












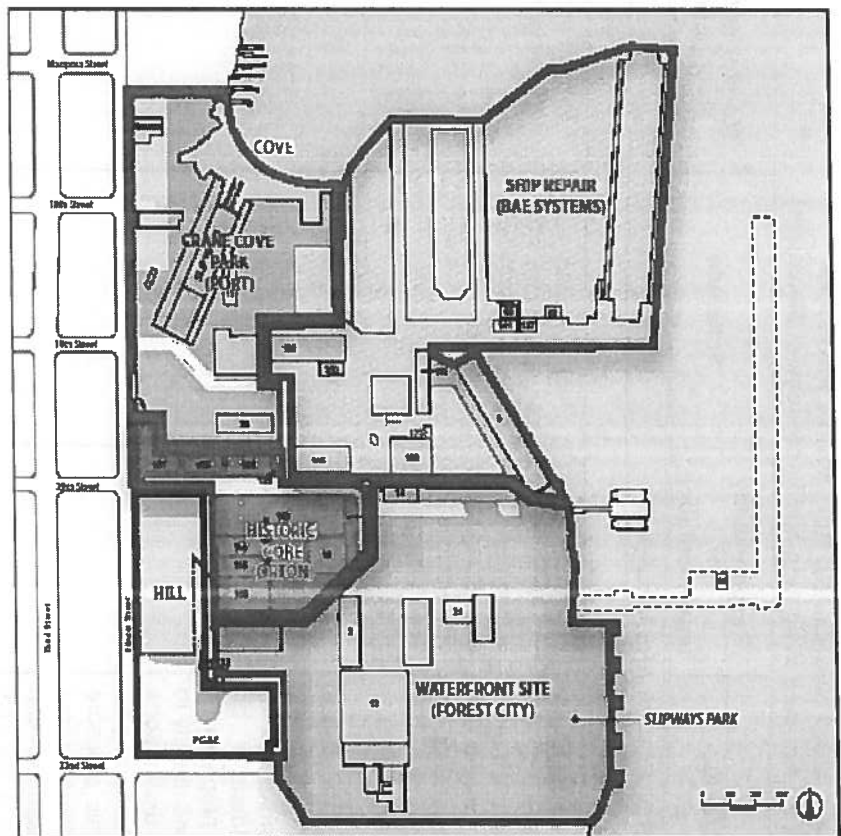


EXHIBIT A: PIER 70 PROJECTS

-  HISTORIC BUILDINGS
-  SHIP REPAIR (HISTORIC USE)
-  OFFICE, BIOTECH, COMMERCIAL, R&D, PDR
-  MIXED USE- RESIDENTIAL ALLOWED
-  COMMERCIAL/SPECIAL USE- HISTORIC CORE
-  OPEN SPACE
-  BUILDING PROPOSED FOR REMOVAL
-  PIER 70 AREA BOUNDARY

- PIER 70 PROJECT SUB-AREAS**
-  SHIP REPAIR
 -  FOREST CITY WATERFRONT SITE*
 -  ORTON - HISTORIC CORE*
 -  COVE
 -  HILL
- * NOTE: BOUNDARIES BETWEEN PROJECTS ARE CONCEPTUAL VARY SLIGHTLY FROM THE EXCLUSIVE NEGOTIATING AGREEMENT TERMS AND WILL BE REFINED AS LEASE DETAILS ARE NEGOTIATED.



SEPTEMBER 2012

MITIGATION MONITORING AND REPORTING PROGRAM
(Includes Text for Adopted Mitigation and Improvement Measures)

MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
MITIGATION MEASURES FROM THE EASTERN NEIGHBORHOODS AREA PLAN EIR				
Archeological Resources Mitigation Measure				
<p>M-CP-1 - Properties with No Previous Studies (Mitigation Measure J-2 in the Eastern Neighborhoods FEIR). Based on the reasonable potential that archeological resources may be present within the project site, the following requirement shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archaeological consultant from the rotational Department Qualified Archaeological Consultants List (QACL) maintained by the Planning Department archaeologist. The project sponsor shall contact the Department archaeologist to obtain the names and contact information for the next three archaeological consultants on the QACL. The archaeological consultant shall undertake an archeological monitoring program. All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sect. 15064.5 (a)(c).</p> <p><i>Archeological monitoring program (AMP).</i> The archeological monitoring program shall minimally include the following provisions:</p> <ul style="list-style-type: none"> The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the project archeologist shall determine what project activities shall be archeologically monitored. In most cases, any soils disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the potential risk these activities pose to 	<p>Project sponsor; Planning Department archeologist or qualified archeological consultant; Environmental Review Officer (ERO)</p>	<p>Prior to issuance of any permit for soil-disturbing activities.</p>	<p>Project sponsor; archeologist; ERO.</p>	<p>Considered complete upon Department archeologist's and/or ERO's approval of FARR or other documentation.</p>

