

WHEREAS, After reviewing these modifications, the Environmental Planning Division of the Planning Department issued a Note to File regarding Changes to the Final EIR, dated March 20, 2012, describing the potential environmental effects of the proposed Event modifications compared to the impacts identified in the Final EIR, and demonstrating that the proposed Event modifications would not result in any new significant environmental impacts or a substantial increase in the severity of previously identified environmental effects or require any new mitigation measures; and

WHEREAS, Under Section 9.3 of the Host Agreement, the ACOC agreed to provide to the Event Authority an irrevocable letter of credit, or other financial guarantee issued by a surety, in form and by an issuer acceptable to the Authority in the amount of \$32 million to provide compensation to the Authority if either the City or the ACOC fails to perform its obligations under the Host Agreement; and

WHEREAS, Section 2 of the Host Agreement includes a number of termination rights for the parties, and the proposed LDA includes as a condition precedent that all termination rights under Article 2 of the Host Agreement have expired or been waived; and

WHEREAS, On March 27, 21012, by its Resolution No. 109-12, the Board of Supervisors:

- (a) upon review and consideration of the information contained in the Final EIR, the Note to File, all written and oral information provided by the Planning Department, the public, relevant public agencies, and the administrative files for the AC34 Project and the Final EIR, found that no changes had occurred or new information arisen with respect to the Project that would require changes or additions to the Final EIR, and adopted CEQA Findings, including a Statement of Overriding Considerations and a Mitigation Measure and Reporting Program;
- (b) approved the proposed LDA as an amendment to the Host Agreement;

- (c) reaffirmed and approved the Host Agreement, including the allocation of responsibilities under the Mitigation Measure MOA;
- (d) conditioned its approval of the LDA on the following conditions:
 - (i) The Authority must accept the form and manner by which the ACOC proposes to satisfy its obligation to provide security to the Authority under Section 9.3 of the Host Agreement and agree to revise or waive the ACOC security requirement, including any right to terminate the Host Agreement;
 - (ii) The City and the Authority must agree to final cross-indemnity and insurance provisions relating to all Event-related activities in the City, all as approved by the City's Risk Manager, that are no less protective than the following standards: (A) commercial general liability coverage for Event-related risks in an amounts deemed sufficient by the City's Risk Manager, but not less than those reflected in the LDA on file in Board of Supervisors File No. 120127, and (B) insurance coverages for the Authority's specialized activities and third-party users of City property in amounts deemed sufficient by the City's Risk Manager;
 - (iii) The Authority and the City must agree on reciprocal limitations on liability and grant releases to each other that protect the General Fund and the Port Harbor Fund from exposure under the Host Agreement, the LDA, the Venue Leases and Venue Licenses, and any other permit or contract under which the Authority will occupy and use City property, by limiting each party's liability to the other party to the amount of available proceeds of insurance plus the available proceeds under security given by either party for its obligations under the Host Agreement, including any security for Authority obligations and the ACOC security; and
 - (iv) The Authority must provide a guaranty or other security for its obligations under the Host Agreement in form and substance approved by the City's Risk Manager and the City Attorney;
- (e) approved the Project as described in the Final EIR and Note to File, the Amended Host Agreement and the Implementation Plans, and directed that the LDA as revised consistent with its resolution be returned to the Port Commission for its consideration;
- (f) upon the Port Commission's approval the proposed LDA, if revised consistent with the Board of Supervisors' resolution, authorized and

directed the Executive Director to execute the LDA in final form (approved by the Executive Director in consultation with the City Attorney and the City's Risk Manager;

- (g) further authorized the Executive Director to enter into any additions, amendments, or other modifications to the LDA, attached exhibits, or related documents, that the Executive Director, in consultation with the City Attorney, the Controller, the Director of the City's Office of Economic and Workforce Development (the "OEWD Director"), and the City's Risk Manager, determines are in the best interests of the City, and otherwise do not materially increase the obligations or liabilities of the Port or the City or materially decrease the public benefits accruing to the Port or the City, and are necessary or advisable to complete the transactions which the LDA contemplates and to effectuate the purpose and intent of the Board of Supervisors' resolution, such determination to be conclusively evidenced by the execution and delivery of the LDA and any amendments to the LDA by the Executive Director;
- (h) directed the America's Cup Project Director and the Executive Director, as applicable, to provide the following progress reports:
 - (i) to the Board of Supervisors on or before April 30, 2012, an update on whether and in what form the ACOC security instrument called for under Section 9.3 of the Host Agreement has been delivered and accepted by the Event Authority in full satisfaction of Section 9.3 of the Host Agreement;
 - (ii) to the City Controller and the Budget & Finance Committee of the Board of Supervisors on a quarterly basis, a report on (A) ACOC fundraising and transfers of such revenues to the City; (B) Port infrastructure expenditures in preparation for the Event; and (C) City operating expenditures for the Event; and
 - (iii) if ACOC does not contribute \$32 million to offset the City's Event costs, a proposal for cost saving measures for the City to offset any shortfall from Event-related tax and fundraising revenues;
- (i) authorized and urged the Executive Director, the OEWD Director and any other appropriate officers, agents or employees of the City to take any and all steps (including, but not limited to, the execution and delivery of any and all certificates, agreements, permits, notices, consents and other instruments or documents), as they or any of them deems necessary or appropriate, in consultation with the City Attorney, in order to consummate the transactions in

accordance with the Board of Supervisors' resolution, or to otherwise effectuate its purpose and intent, such determination to be conclusively evidenced by the execution and delivery by any such person or persons of any such documents; and

- (k) approved, confirmed and ratified all prior actions taken by the officials, employees, and agents of the Port Commission or the City with respect to the transactions, plans and agreements described in the Board of Supervisors' resolution; and

WHEREAS, The Board of Supervisors adopted Ordinance No. 53-12 on April 10, 2012 waiving certain City contracting requirements and authorizing the Port to enter contracts to perform the Event-related improvements, which Mayor Ed Lee signed on April 12, 2012; and

WHEREAS, Port staff has evaluated the proposed scope and costs associated with the proposed improvements to Port property and has recommended a financing and contracting approach to deliver the improvements within the time frames contemplated by the LDA; and

RESOLVED, That the Port Commission finds that the Event is trust-consistent in that it is short-term and promotes Public Trust objectives, including maritime activities, as described in the Charter and the Public Trust; and be it further

RESOLVED, That the Port Commission approves the proposed LDA if revised consistent with Board of Supervisors Resolution No. 109-12 and the transactions that the LDA contemplates, incorporating the business terms set forth in the LDA Staff Memorandum; and be it further

RESOLVED, That the Port Commission authorizes and directs the Executive Director to execute the LDA in final form approved by the Executive Director in consultation with the City Attorney and the City's Risk Manager as consistent with Board of Supervisors Resolution No. 109-12; and be it further

RESOLVED, That the Port Commission authorizes the Executive Director to enter into any subsequent amendments, additions, or other modifications to the LDA (including the exhibits or related documents) that the Executive Director, in consultation with the City Attorney and, as appropriate for the risk and subject matter for the changes, the Director of the City's Office of Economic and Workforce Development (the "OEWD Director"), the Controller, and the City's Risk Manager, determines are in the best interests of the City, reflect the terms by which the Port Commission approved the LDA, and otherwise do not materially increase the obligations or liabilities of the Port or the City or materially decrease the public benefits accruing to the Port or the City, and are necessary or advisable to complete the transactions which the LDA contemplates and

to effectuate the purpose and intent of this resolution, such determination to be conclusively evidenced by the execution and delivery by the Executive Director of any amendments to such document; and be it further

RESOLVED, That the Port Commission approves the form of Venue Lease described in the LDA Staff Memorandum and Exhibit C thereto and substantially in the form on file with the Commission Secretary, authorizes the Executive Director to use the form Venue Lease to create a form Venue License and authorizes the Executive Director to use such forms to prepare and execute specific Venue Leases and Venue Licenses with the Authority for each Venue or functionally equivalent space, and with respect to such Venue Leases and Venue Licenses, authorizes the Executive Director to enter into any subsequent amendments, additions, or other modifications (including the exhibits or related documents) that the Executive Director, in consultation with the City Attorney determines are in the best interests of the City, and otherwise do not materially increase the obligations or liabilities of the Port or the City or materially decrease the public benefits accruing to the Port or the City, and are necessary or advisable to complete the transactions which this Resolution, such determination to be conclusively evidenced by the execution and delivery by the Executive Director of any amendments to such documents; and be it further

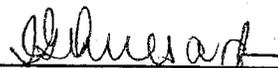
RESOLVED, That the Port Commission authorizes and urges the Executive Director, the OEWD Director, and any other appropriate officers, agents, or employees of the City to take any and all steps (including, but not limited to, the execution and delivery of any and all certificates, agreements, permits, notices, consents and other instruments or documents), as they or any of them deems necessary or appropriate, in consultation with the City Attorney, in order to consummate the transactions in accordance with this resolution, or to otherwise effectuate the purpose and intent of this resolution, such determination to be conclusively evidenced by the execution and delivery by any such person or persons of any such documents; and be it further

RESOLVED, That the Port Commission directs the Executive Director to coordinate with the America's Cup Project Director in providing to the Board of Supervisors the progress reports required by Resolution No. 109-12; and

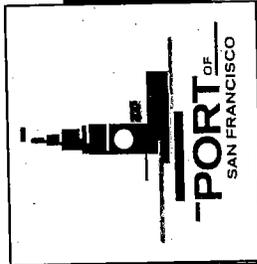
RESOLVED, That the Port Commission authorizes the Executive Director or her designee to represent and bind the Port by representations and information submitted as part of securing authorization to perform the required permanent and temporary installations on Port property, subject to approval by the U.S. Army Corps of Engineers, National Oceanic and Atmospheric Agency Fisheries Service, the California Department of Fish & Game, the San Francisco Bay Regional Water Quality Control Board and the San Francisco Bay Conservation and Development Commission and any other agency with jurisdiction over planned improvements to Port property; and be it further

RESOLVED, That the Port Commission approves, confirms and ratifies all prior actions taken by the officials, employees, and agents of the Port Commission or the City on behalf of the Port Commission with respect to the transactions, plans, and agreements described in this resolution, except Port Commission Resolution No. 11-80, which is superseded by this resolution.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of April 24, 2012.



