

File No. 180783

Committee Item No. _____

Board Item No. 109

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: _____

Date: _____

Board of Supervisors Meeting

Date: September 11, 2018

Cmte Board

- | | | |
|--------------------------|-------------------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
| <input type="checkbox"/> | <input checked="" 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"/> | Youth Commission Report |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Introduction Form |
| <input 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 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

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|--------------------------|-------------------------------------|---|
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <u>BOS Reso Nos. 236-18, 234-18</u> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Planning Commission Motion No. 19976</u> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Planning Commission Reso No. 19978</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
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Prepared by: Lisa Lew

Date: September 6, 2018

Prepared by: _____

Date: _____

1 [Resolution Calling Special Election Related to Infrastructure and Revitalization Financing
2 District No. 2 (Hoedown Yard, Pier 70)]

3 **Resolution calling special election for City and County of San Francisco Infrastructure**
4 **and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70); determining other**
5 **matters in connection therewith; and affirming the Planning Department's**
6 **determination, and making findings under the California Environmental Quality Act.**

7
8 WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California
9 Government Code, commencing with Section 53369 ("IRFD Law"), the Board of Supervisors
10 is authorized to establish an infrastructure and revitalization financing district and to act as the
11 legislative body for an infrastructure and revitalization financing district; and

12 WHEREAS, The Board of Supervisors has adopted a resolution entitled "Resolution
13 proposing adoption of infrastructure financing plan and formation of City and County of San
14 Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70);
15 providing for future annexation; determining other matters in connection therewith; and
16 affirming the Planning Department's determination, and making findings under the California
17 Environmental Quality Act" ("Resolution Proposing Formation"), proposing (i) the formation of
18 the "City and County of San Francisco Infrastructure and Revitalization Financing District
19 No. 2 (Hoedown Yard)" ("IRFD"), pursuant to the IRFD Law to finance certain facilities
20 ("Facilities"), (ii) approval of an infrastructure financing plan for the IRFD ("Infrastructure
21 Financing Plan"), (iii) a process for the future annexation of territory to the IRFD, and (iv) an
22 annual appropriations limit, as defined by subdivision (h) of Section 8 of Article XIII B of the
23 California Constitution, for the IRFD; and

24 WHEREAS, The Board of Supervisors has also adopted a resolution entitled
25 "Resolution of intention to issue bonds for City and County of San Francisco Infrastructure

1 and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70); determining other
2 matters in connection therewith; and affirming the Planning Department's determination, and
3 making findings under the California Environmental Quality Act" ("Resolution of Intention to
4 Issue Bonds"), proposing issuance from time to time of one or more series of bonds or other
5 debt for the IRFD ("Bonds") for the purpose of financing the costs of the Facilities, as specified
6 in the Resolution of Intention to Issue Bonds in the maximum aggregate principal amount of (i)
7 \$91,900,000 (in 2017 dollars) plus (ii) the principal amount of Bonds approved by the Board of
8 Supervisors and the qualified electors of the annexation territory in connection with the
9 annexation of the annexation territory to the IRFD, so long as the Board makes the finding
10 specified in IRFD Law, Section 53369.41(f); and

11 WHEREAS, Pursuant to the provisions of the Resolution Proposing Formation and the
12 Resolution of Intention to Issue Bonds, the propositions to establish the IRFD, to approve the
13 Infrastructure Financing Plan, to establish an annual appropriations limit for the IRFD and
14 authorization to issue or incur Bonds for the IRFD shall be submitted to the qualified electors
15 in the IRFD as required by the provisions of the IRFD Law; and

16 WHEREAS, Pursuant to the provisions of the IRFD Law, in circumstances where the
17 qualified electors in a district proposed to be formed under the IRFD are the landowners of
18 such district, a public agency is not a landowner for purposes of the IRFD Law, unless the
19 public agency owns all of the land to be included within the proposed district; now, therefore,
20 be it

21 RESOLVED, That pursuant to IRFD Law, Sections 53369.20 and 53369.43, the
22 propositions to establish the IRFD, to approve the Infrastructure Financing Plan, to establish
23 the annual appropriations limit for the IRFD and authorization to issue or incur Bonds for the
24 IRFD shall be submitted to the qualified electors (as defined below) of the IRFD at elections
25 called therefor as provided below; and, be it

1 FURTHER RESOLVED, That the Board of Supervisors hereby finds that fewer than 12
2 persons have been registered to vote within the territory of the IRFD for each of the 90 days
3 preceding the close of the public hearing conducted by the Board of Supervisors with respect
4 to the proposed formation of the IRFD and the proposed Infrastructure Financing Plan and
5 that not all of the territory within the IRFD is owned by the City, and accordingly, and pursuant
6 to IRFD Law, Section 53369.20, the Board of Supervisors finds that, for these proceedings,
7 the qualified electors in the IRFD (which, pursuant to IRFD Law shall not include the City) are
8 the landowners within the IRFD and that the vote shall be by all such landowners (other than
9 the City) or their authorized representatives, each having one vote for each acre or portion
10 thereof such landowner owns in the proposed IRFD as of the close of the public hearings;
11 and, be it

12 FURTHER RESOLVED, That future annexations of property into the IRFD may occur
13 at any time after formation of the IRFD, but only if the Board of Supervisors has completed the
14 procedures set forth in the Infrastructure Financing Plan, which shall be based on the
15 following: (i) the Board of Supervisors adopts a resolution of intention to annex property (the
16 "annexation territory") into the IRFD and describes the annexation territory to be included in
17 the IRFD, (ii) the resolution of intention is mailed to each owner of land in the annexation
18 territory and each affected taxing entity in the annexation territory, if any, in substantial
19 compliance with IRFD Law, Sections 53369.11 and 53369.12, (iii) the Board of Supervisors
20 directs the Port to prepare an amendment to the Infrastructure Financing Plan, if necessary,
21 and the designated official prepares any such amendment, in substantial compliance with
22 IRFD Law, Sections 53369.13 and 53369.14, (iv) any amendment to the Infrastructure
23 Financing Plan is sent to each owner of land and each affected taxing entity (if any) within the
24 annexation territory, in substantial compliance with IRFD Law, Sections 53369.15
25 and 53369.16, (v) the Board of Supervisors notices and holds a public hearing on the

1 proposed annexation, in substantial compliance with IRFD Law, Sections 53369.17 and
2 53369.18; (vi) the Board of Supervisors adopts a resolution proposing the adoption of any
3 amendment to the Infrastructure Financing Plan and annexation of the annexation territory to
4 the IRFD, and submits the proposed annexation to the qualified electors in the annexation
5 territory, in substantial compliance with IRFD Law, Sections 53369.20-53369.22, with the
6 ballot measure to include the question of the proposed annexation of the annexation territory
7 into the IRFD, approval of the appropriations limit for the annexation territory and approval of
8 the issuance of bonds for the annexation territory, and (vii) after canvass of returns of any
9 election, and if two-thirds of the votes cast upon the question are in favor of the ballot
10 measure, the Board of Supervisors may, by ordinance, adopt the amendment to the
11 Infrastructure Financing Plan, if any, and approve the annexation of the annexation territory to
12 the IRFD, in substantial compliance with IRFD Law, Section 53369.23; and, be it

13 FURTHER RESOLVED, That the Board of Supervisors hereby calls a special election
14 within the IRFD to consider the measures described above, which election shall be held on
15 September 11, 2018, and the results thereof canvassed at the meeting of the Board of
16 Supervisors on September 11, 2018; and, be it

17 FURTHER RESOLVED, That the Director of Elections of the City and County of San
18 Francisco is hereby designated as the official to conduct the election and to receive all ballots
19 until 3:00 p.m. on the election date, or such earlier time as all of the qualified electors have
20 voted; and, be it

21 FURTHER RESOLVED, It is hereby acknowledged that the Director of Elections has
22 on file the Resolution Proposing Formation, a certified map of the boundaries of the proposed
23 IRFD, and a sufficient description (including assessor's parcel numbers in a landowner
24 election) to allow the Director of Elections to determine the electors of the proposed IRFD;
25 and, pursuant to IRFD Law, Section 53369.20(c), the election shall be conducted by personal

1 service or mail-delivered ballot pursuant to California Elections Code, Section 4000 *et seq.*,
2 and the Board of Supervisors hereby finds that California Elections Code, Section 4108 is
3 applicable to this special election, with the timing of the election governed by IRFD Law,
4 Section 53369.20; and, be it

5 FURTHER RESOLVED, That the propositions described above shall be set forth in
6 separate ballot measures, the forms of which are attached hereto as Exhibit "A" and by this
7 reference incorporated herein and the form of ballot is hereby approved, and the Director of
8 Elections is hereby authorized and directed to cause a ballot, in substantially the form of
9 Exhibit "A," to be delivered to each of the qualified electors of the IRFD, and each ballot shall
10 indicate the number of votes to be voted by the respective landowner to which the ballot
11 pertains; each ballot shall be accompanied by all supplies and written instructions necessary
12 for the use and return of the ballot; and the envelope to be used to return the ballot shall be
13 enclosed with the ballot, with the return postage prepaid, and shall contain the following: (a)
14 the name and address of the landowner, (b) a declaration, under penalty of perjury, stating
15 that the voter is the owner of record or authorized representative of the landowner entitled to
16 vote and is the person whose name appears on the envelope, (c) the printed name, signature
17 and address of the voter, (d) the date of signing and place of execution of the declaration
18 pursuant to clause (b) above, and (e) a notice that the envelope contains an official ballot and
19 is to be opened only by the canvassing board of the election; and, be it

20 FURTHER RESOLVED, That the Board of Supervisors hereby further finds that the
21 provisions of IRFD Law, Section 53369.20(a) requiring a minimum of 90 days following the
22 adoption of the Resolution Proposing Formation to elapse before the special election are for
23 the protection of the qualified electors, and there is on file with the Clerk of the Board of
24 Supervisors and the Director of Elections of the City and County of San Francisco a written
25 waiver executed by all of the qualified electors of the IRFD allowing for a shortening of the

1 time for the special election to expedite the process of formation of the IRFD and waiving any
2 requirement for notice, analysis and arguments in connection with the election, and
3 accordingly, the Board of Supervisors finds and determines that the qualified electors have
4 been fully apprised of and have agreed to the shortened time for the election and waiver of
5 analysis and arguments, and have thereby been fully protected in these proceedings, and the
6 Board of Supervisors also finds and determines that the Director of Elections has concurred in
7 the shortened time for the election, and analysis and arguments with respect to the ballot
8 measure are hereby waived, as provided in IRFD Law, Section 53369.21(b); and, be it

9 FURTHER RESOLVED, That the Board of Supervisors hereby finds that the proposed
10 issuance of Bonds constitutes a "local bond measure" within the meaning of California
11 Elections Code Sections 53410 *et seq.*, and as a result, the bond measure shall approve the
12 issuance of Bonds for the IRFD and include the following: (a) the specific purpose of the
13 Bonds shall be as set forth in the proposition; (b) any proceeds received from the sale of any
14 Bonds shall be applied only to the purposes set forth in the propositions; (c) the proceeds of
15 any Bonds shall be deposited into a special account to be created therefor as part of the
16 issuance of such Bonds; and (d) the City shall cause a report to be prepared annually under
17 Elections Code Section 53411; and, be it