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<p>archaeological resources and to their depositional context;</p> <ul style="list-style-type: none"> The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource; The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with the archeological consultant, determined that project construction activities could have no effects on significant archeological deposits; The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; If an intact archeological deposit is encountered, all soils disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction crews and heavy equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall, after making a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, present the findings of this assessment to the ERO. <p><i>Consultation with Descendant Communities:</i> On discovery of an archeological site associated with descendant Native Americans or the Overseas Chinese an appropriate representative of the descendant group and the ERO shall be contacted. The representative of the</p>				

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<p>descendant group shall be given the opportunity to monitor archeological field investigations of the site and to consult with ERO regarding appropriate archeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archaeological Resources Report shall be provided to the representative of the descendant group.</p> <p>If the ERO in consultation with the archeological consultant determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:</p> <p>A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or</p> <p>B) An archeological data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.</p> <p>If an archeological data recovery program is required by the ERO, the archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The project archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP. The archeological consultant shall prepare a draft ADRP that shall be submitted to the ERO for review and approval. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.</p>				

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<p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> ▪ <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. ▪ <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. ▪ <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. ▪ <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. ▪ <i>Security Measures.</i> Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. ▪ <i>Final Report.</i> Description of proposed report format and distribution of results. ▪ <i>Curation.</i> Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities. <p><i>Human Remains, Associated or Unassociated Funerary Objects.</i> The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal Laws, including immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archeological consultant, project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, curation, possession, and final disposition of the</p>				

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<p>human remains and associated or unassociated funerary objects.</p> <p><i>Final Archeological Resources Report.</i> The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the draft final report.</p> <p>Copies of the Draft FARR shall be sent to the ERO for review and approval. Once approved by the ERO copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Environmental Planning division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest or interpretive value, the ERO may require a different final report content, format, and distribution than that presented above.</p>				
<p>Transportation Mitigation Measure</p> <p>Project Mitigation Measure 2 – Traffic Signal Installation (Mitigation Measure E-1 in the Eastern Neighborhoods FEIR). To mitigate the significant cumulative traffic impact at the intersection of 20th and Illinois Streets, an upgraded traffic signal would need to be installed at this intersection. With this new signal, the average vehicle delay would decrease, and the intersection would operate at LOS B. There are a number of proposed developments in the immediate vicinity of this intersection, most noticeably other development at Pier 70, that would contribute to growth in future traffic volumes and increased delays. Installation of a traffic signal at the intersection of 20th and Illinois Streets could be linked to these and other proposed</p>	<p>San Francisco Municipal Transportation Agency (SFMTA); project sponsor; Port of San Francisco.</p>	<p>To be determined by SFMTA.</p>	<p>SFMTA; Port of San Francisco.</p>	<p>Upon signalization.</p>

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<p>development projects.</p> <p>The project sponsor shall pay its fair share contribution to mitigate the significant cumulative traffic impact at the intersection of 20th and Illinois Streets, which is approximately 9 percent of the cost of the traffic signal at this intersection. The amount and schedule for payment of the proposed project's fair share contribution to the mitigation shall be determined by SFMTA.</p>				
<p>Noise Mitigation Measures</p>				
<p>Project Mitigation Measure 3 – Interior Noise Levels (Mitigation Measure F-3 in the Eastern Neighborhoods FEIR). For new development including noise-sensitive uses located along streets with noise levels above 60 dBA (Ldn), as shown in Figure 18 of the Eastern Neighborhoods FEIR, where such development is not already subject to the California Noise Insulation Standards in Title 24 of the California Code of Regulations, the project sponsor shall conduct a detailed analysis of noise reduction requirements. Such analysis shall be conducted by person(s) qualified in acoustical analysis and/or engineering. Noise insulation features identified and recommended by the analysis shall be included in the design, as specified in the San Francisco General Plan Land Use Compatibility Guidelines for Community Noise to reduce potential interior noise levels to the maximum extent feasible.</p>	<p>Project sponsor; project contractor(s).</p>	<p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p>	<p>Planning Department; Port of San Francisco.</p>	<p>Considered complete upon approval of final construction drawing set.</p>
<p>Project Mitigation Measure 4 – Siting of Noise-Sensitive Uses (Mitigation Measure F-4 in the Eastern Neighborhoods FEIR). To reduce potential conflicts between existing noise-generating uses and new sensitive receptors, for new development including noise-sensitive uses, the Planning Department shall require the preparation of an analysis that includes, at a minimum, a site survey to identify potential noise-generating uses within 900 feet of, and that have a direct line-of-sight to, the project site, and including at least one 24-hour noise measurement (with maximum noise level readings taken at least every 15 minutes), prior to the first project approval action. The analysis shall be prepared by persons qualified in acoustical analysis and/or engineering and shall demonstrate with reasonable certainty that Title 24 standards, where applicable, can be met, and that there are no</p>	<p>Project sponsor; project contractor(s).</p>	<p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p>	<p>Planning Department; Port of San Francisco</p>	<p>Considered complete upon approval of final construction drawing set.</p>