Secretary



The America's Cup in San Francisco



April 24, 2012

Policy Context

The San Francisco waterfront is a valuable public trust asset of the state that provides special maritime, navigational, recreational, cultural, and historical benefits to the people of the region and the state.



Policy Context

- Establish San Francisco Bay's identity as a world-class venue for sailing.
- Improve waterfront public access.
- Upgrade Port venues, including Piers 30-32.
- Emphasize Bay and natural resource stewardship.
- Generate new demand for Port retail and maritime tenants.
- Facilitate the James R. Herman Cruise Terminal and Northeast Wharf Plaza projects.
- Generate substantial local employment during the Event.

Port Commission Requested Actions

- Adopt revised CEQA Findings and a Mitigation Monitoring and Reporting Program
- Authorize the Port Director to enter a Lease Disposition Agreement (LDA)
- Authorize the Port Director to enter Venue Leases pursuant to the LDA at the following locations:
 - Piers 27, 29 & 29½
 - Piers 19, 19½ & 23
 - Pier 9 (south apron)*
 - Pier 14 north**
 - Pier 45 roof space
 - Piers 30-32
 - Pier 80

* Subject to renegotiation w/existing tenants, and only if needed

** Only if needed

Changes through CEQA

- **Findings:** As described in the EIR and CEQA Findings, the 34th America's Cup Project has been refined.
- **Project Changes:** Changes were made in response to:
 - ✓ Adjustments learned from race events
 - ✓ Authority and America's Cup Race Management commitments to clean vessels and equipment
 - ✓ Other Project refinements
 - ✓ DEIR information about environmental effects
 - ✓ Comments from the public, organizations, and regulatory agencies, and through the City interagency coordination
 - ✓ Elimination of long-term development rights

Lease Disposition and Development Agreement

- Specifies Port obligations to improve Port property for the Event;
- Governs the conditions for delivery of the Venues to the Authority under Venue Leases and the dates for delivery (starting as early as **May 1, 2012**) and return (ending as late as **March 15, 2014**); and
- Sets forth provisions to protect the City's General Fund and the Port Harbor Fund from liability.

Port Infrastructure Work

Table 1: Port Infrastructure and Dredging Obligations Under the LDA

Location	Required Improvement	Delivery Date
Pier 27	<ul style="list-style-type: none"> • Cruise Terminal Phase I • Relocate shoreside power 	3/1/13
Pier 36	<ul style="list-style-type: none"> • Demolition/removal 	1/1/13
Brannan Street Wharf	<ul style="list-style-type: none"> • Complete park construction 	6/30/13
Piers 30-32	<ul style="list-style-type: none"> • Marginal wharf repairs • H15 driveway to center of piers • Tower crane pad • Structural improvements to 90,000 sf of Pier 32 (H10 loading) • Slurry seal or patch 190,000 sf of Pier 32 deck • 25,000 lbs of container leveling beams • Electrical transformer, if feasible • Water/sewer repair or capping • Stormwater improvements 	Phased delivery to accomodate the 2012 World Series through 1/15/13
Piers 27-29	<ul style="list-style-type: none"> • Demolish Pier 27 Shed • Demolish Pier 27 Annex Building • Stormwater improvements • Pier 29 substructure/pile repairs • Demolish a small portion of Pier 29 and reconstruct end wall 	3/1/13

Port Infrastructure Work

Table 1 (cont): Port Infrastructure and Dredging Obligations Under the LDA

Pier 19	<ul style="list-style-type: none"> • South apron repair 	3/31/13
Pier 23	<ul style="list-style-type: none"> • Electrical upgrades 	3/31/13
Pier 64	<ul style="list-style-type: none"> • Pile removal and nesting platform 	3/31/14
Pier 1/2	<ul style="list-style-type: none"> • Demolition/removal 	3/31/13
Dredge Location	Dredge quantity	Delivery Date
Piers 32-36 Brannan St. Open Water Basin	13,210 cy	11/30/12
Pier 9 South	9,839 cy (only if needed, subject to renegotiation)	7/1/13*
Pier 14 North	9,900 cy (only if needed)	7/1/13*

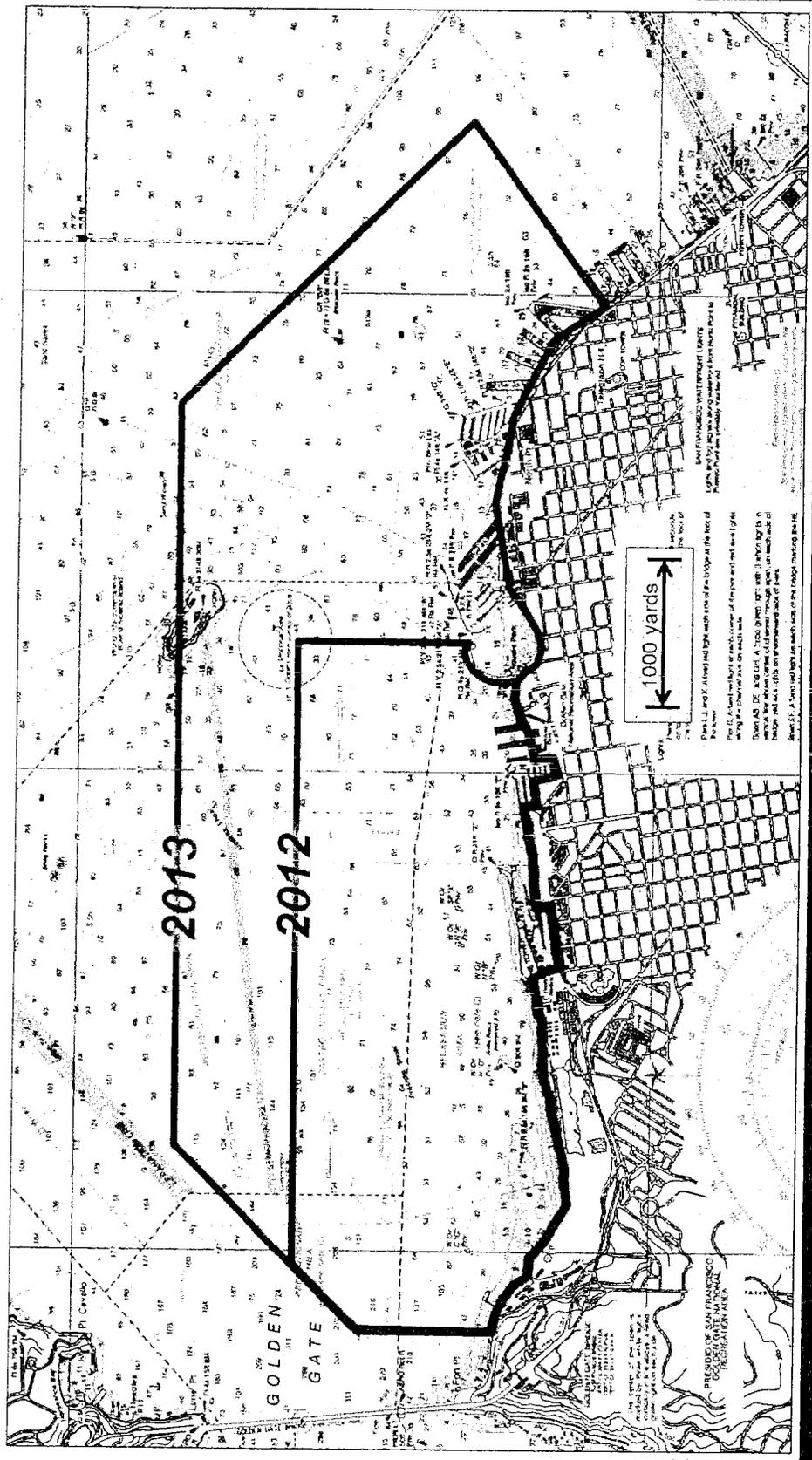
Lease Disposition Agreement

- **Fleet Week** – Piers 30-32 coordination
- **Cruise Berthing** – 5 authorized dates at Piers 30-32 in 2012, dates in 2013 subject to Authority approval
- **Pre-Delivery Damage** – insurance proceeds & functionally equivalent space
- **Port Repair Obligations** – up to \$500,000 based on joint walk-throughs
- **Venues Rent Free**
- **Phased Delivery of Piers 27-29 Site**
- **Phased Construction and Delivery of Piers 30-32 - Pier 80 Backup**
- **Form of Venue Lease** on File with Port Commission Secretary – subject to approval of Operations Plan
- **Insurance, Security and Indemnity**

