

TRANSPORTATION PLAN
of
DISPOSITION AND DEVELOPMENT AGREEMENT

(PIER 70 28-Acre Site)

TRANSPORTATION PLAN

I. Transportation Fee.

A. **Payment by Vertical Developers.** Each Vertical Developer shall pay to SFMTA a "Transportation Fee" that SFMTA will use and allocate in accordance with Section I.B below. The Transportation Fee must meet all requirements of and will be payable on all vertical development in the 28-Acre Site in accordance with Planning Code sections 411A.1-411A.8. Under the Development Agreement and this Transportation Program:

- The Transportation Fee will be payable on any development project on the 28-Acre Site, except Affordable Housing Projects pursuant to Planning Code section 406(b) and Building 21, Building 12 and Parcel E4.
- The Transportation Fee will be calculated at 100% of the applicable TSF rate without a discount under Section 411A.3(d). The Project shall be subject to 100% of the applicable TSF rate as if it were a Project submitted under 411A.3(d)(3). The amount of the Transportation Fee for each applicable land use category will be identical to the amount for the same land use category in the Fee Schedule in Planning Code section 411A.5 as in effect when the Port issues the first construction permit for each building.

B. **Accounting and Use of Transportation Fee by SFMTA.** Section 411A.7 will apply except as follows. The Treasurer will account for all Transportation Fees paid for each development project on the 28-Acre Site (the "Total Fee Amount"). SFMTA will use an amount equal to or greater than the Total Fee Amount to pay for uses permitted by the TSF Fund under Planning Code section 411A.7, including SFMTA and other agencies' costs to design, permit, construct, and install a series of transportation improvements in the area surrounding the Pier 70 SUD Area. SFMTA and other implementing agencies will be responsible for all costs associated with the design, permitting, construction, installation, maintenance, and operation of these improvements above the Total Fee Amount. SFMTA will report to the Planning Director on any use of the Total Fee Amount in any reporting period for the Annual Review under the Development Agreement. Examples of projects that SFMTA may fund with the Total Fee Amount include:

- 16th Street Ferry Landing. Construction of a new ferry terminal at Mission Bay and support of other water transit, including a network of water taxi/small water ferry docks along the waterfront.
- T-Third Enhancements. Reliability and capacity enhancements, including flashing "Train Coming" signs, in-ground detectors at to-be-identified intersections, and additional light rail vehicles (LRV) as needed to serve the growing population along the line.
- 10, 11, 12, and other MUNI lines that are planned to serve 28-Acre Site Project neighborhood.¹ Capital improvements, including buses, associated with newly proposed MUNI routes, and re-routing of existing MUNI lines to better serve transit riders in the Dogpatch, Mission Bay, and Potrero Hill neighborhoods. Operation plans for all Muni service is contingent on the SFMTA Board of Directors adoption of an operating budget.
- Muni Metro East. Capital costs associated with an expanded facility for on-site rebuilds, capacity for expanded bus and LRV fleet, and tracks for storage.

¹ Project payment for Mitigation Measure M-TR-5 will not be requested by the SFMTA until after Project's contribution to the 10, 11, 12, and other Muni lines planned to serve the 28-Acre Site Project neighborhood are expended, provided relevant impacts still exist.

- Mission Bay E-W Bike Connector. Implementation of a connection across tracks, likely between 17th Street and Owens Street, to connect the 4th Street bikeway on east side and the 17th Street bikeway on west side.
- Terry A. Francois Boulevard Cycletrack. Implementation of bicycle access on Terry A. Francois Boulevard, including multi-use (peds/bikes) access on the 3rd Street Bridge and associated signal modifications.
- North-south bike connection on Indiana Street. Implementation of bicycle connection along Indiana Street from Cesar Chavez Boulevard to Mariposa Street.
- Upgraded bicycle access on Cesar Chavez Boulevard. Implementation of a lane along Cesar Chavez Boulevard from US 1-280/Pennsylvania to Illinois Street, including elements such as bulbs, islands, and restriping.
- Pedestrian improvements. Implement improved sidewalks and crosswalks as needed at various gap locations throughout the adjacent Dogpatch neighborhood, as identified in partnership with community and City partners.

Nothing in this Transportation Program will prevent or limit the City's absolute discretion to: (i) conduct environmental review in connection with any future proposal for improvements; (ii) make any modifications or select feasible alternatives to future proposals that the City deems necessary to conform to any applicable laws, including CEQA; (iii) balance benefits against unavoidable significant impacts before taking final action; (iv) determine not to proceed with such future proposals; or (v) obtain any required approvals for the improvements.

II TDM Plan

Developer shall implement the Transportation Demand Management ("TDM") Plan attached as **TP Schedule 1** and otherwise comply with EIR Mitigation Measure M-AQ-1f, attached as **TP Schedule 2**. Under Planning Code Section 169.4(e), the Zoning Administrator shall approve and order the recordation of the TDM Plan against the Project and it shall be enforceable through the Notice of Violation procedures in the Planning Code, or any other applicable provision of law. The Zoning Administrator shall retain the discretion to determine what constitutes a separate violation in this context. The Planning Code procedures shall apply, except that the Zoning Administrator shall have discretion to impose a penalty of up to \$250 per violation. Developer agrees to a TDM Plan that vehicle trips associated with the 28-Acre Site will not exceed 80% of the vehicle trips calculated for 28-Acre Site Project in the Transportation Impact Study. The TDM measures (the "**TDM Measures**") outlined in the TDM Plan, or made in consultation with the relevant agencies, must achieve the TDM Plan.

Developer's TDM Plan and related obligations under this Transportation Program will begin when the Port or DBI issues a temporary certificate of occupancy for the first building at the Pier 70 SUD Area and remain in effect for the life of Project.

III. SFMTA Contact

SFMTA commits to designating a staff person to follow up on the transportation related components of the Project, including this Exhibit, the DA, and the FEIR. This staff person will be a point person for the Developer and the community.

IV. RPP Permits

The Project will not be eligible for Residential Parking Permits under Transportation Code Section 405. Developer has agreed that such restriction will be included in the Conditions, Covenants and Restrictions (CC&Rs) of the Project.