18 FURTHER RESOLVED, That in the "Resolution of Intention to establish City and
19 County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown
20 Yard, Pier 70) on land within the City and County of San Francisco commonly known as the
21 Hoedown Yard to finance the construction of affordable housing within Pier 70 and Parcel K
22 South; to provide for future annexation; to call a public hearing on September 11, 2018, on the
23 formation of the district and to provide public notice thereof; determining other matters in
24 connection therewith; and affirming the Planning Department's determination, and making
25 findings under the California Environmental Quality Act," the Board of Supervisors made

1 certain findings under the California Environmental Quality Act about the Final Environmental
2 Impact Report for the Pier 70 Mixed-Use District Project, and those findings are incorporated
3 in this Resolution as if set forth in their entirety herein; and, be it

4 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or
5 word of this resolution, or any application thereof to any person or circumstance, is held to be
6 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision
7 shall not affect the validity of the remaining portions or applications of this resolution, the
8 Board of Supervisors hereby declaring that it would have passed this resolution and each and
9 every section, subsection, sentence, clause, phrase, and word not declared invalid or
10 unconstitutional without regard to whether any other portion of this resolution or application
11 thereof would be subsequently declared invalid or unconstitutional; and, be it

12 FURTHER RESOLVED, That the Mayor, the Controller, the Director of Elections, the
13 Director of the Office of Public Finance, the Executive Director of the Port of San Francisco,
14 the Clerk of the Board of Supervisors and any and all other officers of the City are hereby
15 authorized, for and in the name of and on behalf of the City, to do any and all things and take
16 any and all actions, including execution and delivery of any and all documents, assignments,
17 certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants
18 and documents, which they, or any of them, may deem necessary or advisable in order to
19 effectuate the purposes of this Resolution; provided however that any such actions be solely
20 intended to further the purposes of this Resolution, and are subject in all respects to the terms
21 of the Resolution; and, be it

22 FURTHER RESOLVED, That all actions authorized and directed by this Resolution,
23 consistent with any documents presented herein, and heretofore taken are hereby ratified,
24 approved and confirmed by the Board of Supervisors; and, be it

1 FURTHER RESOLVED, That this Resolution shall take effect upon its enactment.
2 Enactment occurs when the Mayor signs the resolution, the Mayor returns the resolution
3 unsigned or does not sign the resolution within ten days of receiving it, or the Board of
4 Supervisors overrides the Mayor's veto of the resolution.

5
6 APPROVED AS TO FORM:
7 DENNIS J. HERRERA
8 City Attorney

9
10 By: _____

11 
12 MARK D. BLAKE
13 Deputy City Attorney

14 n:\port\as2018\1100292\01300917.docx

EXHIBIT A

CITY AND COUNTY OF SAN FRANCISCO
Infrastructure and Revitalization Financing District No. 2
(Hoedown Yard)

OFFICIAL BALLOT
SPECIAL ELECTION

This ballot is for a special, landowner election. You must return this ballot in the enclosed postage paid envelope to the office of the Director of Elections of the City and County of San Francisco no later than the hour of 3:00 p.m. on September 11, 2018, either by mail or in person. The office of the Director of Elections is located at 1 Dr. Carlton B. Goodlett Place, City Hall, San Francisco, California 94102-4689.

To vote, mark a cross (X) on the voting line after the word "YES" or after the word "NO". All marks otherwise made are forbidden. All distinguishing marks are forbidden and make the ballot void.

If you wrongly mark, tear, or deface this ballot, return it to the Director of Elections of the City and County of San Francisco and obtain another.

BALLOT MEASURE NO. 1: Shall the Board of Supervisors form "City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)" (the IRFD) as proposed in the Board of Supervisors resolution entitled "Resolution proposing adoption of infrastructure financing plan and formation of City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70);

1 providing for future annexation; determining other matters in
2 connection therewith; and affirming the Planning Department's
3 determination, and making findings under the California
4 Environmental Quality Act" adopted on September 11, 2018 (the
5 Resolution Proposing Formation)?

6
7 YES: _____

8 NO: _____

9
10 **BALLOT MEASURE NO. 2:** Shall the Board of Supervisors
11 approve the infrastructure financing plan for the IRFD, as proposed
12 for approval by the Board of Supervisors in the Resolution
13 Proposing Formation?

14 YES: _____

15 NO: _____

16
17 **BALLOT MEASURE NO. 3:** Shall the annual appropriations limit
18 of the IRFD be established in the amount of \$91.9 million, as set
19 forth in the Resolution Proposing Formation?

20
21 YES: _____

22 NO: _____

23
24 **BALLOT MEASURE NO. 4:** Shall the City and County of San
25 Francisco be authorized from time to time to issue one or more

1 series of bonds and other debt (Bonds) for the IRFD in the
2 maximum aggregate principal amount of (i) \$91.9 million (in 2017
3 dollars) plus (ii) the principal amount of Bonds approved by the
4 Board of Supervisors and the qualified electors of annexation
5 territory in connection with each annexation of annexation territory
6 to the IRFD, so long as the Board makes the finding specified in
7 Section 53369.41(f) of the IRFD Law, all as set forth in the Board
8 of Supervisors resolution entitled "Resolution of intention to issue
9 bonds for City and County of San Francisco Infrastructure and
10 Revitalization Financing District No. 2 (Hoedown Yard, Pier 70);
11 determining other matters in connection therewith; and affirming
12 the Planning Department's determination, and making findings
13 under the California Environmental Quality Act," with interest at a
14 rate or rates not to exceed the maximum interest rate permitted by
15 law at the time of sale of such series of Bonds, the proceeds of
16 which Bonds will be used to acquire and/or construct certain
17 facilities and pay for the costs of issuing each series of the Bonds
18 and related expenses?

19
20 YES: _____

21 NO: _____

1 Assessor's Parcel Number(s): _____

2 Acreage: _____

3 Number of Votes: _____

4 Name of Property Owner: _____

5
6 **[Property owner signature block]**

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City and County of San Francisco
Master Report

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

File Number: 180783 **File Type:** Resolution **Status:** Pending Committee Action.

Enacted:

Effective:

Version: 2

In Control: Board of Supervisors

File Name: Resolution Calling a Special Election Related to Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70)

Date Introduced: 09/04/2018

Requester:

Cost:

Final Action:

Comment:

Title: Resolution calling a special election for City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70); determining other matters in connection therewith; and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act.

Sponsors: Mayor; Cohen

History of Legislative File 180783

Ver	Acting Body	Date	Action	Sent To	Due Date	Result
1	President	07/24/2018	RECEIVED AND ASSIGNED	Board of Supervisors		
2	President	09/04/2018	SUBSTITUTED AND ASSIGNED	Board of Supervisors		

Mayor Breed introduced a substitute resolution bearing the same title.

1 [Resolution of Intention to Establish Infrastructure and Revitalization Financing District No. 2
2 (Hoedown Yard, Pier 70)]

3 **Resolution of Intention to establish City and County of San Francisco Infrastructure**
4 **and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70) on land within the**
5 **City and County of San Francisco commonly known as the Hoedown Yard to finance**
6 **the construction of affordable housing within Pier 70 and Parcel K South; to provide for**
7 **future annexation; to call a public hearing on September 11, 2018, on the formation of**
8 **the district and to provide public notice thereof; determining other matters in**
9 **connection therewith; and affirming the Planning Department's determination, and**
10 **making findings under the California Environmental Quality Act.**

11
12 NOTE: Additions are single-underline italics Times New Roman;
13 deletions are ~~strike-through italics Times New Roman~~.
14 Board amendment additions are double-underlined;
Board amendment deletions are ~~strikethrough normal~~.

15 WHEREAS, FC Pier 70, LLC (Forest City) and the City and County of San Francisco
16 (the City), acting by and through the San Francisco Port Commission, anticipate entering into
17 a Disposition and Development Agreement (the DDA), which will govern the disposition and
18 development of approximately 28 acres of land in the waterfront area of the City known as
19 Pier 70 (the Project Site); and

20 WHEREAS, In the general election held on November 4, 2014, an initiative entitled, the
21 "Union Iron Works Historic District Housing, Waterfront Parks, Jobs and Preservation
22 Initiative" (Proposition F), was approved by the voters in the City; and

23 WHEREAS, Pursuant to Proposition F, the voters in the City approved a policy of the
24 City, that the City encourage the timely development of the Project Site with a development
25 project that includes certain major uses, including without limitation, new below market-rate

1 homes affordable to middle- and low-income families and individuals, representing 30 percent
2 of all new housing units (Affordable Housing); and

3 WHEREAS, Forest City and the City anticipate that Forest City will undertake pursuant
4 to the DDA an obligation to construct Affordable Housing on the Project Site and an area of
5 land in the vicinity of the Project Site and within Pier 70 commonly known as Parcel K South
6 (Parcel K South) to satisfy the requirements for Affordable Housing under Proposition F; and

7 WHEREAS, At its hearing on August 24, 2017, and prior to recommending the
8 proposed Planning Code amendments for approval, by Motion No. 19976, the Planning
9 Commission certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use
10 District Project (Project) pursuant to the California Environmental Quality Act (CEQA)
11 (California Public Resources Code Section 21000 et seq.), the CEQA Guidelines (14 Cal.
12 Code Reg. Section 15000 et seq.), and Chapter 31 of the Administrative Code. A copy of said
13 Motion is on file with the Clerk of the Board of Supervisors in File No. 170930, and, is
14 incorporated herein by reference. In accordance with the actions contemplated herein, this
15 Board of Supervisors has reviewed the FEIR, concurs with its conclusions, affirms the
16 Planning Commission's certification of the FEIR, and finds that the actions contemplated
17 herein are within the scope of the Project described and analyzed in the FEIR; and

18 WHEREAS, In recommending the proposed Planning Code Amendments for approval
19 by this Board of Supervisors at its hearing on August 24, 2017, by Motion No. 19977, the
20 Planning Commission also adopted findings under CEQA, including a statement of overriding
21 consideration, and a Mitigation Monitoring and Reporting Program (MMRP). A copy of said
22 Motion and MMRP are on file with the Clerk of the Board of Supervisors in File No. 170930,
23 and is incorporated herein by reference. This Board of Supervisors hereby adopts and
24 incorporates by reference as though fully set forth herein the Planning Commission's CEQA
25 approval findings, including the statement of overriding considerations. This Board of

1 Supervisors also adopts and incorporates by reference as though fully set forth herein the
2 Project's MMRP; and

3 WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California
4 Government Code, commencing with Section 53369 (the IRFD Law), this Board of
5 Supervisors is authorized to establish an infrastructure and revitalization financing district and
6 to act as the legislative body for an infrastructure and revitalization financing district; and