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<p>particular circumstances about the proposed project site that appear to warrant heightened concern about noise levels in the vicinity. Should such concerns be present, the Department may require the completion of a detailed noise assessment by person(s) qualified in acoustical analysis and/or engineering prior to the first project approval action, in order to demonstrate that acceptable interior noise levels consistent with those in the Title 24 standards can be attained.</p>				
<p>Project Mitigation Measure 5 – Siting of Noise-Generating Uses (Mitigation Measure F-5 in the Eastern Neighborhoods FEIR). To reduce potential conflicts between existing sensitive receptors and new noise-generating uses, for new development including commercial, industrial or other uses that would be expected to generate noise levels in excess of ambient noise, either short-term, at nighttime, or as a 24-hour average, in the proposed project site vicinity, the Planning Department shall require the preparation of an analysis that includes, at a minimum, a site survey to identify potential noise-sensitive uses within 900 feet of, and that have a direct line-of-sight to, the project site, and including at least one 24-hour noise measurement (with maximum noise level readings taken at least every 15 minutes), prior to the first project approval action. The analysis shall be prepared by persons qualified in acoustical analysis and/or engineering and shall demonstrate with reasonable certainty that the proposed use would comply with the use compatibility requirements in the general plan and Police Code section 2909, would not adversely affect nearby noise-sensitive uses, and that there are no particular circumstances about the proposed project site that appear to warrant heightened concern about noise levels that would be generated by the proposed use. Should such concerns be present, the Department may require the completion of a detailed noise assessment by person(s) qualified in acoustical analysis and/or engineering prior to the first project approval action.</p>	<p>Project sponsor; project contractor(s).</p>	<p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p>	<p>Planning Department; Port of San Francisco.</p>	<p>Considered complete upon approval of final construction drawing set.</p>
<p>Air Quality Mitigation Measures</p>				
<p>Project Mitigation Measure 6 – Construction Emissions Minimization (Based on Mitigation Measure G-1 in the Eastern Neighborhoods FEIR).</p> <p>A. Construction Emissions Minimization Plan. Prior to issuance of a construction permit, the project sponsor shall submit a</p>	<p>Project sponsor; project contractor(s).</p>	<p>Prior to issuance of a permit specified in Section 106A.3.2.6 of the San Francisco Building Code.</p>	<p>Project sponsor/contractor(s) and the ERO.</p>	<p>Considered complete upon findings by ERO that plan is complete.</p>

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<p>Construction Emissions Minimization Plan (Plan) to the Environmental Review Officer (ERO) for review and approval by an Environmental Planning Air Quality Specialist. The Plan shall detail project compliance with the following requirements:</p> <p>1. All off-road equipment greater than 25 hp and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements:</p> <p>a) Where access to alternative sources of power are available, portable diesel engines shall be prohibited;</p> <p>b) All off-road equipment shall have:</p> <ul style="list-style-type: none"> i. Engines that meet or exceed either USEPA or ARB Tier 2 off-road emission standards, and ii. Engines that are retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS).¹ <p>c) Exceptions:</p> <ul style="list-style-type: none"> i. Exceptions to A(1)(a) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that an alternative source of power is limited or infeasible at the project site and that the requirements of this exception provision apply. Under this circumstance, the sponsor shall submit documentation of compliance with A(1)(b) for onsite power generation. ii. Exceptions to A(1)(b)(ii) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that a particular piece of off-road equipment with an ARB Level 3 VDECS is: (1) technically not feasible, (2) would not produce desired emissions reductions due to expected operating modes, (3) installing the control device would create a safety hazard or impaired visibility for the operator, or (4) there is a compelling emergency need to use off-road equipment that are not retrofitted with an ARB Level 3 			

¹ Equipment with engines meeting Tier 4 Interim or Tier 4 Final emission standards automatically meet this requirement, therefore a VDECS would not be required.