Proposed Sailing Race Area



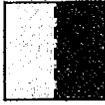
Proposed USCG Regulated Areas for America's Cup Races



2012 Primary Regulated Area

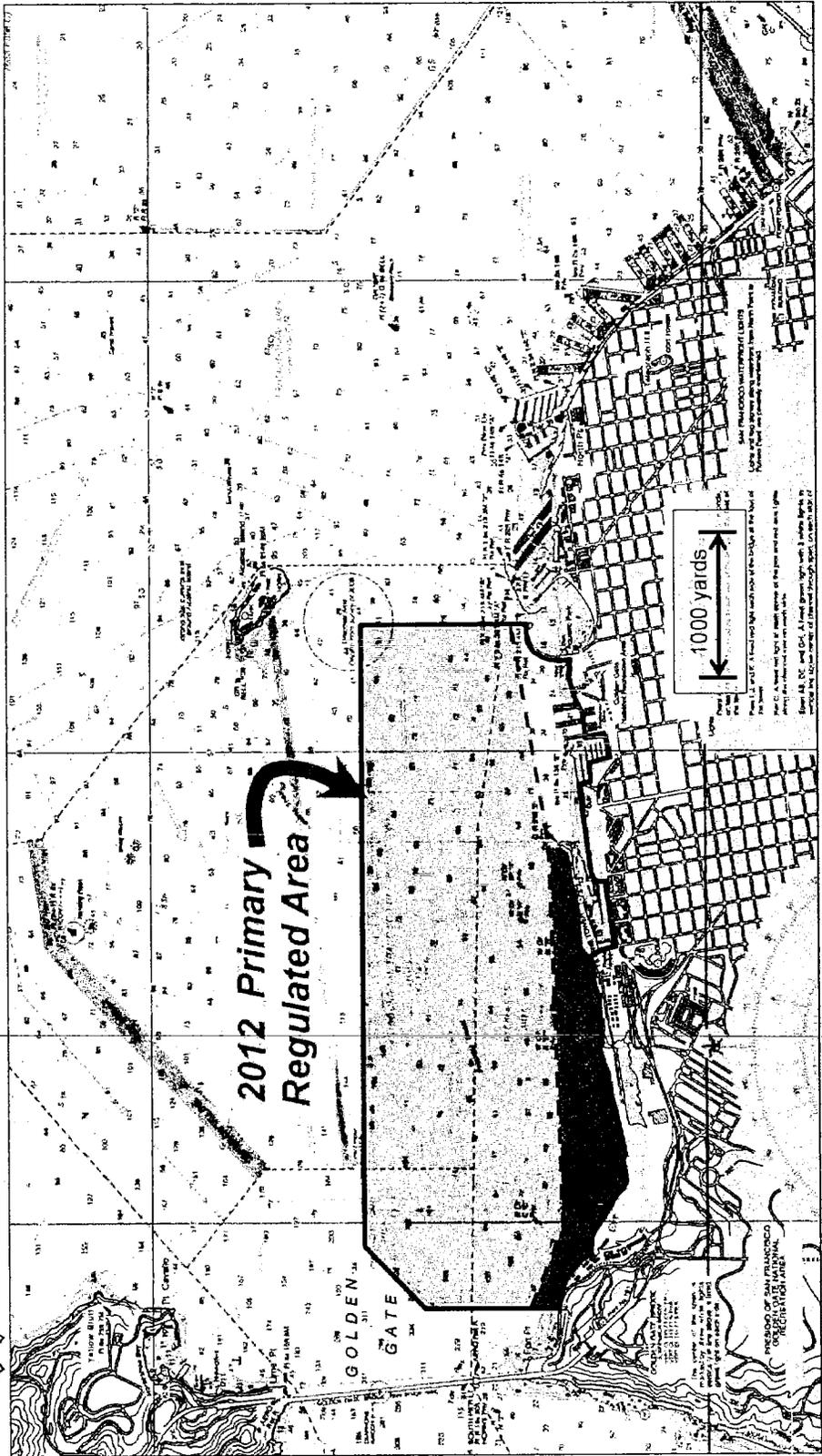


Proposed USCG Regulated Area
for 2012 America's Cup Races



Race Area

Non-Motorized Vessels (<20 ft)