7 WHEREAS, Pursuant to the Financing Plan and the IRFD Law, the Board of
8 Supervisors wishes to establish an infrastructure and revitalization financing district on a
9 portion of land within the City commonly known as the Hoedown Yard to finance the
10 construction of Affordable Housing on the Project Site and Parcel K South to satisfy the
11 requirements for Affordable Housing under Proposition F; and

12 WHEREAS, The IRFD Law provides that the legislative body of an infrastructure and
13 revitalization financing district may, at any time, add territory to a district or amend the
14 infrastructure financing plan for the district by conducting the same procedures for the
15 formation of a district or approval of bonds as provided in the IRFD Law, and the Board of
16 Supervisors wishes to establish the procedure for future annexation of certain additional land
17 within the City, specifically certain land that is currently owned by the City that is used as a
18 public; and

19 WHEREAS, IRFD Law Section 53369.14(d)(5) provides that the legislative body of a
20 proposed infrastructure and revitalization financing district may specify, by ordinance, the date
21 on which the allocation of tax increment will begin, and the Board of Supervisors accordingly
22 wishes to specify the date on which the allocation of tax increment will begin for the proposed
23 infrastructure district; now, therefore, be it

1 RESOLVED, That this Board of Supervisors proposes to conduct proceedings to
2 establish an infrastructure and revitalization financing district pursuant to the IRFD Law; and,
3 be it

4 FURTHER RESOLVED, That the name proposed for the infrastructure and
5 revitalization financing district is "City and County of San Francisco Infrastructure and
6 Revitalization Financing District No. 2 (Hoedown Yard)" (the IRFD); and, be it

7 FURTHER RESOLVED, That the proposed boundaries of the IRFD are as shown on
8 the map of the IRFD on file with the Clerk of the Board of Supervisors in File No. 170880,
9 which boundaries are hereby preliminarily approved and to which map reference is hereby
10 made for further particulars; and, be it

11 FURTHER RESOLVED, That the type of facilities proposed to be financed by the IRFD
12 pursuant to the IRFD Law shall consist of Affordable Housing and related facilities to be
13 located within the Project Site and Parcel K South, as more particularly described on Exhibit A
14 hereto and hereby incorporated herein (the Facilities), and the Facilities are authorized to be
15 financed by the IRFD by IRFD Law Sections 53369.2 and 53369.3, and the Board of
16 Supervisors hereby finds each of the following: that the Facilities (i) are of communitywide
17 significance, (ii) will not supplant facilities already available within the proposed boundaries of
18 the IRFD, except for those that are essentially nonfunctional, obsolete, hazardous, or in need
19 of upgrading or rehabilitation, and (iii) will supplement existing facilities as needed to serve
20 new developments; and, be it

21 FURTHER RESOLVED, That the Board of Supervisors hereby declares that, pursuant
22 to the IRFD Law, incremental property tax revenue from the City to finance the Facilities, but
23 no tax increment revenues from the other affected taxing entities (as defined in the IRFD Law)
24 within the IRFD, if any, will be used by the IRFD to finance the Facilities, and the incremental
25

1 property tax financing will be described in an infrastructure financing plan (the Infrastructure
2 Financing Plan) to be prepared for this Board of Supervisors under the IRFD Law; and, be it

3 FURTHER RESOLVED, That in accordance with IRFD Law Sections 53369.5(b) and
4 53369.14(d)(5), the Board of Supervisors shall establish, by ordinance, the date on which the
5 allocation of tax increment shall begin for the IRFD (the Commencement Date), with the
6 Commencement Date being the first day of the fiscal year following the fiscal year in which the
7 IRFD has generated and the City has received at least \$100,000 of tax increment; and, be it

8 FURTHER RESOLVED, That future annexations of property into the IRFD may occur
9 at any time after formation of the IRFD, but only if the Board of Supervisors has completed the
10 procedures set forth in the Infrastructure Financing Plan, which shall be based on the
11 following: (i) this Board of Supervisors adopts a resolution of intention to annex property (the
12 "annexation territory") into the IRFD and describes the annexation territory to be included in
13 the IRFD, (ii) the resolution of intention is mailed to each owner of land in the annexation
14 territory and each affected taxing entity in the annexation territory, if any, in substantial
15 compliance with Sections 53369.11 and 53369.12 of the IRFD Law, (iii) this Board of
16 Supervisors directs the Executive Director of the Port to prepare an amendment to the
17 Infrastructure Financing Plan, if necessary, and the Executive Director of the Port prepares
18 any such amendment, in substantial compliance with Sections 53369.13 and 53369.14 of the
19 IRFD Law, (iv) any amendment to the Infrastructure Financing Plan is sent to each owner of
20 land and each affected taxing entity (if any) within the annexation territory, in substantial
21 compliance with Sections 53369.15 and 53369.16 of the IRFD Law, (v) this Board of
22 Supervisors notices and holds a public hearing on the proposed annexation, in substantial
23 compliance with Sections 53369.17 and 53369.18 of the IRFD Law, (vi) this Board of
24 Supervisors adopts a resolution proposing the adoption of any amendment to the
25 Infrastructure Financing Plan and annexation of the annexation territory to the IRFD, and

1 submits the proposed annexation to the qualified electors in the annexation territory, in
2 substantial compliance with Sections 53369.20-53369.22 of the IRFD Law, with the ballot
3 measure to include the questions of the proposed annexation of the annexation territory into
4 the IRFD, approval of the appropriations limit for the annexation territory and approval of the
5 issuance of bonds for the annexation territory, and (vii) after canvass of returns of any
6 election, and if two-thirds of the votes cast upon the question are in favor of the ballot
7 measure, this Board may, by ordinance, adopt the amendment to the Infrastructure Financing
8 Plan, if any, and approve the annexation of the annexation territory to the IRFD, in substantial
9 compliance with Section 53369.23 of the IRFD Law; and, be it

10 FURTHER RESOLVED, That Tuesday, September 11, 2018 at 3:00 p.m. or as soon as
11 possible thereafter, in the Board of Supervisors Chamber, 1 Dr. Carlton B. Goodlett Place,
12 City Hall, San Francisco, California, be, and the same are hereby appointed and fixed as the
13 time and place when and where this Board of Supervisors, as legislative body for the IRFD,
14 will conduct a public hearing on the proposed establishment of the IRFD and the proposed
15 future annexation of territory to the IRFD; and, be it

16 FURTHER RESOLVED, That the Clerk of the Board of Supervisors is hereby directed
17 to mail a copy of this Resolution to each owner of land (as defined in the IRFD Law) within the
18 IRFD (but not to any affected taxing entities because there are none as of the date of this
19 Resolution), and in addition, in accordance with IRFD Law Section 53369.17, the Clerk of the
20 Board of Supervisors is hereby directed to cause notice of the public hearing to be published
21 not less than once a week for four successive weeks in a newspaper of general circulation
22 published in the City, and the notice shall state that the IRFD will be used to finance
23 affordable housing within in the City, briefly describe such affordable housing and the other
24 Facilities, briefly describe the proposed financial arrangements, including the proposed
25 commitment of incremental tax revenue, describe the boundaries of the proposed IRFD,

1 reference the process for future annexation and state the day, hour, and place when and
2 where any persons having any objections to the proposed Infrastructure Financing Plan, or
3 the regularity of any of the prior proceedings, may appear before this Board of Supervisors
4 and object to the adoption of the proposed Infrastructure Financing Plan for the IRFD or
5 process for future annexation to the IRFD by the Board of Supervisors; and, be it

6 FURTHER RESOLVED, That this Resolution shall in no way obligate the Board of
7 Supervisors to establish the IRFD, and the establishment of the IRFD shall be subject to the
8 approval of this Board of Supervisors by resolution following the holding of the public hearing
9 referred to above and a vote of the qualified electors in the IRFD; and, be it

10 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or
11 word of this resolution, or any application thereof to any person or circumstance, is held to be
12 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision
13 shall not affect the validity of the remaining portions or applications of this resolution, this
14 Board of Supervisors hereby declaring that it would have passed this resolution and each and
15 every section, subsection, sentence, clause, phrase, and word not declared invalid or
16 unconstitutional without regard to whether any other portion of this resolution or application
17 thereof would be subsequently declared invalid or unconstitutional; and, be it

18 FURTHER RESOLVED, That the Mayor, the Controller, the Director of the Office of
19 Public Finance, the Clerk of the Board of Supervisors, the Executive Director of the Port of
20 San Francisco and any and all other officers of the City are hereby authorized, for and in the
21 name of and on behalf of the City, to do any and all things and take any and all actions,
22 including execution and delivery of any and all documents, assignments, certificates,
23 requisitions, agreements, notices, consents, instruments of conveyance, warrants and
24 documents, which they, or any of them, may deem necessary or advisable in order to
25 effectuate the purposes of this Resolution; provided however that any such actions be solely

1 intended to further the purposes of this Resolution, and are subject in all respects to the terms
2 of the Resolution; and, be it

3 FURTHER RESOLVED, That all actions authorized and directed by this Resolution,
4 consistent with any documents presented herein, and heretofore taken are hereby ratified,
5 approved and confirmed by this Board of Supervisors; and, be it

6 FURTHER RESOLVED, That this Resolution shall take effect upon its enactment.
7 Enactment occurs when the Mayor signs the resolution, the Mayor returns the resolution
8 unsigned or does not sign the resolution within ten days of receiving it, or the Board of
9 Supervisors overrides the Mayor's veto of the resolution.

10
11 APPROVED AS TO FORM:
12 DENNIS J. HERRERA
City Attorney

13
14 By: 
15 MARK D. BLAKE
Deputy City Attorney

16 n:\port\as2018\1100292\01290495.docx

EXHIBIT A

DESCRIPTION OF FACILITIES

It is intended that the IRFD (including any annexation territory annexed therein by future annexations) will be authorized to finance all or a portion of the costs of the acquisition, construction and improvement of any facilities authorized by Section 53369.3 of the IRFD Law, including, but not limited to, affordable housing projects and supporting infrastructure and amenities.

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City and County of San Francisco
Tails
Resolution

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

File Number: 170880

Date Passed: July 24, 2018

Resolution of Intention to establish City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70) on land within the City and County of San Francisco commonly known as the Hoedown Yard to finance the construction of affordable housing within Pier 70 and Parcel K South; to provide for future annexation; to call a public hearing on September 11, 2018, on the formation of the district and to provide public notice thereof; determining other matters in connection therewith; and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act.

November 09, 2017 Budget and Finance Committee - AMENDED, AN AMENDMENT OF THE WHOLE BEARING NEW TITLE

November 09, 2017 Budget and Finance Committee - RECOMMENDED AS AMENDED

November 28, 2017 Board of Supervisors - CONTINUED

Ayes: 11 - Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy, Tang and Yee

December 05, 2017 Board of Supervisors - AMENDED, AN AMENDMENT OF THE WHOLE BEARING NEW TITLE

Ayes: 11 - Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy, Tang and Yee

December 05, 2017 Board of Supervisors - RE-REFERRED AS AMENDED

Ayes: 11 - Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy, Tang and Yee

July 12, 2018 Budget and Finance Sub-Committee - AMENDED


July 12, 2018 Budget and Finance Sub-Committee - RECOMMENDED AS AMENDED

July 24, 2018 Board of Supervisors - ADOPTED

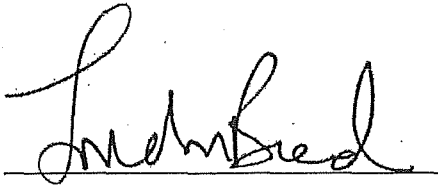
Ayes: 9 - Cohen, Brown, Kim, Mandelman, Peskin, Ronen, Safai, Stefani and Yee
Excused: 2 - Fewer and Tang

File No. 170880

I hereby certify that the foregoing
Resolution was ADOPTED on 7/24/2018 by
the Board of Supervisors of the City and
County of San Francisco.