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<p>VDECS and the sponsor has submitted documentation to the ERO that the requirements of this exception provision apply. If granted an exception to A(1)(b)(ii), the project sponsor must comply with the requirements of A(1)(c)(iii).</p> <p>iii. If an exception is granted pursuant to A(1)(c)(ii), the project sponsor shall provide the next cleanest piece of off-road equipment as provided by the step down schedules in Table A1 below.</p> <p align="center">TABLE A1 OFF-ROAD EQUIPMENT COMPLIANCE STEP DOWN SCHEDULE*</p> <table border="1" data-bbox="335 470 526 1008"> <thead> <tr> <th>Compliance Alternative</th> <th>Engine Emission Standard</th> <th>Emissions Control</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Tier 2</td> <td>ARB Level 2 VDECS</td> </tr> <tr> <td>2</td> <td>Tier 2</td> <td>ARB Level 1 VDECS</td> </tr> <tr> <td>3</td> <td>Tier 2</td> <td>Alternative Fuel*</td> </tr> </tbody> </table> <p>*How to use the table: If the requirements of (A)(1)(b) cannot be met, then the project sponsor would need to meet Compliance Alternative 1. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 2, then Compliance Alternative 3 would need to be met. **Alternative fuels are not a VDECS</p> <p>2. The project sponsor shall require the idling time for off-road and on-road equipment be limited to no more than two minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in multiple languages (English, Spanish, Chinese) in designated queuing</p>	Compliance Alternative	Engine Emission Standard	Emissions Control	1	Tier 2	ARB Level 2 VDECS	2	Tier 2	ARB Level 1 VDECS	3	Tier 2	Alternative Fuel*				
Compliance Alternative	Engine Emission Standard	Emissions Control														
1	Tier 2	ARB Level 2 VDECS														
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<p>areas and at the construction site to remind operators of the two minute idling limit.</p> <p>3. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.</p> <p>4. The Plan shall include estimates of the construction timeline by phase with a description of each piece of off-road equipment required for every construction phase. Off-road equipment descriptions and information may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, reporting shall indicate the type of alternative fuel being used.</p> <p>5. The Plan shall be kept on-site and available for review by any persons requesting it and a legible sign shall be posted at the perimeter of the construction site indicating to the public the basic requirements of the Plan and a way to request a copy of the Plan. The project sponsor shall provide copies of Plan to members of the public as requested.</p> <p><i>B. Reporting.</i> Quarterly reports shall be submitted to the ERO indicating the construction phase and off-road equipment information used during each phase including the information required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.</p> <p>1. Within six months of the completion of construction activities, the project sponsor shall submit to the ERO a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. For each phase, the report shall include detailed information required in A(4). In addition, for off-road equipment using</p>	<p>Project sponsor; contractor(s).</p>	<p>Quarterly</p> <p>Within 6 months of completion of construction activities.</p>	<p>Project sponsor; contractor(s); ERO.</p> <p>Submit a final report of construction activities.</p>	<p>Considered complete on findings by ERO that Plan is being/was implemented.</p>

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<p>alternative fuels, reporting shall include the actual amount of alternative fuel used.</p> <p>C. <i>Certification Statement and On-site Requirements.</i> Prior to the commencement of construction activities, the project sponsor must certify (1) compliance with the Plan, and (2) all applicable requirements of the Plan have been incorporated into contract specifications.</p>	Project sponsor; contractor(s).	Prior to construction activities requiring the use of off-road equipment.	Project sponsor; contractor(s); ERO.	Considered complete upon submittal of certification statement.
Hazardous Materials Mitigation Measure				
<p>Project Mitigation Measure 7 – Hazardous Building Materials (Mitigation Measure L-1 in the Eastern Neighborhoods FEIR). The City shall condition future development approvals to require that the subsequent project sponsors ensure that any equipment containing PCBs or DEPH, such as fluorescent light ballasts, are removed and properly disposed of according to applicable federal, state, and local laws prior to the start of renovation, and that any fluorescent light tubes, which could contain mercury, are similarly removed and properly disposed of. Any other hazardous materials identified, either before or during work, shall be abated according to applicable federal, state, and local laws.</p>	OD; Port of San Francisco	Prior to any demolition or construction activities.	Project sponsor.	Upon completion of proper disposal.
IMPROVEMENT MEASURES SPECIFIC TO 400-600 20th Street, Pier 70 ("20th Street Historic Core")				
Transportation Improvement Measures				
<p>Project Improvement Measure 1 – Develop Additional Pedestrian and Roadway Treatments. As an improvement measure to reduce any potential conflicts between pedestrians and freight/delivery vehicles maneuvering in and out of loading zones and within the courtyard area, the project sponsor should provide additional pedestrian treatments to assure safe passage of pedestrians throughout the project site and reduce and/or eliminate any vehicle-pedestrian conflicts. The project sponsor should provide:</p> <ul style="list-style-type: none"> • High-visibility crosswalks (e.g., continental, transverse, and/or ladder marking pattern) at the intersection of 20th Street and Georgia Street. Installation of crosswalks will provide enhanced pedestrian circulation and connectivity between buildings north 	Project sponsor.	Design measures to be incorporated into project design; prior to issuance of a building permit.	Port of San Francisco; Planning Department; SFMTA.	Considered complete upon installation and implementation of pedestrian improvements.