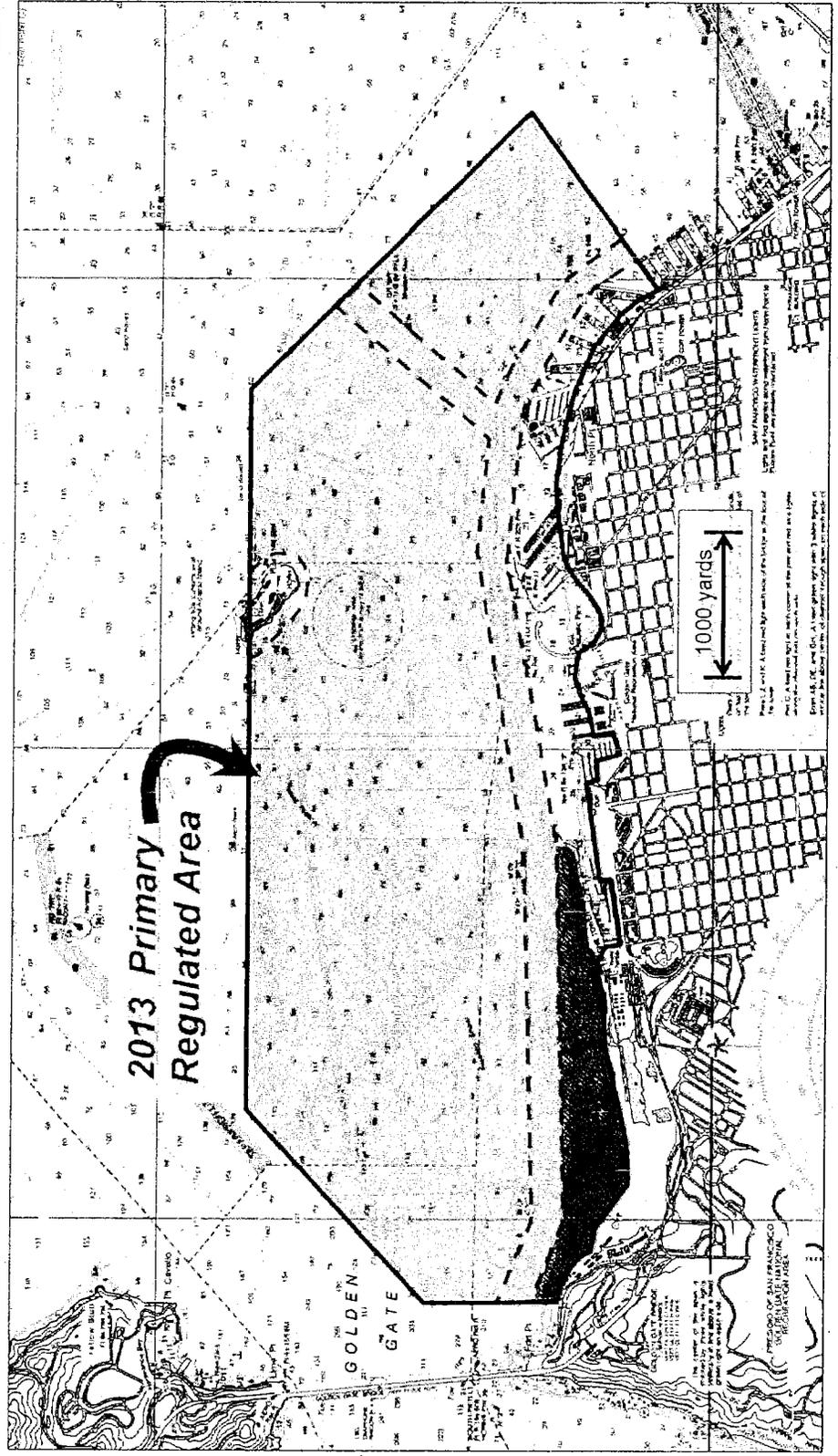


2013 Primary Regulated Area

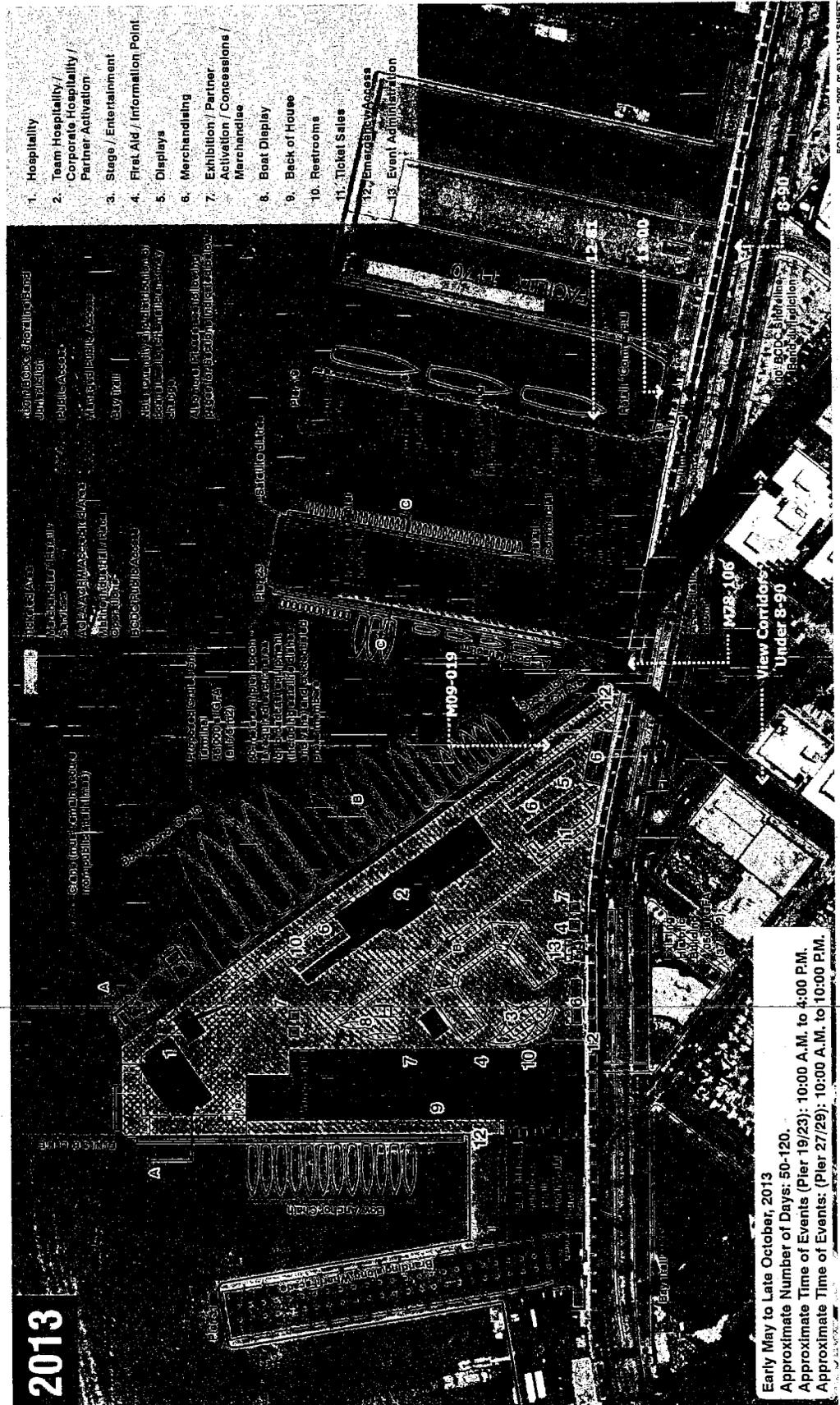


Proposed USCG Regulated Area for 2013 America's Cup Races

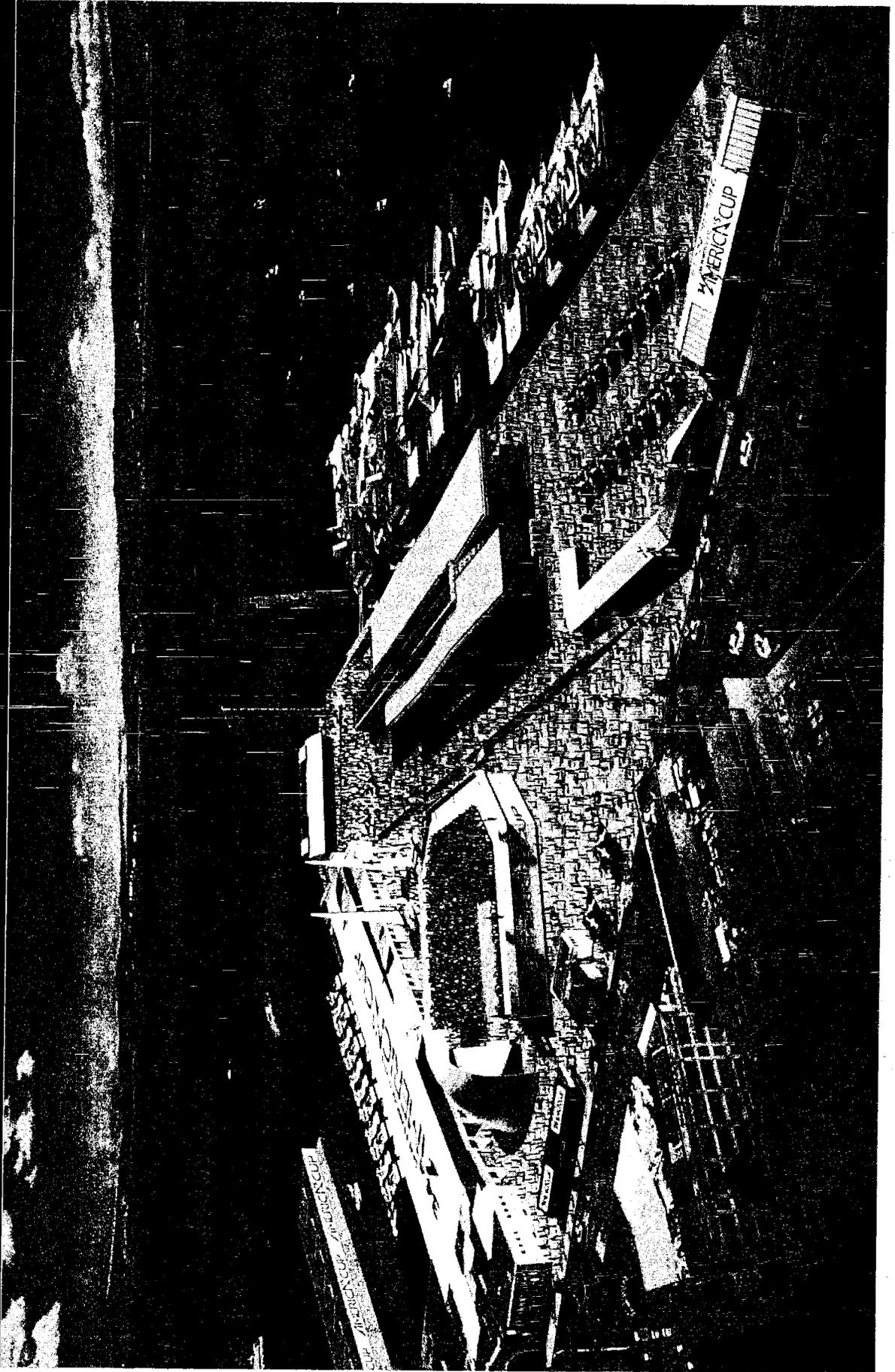
-  Race Area
-  Transit Zone
-  Non-Motorized Vessels (<20 ft)