Angela Calvillo
Clerk of the Board



London N. Breed
Mayor

7/26/18

Date Approved

1 [Resolution of Intention to Issue Bonds Related to Infrastructure and Revitalization Financing
2 District No. 2 (Hoedown Yard, Pier 70)]

3 **Resolution of intention to issue bonds for City and County of San Francisco**
4 **Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70);**
5 **determining other matters in connection therewith; and affirming the Planning**
6 **Department's determination, and making findings under the California Environmental**
7 **Quality Act.**

8
9 NOTE: Additions are single-underline italics Times New Roman;
10 deletions are ~~strike-through italics Times New Roman~~.
11 Board amendment additions are double-underlined;
12 Board amendment deletions are ~~strikethrough normal~~.

13 WHEREAS, FG Pier 70, LLC (Forest City) and the City and County of San Francisco
14 (the City), acting by and through the San Francisco Port Commission (the Port Commission),
15 anticipate entering into a Disposition and Development Agreement (the DDA), which will
16 govern the disposition and development of approximately 28 acres of land in the waterfront
17 area of the City known as Pier 70 (the Project Site); and

18 WHEREAS, In the general election held on November 4, 2014, an initiative entitled, the
19 "Union Iron Works Historic District Housing, Waterfront Parks, Jobs and Preservation
20 Initiative" (Proposition F), was approved by the voters in the City; and

21 WHEREAS, Pursuant to Proposition F, the voters in the City approved a policy of the
22 City, that the City encourage the timely development of the Project Site with a development
23 project that includes certain major uses, including without limitation, new below market-rate
24 homes affordable to middle- and low-income families and individuals, representing 30 percent
25 of all new housing units (Affordable Housing); and

1 WHEREAS, Forest City and the City anticipate that Forest City will undertake pursuant
2 to the DDA an obligation to construct Affordable Housing on the Project Site and an area of
3 land in the vicinity of the Project Site and within Pier 70 commonly known as Parcel K South
4 (Parcel K South) to satisfy the requirements for Affordable Housing under Proposition F; and

5 WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California,
6 commencing with Government Code Section 53369 (IRFD Law), this Board of Supervisors is
7 authorized to establish an infrastructure and revitalization financing district and to act as the
8 legislative body for an infrastructure and revitalization financing district; and

9 WHEREAS, Pursuant to the IRFD Law, this Board of Supervisors has adopted its
10 "Resolution of intention to establish City and County of San Francisco Infrastructure and
11 Revitalization Financing District No. 2 (Hoedown Yard) on land within the City and County of
12 San Francisco commonly known as the Hoedown Yard to finance the construction of
13 affordable housing within Pier 70 and Parcel K South; to provide for future annexation; to call
14 a public hearing on September 11, 2018 on the formation of the district and to provide public
15 notice thereof; determining other matters in connection therewith; and affirming the Planning
16 Department's determination, and making findings under the California Environmental Quality
17 Act" (Resolution of Intention to Establish IRFD), stating its intention to form the "City and
18 County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown
19 Yard)" (IRFD) pursuant to the IRFD Law, for the purpose of financing Affordable Housing
20 within the Project Site and Parcel K South to satisfy the requirements for Affordable Housing
21 under Proposition F as further provided in the Resolution of Intention to Establish IRFD (the
22 Facilities); and

23 WHEREAS, In the Resolution of Intention to Establish IRFD, this Board of Supervisors
24 declared its intent to provide for future annexations of property into the IRFD any time after
25 formation of the IRFD, but only if the Board of Supervisors has completed the procedures set

1 forth in the Infrastructure Financing Plan, which shall be based on the following: (i) this Board
2 of Supervisors adopts a resolution of intention to annex property (the "annexation territory")
3 into the IRFD and describes the annexation territory to be included in the IRFD, (ii) the
4 resolution of intention is mailed to each owner of land in the annexation territory and each
5 affected taxing entity in the annexation territory, if any, in substantial compliance with Sections
6 53369.11 and 53369.12 of the IRFD Law, (iii) this Board of Supervisors directs the Port to
7 prepare an amendment to the Infrastructure Financing Plan, if necessary, and the designated
8 official prepares any such amendment, in substantial compliance with Sections 53369.13 and
9 53369.14 of the IRFD Law, (iv) any amendment to the Infrastructure Financing Plan is sent to
10 each owner of land and each affected taxing entity (if any) within the annexation territory, in
11 substantial compliance with Sections 53369.15 and 53369.16 of the IRFD Law, (v) this Board
12 of Supervisors notices and holds a public hearing on the proposed annexation, in substantial
13 compliance with Sections 53369.17 and 53369.18 of the IRFD Law, (vi) this Board of
14 Supervisors adopts a resolution proposing the adoption of any amendment to the
15 Infrastructure Financing Plan and annexation of the annexation territory to the IRFD, and
16 submits the proposed annexation to the qualified electors in the annexation territory, in
17 substantial compliance with Sections 53369.20-53369.22 of the IRFD Law, with the ballot
18 measure to include the question of the proposed annexation of the annexation territory into
19 the IRFD, approval of the appropriations limit for the annexation territory and approval of the
20 issuance of bonds for the annexation territory, and (vii) after canvass of returns of any
21 election, and if two-thirds of the votes cast upon the question are in favor of the ballot
22 measure, this Board may, by ordinance, adopt the amendment to the Infrastructure Financing
23 Plan, if any, and approve the annexation of the annexation territory to the IRFD, in substantial
24 compliance with Section 53369.23 of the IRFD Law; and
25

1 WHEREAS, In the Resolution of Intention to Establish IRFD, this Board of Supervisors
2 made certain findings under the California Environmental Quality Act (CEQA) about the Final
3 Environmental Impact Report (FEIR) for the construction of the Facilities within the Project
4 Site and Parcel K South, and those findings are incorporated in this Resolution as if set forth
5 in their entirety herein; and

6 WHEREAS, In addition, this Board of Supervisors has adopted its "Resolution
7 authorizing and directing the Executive Director of the Port of San Francisco, or designee of
8 the Executive Director of the Port of San Francisco, to prepare an infrastructure financing plan
9 for the City and County of San Francisco Infrastructure and Revitalization Financing District
10 No. 2 (Hoedown Yard); determining other matters in connection therewith; and affirming the
11 Planning Department's determination, and making findings under the California Environmental
12 Quality Act," ordering preparation of an infrastructure financing plan for the IRFD (the
13 Infrastructure Financing Plan) consistent with the requirements of the IRFD Law; and

14 WHEREAS, The Infrastructure Financing Plan includes a list of Facilities to be financed
15 by the IRFD as Attachment I thereto; and

16 WHEREAS, Pursuant to IRFD Law Section 53369.40, the Board of Supervisors may,
17 by majority vote, initiate proceedings to issue bonds pursuant to the IRFD Law by adopting a
18 resolution stating its intent to issue the bonds, and pursuant to IRFD Law Section 53369.14,
19 the Infrastructure Financing Plan must contain a detailed description of any intention to incur
20 debt for financing facilities for the IRFD; and

21 WHEREAS, United States Income Tax Regulations section 1.150-2 provides generally
22 that proceeds of tax-exempt debt are not deemed to be expended when such proceeds are
23 used for reimbursement of expenditures made prior to the date of issuance of such debt
24 unless certain procedures are followed, one of which is a requirement that (with certain
25

1 exceptions), prior to the payment of any such expenditure, the issuer declares an intention to
2 reimburse such expenditure; and

3 WHEREAS, It is in the public interest and for the public benefit that the Board of
4 Supervisors, on behalf of the City, declares its official intent to reimburse the expenditures
5 referenced herein; now, therefore, be it

6 RESOLVED, That the Board of Supervisors proposes issuing one or more series of
7 bonds or other debt (Bonds) for the purpose of financing the costs of the Facilities, including
8 acquisition and improvement costs and all costs incidental to or connected with the
9 accomplishment of said purposes and of the financing thereof; and, be it

10 FURTHER RESOLVED, The Board of Supervisors hereby declares that it reasonably
11 expects (i) to pay certain costs of the Facilities prior to the date of issuance of the Bonds and
12 (ii) to use a portion of the proceeds of the Bonds for reimbursement of expenditures for the
13 Facilities that are paid before the date of issuance of the Bonds; and, be it

14 FURTHER RESOLVED, That the Bonds will be paid from property tax revenues
15 allocated to the IRFD; and, be it

16 FURTHER RESOLVED, That the Board of Supervisors hereby estimates that the cost
17 of the Facilities will be \$91.9 million (in 2017 dollars), and that the estimated costs of
18 preparing and issuing the Bonds will be equal to up to 10.0% of the par amount of the Bonds;
19 and, be it

20 FURTHER RESOLVED, That this Board of Supervisors intends to authorize the
21 issuance and sale of the Bonds in one or more series for the IRFD in the maximum aggregate
22 principal amount of (i) \$91.9 million plus (ii) the additional (if any) principal amount of Bonds
23 approved by this Board of Supervisors and the qualified electors of the annexation territory in
24 connection with the annexation of the annexation territory to the IRFD, so long as the Board
25 makes the finding specified in Section 53369.41(f) of the IRFD Law, and the Bonds shall bear

1 interest payable semi-annually or in such other manner as this Board of Supervisors shall
2 determine, at a rate not to exceed the maximum rate of interest as may be authorized by
3 applicable law at the time of sale of the Bonds, and the maximum underwriter's discount of the
4 Bonds shall be 2.0% of the par amount of the Bonds; and, be it

5 FURTHER RESOLVED, That the Board of Supervisors estimates, based on the
6 analysis set forth in the Infrastructure Financing Plan, that the incremental property tax
7 revenues that are expected to be available to the IRFD to pay principal of and interest on the
8 Bonds is \$91.9 million, and in accordance with IRFD Law Section 53369.41(f), the Board of
9 Supervisors hereby finds that the amount necessary to pay principal of and interest on the
10 maximum principal amount of Bonds specified in the preceding paragraph is less than or
11 equal to the incremental property tax revenues that are expected to be available to the IRFD
12 to pay principal of and interest on the Bonds; and, be it

13 FURTHER RESOLVED, That the Board of Supervisors will call a special landowner
14 election for September 11, 2018, to consider the proposed authorization to issue Bonds. The
15 election will be consolidated with the election on the issue of the proposed formation of the
16 IRFD and approval of the proposed Infrastructure Financing Plan and appropriations limit for
17 the IRFD to be held on September 11, 2018. The Director of Elections is hereby designated
18 as the official to conduct the election in the IRFD and to receive all ballots until 3:00 p.m. on
19 September 11, 2018, and pursuant to IRFD Law Section 53369.20, the election shall be
20 conducted by personal service or mail-delivered ballot; and, be it