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<p>and south of 20th Street;</p> <ul style="list-style-type: none"> Installation of ADA-accessible ramps at all proposed crosswalk locations and at a safe distance from any on-street loading zone; Installation of STOP signs along the northbound Michigan Street approach and northbound Louisiana Street approach; Additional signage and notifications within the courtyard area to better guide pedestrians attempting to access various buildings from the courtyard area and to maintain a safe distance from any parked or moving vehicles within the courtyard area. Special pavement markings may be installed to delineate the pedestrian walkway within the courtyard area. Additional signage along the loading dock areas to inform non-authorized personnel that traversing these areas is strictly prohibited and proper signage should guide non-authorized personnel to the nearest appropriate path of travel. <p>All pedestrian treatments should be constructed in accordance with the California Manual on Uniform Traffic Control Devices (MUTCD). Such pedestrian treatments may require approvals by the Port of San Francisco, San Francisco Planning Department, Department of Public Works, and SFMTA's Livable Streets Subdivision, as appropriate.</p> <p>Project Improvement Measure 2 – Designate Safe, Accessible, and Convenient Bicycle Parking. The proposed locations for bicycle parking within the project site have not been finalized and are subject to change. However, as an improvement measure to provide safe, accessible, and convenient bicycle parking for patrons (employees and visitors) and to reduce any potential conflicts with moving vehicles, the project sponsor should locate bicycle parking in an appropriate distance from nearby roadways or loading zones, install bicycle parking in locations that are highly visible for bicyclists, and design bicycle parking that allows for ease of access in and out of these bicycle parking areas. The project sponsor should encourage future building tenants to provide</p>	<p>Project sponsor.</p>	<p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p>	<p>Port of San Francisco; Planning Department; Department of Public Works (DPW); SFMTA.</p>	<p>Considered complete upon installation and implementation of bicycle parking.</p>

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<p>adequate space for Class 1 bicycle parking and to provide bicycle parking that is covered, secured and accessible for employees. The project sponsor should install Class 2 bicycle spaces along sidewalks and/or open space with adequate spacing and/or install bicycle corrals to provide an adequate number of bicycle parking spaces within a concentrated area that is at a safe, convenient distance from moving vehicles. Appropriate signage should also be installed to notify bicyclists of these on-site bicycle parking areas.</p> <p>Project Improvement Measure 3 – Designate Loading Dock Manager. During the average and peak loading hour, not all freight/delivery vehicles may be accommodated in the off-street loading spaces within the project site. As a consequence, loading and unloading vehicles may need to wait, use on-street loading facilities or possibly double park. As an improvement measure to alleviate potential adverse effects to loading activities within the project site, the project sponsor should require each building tenant to designate a loading dock manager(s) to schedule and/or direct loading vehicles, as appropriate.</p>	Project sponsor; building tenant(s).	Ongoing during building operations.	Port of San Francisco.	Ongoing during building operations.
<p>Project Improvement Measure 4 – Require Traffic Controllers/Flaggers for Larger Deliveries. During deliveries that require oversized vehicles that require the use of on-site loading dock facilities, or for any deliveries that would occur in the presence of high volumes of pedestrian or bicycle traffic, the project sponsor should require tenants to use flaggers to guide vehicles through and/or around the loading zones as well as guide vehicles along public roadways (e.g., 20th, Michigan, Georgia, and Louisiana Streets). Such efforts would minimize potential conflicts with other users of the roadway, including other vehicles, pedestrians, and bicyclists circulating within the project site.</p>	Project sponsor; building tenant(s).	Ongoing during building operations for oversized delivery vehicles or during higher volumes of pedestrian or bicycle activity in the project area.	Port of San Francisco.	Ongoing during building operations.
<p>Project Improvement Measure 5 – Limit Peak Hour Truck Movements. Any project construction traffic occurring between 7:00 a.m. and 9:00 a.m. or between 3:30 p.m. and 6:00 p.m. would coincide with peak hour traffic and could temporarily impede traffic and transit flow, although it would not be considered a significant impact. Limiting truck movements to the hours between 9:00 a.m. and 3:30 p.m. (or other times, if approved by SFMTA) would further minimize disruption of the general traffic flow on adjacent streets during the a.m. and p.m. peak periods.</p>	Project sponsor; project contractor(s)	Ongoing during construction.	Port of San Francisco.	Upon completion of project construction.
<p>Project Improvement Measure 6 – Develop Construction Management Plan. The project sponsor, the Port of San Francisco, and</p>	Project sponsor; project	Prior to construction activity.	Port of San Francisco; SFMTA; San	Upon completion of