2013 Piers 19, 19 1/2, 23, 27-29, and 29 1/2



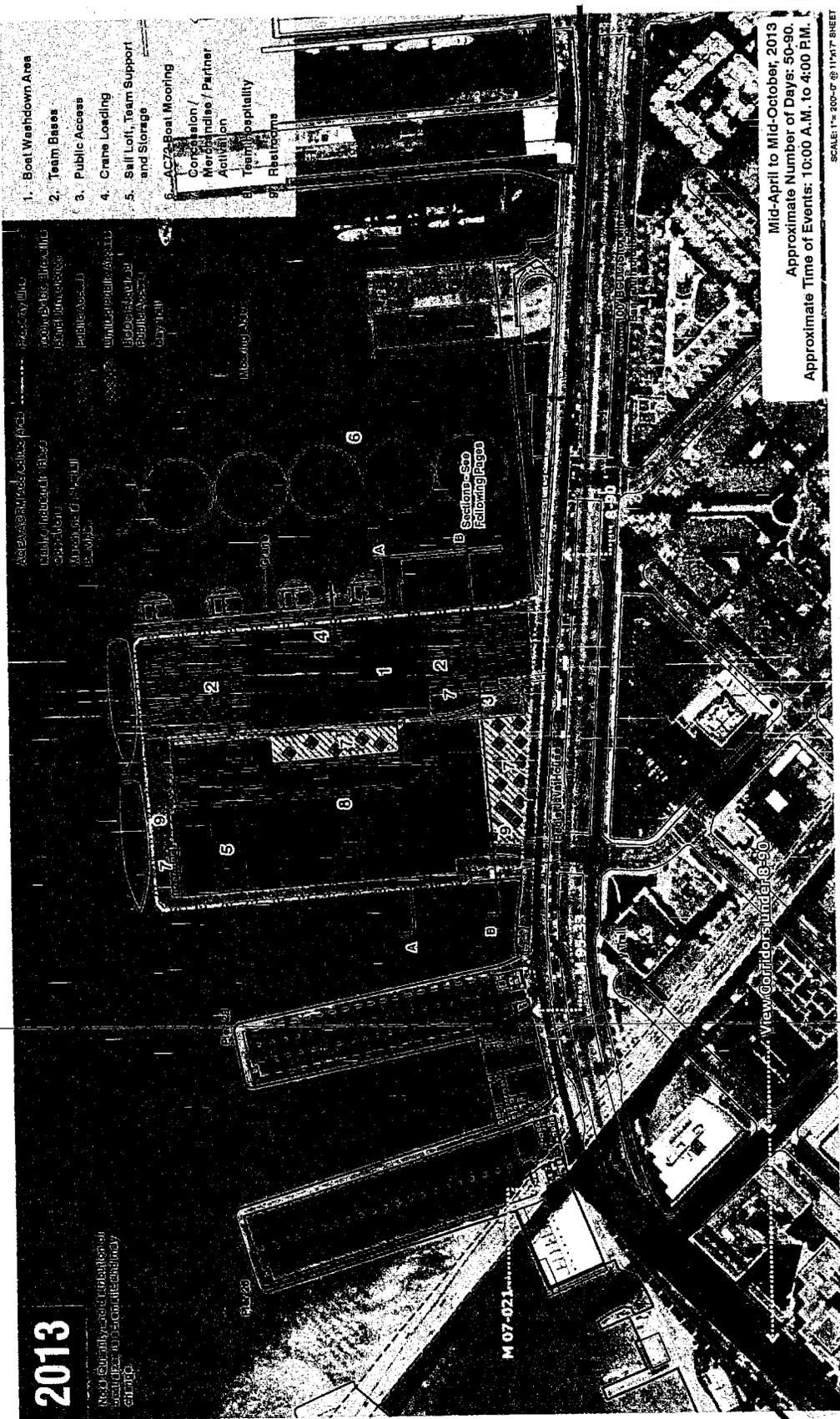
Piers 27-29



2013 Piers 30-32

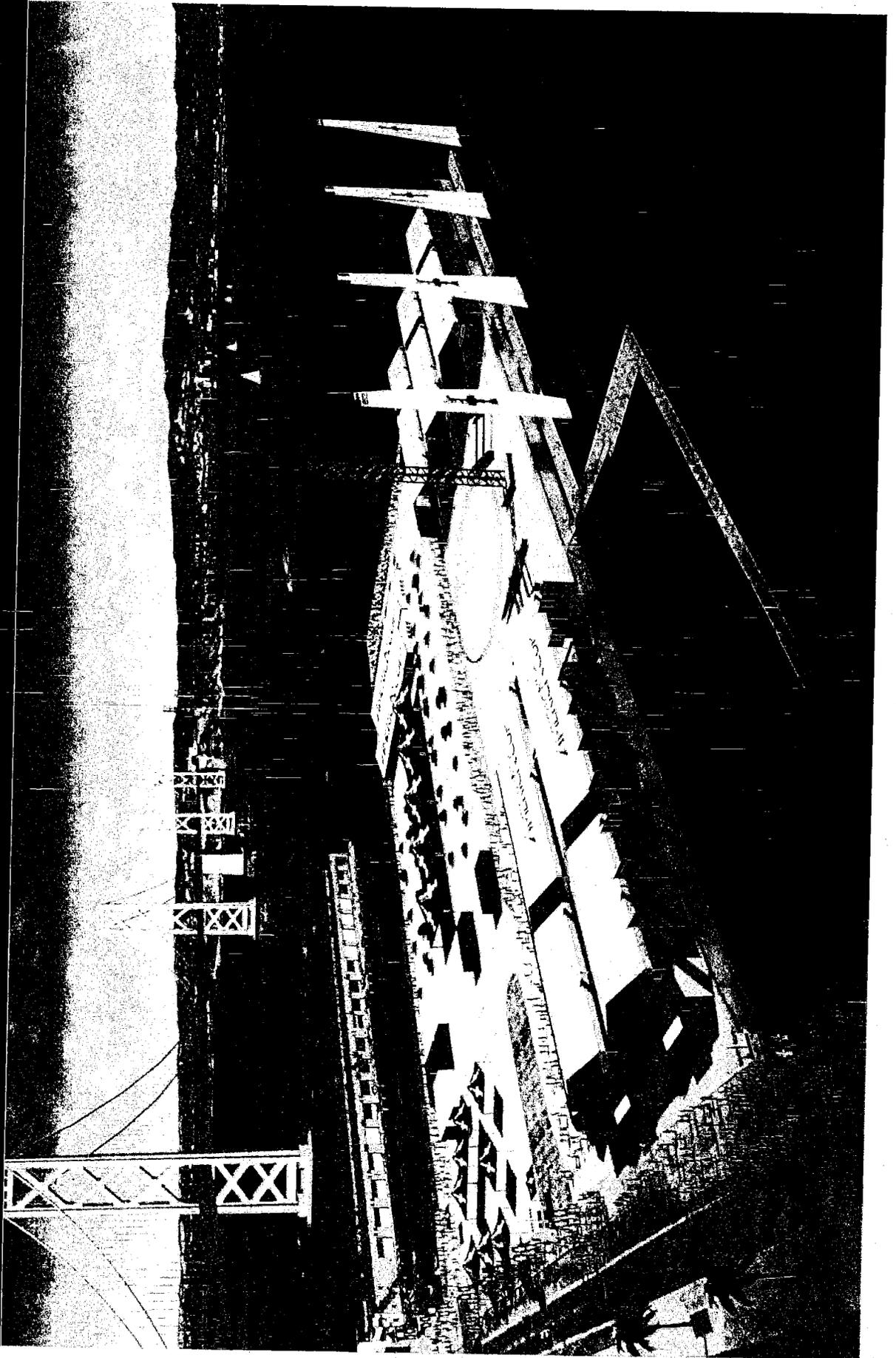
2013

Not for publication without permission of
the American Cup Organizing Committee



PIERS 30-32

Piers 30-32



2013 Pier 80



- 1. Not Used
- 2. Team Base Support, Fabrication, Assembly & Storage
- 3. Team Base
- 4. Modular Support
- 5. Private Zone
- 6. Common Area
- 7. Not Used
- 8. Crane Loading
- 9. Team Parking
- 10. Team Base Circulation
- 11. Boat Washdown Area

Early July to Late December, 2013



PIER 80

Recommendations

- **Approve the Project**, as modified through negotiation and the CEQA process and adopt a Mitigation, Monitoring and Reporting Program.
- **Approve the LDA**: Authorize the Port Executive Director to enter the LDA on behalf of the Port.
- **Approve the Form of Venue Lease**: Authorize the Port Executive Director to enter the Venue Lease in a form consistent with the Form of Venue Lease on file with the Port Commission Secretary.

Appreciation

Port staff wishes to thank the Port Commission, City staff, state and federal agency staff, and the America's Cup Event Authority and America's Cup Race Management for their help, commitment, and expertise.

Alaph

PORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 12-37

- WHEREAS, The Port Commission wishes to fund capital projects that are critical to the implementation of the 34th America's Cup, Phase I of the Cruise Terminal Project, and the installation of shoreside power at Pier 70 for a total project cost of no more than \$48.2 million; and
- WHEREAS, The Port Commission desires to use available unspent tax exempt proceeds from the 2010 Series A revenue debt prior to issuance of new tax-exempt debt, to utilize unspent taxable proceeds from the 2010 Series B revenue debt allocated for the Backlands project for the Piers 30-32 project which is a more immediate need, to fund demolition and dredging costs with a reallocation of operating capital sources, and to finance the remainder of the projects which have benefits that will accrue from between 20 and 30 years with debt; and
- WHEREAS, City Certificates of Participation may improve pricing and protect the Port's revenue bond debt service coverage levels which will allow for more bonding capacity when the Port's revenue streams improve; and
- WHEREAS, Assuming \$17 million in net Port revenues, a 6% interest rate, and 2.0 debt service coverage, the Port can support the issuance of approximately \$74 million of debt over the next five year period (2012-2017); and
- WHEREAS, The Port Commission wishes to enter into a memorandum of understanding between the City and the Port (the "MOU") that governs the terms of repayment of the City's Certificates of Participation; and
- WHEREAS, The City Certificates of Participation are the most efficient manner to structure the financing in order to achieve the Port's objectives; 2) the Certificates will not be executed or delivered without the Port's acknowledgement and agreement that the Port will submit for approval by the Board and the Mayor a budget for each fiscal year that includes funding for all costs of lease payments, additional rent, and other obligations due in connection with the Certificates; and 3) the Port's obligations under the MOU are and will be expressly subordinate to any Port revenue bonds; and

WHEREAS, The following Port projects (collectively, the "Projects") will meet the Port's Maritime and Public Access missions: Cruise Terminal at Pier 27, Piers 30-32 improvements, Pier 23 Electrical Repairs, Public Access for Piers 19 or 23, and Shoreside Power at Pier 70, all of which constitute the public necessity; and

WHEREAS, The Port Commission has determined that it would be inefficient to fund these Projects through annual allocations in the Port's capital budget; and

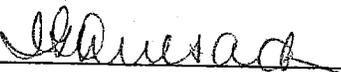
WHEREAS, The Port Commission has not identified another source of funds for these Projects; now, therefore, be it

RESOLVED, The Port Commission recommends the City's issuance of Certificates of Participation in an amount not to exceed \$45 million; and be it further

RESOLVED, The Port Commission authorizes the attached Memorandum of Understanding with the City that will govern the terms of repayment of the City's Certificates; and, be it further

RESOLVED, The Port Commission recommends a supplemental appropriation ordinance with allocates the Certificates in an amount not to exceed \$45 million, reallocates 2010 Port Revenue Bonds of \$9.2 million and Port Capital Funds of \$4.5 million, for a total amount of \$58.7 million, to the Pier 27 Cruise Terminal Project, America's Cup infrastructure requirements, and permit and mitigation requirements of the Project, financing issuance costs and reserve.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of April 24, 2012.