21 FURTHER RESOLVED, That all references in this Resolution to Bonds shall be
22 deemed to include a reference to debt (as defined in the IRFD Law), to the extent applicable;
23 and, be it

24 FURTHER RESOLVED, That this Resolution shall in no way obligate the Board of
25 Supervisors to propose establishment of the IRFD or to authorize the issuance of bonds for

1 the IRFD, and the authorization to issue bonds shall be subject to the approval of this Board
2 of Supervisors by resolution following the elections of the qualified electors described above;
3 and, be it

4 FURTHER RESOLVED, That the Clerk of the Board of Supervisors shall publish this
5 resolution once a day for at least seven successive days in a newspaper published in the City
6 at least six days a week, or at least once a week for two successive weeks in a newspaper
7 published in the City less than six days a week, and if there are no newspapers meeting the
8 foregoing criteria, this resolution shall posted in three public places within the territory of the
9 IRFD for two succeeding weeks; and, be it

10 FURTHER RESOLVED, That the Board of Supervisors has reviewed and considered
11 the FEIR and finds that the FEIR is adequate for its use for the actions taken by this resolution
12 and incorporates the FEIR and the CEQA findings contained in Resolution No. 234-18
13 of this Board of Supervisors; and, be it

14 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or
15 word of this resolution, or any application thereof to any person or circumstance, is held to be
16 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision
17 shall not affect the validity of the remaining portions or applications of this resolution, this
18 Board of Supervisors hereby declaring that it would have passed this resolution and each and
19 every section, subsection, sentence, clause, phrase, and word not declared invalid or
20 unconstitutional without regard to whether any other portion of this resolution or application
21 thereof would be subsequently declared invalid or unconstitutional; and, be it

22 FURTHER RESOLVED, That the Mayor, the Controller, the Director of the Office of
23 Public Finance, the Clerk of the Board of Supervisors and any and all other officers of the City
24 are hereby authorized, for and in the name of and on behalf of the City, to do any and all
25 things and take any and all actions, including execution and delivery of any and all

1 documents, assignments, certificates, requisitions, agreements, notices, consents,
2 instruments of conveyance, warrants and documents, which they, or any of them, may deem
3 necessary or advisable in order to effectuate the purposes of this Resolution; provided
4 however that any such actions be solely intended to further the purposes of this Resolution,
5 and are subject in all respects to the terms of the Resolution; and, be it

6 FURTHER RESOLVED, That all actions authorized and directed by this Resolution,
7 consistent with any documents presented herein, and heretofore taken are hereby ratified,
8 approved and confirmed by this Board of Supervisors; and, be it

9 FURTHER RESOLVED, That this Resolution shall take effect upon its adoption.

10
11 APPROVED AS TO FORM:
12 DENNIS J. HERRERA
City Attorney

13
14
15 By: _____

16 MARK D. BLAKE
Deputy City Attorney

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City and County of San Francisco
Tails
Resolution

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

File Number: 170882

Date Passed: July 24, 2018

Resolution of intention to issue bonds for City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70); determining other matters in connection therewith; and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act.

November 09, 2017 Budget and Finance Committee - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE

November 09, 2017 Budget and Finance Committee - RECOMMENDED AS AMENDED

November 28, 2017 Board of Supervisors - CONTINUED

Ayes: 11 - Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy, Tang and Yee

December 05, 2017 Board of Supervisors - AMENDED, AN AMENDMENT OF THE WHOLE BEARING NEW TITLE

Ayes: 11 - Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy, Tang and Yee

December 05, 2017 Board of Supervisors - RE-REFERRED AS AMENDED

Ayes: 11 - Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy, Tang and Yee

July 12, 2018 Budget and Finance Sub-Committee - AMENDED

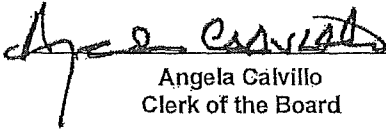
July 12, 2018 Budget and Finance Sub-Committee - RECOMMENDED AS AMENDED

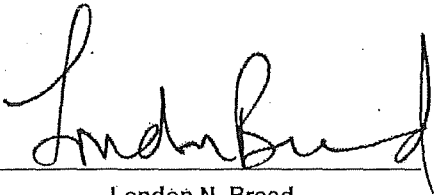
July 24, 2018 Board of Supervisors - ADOPTED

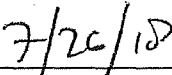
Ayes: 9 - Cohen, Brown, Kim, Mandelman, Peskin, Ronen, Safai, Stefani and Yee
Excused: 2 - Fewer and Tang

File No. 170882

I hereby certify that the foregoing
Resolution was ADOPTED on 7/24/2018 by
the Board of Supervisors of the City and
County of San Francisco.


Angela Galvillo
Clerk of the Board


London N. Breed
Mayor


Date Approved



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 19976

HEARING DATE: AUGUST 24, 2017

Case No.: 2014-001272ENV
Project Title: Pier 70 Mixed-Use District Project
Zoning: M-2 (Heavy Industrial) and P (Public)
40-X and 65-X Height and Bulk Districts
Block/Lot: Assessor's Block 4052/Lot 001, Block 4111/Lot 004
Block 4120/Lot 002, and Block 4110/Lots 001 and 008A
Project Sponsor: David Beaupre/Port of San Francisco
david.beaupre@sport.com, (415) 274-0539
Kelly Pretzer/Forest City Development California, Inc:
KellyPretzer@forestcity.net, (415) 593-4227
Staff Contact: Melinda Hue – (415) 575-9041
melinda.hue@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

ADOPTING FINDINGS RELATED TO THE CERTIFICATION OF A FINAL ENVIRONMENTAL IMPACT REPORT FOR THE PROPOSED PIER 70 MIXED-USE DISTRICT PROJECT.

MOVED, that the San Francisco Planning Commission (hereinafter "Commission") hereby CERTIFIES the final Environmental Impact Report identified as Case No. 2014-001272ENV, the "Pier 70 Mixed-Use District Project" (hereinafter "Project"), based upon the following findings:

1. The City and County of San Francisco, acting through the Planning Department (hereinafter "Department") fulfilled all procedural requirements of the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 *et seq.*, hereinafter "CEQA"), the State CEQA Guidelines (Cal. Admin. Code Title 14, Section 15000 *et seq.*, hereinafter "CEQA Guidelines") and Chapter 31 of the San Francisco Administrative Code (hereinafter "Chapter 31").
 - A. The Department determined that an Environmental Impact Report (hereinafter "EIR") was required and provided public notice of that determination by publication in a newspaper of general circulation on May 6, 2015.
 - B. The Department held a public scoping meeting on May 28, 2015 in order to solicit public comment on the scope of the Project's environmental review.
 - C. On December 21, 2016, the Department published the Draft Environmental Impact Report (hereinafter "DEIR") and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Planning

Commission public hearing on the DEIR; this notice was mailed to the Department's list of persons requesting such notice.


- D. Notices of availability of the DEIR and of the date and time of the public hearing were posted near the project site on December 21, 2016.
 - E. On December 21, 2016, copies of the DEIR were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR, and to government agencies, the latter both directly and through the State Clearinghouse.
 - F. A Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on December 21, 2016.
2. The Commission held a duly advertised public hearing on said DEIR on February 9, 2017 at which opportunity for public comment was given, and public comment was received on the DEIR. The period for acceptance of written comments ended on February 21, 2017.
 3. The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the 60-day public review period for the DEIR, prepared revisions to the text of the DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR. This material was presented in a Comments and Responses document, published on August 9, 2017, distributed to the Commission and all parties who commented on the DEIR, and made available to others upon request at the Department.
 4. A Final Environmental Impact Report (hereinafter "FEIR") has been prepared by the Department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available, and the Comments and Responses document all as required by law.
 5. Project EIR files have been made available for review by the Commission and the public. These files are available for public review at the Department at 1650 Mission Street, Suite 400, and are part of the record before the Commission.
 6. On August 24, 2017, the Commission reviewed and considered the information contained in the FEIR and hereby does find that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.
 7. The Planning Commission hereby does find that the FEIR concerning File No. 2014-001272ENV reflects the independent judgement 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 DEIR that would require recirculation of the document pursuant to CEQA Guideline Section 15088.5, and hereby does CERTIFY THE COMPLETION of said FEIR in compliance with CEQA, the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code.

8. The Commission, in certifying the completion of said FEIR, hereby does find that the project described in the EIR would have the following significant unavoidable environmental impacts, which cannot be mitigated to a level of insignificance:
 - A. **TR-5:** The Proposed Project would cause the 48 Quintara/24th Street bus route to exceed 85 percent capacity utilization in the a.m. and p.m. peak hours in both the inbound and outbound directions.
 - B. **TR-12:** The Proposed Project's loading demand during the peak loading hour would not be adequately accommodated by proposed on-site or off-street loading supply or in proposed on-street loading zones, which may create hazardous conditions or significant delays for transit, bicycles or pedestrians.
 - C. **C-TR-4:** The Proposed Project would contribute considerably to significant cumulative transit impacts on the 48 Quintara/24th Street and 22 Fillmore bus routes.
 - D. **NO-2:** Construction of the Proposed Project would cause a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project.
 - E. **NO-5:** Operation of the Proposed Project would cause substantial permanent increases in ambient noise levels along some roadway segments in the project site vicinity.
 - F. **C-NO-2:** Operation of the Proposed Project, in combination with other cumulative development, would cause a substantial permanent increase in ambient noise levels in the project vicinity.
 - G. **AQ-1:** Construction of the Proposed Project would generate fugitive dust and criteria air pollutants, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants.
 - H. **AQ-2:** At project build-out, the Proposed Project would result in emissions of criteria air pollutants at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants.
 - I. **C-AQ-1:** The Proposed Project, in combination with past, present, and reasonably foreseeable future development in the project area, would contribute to cumulative regional air quality impacts.
9. The Commission reviewed and considered the information contained in the FEIR prior to approving the Project.

Motion No. 19976
August 24, 2017

CASE NO. 2014-001272ENV
Pier 70 Mixed-Use District Project

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting of August 24, 2017.