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<p>their construction contractor(s) will meet with the Sustainable Streets Division of the SFMTA, the Fire Department, Muni, and the Planning Department to determine feasible measures to reduce traffic congestion, including potential transit disruption, and pedestrian circulation impacts during construction of the project. The project sponsor will coordinate with construction contractors for any concurrent nearby projects (e.g., along Illinois Street, between 18th and 19th Streets, and other parts of Pier 70) that are planned for construction or which later become known.</p> <p>Project Improvement Measure 7 – Encourage Transit Access for Construction Workers. As an improvement measure to minimize parking demand and vehicle trips associated with construction workers, the construction contractor could include methods to encourage transit use to the project site by construction workers in the Construction Management Plan.</p> <p>Project Improvement Measure 8 – Provide Project Construction Updates. As an improvement measure to minimize construction effects on nearby businesses, the project sponsor could provide regularly-updated information (typically in the form of community meetings, website, news articles, on-site posting, etc.) regarding project construction and schedule, as well as contact information for specific construction inquiries or concerns.</p> <p>Project Improvement Measure 9 – Transportation Management Plan</p> <p><i>Metrics/Monitoring/Evaluation</i></p> <ul style="list-style-type: none"> Orton Development, Inc. (ODI) or the Port will provide a TMP coordinator for the site to ensure the following TMP is implemented. ODI will require sub-tenant compliance with TMP to make sure employers on site are offering commuter check benefits to employees, per City requirements. 	contractor(s).		Francisco Fire Department; Planning Department; Project sponsor.	project construction.
	Project sponsor; project contractor(s).	Prior to construction activity.	Project sponsor.	Upon completion of project construction.
	Project sponsor.	Prior to and during construction.	Project sponsor.	Upon completion of project construction.
	ODI; Port.	Upon building occupancy	Project sponsor; Port.	Ongoing
	ODI; tenant(s).	Ongoing during project operations	Project sponsor; Port.	Ongoing

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<ul style="list-style-type: none"> ODI will work with SFMTA and/or the Planning Department to establish quantitative mode share or non-automobile share targets for all trip purposes for workers and visitors to the site. ODI will send out an annual travel behavior survey to employers and will share its report and collected responses with the City. In Port-operated lots that serve the project, parking operators will collect data on traffic and parking occupancy during peak commute and peak events annually and report to the Planning Department and/or SFMTA. 	ODI	Prior to building occupancy	ODI; TMP Coordinator.	Complete upon establishment of mode share targets.
<ul style="list-style-type: none"> ODI will encourage tenant employees to commute to work on Muni, Caltrain, and BART. ODI will require tenants to provide 1 partially- or fully-subsidized Muni Fast Pass or similar reasonable financial contribution to a transit Muni Fast Pass/Clipper Card for each employee in addition to the sub-tenant/employer compliance with the City's Commuter Benefits ordinance. 	ODI; tenant(s).	Annually	ODI; SFMTA; Planning Department; TMP Coordinator.	Ongoing during project operations.
<p><i>Transit and Ride Sharing Incentives</i></p> <ul style="list-style-type: none"> ODI and the Port will require sub-tenants to adopt a transit-oriented program that promotes transit and ride sharing options before occupancy. 	Port of San Francisco	Annually	ODI; TMP Coordinator; SFMTA; Planning Department.	Ongoing during project operations.
<ul style="list-style-type: none"> ODI will require that all future tenants register for San Francisco's free Emergency Ride Home program. 	ODI; Port; tenants(s).	Before building occupancy	Port; TMP Coordinator; SFMTA; Planning Department.	Upon program adoption.
<ul style="list-style-type: none"> ODI will provide transit-planning tools (maps and Wayfinding information) in public spaces and common areas in coordination with site-wide wayfinding and historic interpretation. 	ODI; Port; tenants(s).	Ongoing during project operations	ODI; Port; TMP Coordinator.	Ongoing during project operations.
	ODI; tenant(s).	Upon building occupancy.	ODI; Port; TMP Coordinator.	Ongoing during project operations.

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<p><i>Bicycling Incentives</i></p> <ul style="list-style-type: none"> • ODI will provide secure Class I and/or Class II bicycle parking in a manner that meets the planning code requirements. • For this project, ODI will provide a minimum of 33 Class 1 bicycle parking spaces and 30 Class 2 bicycle parking spaces as required in SF Planning Code, Sections 155.2 and 155.3. • The location of the bicycle parking is expected to be in the project courtyard and in areas north of Buildings 101, 102, and 104. The exact locations are being determined and will be submitted for Port schematic review. As required by Planning Code 155.1(e)(4), "All plans will indicate the "location, dimensions, and type of bicycle parking facilities to be provided, including the model or design of racks to be installed and the dimensions of all aisle, hallways, or routes used to access the parking." • The Port and ODI agree to coordinate with SFMTA and SF Bike Share representatives to discuss the potential of installing a Pier 70 20th Street Historic Buildings SF Bike Share Station. • ODI will provide tire inflation and quick repair stations. • ODI will provide on-site bicycles for subtenants and employers to use that are not open to the public. • ODI will sponsor and promote on-site bicycle education and bicycle safety classes bi-annually. 	<p>ODI</p> <p>ODI</p> <p>ODI</p> <p>ODI</p> <p>ODI</p> <p>ODI</p> <p>Port</p>	<p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p> <p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p> <p>Upon building occupancy; revisit two years after initial consultation regarding viability.</p> <p>Ongoing during building operations.</p> <p>Upon building occupancy.</p> <p>Bi-annually</p> <p>Design measures to be incorporated into project design; prior to issuance of a</p>	<p>ODI; Port.</p> <p>ODI; Port.</p> <p>Port; ODI; SFMTA; SF Bike Share Staff; TMP Coordinator.</p> <p>TMP Coordinator</p> <p>TMP Coordinator</p> <p>TMP Coordinator</p> <p>Port</p>	<p>Upon completion of construction.</p> <p>Upon completion of construction.</p> <p>After second consultation.</p> <p>Upon completion of project construction.</p> <p>Upon provision of bicycles.</p> <p>Ongoing during project operations.</p> <p>Upon allocation of parking spaces for carshare</p>
<p><i>Car Sharing, Carpool, and Vanpool Incentives</i></p> <ul style="list-style-type: none"> • The Port operated parking lot at 20th and Illinois will provide premium parking locations for carshare vehicles to meet the requirements of San Francisco Planning Code Ordinance 286- 				