Secretary

ATTACHMENT 1

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (this "MOU"), dated for reference purposes only as of May __, 2012, is entered into by and among the San Francisco Port Commission (the "Port"), a commission duly constituted under the Charter of the City and County of San Francisco (the "City"), and the San Francisco Controller (the "Controller"), acting through the City's Director of Public Finance or her designee (the "Director").

RECITALS

A. The Port desires to finance the acquisition, construction and installation of certain improvements to Piers 19, 23, 27, 29, 30-32 and 70 and other Port property that will be used as venues for the 34th America's Cup events (collectively, the "Project").

B. The Director and the Port wish to document their mutual understanding with respect to the execution of a lease agreement (the "Project Lease") by and between the City and a corporate trustee and the execution and delivery of certificates of participation ("COPs") in connection therewith, all for the purpose of financing a portion of the Project (the "Financing").

C. The COPs will evidence the obligation of the City under the Project Lease to make certain lease payments (the "Base Rental") from its General Fund. The City will also be obligated under the Project Lease to pay "Additional Rental" (together, Base Rental and Additional Rental constitute "Rental Payments" under the Project Lease). The Director and the Port agree that the Financing described above will be the most efficient way to finance the Project.

D. The Port acknowledges and agrees that the City would not agree to execute the Project Lease or to cause execution and delivery of the COPs without the undertaking by the Port to budget such amounts as necessary to offset the costs of the COPs on the City's General Fund, as further described in this MOU.

E. Section B7.320 of the City's Charter authorizes the Mayor to submit to the Board of Supervisors (the "Board") for approval a memorandum of understanding between the Port and another department of the City, approved by the Port by resolution, that requires the department to expend funds or requires the Port to transfer funds to the department.

F. Because the Project is a Port undertaking, the Director and the Port now wish to enter into this MOU to establish their mutual expectation that the Port will undertake to budget for each fiscal year such amounts as are necessary to pay the costs of the Financing over the life of the Project Lease and the COPs, including amounts to offset Rental Payments under the Project Lease, and any other costs of financing or refinancing the Project.

NOW, THEREFORE, IN CONSIDERATION of the foregoing, the Port and the Director hereby agree as follows:

AGREEMENT

1. **Recitals.** The foregoing recitals are true and correct and are incorporated herein by this reference.

2. **Payment of COP Payments.** The Port hereby acknowledges and agrees that it will submit a budget for each fiscal year for approval by the Board and Mayor of the City that includes amounts for direct payments by the Port or reimbursement by the Port of the City for "COP Payments," which term is defined to include all obligations incurred by the City under the Project Lease, including the Rental Payments, and all other expenses incurred by the City in connection with the Financing or a refinancing of the COPs.

The Director hereby acknowledges that the Port is not pledging any revenues as security for its obligations under this MOU, and any payments by the Port under this MOU shall be made from any source of legally available funds of the Port in any fiscal year after it has satisfied its obligations to pay debt service on any Port revenue bonds in that fiscal year, whether the revenue bonds are outstanding as of the date of this MOU or issued after the date of this MOU. The Director and the Port acknowledge and agree that the Port's obligations under this MOU are and will be expressly subordinate to any Port revenue bonds currently or hereafter outstanding.

3. **Term.** The term of this MOU will begin on the date the resolution of the Board approving it becomes effective and end on the upon the payment of all costs related to the Financing, including all Rental Payments and the costs of retiring the COPs or any obligations incurred by the City to refinance the COPs.

4. **COP Expectations.** The parties agree that the City will execute and deliver the Project Lease and cause execution and delivery of the COPs in an amount sufficient to pay not only the costs of constructing the Project but, as applicable, other costs relating to the Financing, including capitalized interest, costs of issuance, reimbursement of eligible pre-issuance costs and other contingencies. The initial principal amount of the COPs will be the greater of (i) \$45,000,000 and (ii) any greater amount agreed upon by the Director and the Port, if approved by the Port Commission and the Board. The initial principal amount of any obligations incurred by the City to refinance the COPs will be the greater of (i) the amount required to defease the outstanding COPs (or any obligations issued to refinance the COPs), fund a debt service reserve for the obligations and pay the costs of issuing the obligations and (ii) such greater amount agreed upon by the Director and the Port, if approved by the Port Commission and the Board.

5. **Obligations with Respect to Project.** The Port shall be responsible for all operations, maintenance, insurance and other issues relating to the ongoing use of the Project, subject to any obligations of the City under the Project Lease.

6. **Obligations with Respect to the Financing.** The Director, as the designee of the Controller, shall collaborate with the Port with respect to the ongoing management of the Project Lease and the COPs, in terms of approvals, refunding opportunities, or other aspects of the transaction that could result in a change in the nature or the amount of the COPs Payments. Because the Financing relies on Lease Payments to be made by the City from its General Fund, subject to the Port's reimbursement obligation under this MOU, the Controller has final authority

with respect to managing the Financing. The authority of the Controller to manage the Financing shall also extend to all refinancings of the COPs that are payable from or secured by the City's General Fund or any City assets not under Port jurisdiction.

7. Port Obligations Relating to Leased Property.

a. The Port shall provide Port assets to serve as "Leased Property" under the Project Lease. The Port hereby authorizes the City to include Pier 27 and such other property designated by the Director and the Executive Director of the Port as "Leased Property" under the Project Lease and the related Property Lease. The Controller may, in its discretion, provide additional City assets to serve as Leased Property during the construction of the Pier 27 portion of the Project. The Port acknowledges that any City assets will be released from the Project Lease upon completion of construction of the Pier 27 portion of the Project.

b. For as long as any Port properties constitute "Leased Property" under the Project Lease, the Port will use the proceeds of any insurance proceeds related to the damage or destruction of any Port property that constitutes Leased Property to rebuild or replace such Port property as soon as it commercially reasonable to do so.

8. **Notice.** Any notice given under this MOU shall be effective only if in writing and given by delivering the notice in person or by sending it first-class mail or certified mail with a return receipt requested or by overnight courier return receipt requested, with postage prepaid, at the following addresses, or at such other addresses as either the Port or the Director may designate by notice as its new address:

Address for Port:

Port of San Francisco
Pier One
San Francisco, CA 94111
Attn: Monique Moyer, Executive Director
Email: monique.moyer@sport.com
Telephone No.: (415) 274-0401
Fax No.: (415) 274-0578

Address for Controller:

Office of the Controller, Director of Public
Finance
City Hall Room 336
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Nadia Sesay, Director
Email: nadia.sesay@sfgov.org
Telephone No.: (415) 554-7500
Fax No.: (415) 554-4864

For convenience of the parties, courtesy notices may also be given by email, facsimile, or telephone to the address or numbers set forth above or such other address or number as may be provided from time to time; however, neither the Port nor the Director may give official or binding notice by email, telephone, or facsimile.

9. Miscellaneous Provisions.

a. California Law. This MOU shall be construed and interpreted in accordance with the laws of the State of California and the City's Charter.

b. Entire Agreement. Subject to any subsequent agreements authorized pursuant to this MOU, this MOU contains all of the representations and the entire agreement between the parties with respect to the subject matter of the MOU. Any prior correspondence, memoranda, agreements, warranties, or written or oral representations relating to such subject matter are superseded in total by this MOU. No prior drafts of this MOU or changes from those drafts to the executed version of the MOU shall be introduced as evidence in any litigation or other dispute resolution proceeding by any party or other person, and no court or other body should consider those drafts as in interpreting this MOU.

c. Amendments. No amendment of this MOU or any part thereof shall be valid unless it is in writing and signed by all of the parties hereto.

d. Severability. Except as is otherwise specifically provided for this MOU, invalidation of any provision of this MOU, or of its application to any person, by judgment or court order, shall not affect any other provision of this MOU or its application to any other person or circumstance, and the remaining portions of this MOU shall continue in full force and effect, unless enforcement of this MOU as partially invalidated would be unreasonable or grossly inequitable under all of the circumstances or would frustrate the purpose of this MOU.

e. No Party Drafter; Captions. The provisions of this MOU shall be construed as a whole according to their common meaning and not strictly for or against any party in order to achieve the objectives and purposes of the parties. Any caption preceding the text of any section, paragraph or subsection is included only for convenience of reference and shall be disregarded in the construction and interpretation of the MOU.

f. Singular, Plural, Gender. Whenever required by the context, the singular shall include the plural and vice versa, and the masculine gender shall include the feminine gender, and vice versa.

g. Successors. The terms, covenants, agreements and conditions set forth in the MOU shall bind and inure to the benefit of the Port and the Controller and, except as otherwise provided herein, their contractors, agents, personal representatives, successors, and assigns.

h. Waiver. No failure by either party to insist upon the strict performance of any obligation of the other party under this MOU or to exercise any right, power or remedy arising out of a breach thereof, irrespective of the length of time for which such failure continues, and no acceptance of full or partial MOU consideration during the continuance of any such breach shall constitute a waiver of such breach or of the right to demand strict compliance with such term, covenant, or condition. A party's consent to or approval of any act by the other party requiring consent or approval shall not be deemed to waive or render unnecessary consent to or approval of

any subsequent act. Any waiver of any default must be in writing and shall not be a waiver of any other default concerning the same or any other provision of the MOU.

i. Further Assurances. The parties hereto agree to execute and acknowledge such other and further documents as may be necessary or reasonably required to carry out the mutual intent of the parties as expressed in this MOU.

j. Application. The parties intend for this MOU to establish their shared understanding as to the budgeting of certain costs and as such this document shall not confer any rights on any other person to mandate or enjoin any action by the parties hereto.