Jonas P. Ionin
Commission Secretary

AYES: Hillis, Richards, Johnson, Koppel, Melgar, Moore

NOES: None

ABSENT: Fong

ADOPTED: August 24, 2017



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Resolution No. 19978

HEARING DATE: AUGUST 24, 2017

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Case No.: 2014-001272GPA
 Project Name: Pier 70 Mixed-Use Project
 Existing Zoning: M-2 (Heavy Industrial) Zoning District
 P (Public) Zoning District
 40-X and 65-X Height and Bulk Districts
 Block/Lot: 4052/001, 4110/001 and 008A, 4111/004, 4120/002,
 Proposed Zoning: Pier 70 Mixed-Use Zoning District
 65-X and 90-X Height and Bulk Districts
 Project Sponsor: Port of San Francisco and Forest City Development California Inc.
 Staff Contact: Richard Sucre – (415) 575-9108
richard.sucre@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO MAP NO. 04 AND MAP NO. 05 OF THE URBAN DESIGN ELEMENT OF GENERAL PLAN AND THE LAND USE INDEX OF THE GENERAL PLAN TO PROVIDE REFERENCE TO THE PIER 70 MIXED-USE PROJECT SPECIAL USE DISTRICT, AND MAKING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1, AND FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

WHEREAS, Section 4.105 of the Charter of the City and County of San Francisco provides to the Planning Commission the opportunity to periodically recommend General Plan Amendments to the Board of Supervisors; and

WHEREAS, pursuant to Planning Code Section 340(C), the Planning Commission ("Commission") initiated a General Plan Amendment for the Pier 70 Mixed-Use Project ("Project"), per Planning Commission Resolution No. 19949 on June 22, 2017.

WHEREAS, these General Plan Amendments would enable the Project. The Project includes new market-rate and affordable residential uses, commercial use, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space.

WHEREAS, the Project would construct new buildings that would range in height from 50 to 90 feet, as is consistent with Proposition F which was passed by the voters of San Francisco in November 2014.

WHEREAS, these General Plan Amendments would amend Map No. 04 "Urban Design Guidelines for Heights of Buildings" and Map No. 5 "Urban Design Guidelines for Bulk of Buildings" in the Urban Design Element to reference the Pier 70 Mixed-Use Project Special Use District, as well as update and amend the Land Use Index of the General Plan accordingly.

WHEREAS, this Resolution approving these General Plan Amendments is a companion to other legislative approvals relating to the Pier 70 Mixed-Use Project, including recommendation of approval of Planning Code Text Amendments and Zoning Map Amendments, approval of the Pier 70 SUD Design for Development and recommendation for approval of the Development Agreement.

WHEREAS, on August 24, 2017, the Planning Commission reviewed and considered the Final EIR for the Pier 70 Mixed Project (FEIR) and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

WHEREAS, on August 24, 2017, by Motion No. 19976, the Commission certified the Final Environmental Impact Report for the Pier 70 Mixed-Use Project as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA").

WHEREAS, on August 24, 2017, the Commission by Motion No. 19977 approved California Environmental Quality Act (CEQA) Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2014-001272ENV, for approval of the Project, which findings are incorporated by reference as though fully set forth herein.

WHEREAS, the CEQA Findings included adoption of a Mitigation Monitoring and Reporting Program (MMRP) as Attachment B, which MMRP is hereby incorporated by reference as though fully set forth herein and which requirements are made conditions of this approval.

WHEREAS, on July 20, 2017, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on General Plan Amendment Application Case No. 2014-001272GPA. At the public hearing on July 20, 2017, the Commission continued the adoption of the General Plan Amendment Application to the public hearing on August 24, 2017.

WHEREAS, a draft ordinance, substantially in the form attached hereto as Exhibit A, approved as to form, would amend Map No. 04 "Urban Design Guidelines for Heights of Buildings" and Map No. 05 "Urban Design Guidelines for Bulk of Buildings" in the Urban Design Element, and the Land Use Index of the General Plan.

NOW THEREFORE BE IT RESOLVED, that the Planning Commission hereby finds that the General Plan Amendments promote the public welfare, convenience and necessity for the following reasons:

1. The General Plan Amendments would help implement the Pier 70 Mixed-Use Project development, thereby evolving currently under-utilized industrial land for needed housing, commercial space, and parks and open space.
2. The General Plan Amendments would help implement the Pier 70 Mixed-Use Project, which in turn will provide employment opportunities for local residents during construction and post-occupancy, as well as community facilities and parks for new and existing residents.

3. The General Plan Amendments would help implement the Pier 70 Mixed-Use Project by enabling the creation of a mixed-use and sustainable neighborhood, with fully rebuilt infrastructure. The new neighborhood would improve the site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's central waterfront.
4. The General Plan Amendments would enable the construction of a new vibrant, safe, and connected neighborhood, including new parks and open spaces. The General Plan Amendments would help ensure a vibrant neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.
5. The General Plan Amendments would enable construction of new housing, including new on-site affordable housing, and new arts, retail and manufacturing uses. These new uses would create a new mixed-use neighborhood that would strengthen and complement nearby neighborhoods.
6. The General Plan Amendments would facilitate the preservation and rehabilitation of portions of the Union Iron Works Historic District—an important historic resource listed in the National Register of Historic Places.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds these General Plan Amendments are in general conformity with the General Plan, and the Project and its approvals associated therein, all as more particularly described in Exhibit A to the Development Agreement on file with the Planning Department in Case No. 2014-001272DVA, are each on balance, consistent with the following Objectives and Policies of the General Plan, as it is proposed to be amended as described herein, and as follows:

HOUSING ELEMENT

OBJECTIVE 1

IDENTIFY AND MAKE AVAILABLE FOR DEVELOPMENT ADEQUATE SITES TO MEET THE CITY'S HOUSING NEEDS, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING.

POLICY 1.1

Plan for the full range of housing needs in the City and County of San Francisco, especially affordable housing.

POLICY 1.8

Promote mixed use development, and include housing, particularly permanently affordable housing, in new commercial, institutional or other single use development projects.

POLICY 1.10

Support new housing projects, especially affordable housing, where households can easily rely on public transportation, walking and bicycling for the majority of daily trips.

The Project is a mixed-use development with between 1,645 and 3,025 dwelling units at full project build-out, which provides a wide range of housing options. As detailed in the Development Agreement, the Project exceeds the inclusionary affordable housing requirements

of the Planning Code, through a partnership between the developer and the City to reach a 30% affordable level.

OBJECTIVE 11

SUPPORT AND RESPECT THE DIVERSE AND DISTINCT CHARACTER OF SAN FRANCISCO'S NEIGHBORHOODS.

POLICY 11.1

Promote the construction and rehabilitation of well-designed housing that emphasizes beauty, flexibility, and innovative design, and respects existing neighborhood character.

POLICY 11.2

Ensure implementation of accepted design standards in project approvals.

POLICY 11.7

Respect San Francisco's historic fabric, by preserving landmark buildings and ensuring consistency with historic districts.

The Project, as described in the Development Agreement and controlled in the Design for Development (D4D), includes a program of substantial community benefits designed to revitalize a former industrial shipyard and complement the surrounding neighborhood. Through the standards and guidelines in the D4D, the Project would respect the character of existing historic resources, while providing for a distinctly new and unique design. The Project retains three historic resources (Buildings 2, 12 and 21) and preserves the character of the Union Iron Works Historic District by providing for compatible new construction.

OBJECTIVE 12

BALANCE HOUSING GROWTH WITH ADEQUATE INFRASTRUCTURE THAT SERVES THE CITY'S GROWING POPULATION.

POLICY 12.1

Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

POLICY 12.2

Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

The Project appropriately balances housing with new and improved infrastructure and related public benefits.

The project site is located adjacent to a transit corridor, and is within proximity to major regional and local public transit. The Project includes incentives for the use of transit, walking and bicycling through its TDM program. In addition, the Project's streetscape design would enhance vehicular, bicycle and pedestrian access and connectivity through the site. The Project will establish a new bus line through the project site, and will provide an open-to-the-public shuttle.

Therefore, new residential and commercial buildings constructed as part of the Project would rely on transit use and environmentally sustainable patterns of movement.

The Project will provide over nine acres of new open space for a variety of activities, including an Irish Hill playground, a market square, a central commons, a minimum ½ acre active recreation on the rooftop of buildings, and waterfront parks along 1,380 feet of shoreline.

The Project includes substantial contributions related to quality of life elements such as open space, affordable housing, transportation improvements, childcare, schools, arts and cultural facilities and activities, workforce development, youth development, and historic preservation.

COMMERCE AND INDUSTRY ELEMENT

OBJECTIVE 1

MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

POLICY 1.1

Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

The Project is intended to provide a distinct mixed-use development with residential, office, retail, cultural, and open space uses. The Project would leverage the Project site's location on the Central Waterfront and close proximity to major regional and local public transit by building a dense mixed-use development that allows people to work and live close to transit. The Project's buildings would be developed in a manner that reflects the Project's unique location in a former industrial shipyard. The Project would incorporate varying heights, massing and scale, maintaining a strong streetwall along streets, and focused attention around public open spaces. The Project would create a balanced commercial center with a continuum of floorplate sizes for a range of users, substantial new on-site open space, and sufficient density to support and activate the new active ground floor uses and open space in the Project.

The Project would help meet the job creation goals established in the City's Economic Development Strategy by generating new employment opportunities and stimulating job creation across all sectors. The Project would also construct high-quality housing with sufficient density to contribute to 24-hour activity on the Project site, while offering a mix of unit types, sizes, and levels of affordability to accommodate a range of potential residents. The Project would facilitate a vibrant, interactive ground plane for Project and neighborhood residents, commercial users, and the public, with public spaces that could accommodate a variety of events and programs, and adjacent ground floor building spaces that include elements such as transparent building frontages and large, direct access points to maximize circulation between, and cross-activation of, interior and exterior spaces.

OBJECTIVE 2

MAINTAIN AND ENHANCE A SOUND AND DIVERSE ECONOMIC BASE AND FISCAL STRUCTURE FOR THE CITY.

POLICY 2.1

Seek to retain existing commercial and industrial activity and to attract new such activity to the city.

See above (Commerce and Industry Element Objective 1 and Policy 1.1) which explain the Project's contribution to the City's overall economic vitality.

OBJECTIVE 3

PROVIDE EXPANDED EMPLOYMENT OPPORTUNITIES FOR CITY RESIDENTS, PARTICULARLY THE UNEMPLOYED AND ECONOMICALLY DISADVANTAGED.

POLICY 3.2

Promote measures designed to increase the number of San Francisco jobs held by San Francisco residents.

The Project would help meet the job creation goals established in the City's Economic Development Strategy by generating new employment opportunities and stimulating job creation across all sectors. The Project will provide expanded employment opportunities for City residents at all employment levels, both during and after construction. The Development Agreement, as part of the extensive community benefit programs, includes focused workforce first source hiring – both construction and end-user – as well as a local business enterprise component.

TRANSPORTATION ELEMENT

OBJECTIVE 2

USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

POLICY 2.1

Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

POLICY 2.5

Provide incentives for the use of transit, carpools, vanpools, walking and bicycling and reduce the need for new or expanded automobile and automobile parking facilities.

The Project is located within a former industrial shipyard, and will provide new local, regional, and statewide transportation services. The Project is located in close proximity to the Caltrain Station on 22nd Street, and the Muni T-Line along 3rd Street. The Project includes a detailed TDM program, including various performance measures, physical improvements and monitoring and enforcement measures designed to create incentives for transit and other alternative to the single occupancy vehicle for both residential and commercial buildings. In addition, the Project's design, including its streetscape elements, is intended to promote and enhance walking and bicycling.