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<p>10, which states that projects that provide more than 10 spaces for non-residential uses must dedicate 5% of these spaces, rounded down to the nearest whole number, to short-term, transient use by vehicles from certified car sharing organizations per Section 166, which include vanpool, rideshare, taxis, or other co-operative auto programs.</p>	building permit.	TMP Coordinator	Ongoing during project operations.	vehicles.
<ul style="list-style-type: none"> Once tenants are identified, ODI will work to encourage car share memberships and user discounts for on-site businesses. 	ODI; tenant(s).	Upon building occupancy.	TMP Coordinator	Ongoing during project operations.
<ul style="list-style-type: none"> ODI and the Port will provide premium-parking locations for visiting carpool and vanpool at the Port operated lot located at 20th/Illinois Streets, in the western portion of the project site west of Michigan Street. 	ODI; tenant(s); Port	Upon building occupancy.	TMP Coordinator	Ongoing during project operations.
<ul style="list-style-type: none"> ODI and the Port will provide premium passenger loading zone locations in the form of marked curbs. 	ODI; Port of San Francisco.	Design measures to be incorporated into project design; prior to issuance of a building permit.	Port	Upon design of marked curbs.
<ul style="list-style-type: none"> ODI will require tenants to utilize, when possible, car share programs such as Ride Share Match through 511.org. 	ODI; tenant(s).	Upon building occupancy.	TMP Coordinator	Ongoing during project operations.
<p><i>Parking Management</i></p> <ul style="list-style-type: none"> Parking will be unbundled from the leasing of commercial/office spaces. 	ODI	Design measures to be incorporated into project design; prior to issuance of a building permit.	Port; TMP Coordinator	Upon unbundling.
<ul style="list-style-type: none"> ODI and Port will charge market rates for all parking. ODI will coordinate with the Port of San Francisco to designate appropriate loading and unloading passenger zones as well as 	ODI; Port.	Ongoing during building operations.	Port; TMP Coordinator.	Upon pricing at market rate.
	ODI; Port.	Design measures to be incorporated into	Port	Upon design of color curbs.

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<p>short-term parking zones to reduce congestion along 20th Street, Louisiana Street and Michigan Street. The Port will review and approve the final plan. The Port will approve the color curbs for this project.</p> <p><i>Walking & Pedestrian Safety</i></p> <ul style="list-style-type: none"> • ODI will encourage future tenant employees to walk to work by providing wayfinding signage and clear and accessible information to walking maps. • ODI will study dumpster and compost container locations and consider service and small truck delivery routes to reduce effects on pedestrian flow. • ODI will coordinate with the Port to provide safe paths of travel for pedestrians along 20th, Georgia, Michigan, and Illinois Streets. The Port will review and approve the final plan. • Primary pedestrian path of travel to Buildings 114/115/116 and Building 14 will be through the Atrium in Building 113 that will be publicly accessible. • ODI will include in its subleases rules on loading and truck use of the plaza to minimize effects on pedestrians while supporting industrial tenant needs for truck loading and unloading. <p><i>Emergency vehicles</i></p> <ul style="list-style-type: none"> • ODI will continue to coordinate with the Port Fire Marshal to meet turn-around requirements and coordinate emergency vehicle access with traffic and pedestrian flow. 	<p>ODI; Port; tenant(s).</p> <p>ODI; Port.</p> <p>ODI; Port.</p> <p>ODI</p> <p>ODI; tenant(s).</p> <p>ODI; San Francisco Fire Department.</p>	<p>project design; prior to issuance of a building permit.</p> <p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p> <p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p> <p>Prior to issuance of building permit.</p> <p>Design measures to be incorporated into project design.</p> <p>Prior to occupancy.</p> <p>Design measures to be incorporated into project design; prior to issuance of a building permit.</p>	<p>TMP Coordinator</p> <p>TMP Coordinator</p> <p>Port</p> <p>ODI; Port.</p> <p>TMP Coordinator</p> <p>Port; TMP Coordinator; ODI; San Francisco Fire Department.</p>	<p>Upon implementation of improvements.</p> <p>Upon consideration of optimal locations.</p> <p>Upon implementation of improvements.</p> <p>Upon implementation of improvements.</p> <p>Prior to building occupancy.</p> <p>Prior to building occupancy.</p>

Date: April 22, 2014

To: President Leslie Katz and Members of the San Francisco Port Commission

From: Central Waterfront Advisory Group

Re: Orton Development, Inc. (ODI) – Lease and Rehabilitation of 20th Street Historic Buildings – Pier 70

Dear President Katz and Honorable Commissioners:

The Central Waterfront Advisory Group (CWAG) strongly supports approval of ODI's lease and rehabilitation plan for the 20th Street historic buildings at Pier 70. We have confidence in Orton's knowledge of historic rehabilitation and their ability to successfully complete this daunting undertaking. The project will bring back to life an important urban resource and help create a vibrant new San Francisco neighborhood, a community nucleus and a magnet for social and economic vitality.