10. Approval Contingency. This MOU shall not be effective without authorization from the Port Commission and the Board, each in its sole and absolute discretion.

[No further text this page]

IN WITNESS WHEREOF, the parties have caused this MOU to be executed as of the date first written above.

AGREED TO AS WRITTEN
ABOVE:

CITY AND COUNTY OF SAN
FRANCISCO, a municipal
corporation operating by and
through SAN FRANCISCO PORT
COMMISSION

By: _____
MONIQUE MOYER
Port Executive Director

Date:
Resolution No.:

REVIEWED:

Dennis J. Herrera, City Attorney

By: _____
Deputy City Attorney

AGREED TO AS WRITTEN
ABOVE:

SAN FRANCISCO CONTROLLER,
acting through the City's Director of
Public Finance

By: _____
NADIA SESAY
Director of Public Finance

REVIEWED:

Dennis J. Herrera, City Attorney

By: _____
Deputy City Attorney



CITY AND COUNTY OF SAN FRANCISCO
OFFICE OF THE CONTROLLER

ATTACHMENT 2

Ben Rosenfield
Controller

Monique Zmuda
Deputy Controller

Nadia Sesay
Director
Office of Public Finance

DRAFT MEMORANDUM

TO: Honorable Members, Board of Supervisors

FROM: Nadia Sesay, Director of Public Finance

SUBJECT: Resolution Authorizing the Execution and Delivery of Certificates of Participation in an Amount Not to Exceed \$45,000,000 to Finance Certain Capital Improvements to Properties of the Port of San Francisco

DATE: April 17, 2012

The Office of Public Finance respectfully requests consideration of the Resolution by the Budget and Finance Committee on Wednesday, April 25, 2012.

Background:

The City and County of San Francisco Port Commission (the "Port") seeks to finance the costs of various facilities and improvements under the jurisdiction of the Port, including facilities expected to be used as venues for the 34th America's Cup events. To that end, the City expects to issue City and County of San Francisco Certificates of Participation Tax-Exempt Series 2012A (Non-AMT), Tax-Exempt Series 2012B (AMT)¹, and Taxable Series 2012C to finance the acquisition, construction and installation of certain capital improvements to properties of the Port, on the Port's behalf (the "Project"). Specifically, the Port has identified the following improvements to certain Port properties²:

- Repairs to the south apron for public access on Pier 19;
- Construction of a primary cruise terminal at Pier 27 to replace the existing primary terminal at Pier 35;
- Installation of a handrail on Pier 23 for public safety;
- Various improvements to Piers 30-32, including repairs to the marginal wharf, emergency vehicle access improvements, and various other improvements extending the useful life of portions of the facility from ten to 30 years; and

¹ Generally, governmental entities such as the City issue obligations financing public facilities that are characterized by the Internal Revenue Code as publicly available. Interest received by owners of such obligations is excluded from gross income for federal income tax purposes. Enterprise departments such as the Airport issue obligations that finance facilities that are identified as not publicly available and are characterized as private activity bonds. The interest on such private bonds may not be exempt from federal income taxation and may be subject to the alternative minimum tax or AMT. The City consults with bond and tax counsel on the proper characterization of its obligations.

² Source: the Port.

- Installation of a shoreside power project consisting of the construction of a 12 megawatt power system to serve ships berthing in the drydock at Pier 70.

Pursuant to a memorandum of understanding between the City and the Port (the "MOU"), the City and the Port agree that 1) the Certificates are the most efficient manner to structure the financing in order to achieve the Port's objectives; 2) the Certificates will not be executed or delivered without the Port's acknowledgement and agreement that the Port will submit for approval by the Board and the Mayor a budget for each fiscal year that includes funding for all costs of lease payments, additional rent, and other obligations due in connection with the Certificates; and 3) the Port's obligations under the MOU are and will be expressly subordinate to any Port revenue bonds³. A form of the MOU has been submitted with the legislation.

Please note that a separate memorandum from Elaine Forbes, Deputy Director of the Port, provides additional background on the overall Project and plan of finance (the "Project Memorandum") and is being submitted in support of this legislative package.

The Certificates:

Under the proposed Resolution, the City will structure the Certificates as an abatable asset-transfer lease by and between the City and a third-party trustee pursuant to a property lease, project lease and trust agreement.

Pursuant to the property lease, the City leases a City-owned property to a third party trustee for a nominal amount while the Certificates remain outstanding. Pursuant to the project lease, the City leases the leased property from the third party trustee in consideration for annual base rental payments due from the City to holders of the Certificates that are equal to the amounts required to amortize the repayment obligations on the Certificates. The City general fund secures the City's repayment obligations for the life of the Certificates.

Pursuant to the trust agreement between the City and a third party trustee acting on behalf and for the benefit of Certificates holders, the trustee administers and disburses Certificate payments and enforces the covenants and remedies in the event of a default by the City. The trust agreement provides for the terms of the Certificates, the base rental payment schedule, redemption provisions, events of default, remedies in the event of default, and other related administrative provisions. The trustee holds proceeds derived from the sale of the Certificates and disburses payments for the costs incurred for the Project, as directed by authorized City representatives. The Resolution delegates selection of the third party trustee to the Director of Public Finance, and the trustee will be selected based on the lowest fees and other considerations via a competitive request for proposal.

³ On February 3, 2010, the Port issued \$36,650,000 in Revenue Bonds to finance the design, construction, reconstruction, repair and/or improvements to various facilities of the Port. In connection with the delivery of the Port's revenue bonds, the Port Commission covenanted that it will maintain rentals, rates, fees and charges so that net revenue in each fiscal year will be at least equal to 130% of annual debt service on the revenue bonds for such fiscal year.

Tax Equity and Fiscal Responsibility Act (TEFRA): Before the Certificates may be issued on a tax-exempt basis, federal tax law requires that the governing body of the jurisdiction in which the Project is located approve the financing after providing the opportunity for a duly-noticed public hearing. To facilitate the tax exemption of interest on one or more series of the Certificates, the City is required to conduct a duly noticed public hearing and approve the financing referenced herein. The Office of Public Finance expects to hold such hearing on Wednesday, April 25, notice of which was published in the *San Francisco Chronicle* on April 11, 2012. Any comments received from the TEFRA public hearing will be submitted to the Clerk of the Board of Supervisors for inclusion in the proposed Resolution Board File.

The Leased Property:

The leased property securing the Certificates is expected to have a fair market value equal to approximately 125 percent of the initial principal amount with respect to the Certificates. To facilitate the financing, the Controller's Office of Public Finance and the Port propose to encumber Pier 27 James R. Herman Cruise terminal and a portion of the Laguna Honda Hospital known as the South Residence located at 375 Laguna Honda Boulevard (the "Leased Property"). Pending ongoing analysis by the Real Estate Department and the Port, it is anticipated that the Leased Property will serve as the leased assets for the Certificates to secure the City's covenants and obligations under the leases. There is no remedy under the Certificates for the purchasers thereof to take possession of the Leased Property

The Office of Public Finance anticipates structuring the Certificates with base rental payments due from the City on each February 26 and August 26 during the life of the Certificates, commencing on February 26, 2013 and semi-annually thereafter, in an amount sufficient to pay total lease payments. The trust agreement requires that the rental payments be deposited in the debt service fund maintained by the trustee. On March 1 and September 1 of each year, commencing March 1, 2013 and semi-annually thereafter, the trustee will apply such amounts as is necessary to make rental payments with respect to the Certificates.

The Plan of Finance:

The Resolution authorizes the issuance of not to exceed par amount of \$45,000,000, however, the Controller's Office of Public Finance expects to issue approximately \$38,460,000 under current market conditions. The additional authorized amount above the expected issuance amount allows for fluctuations in market interest rates from the date of authorization by the Board to the time of the sale of the Certificates.

The Project cost is expected to total approximately \$54.74 million, with construction to commence in May 2012 and substantial completion of the final Project component in March 2013. When issued, the Certificates are anticipated to contribute approximately \$34.61 million or 63% of the total component sources of funds of the Project⁴. Other available sources of funds of the Port totaling \$20.13 million or 37% of the total component sources for the Project comprise the balance of sources. Table 1 below outlines anticipated sources and uses for the Certificates.

⁴ The expected total Project cost of \$54.74 million includes \$6.5 million which is subject to future appropriation.

Table 1: Anticipated Sources and Uses from the Issuance of the Certificates.