OBJECTIVE 23

IMPROVE THE CITY'S PEDESTRIAN CIRCULATION SYSTEM TO PROVIDE FOR EFFICIENT, PLEASANT, AND SAFE MOVEMENT.

POLICY 23.1

Provide sufficient pedestrian movement space with a minimum of pedestrian congestion in accordance with a pedestrian street classification system.

POLICY 23.2

Widen sidewalks where intensive commercial, recreational, or institutional activity is present, sidewalks are congested, where sidewalks are less than adequately wide to provide appropriate pedestrian amenities, or where residential densities are high.

POLICY 23.6

Ensure convenient and safe pedestrian crossings by minimizing the distance pedestrians must walk to cross a street.

The Project will re-establish a street network on the project site, and will provide pedestrian improvements and streetscape enhancement measures as described in the D4D and reflected in the mitigation measures and Transportation Plan in the Development Agreement. The Project would establish 21st Street (between the existing 20th and 22nd Streets) and Maryland Street, which would function as a main north-south thoroughfare through the project site. Each of the new streets would have sidewalks and streetscape improvements as is consistent with the Better Streets Plan.

URBAN DESIGN ELEMENT

OBJECTIVE 1

EMPHASIS OF THE CHARACTERISTIC PATTERN WHICH GIVES TO THE CITY AND ITS NEIGHBORHOODS AN IMAGE, A SENSE OF PURPOSE, AND A MEANS OF ORIENTATION.

POLICY 1.1

Recognize and protect major views in the city, with particular attention to those of open space and water.

As explained in the D4D, the Project uses a mix of scales and interior and exterior spaces, with this basic massing further articulated through carving and shaping the buildings to create views and variety on the project site, as well as pedestrian-friendly, engaging spaces on the ground. The Project maintains and opens view corridors to the waterfront.

POLICY 1.2

Recognize, protect and reinforce the existing street pattern, especially as it is related to topography.

POLICY 1.3

Recognize that buildings, when seen together, produce a total effect that characterizes the city and its districts.

The Project would re-establish the City's street pattern on the project site, and would construct new buildings, which would range in height from 50 and 90 feet. These new buildings would be viewed in conjunction with the three existing historic resources (Buildings 2, 12 and 21) on the project site, and the larger Union Iron Works Historic District. The Project would include new construction, which is sensitive to the existing historic context, and would be compatible, yet differentiated, from the historic district's character-defining features. The Project is envisioned as an extension of the Central Waterfront and Dogpatch neighborhoods.

OBJECTIVE 2

CONSERVATION OF RESOURCES WHICH PROVIDE A SENSE OF NATURE, CONTINUITY WITH THE PAST, AND FREEDOM FROM OVERCROWDING.

POLICY 2.4

Preserve notable landmarks and areas of historic, architectural or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.

POLICY 2.5

Use care in remodeling of older buildings, in order to enhance rather than weaken the original character of such buildings.

The Project would revitalize a portion of a former industrial shipyard, and would preserve and rehabilitate important historic resources, including Buildings 2, 12 and 21, which contribute to the Union Iron Works Historic District, which is listed in the National Register of Historic Places. New construction would be designed to be compatible, yet differentiated, with the existing historic context.

RECREATION AND OPEN SPACE ELEMENT

OBJECTIVE 1

ENSURE A WELL-MAINTAINED, HIGHLY UTILIZED, AND INTEGRATED OPEN SPACE SYSTEM.

POLICY 1.1

Encourage the dynamic and flexible use of existing open spaces and promote a variety of recreation and open space uses, where appropriate.

POLICY 1.7

Support public art as an essential component of open space design.

The Project would build a network of waterfront parks, playgrounds and recreational facilities on the 28-Acre Site that, with development of the Illinois Street Parcels, will more than triple the amount of parks in the neighborhood. The Project will provide over nine acres of new open space for a variety of activities, including an Irish Hill playground, a market square, a central commons, a minimum ½ acre active recreation on the rooftop of buildings, and waterfront parks along 1,380 feet of shoreline. In addition, the Project would provide new private open space for each of the new dwelling units.

POLICY 1.12

Preserve historic and culturally significant landscapes, sites, structures, buildings and objects.

See Discussion in Urban Element Objective 2, Policy 2.4 and 2.5.

OBJECTIVE 3

IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.

POLICY 3.1

Creatively develop existing publicly-owned right-of-ways and streets into open space.

The Project provides nine acres of new public open space and opens up new connections to the shoreline in the Central Waterfront neighborhood. The Project would encourage non-automobile transportation to and from open spaces, and would ensure physical accessibility these open spaces to the extent feasible.

CENTRAL WATERFRONT AREA PLAN

Objectives and Policies

Land Use

OBJECTIVE 1.1

ENCOURAGE THE TRANSITION OF PORTIONS OF THE CENTRAL WATERFRONT TO A MORE MIXED-USE CHARACTER, WHILE PROTECTING THE NEIGHBORHOOD'S CORE OF PDR USES AS WELL AS THE HISTORIC DOGPATCH NEIGHBORHOOD.

POLICY 1.1.2

Revise land use controls in formerly industrial areas outside the core Central Waterfront industrial area, to create new mixed use areas, allowing mixed-income housing as a principal use, as well as limited amounts of retail, office, and research and development, while protecting against the wholesale displacement of PDR uses.

POLICY 1.1.7

Ensure that future development of the Port's Pier 70 Mixed Use Opportunity Site supports the Port's revenue-raising goals while remaining complementary to the maritime and industrial nature of the area.

POLICY 1.1.10

While continuing to protect traditional PDR functions that need large, inexpensive spaces to operate, also recognize that the nature of PDR businesses is evolving gradually so that their production and distribution activities are becoming more integrated physically with their research, design and administrative functions.

OBJECTIVE 1.2

IN AREAS OF THE CENTRAL WATERFRONT WHERE HOUSING AND MIXED-USE IS ENCOURAGED, MAXIMIZE DEVELOPMENT POTENTIAL IN KEEPING WITH NEIGHBORHOOD CHARACTER.

POLICY 1.2.1

Ensure that infill housing development is compatible with its surroundings.

POLICY 1.2.2

For new construction, and as part of major expansion of existing buildings in neighborhood commercial districts, require housing development over commercial. In other mixed-use districts encourage housing over commercial or PDR where appropriate.

POLICY 1.2.3

In general, where residential development is permitted, control residential density through building height and bulk guidelines and bedroom mix requirements.

POLICY 1.2.4

Identify portions of Central Waterfront where it would be appropriate to increase maximum heights for residential development.

OBJECTIVE 1.4

SUPPORT A ROLE FOR "KNOWLEDGE SECTOR" BUSINESSES IN APPROPRIATE PORTIONS OF THE CENTRAL WATERFRONT.

POLICY 1.4.1

Continue to permit manufacturing uses that support the Knowledge Sector in the Mixed Use and PDR districts of the Central Waterfront.

POLICY 1.4.3

Allow other Knowledge Sector office uses in portions of the Central Waterfront where it is appropriate.

OBJECTIVE 1.7

RETAIN THE CENTRAL WATERFRONT'S ROLE AS AN IMPORTANT LOCATION FOR PRODUCTION, DISTRIBUTION, AND REPAIR (PDR) ACTIVITIES

POLICY 1.7.3

Require development of flexible buildings with generous floor-to-ceiling heights, large floor plates, and other features that will allow the structure to support various businesses.

Housing

OBJECTIVE 2.1

ENSURE THAT A SIGNIFICANT PERCENTAGE OF NEW HOUSING CREATED IN THE CENTRAL WATERFRONT IS AFFORDABLE TO PEOPLE WITH A WIDE RANGE OF INCOMES.

POLICY 2.1.1

Require developers in some formally industrial areas to contribute towards the City's very low, low, moderate and middle income needs as identified in the Housing Element of the General Plan.

OBJECTIVE 2.3

REQUIRE THAT A SIGNIFICANT NUMBER OF UNITS IN NEW DEVELOPMENTS HAVE TWO OR MORE BEDROOMS EXCEPT SENIOR HOUSING AND SRO DEVELOPMENTS UNLESS ALL BELOW MARKET RATE UNITS ARE TWO OR MORE BEDROOM UNITS.

POLICY 2.3.1

Target the provision of affordable units for families.

POLICY 2.3.2

Prioritize the development of affordable family housing, both rental and ownership, particularly along transit corridors and adjacent to community amenities.

POLICY 2.3.3

Require that a significant number of units in new developments have two or more bedrooms, except Senior Housing and SRO developments.

POLICY 2.3.4

Encourage the creation of family supportive services, such as child care facilities, parks and recreation, or other facilities, in affordable housing or mixed-use developments.

Built Form

OBJECTIVE 3.1

PROMOTE AN URBAN FORM THAT REINFORCES THE CENTRAL WATERFRONT'S DISTINCTIVE PLACE IN THE CITY'S LARGER FORM AND STRENGTHENS ITS PHYSICAL FABRIC AND CHARACTER.

POLICY 3.1.1

Adopt heights that are appropriate for the Central Waterfront's location in the city, the prevailing street and block pattern, and the anticipated land uses, while producing buildings compatible with the neighborhood's character.

POLICY 3.1.2

Development should step down in height as it approaches the Bay to reinforce the city's natural topography and to encourage an active and public waterfront.

POLICY 3.1.6

New buildings should epitomize the best in contemporary architecture, but should do so with full awareness of, and respect for, the height, mass, articulation and materials of the best of the older buildings that surrounds them.

POLICY 3.1.9

Preserve notable landmarks and areas of historic, architectural or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.

OBJECTIVE 3.2

PROMOTE AN URBAN FORM AND ARCHITECTURAL CHARACTER THAT SUPPORTS WALKING AND SUSTAINS A DIVERSE, ACTIVE AND SAFE PUBLIC REALM.

POLICY 3.2.1

Require high quality design of street-facing building exteriors.

POLICY 3.2.2

Make ground floor retail and PDR uses as tall, roomy and permeable as possible.

POLICY 3.2.5

Building form should celebrate corner locations.

OBJECTIVE 3.3

PROMOTE THE ENVIRONMENTAL SUSTAINABILITY, ECOLOGICAL FUNCTIONING AND THE OVERALL QUALITY OF THE NATURAL ENVIRONMENT IN THE PLAN AREA

POLICY 3.3.1

Require new development to adhere to a new performance-based ecological evaluation tool to improve the amount and quality of green landscaping.

POLICY 3.3.3

Enhance the connection between building form and ecological sustainability by promoting use of renewable energy, energy-efficient building envelopes, passive heating and cooling, and sustainable materials.

Transportation

OBJECTIVE 4.1

IMPROVE PUBLIC TRANSIT TO BETTER SERVE EXISTING AND NEW DEVELOPMENT IN CENTRAL WATERFRONT

POLICY 4.1.4

Reduce existing curb cuts where possible and restrict new curb cuts to prevent vehicular conflicts with transit on important transit and neighborhood commercial streets.

POLICY 4.1.6

Improve public transit in the Central Waterfront including cross-town routes and connections the 22nd Street Caltrain Station and Third Street Light Rail.