We commend the ODI team for the initiative they have shown in securing the site to reduce criminal behavior and lessen further deterioration of these precious assets, their flexibility in responding to unforeseen challenges, and their patience in dealing with a slow moving bureaucratic structure.

The community appreciates the sensitivity the plan shows in acknowledging the former uses of these buildings, by their proposed treatment of the physical space and their effort to incorporate adaptive reuses that blend historic and "New American Workplace" industrial and commercial activities.

Treatment and use of the only public open spaces available on the site is very important. As much of the space in these buildings will be occupied by privately oriented uses, with few opportunities to encourage public interaction, it is critical that maximum feasible public access be provided in the indoor lobby/atrium in Building 113 and in the outdoor plaza, in accordance with the desires of the State Lands Commission.

As the buildings are rehabilitated, privatization of the public open spaces by loading or private events should be strictly limited, and the atrium and plaza should be regularly and predictably welcoming to both Pier 70 tenants and the public to activate the area. We hope the Port and ODI will pursue development of alternative loading and delivery options so that the public open spaces are consistently available for public enjoyment.

We encourage the Port to expeditiously approve the project and look forward to working with ODI and the Port to provide our ideas and observations as the vision becomes reality.

Sincerely yours,

Corinne Woods
Co-chair, CWAG

Toby Levine
Co-chair, CWAG

Exhibit C



April 21, 2014

Hand-delivered

Leslie Katz, President
San Francisco Port Commission
Port of San Francisco
Pier 1, The Embarcadero
San Francisco, CA 94111

RE: Pier 70 Historic Buildings

Dear President Katz and Members of the Commission,

On behalf of San Francisco Heritage (Heritage), thank you for the opportunity to comment on the proposed rehabilitation of the 20th Street historic buildings at Pier 70 by Orton Development Inc. (ODI). Although Heritage awaits details on the impacts of the seismic bracing scheme for Building 113/114, we strongly support the proposed reuse and rehabilitation of these long-vacant historic buildings that form the core of the newly-listed Union Iron Works National Register Historic District. We hope to receive clarification on the still-evolving seismic design for Building 113/114 before the May 13 Port Commission hearing so that we can offer our unqualified support for the project.

Heritage's Issues Committee has met the ODI project team three times, including a site visit to Pier 70 on February 19, 2013 that included several 20th Street historic buildings. We have also reviewed the Historic Resource Evaluations (HREs) and the Planning Department's response regarding the proposed treatment of buildings within the project site.

The Union Iron Works Historic District spans approximately 300,000 square feet on seven acres, with a combination of office and industrial significant structures built between 1885 and 1941. Buildings are not ADA compliant, lack fire protection, and have been damaged by heavy vandalism and weatherization over many years. Proposed building improvements include seismic, ADA, and life safety upgrades; new utilities; sprinklers; environmental conditions will need to be abated; and building exteriors, window, and roofs will be repaired and finished. Given the deteriorating state of the 20th Street historic buildings, we understand the urgency of this project and fully support their immediate stabilization.

The Issues Committee is awaiting updated digital renderings of Building 113/114 that accurately depict ODI's plans for seismic bracing and the insertion of new mezzanine

levels and a 6-24-inch floor slab. The current engineering drawings show six rows of cross-bracing that align with each crossing bridge on the first mezzanine level, which are not reflected in the latest digital rendering. Depending on its elevation, the proposed floor slab could impact the perception, experience, and some character-defining features of the building.

Because the interior volume of the space is an essential character-defining feature of Building 113/114, it is especially important that any proposed bracing scheme minimize the visual intrusion of vertical steel cross-bracing, minimize the footprint of the proposed mezzanine levels, and maximize the transparency of north-south connector bridges at the first mezzanine level (e.g., by employing semi-transparent steel grating instead of concrete and steel). Similarly, Heritage urges the project team to minimize the elevation of the new concrete floor slab, especially as it relates to window and door openings on the first floor.

Once we receive clarification on these design details, Heritage will be pleased to provide its final assessment of the project before the May 13 Port Commission hearing. In the meantime, should you have questions or concerns, please do not hesitate to contact Desiree Smith, preservation project manager, at dsmith@sfheritage.org or 415/441-3000 x11.

Sincerely,



Mike Buhler
Executive Director
San Francisco Heritage