Sources	Series A (Non-AMT)	Series B (AMT)	Aggregate
<u>Par Amount</u>	<u>\$ 4,510,000</u>	<u>\$ 33,950,000</u>	<u>\$ 38,460,000</u>
Total Sources	4,510,000	33,950,000	38,460,000
Uses			
Project Fund			
AC34 Projects	-	3,803,644	\$ 3,803,644
AC34 Pier 19/23	4,056,900	-	4,056,900
Cruise Terminal	-	21,048,760	21,048,760
<u>Shoreside Power</u>	<u>-</u>	<u>5,700,000</u>	<u>5,700,000</u>
Subtotal - Project Fund	4,056,900	30,552,404	34,609,304
Debt Service Reserve	340,813	2,565,547	2,906,360
Delivery Date Expenses			
Other Cost of Issuance	78,462	577,424	655,886
<u>Other Underwriter's Discourt</u>	<u>33,825</u>	<u>254,625</u>	<u>288,450</u>
Subtotal - Delivery Date Expenses	112,287	832,049	944,336
Total Uses	\$ 4,510,000	\$ 33,950,000	\$ 38,460,000

The Project Memorandum describes the aggregate sources and uses for the Project, including the sources and uses of the Certificates.

Based upon conservative estimates, the Office of Public Finance estimates that fiscal year net base rental payments on the Certificates average approximately \$2,374,000. The total estimated par amount of \$38,460,000 is estimated to result in approximately \$32,752,000 in net interest payments over the life of the Certificates. The net base rental payments over the life of the Certificates total approximately \$71,212,000.

Commercial Paper: The current plan of finance anticipates utilization of the City's commercial paper program launched by the City in June 2010 (Reso No. 85-09 and Reso No. 136-10) to finance certain interim costs of the Project, including preliminary design, planning, and permitting costs.

Commercial paper is an alternative form of short-term (or interim) financing for capital projects that permits the City to pay project costs as project expenditures are incurred. Commercial paper notes are issued and short-term debt is incurred only when needed to pay project costs as they are incurred. Commercial paper has a fixed maturity date from one to 270 days, compared with a final maturity of 20- to 30-years for the City's typical long-term obligation. On the maturity date, the commercial paper note may be "rolled" (or refinanced) with the re-issuance of commercial paper notes for additional periods of up to 270 days or finally retired with the issuance of long-term obligations once the project is complete and the final project cost is established.

As of April 10, 2012, the City has issued and outstanding \$60.65 million in aggregate par amount of commercial paper notes providing interim financing of project costs for street improvements, Moscone Convention Center improvements, HOPE SF, War Memorial Veterans Building improvements, and capital equipment acquisitions. The average interest cost on the City's outstanding commercial paper is 0.17% and approximately \$72,000 in interest has accrued

from City's first commercial paper notes issued on June 23, 2010 to April 3, 2012, the date of the City's most recent commercial paper note.

Method of Sale and Purchase Contract: The Certificates are anticipated to be sold on a competitive basis at an interest rate not to exceed 12 percent per year and will have a final maturity of March 1, 2042, or 30 years. Based upon conservative estimates given current market conditions, OPF estimates that the overall effective interest rate would be approximately 5.53%.

Nonetheless, the proposed Resolution delegates to the Director of Public Finance the authority to sell the Certificates by either a competitive or negotiated sale, subject to the Director of Public Finance's determination that a negotiated sale will result in the lowest borrowing cost to the City. If a negotiated sale method is pursued, one or more firms from the City's underwriter pool will be selected to serve as underwriter(s) for the Certificates pursuant to a Purchase Contract that establishes the terms and conditions for the purchase of the Certificates.

Certificates of Participation Policy: In November 2011, the Board adopted Ordinance No. 221-11 (the "Policy") that, among other matters, amends the City's Administrative Code to adopt a binding financial policy governing the authorization of lease financing debt payable and secured by the City's general fund, requires the identification of specific revenue sources as internal repayment sources for certificates of participation, and limits annual debt service cost of lease financing debt to 3.25 percent of discretionary revenue. In addition, the Policy exempts lease financed projects meeting certain criteria, including lease-financing obligations payable from non-General Fund revenue sources. The Certificates are excluded from the Policy because the Port acknowledges and agrees that the Port will submit for approval by the Board and Mayor a budget for each fiscal year that includes funding for all costs of lease payments, additional rent, and other obligations due in connection with the Certificates from non-General Fund revenue sources.

Financing Timeline:

The sale of the Certificates is tentatively scheduled for the week of July 25, 2012. Schedule milestones in connection with the financing may be summarized as follows:

<u>Milestone</u>	<u>Date*</u>
Consideration by the Capital Planning Committee	April 16, 2012
Introduction of Resolution to the Board	April 17
Port Commission approval of MOU	April 24
Competitive sale of Certificates	July 25
Closing & delivery of Certificates	August 8

*Please note that dates are estimated unless otherwise noted.

Additional Information:

The Resolution will be introduced at the Board of Supervisors meeting on Tuesday, April 17, 2012. The related financing documents—including the Trust Agreement, Property Lease, Project Lease, Memorandum of Understanding, Official Notice of Sale, Notice of Intention to Sell, Purchase Contract, Preliminary Official Statement, and Continuing Disclosure Certificate—have also been submitted. The supplemental appropriations ordinance appropriating the Certificates

proceeds is also expected to be introduced on Tuesday, April 17, 2012, along with the Project Memorandum.

Official Notice of Sale and Notice of Intention to Sell: The Notice of Intention to Sell provides legal notice to prospective bidders of the Certificates, should the City pursue a competitive sale. Such Notice of Intention to Sell will be published once in "The Bond Buyer" or another financial publication generally circulated throughout the State of California.

The Official Notices of Sale announces the date and time of the competitive sale for the Certificates, including the terms relating to the Certificates; the terms of sale, form of bids, and delivery of bids; and closing procedures and documents. Exhibit A to the Official Notice of Sale is the form of the official bid for the purchase of the Certificates. Pursuant to the Resolution, the Controller is authorized to award the Certificates to the bidder whose bid represents the lowest true interest cost to the City in accordance with the procedures described in the Official Notice of Sale.

Official Statement and Appendix A: The Official Statement provides information for prospective bidders and investors in connection with the public offering by the City of the Certificates. The Official Statement describes the Certificates, including sources and uses of funds; security for the Certificates; risk factors; and tax and other legal matters, among other information. The Official Statement also includes the City's Appendix A, the most recent Comprehensive Annual Financial Report of the City, the City's Investment Policy, and other forms of legal documents for the benefit of investors, holders and owners of the Certificates. If sold by competitive sale, a *Preliminary Official Statement* is distributed to prospective bidders prior to the sale of the Certificates and within seven days of the public offering of the Certificates, the *Final Official Statement* (adding certain sale results including the offering prices, interest rates, selling compensation, principal amounts, and aggregate principal amounts) is distributed to the initial purchasers of the Certificates.

The Board of Supervisors and the Mayor, in adopting and approving the Resolution, approve the form of the Official Statement, and authorize the use and distribution of the Official Statement by the co-financial advisors with respect to the Certificates. The Official Statement must include all facts that would be material to an investor in the Certificates. Material information is information that there is a substantial likelihood would have actual significance in the deliberations of the reasonable investor when deciding whether to buy or sell the Certificates. For purposes of the Securities and Exchange Act of 1934, the Controller will certify, on behalf of the City, that the Preliminary and Final Official Statements are final as of their dates.

The City prepares the Appendix A: "City and County of San Francisco—Organization and Finances" (the "Appendix A") for inclusion in the Official Statement. The Appendix A describes the City's government and organization, the budget, property taxation, other City tax revenues and other revenue sources, general fund programs and expenditures, employment costs and post-retirement obligations, investment of City funds, capital financing and bonds, major economic development projects, constitutional and statutory limitations on taxes and expenditures, and litigation and risk management. Pursuant to the Resolution, City staff will revise the Official

Statement, including the Appendix A, to conform to the City's most recent Comprehensive Annual Financial Report before printing of the Preliminary and final Official Statement.

The attached Preliminary Official Statement has been reviewed and approved for transmittal to the Board of Supervisors by staff and the financing team. Members of the Board of Supervisors may review the Preliminary Official Statement and/or question staff and members of the financing team to make sure they feel comfortable that it includes all material facts.

Continuing Disclosure Certificate: The City covenants to provide certain financial information and operating data relating to the City (the "Annual Report") not later than 270 days after the end of the fiscal year and to provide notices of the occurrence of certain enumerated events. The Continuing Disclosure Certificate describes the nature of the information to be contained in the Annual Report or the notices of enumerated events. These covenants have been made in order to assist initial purchasers of the Certificates in complying with the Securities and Exchange Commission Rule 15c2-12(b)(5).

Your consideration of this request is greatly appreciated. Please contact me at 554-5956 if you have any questions. Thank you.

cc: Angela Calvillo, Clerk of the Board of Supervisors
Jason Elliott, Mayor's Office
Elaine Forbes, Deputy Director, Port of San Francisco
Kate Howard, Mayor's Budget Director
Monique Moyer, Director, Port of San Francisco
Harvey Rose, Budget Analyst
Ben Rosenfield, Controller
Mark Blake, Deputy City Attorney
Kenneth Roux, Deputy City Attorney