OBJECTIVE 4.3

ESTABLISH PARKING POLICIES THAT IMPROVE THE QUALITY OF NEIGHBORHOODS AND REDUCE CONGESTION AND PRIVATE VEHICLE TRIPS BY ENCOURAGING TRAVEL BY NON-AUTO MODES

POLICY 4.3.1

For new residential development, provide flexibility by eliminating minimum off-street parking requirements and establishing reasonable parking caps.

POLICY 4.3.2

For new non-residential development, provide flexibility by eliminating minimum off-street parking requirements and establishing caps generally equal to the previous minimum requirements. For office uses limit parking relative to transit accessibility.

OBJECTIVE 4.4

SUPPORT THE CIRCULATION NEEDS OF EXISTING AND NEW PDR AND MARITIME USES IN THE CENTRAL WATERFRONT

POLICY 4.4.3

In areas with a significant number of PDR establishments and particularly along Illinois Street, design streets to serve the needs and access requirements of trucks while maintaining a safe pedestrian and bicycle environment.

OBJECTIVE 4.5

CONSIDER THE STREET NETWORK IN CENTRAL WATERFRONT AS A CITY RESOURCE ESSENTIAL TO MULTI-MODAL MOVEMENT AND PUBLIC OPEN SPACE

POLICY 4.5.2

As part of a development project's open space requirement, require publicly-accessible alleys that break up the scale of large developments and allow additional access to buildings in the project.

POLICY 4.5.4

Extend and rebuild the street grid, especially in the direction of the Bay.

OBJECTIVE 4.7

IMPROVE AND EXPAND INFRASTRUCTURE FOR BICYCLING AS AN IMPORTANT MODE OF TRANSPORTATION

POLICY 4.7.1

Provide a continuous network of safe, convenient and attractive bicycle facilities connecting Central Waterfront to the citywide bicycle network and conforming to the San Francisco Bicycle Plan.

POLICY 4.7.2

Provide secure, accessible and abundant bicycle parking, particularly at transit stations, within shopping areas and at concentrations of employment.

POLICY 4.7.3

Support the establishment of the Blue-Greenway by including safe, quality pedestrian and bicycle connections from Central Waterfront.

Streets & Open Space

OBJECTIVE 5.1

PROVIDE PUBLIC PARKS AND OPEN SPACES THAT MEET THE NEEDS OF RESIDENTS, WORKERS AND VISITORS

POLICY 5.1.1

Identify opportunities to create new public open spaces and provide at least one new public open space serving the Central Waterfront.

POLICY 5.1.2

Require new residential and commercial development to provide, or contribute to the creation of public open space.

OBJECTIVE 5.4

THE OPEN SPACE SYSTEM SHOULD BOTH BEAUTIFY THE NEIGHBORHOOD AND STRENGTHEN THE ENVIRONMENT

POLICY 5.4.1

Increase the environmental sustainability of Central Waterfronts system of public and private open spaces by improving the ecological functioning of all open space.

POLICY 5.4.3

Encourage public art in existing and proposed open spaces.

Historic Preservation

OBJECTIVE 8.2

PROTECT, PRESERVE, AND REUSE HISTORIC RESOURCES WITHIN THE CENTRAL WATERFRONT AREA PLAN

POLICY 8.2.2

Apply the Secretary of the Interior's Standards for the Treatment of Historic Properties in conjunction with the Central Waterfront area plan and objectives for all projects involving historic or cultural resources.

OBJECTIVE 8.3

ENSURE THAT HISTORIC PRESERVATION CONCERNS CONTINUE TO BE AN INTEGRAL PART OF THE ONGOING PLANNING PROCESSES FOR THE CENTRAL WATERFRONT AREA PLAN

POLICY 8.3.1

Pursue and encourage opportunities, consistent with the objectives of historic preservation, to increase the supply of affordable housing within the Central Waterfront plan area.

The Central Waterfront Area Plan anticipated a new mixed-use development at Pier 70. The Project is consistent with the objectives and policies of the Central Waterfront Plan, since the Project adaptively reuses a portion of a former industrial shipyard and provides a new mixed-use development with substantial community benefits, including nine-acres of public open space, new streets and streetscape improvements, on-site affordable housing, rehabilitation of three historic buildings, and new arts, retail and light manufacturing uses. New construction will be appropriately designed to fit within the context of the Union Iron Works Historic District. In addition, the Project includes substantial transit and infrastructure improvements, including new on-site TDM program, facilities for a new public line through the project site, and a new open-to-the public shuttle service.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds these General Plan Amendments are in general conformity with the Planning Code Section 101.1, and the Project and its approvals associated therein, all as more particularly described in Exhibit B to the Development Agreement on file with the Planning Department in Case No. 2014-001272DVA, are each on balance, consistent with the following Objectives and Policies of the General Plan, as it is proposed to be amended as described herein, and as follows:

- 1) *That existing neighbor-serving retail uses will be preserved and enhanced, and future opportunities for resident employment in and ownership of such businesses enhanced;*

No neighborhood-serving retail uses are present on the Project site. Once constructed, the Project will contain major new retail, arts and light industrial uses that will provide opportunities for employment and ownership of retail businesses in the community. These new uses will serve nearby residents and the surrounding community. In addition, building tenants will patronize existing retail uses in the community (along 3rd Street and in nearby Dogpatch), thus enhancing the local retail economy. The Development Agreement includes commitments related to local hiring.

- 2) *That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods;*

No existing housing will be removed for the construction of the Project, which will provide at full build-out between 1,645 and 3,025 new residential units. The Project is designed to revitalize a former industrial site and provide a varied land use program that is consistent with the surrounding Central Waterfront and Dogpatch neighborhoods, and the historic context of the Union Iron Works Historic District, which is listed in the National Register of Historic Places. The Project provides a new neighborhood complete with residential, office, retail, arts, and light manufacturing uses, along with new transit and street infrastructure, and public open space. The Project design is consistent with the historic context, and provides a desirable, pedestrian-friendly experience with interactive and engaged ground floors. Thus, the Project would preserve and contribute to housing within the surrounding neighborhood and the larger City, and would otherwise preserve and be consistent with the neighborhood's industrial context.

3) *That the City's supply of affordable housing be preserved and enhanced;*

The construction of the Project will not remove any residential uses, since none exist on the project site. The Project will enhance the City's supply of affordable housing through its affordable housing commitments in the Development Agreement, which will result in total of 30% on-site affordable housing units.

4) *That commuter traffic not impede Muni transit service or overburden our streets or neighborhood parking;*

The Project would not impede transit service or overburden streets and neighborhood parking. The Project includes a robust transportation program with an on-site Transportation Demand Management (TDM) program, facilities to support a new bus line through the project site, an open-to-the-public shuttle service, and funding for new neighborhood-supporting transportation infrastructure.

The Project is also well served by public transit. The Project is located within close proximity to the MUNI T-Line Station along 3rd Street and the bus routes, which pick-up/drop-off at 20th and 3rd, and 23rd and 3rd Streets. In addition, the Project is located within walking distance to the 22nd Street Caltrain Station. Future residents would be afforded close proximity to bus or rail transit.

Lastly, the Project contains new space for vehicle parking to serve new parking demand. This will ensure that sufficient parking capacity is available so that the Project would not overburden neighborhood parking, while still implementing a rigorous TDM Plan to be consistent with the City's "transit first" policy for promoting transit over personal vehicle trips.

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;*

Although the Project would displace portions of an industrial use historically associated with the Bethlehem Steel and/or Union Iron Works, the Project provides a strong and diverse economic base by the varied land use program, which includes new commercial office, retail, arts, and light industrial uses. The Project balances between residential, non-residential and PDR (Production, Distribution and Repair) uses. Across the larger site at Pier 70 (outside of the project site), the Port of San Francisco has maintained the industrial shipyard operations (currently under lease by BAE). On the 28-Acre site, the Project includes light manufacturing and arts uses, in order to diversify the mix of goods and services within the

project site. The Project also includes a large workforce development program and protections for existing tenants/artists within the Noonan Building. All of these new uses will provide future opportunities for service-sector employment.

- 6) *That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake;*

The Project will comply with all current structural and seismic requirements under the San Francisco Building Code and the Port of San Francisco.

- 7) *That landmarks and historic buildings be preserved;*

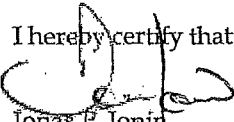
The Project would preserve and rehabilitate a portion of the Union Iron Works Historic District and three of its contributing resources: Buildings 2, 12 and 21. In addition, the Project includes standards and guidelines for new construction adjacent to and within the Union Iron Works Historic District, which is listed in the National Register of Historic Places. These standards and guidelines ensure compatibility of new construction with the character-defining features of the Union Iron Works Historic District, as guided by the Secretary of the Interior's Standards for the Treatment of Historic Properties. In addition, the Project preserves and provides access to an important cultural relic, Irish Hill, which has been identified as an important resource to the surrounding community.

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

The Project will improve access to the shoreline within the Central Waterfront neighborhood, and will provide 9-acres of new public open space. The Project will not affect any of the City's existing parks or open space or their access to sunlight and vistas. A shadow study was completed and concluded that the Project will not cast shadows on any property under the jurisdiction of, or designated for acquisition by, the Recreation and Park Commission.

AND BE IT FURTHER RESOLVED, that pursuant to Planning Code Section 340, the Commission recommends to the Board of Supervisors APPROVAL of the aforementioned General Plan Amendments. This approval is contingent on, and will be of no further force and effect until the date that the San Francisco Board of Supervisor has approved by resolution approving the Zoning Map Amendment, Planning Code Text Amendment, and Development Agreement.

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on August 24, 2017.


Jonas P. Ionin
Commission Secretary

AYES: Hillis, Johnson, Koppel, Melgar, Moore and Richards
NAYES: None
ABSENT: Fong
ADOPTED: August 24, 2017

OFFICE OF THE MAYOR
SAN FRANCISCO



LONDON N. BREED
MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: Mayor London Breed *KJC*
RE: Substitute (File No. 180783) Resolution Calling Special Election Related
to Infrastructure and Revitalization Financing District No. 2 (Hoedown
Yard, Pier 70)
DATE: September 4, 2018

**Resolution calling special election for City and County of San Francisco
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70);
determining other matters in connection therewith; and affirming the Planning
Department's determination, and making findings under the California
Environmental Quality Act.**

Should you have any questions, please contact Kanishka Cheng 554-6696.


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2018 SEP -4 PM 3:12

OFFICE OF THE MAYOR
SAN FRANCISCO



LONDON N. BREED
MAYOR

TO:  Angela Calvillo, Clerk of the Board of Supervisors
FROM: Mayor London Breed
RE: Resolution Calling Special Election Related to Infrastructure and
Revitalization Financing District No. 2 (Hoedown Yard, Pier 70)
DATE: July 24, 2018

**Resolution calling special election for City and County of San Francisco
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70);
determining other matters in connection therewith; and affirming the Planning
Department's determination, and making findings under the California
Environmental Quality Act.**

Should you have any questions, please contact Andres Power 554-6467.

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2018 JUL 24 PM 2:00
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