

File No. 180516

Committee Item No. _____

Board Item No. 13

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: _____

Date: _____

Board of Supervisors Meeting

Date: July 10, 2018

Cmte Board

- Motion
- Resolution
- Ordinance
- Legislative Digest
- Budget and Legislative Analyst Report
- Department/Agency Cover Letter and/or Report

OTHER

(Click on the text of checked items to view documents)

- Office of Community Investment and Infrastructure (OCII) Letter - May 14, 2018
- OCII Proposed Amendments May 11, 2018
- Commission of Community Investment and Infrastructure (CCII) Resolution No. 11-2018 - April 17, 2018
- CCII Resolution No. 12-2018 - April 17, 2018
- CCII Resolution No. 13-2018 - April 17, 2018
- CCII Resolution No. 16-2018 - April 17, 2018
- CCII Resolution No. 13-2016 - March 15, 2016
- CCII Resolution No. 1-2014 - January 7, 2014
- Planning Commission Resolution No. 20164 - April 26, 2018
- BMR Housing Plan Amendment - May 14, 2018
- Candlestick Point-Hunters Point Shipyard Development Plan Project Final Environmental Impact Report (CP-HPS FEIR) - Volumes I-III - July 2017
- CP-HPS FEIR - Volumes IV-VI - July 2017
- CP-HPS FEIR - Appendices
- CP-HPS FEIR - Addendum 1 - December 11, 2013
- CP-HPS FEIR - Addendum 4 - February 22, 2016
- CP-HPS FEIR - Addendum 5 - April 9, 2018
- Office of Economic Analysis Economic Impact Report - June 25, 2018
- OCII Presentation - June 26, 2018

Prepared by: Brent Jalipa

Date: July 5, 2018

Prepared by: _____

Date: _____

1 [Redevelopment Plan Amendment-- Bayview Hunters Point]

2
3 Ordinance approving and adopting an amendment to the Redevelopment Plan for the
4 Bayview Hunters Point Redevelopment Project Area; directing the Clerk of the Board to
5 transmit a copy of this Ordinance upon its enactment to the Successor Agency;
6 making findings under the California Environmental Quality Act; and making findings
7 of consistency with the General Plan, and the eight priority policies of Planning Code,
8 Section 101.1.

9 NOTE: Unchanged Code text and uncodified text are in plain Arial font.
10 Additions to Codes are in *single-underline italics Times New Roman font*.
11 Deletions to Codes are in *strikethrough italics Times New Roman font*.
12 Board amendment additions are in double-underlined Arial font.
13 Board amendment deletions are in ~~strikethrough Arial font~~.
14 Asterisks (* * * *) indicate the omission of unchanged Code
15 subsections or parts of tables.

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

17 Section 1. FINDINGS.

18 (a) On May 23, 2006, by Ordinance No. 113-06, the Board of Supervisors approved
19 and adopted the Redevelopment Plan for the Bayview Hunters Point Redevelopment Project
20 ("BVHP Plan"), which establishes basic policies for development of the Bayview Hunters Point
21 Redevelopment Project Area ("BVHP Project Area"). On July 14, 1997, by Ordinance No.
22 285-97, the Board of Supervisors approved and adopted the Hunters Point Shipyard
23 Redevelopment Plan ("HPS Plan"); which establishes basic policies for development of the
24 Hunters Point Shipyard Redevelopment Project Area ("HPS Project Area"), pursuant to the
25 Military Base Conversion Chapter of the Community Redevelopment Law, ("CRL") (California
Health and Safety Code Sections 33492 et seq.). The Redevelopment Agency of the City and

1 County of San Francisco ("Redevelopment Agency") thereby became vested with the
2 responsibility to carry out these redevelopment plans.

3 (b) On August 3, 2010, by Ordinance Nos. 0210-10 and 0211-10, the Board of
4 Supervisors approved and adopted amendments to the BVHP Plan and the HPS Plan,
5 respectively, in connection with the approval of the Candlestick Point-Hunters Point Shipyard
6 Phase 2 Project ("Project").

7 (c) To implement the Project, the Redevelopment Agency and CP Development
8 Co., LP, a Delaware limited partnership ("Developer") entered into various agreements,
9 including a Disposition and Development Agreement (Candlestick Point and Phase 2 of the
10 Hunters Point Shipyard), dated as of June 3, 2010, which the parties previously have
11 amended on two occasions (the "DDA").

12 (d) On July 13, 2010, the Board of Supervisors approved Motion No. 10-0110,
13 affirming the Planning Commission's certification of the final environmental impact report for
14 the Candlestick Point-Hunters Point Shipyard Phase 2 Project ("FEIR") in compliance with the
15 California Environmental Quality Act ("CEQA") (California Public Resources Code Sections
16 21000 et seq.). A copy of said Motion is on file with the Clerk of the Board of Supervisors in
17 File No. 100862 and available on the Board's website, and is incorporated herein by reference
18 as though fully set forth.

19 (e) The Project analyzed in the FEIR included a new professional football stadium in
20 the HPS Project Area, a mix of other uses throughout the development area, a
21 comprehensive parks and open space plan, an integrated transportation plan, a robust
22 community benefits plan, and improved opportunities to finance the development of affordable
23 housing and the public infrastructure necessary to expedite the revitalization of both areas.
24 Also, as part of the Project, the FEIR analyzed several land use variants to the Project, which
25

1 provided for differing mixes of housing; retail; and research and development and office uses
2 in lieu of the stadium use.

3 (f) Together with the approval actions taken in 2010, this Board adopted Resolution
4 No.347-10 making findings in relation to the Project pursuant to CEQA, including a statement
5 of overriding considerations and a mitigation monitoring and reporting program ("CEQA
6 Findings"). Copies of said Resolution and supporting materials are in the Clerk of the Board
7 of Supervisors File No. 100572 and available on the Board's website, and the Resolution and
8 supporting materials are incorporated herein by reference as though fully set forth.

9 (g) On February 1, 2012, the State of California dissolved all redevelopment
10 agencies in the state and established successor agencies to assume certain rights and
11 obligations of the former agencies. California Health and Safety Code Sections 34170 et seq.
12 (the "Redevelopment Dissolution Law"). On October 2, 2012, by Ordinance No. 215-12, the
13 Board of Supervisors delegated its state authority under the Redevelopment Dissolution Law
14 to the Successor Agency to the former Redevelopment Agency of the City and County of San
15 Francisco (the "Successor Agency"), established the Commission on Community Investment
16 and Infrastructure ("CCII"), to implement and complete, among other things, the surviving
17 enforceable obligations of the dissolved Redevelopment Agency, and acknowledged that
18 under the Redevelopment Dissolution Law, the Successor Agency held all transferred assets
19 and obligations of the dissolved Redevelopment Agency. On December 4, 2012, the
20 California Department of Finance finally and conclusively determined that the DDA and
21 related agreements were enforceable obligations of the Successor Agency.

22 (h) On June 13, 2017, the Board of Supervisors approved and adopted, by
23 Ordinance Nos. 0121-17 and 0122-17, respectively, amendments to the BVHP Plan and the
24 HPS Plan to conform the plans to Proposition O, the "Hunters Point Shipyard/Candlestick
25 Point Jobs Stimulus Proposition", adopted by the San Francisco voters on November 8, 2016.

1 Proposition O exempts the Project from the annual office development cap established under
2 Planning Code, Sections 320-325.

3 (i) The BVHP Plan divides the BVHP Project Area B into Zone 1 and Zone 2. Zone
4 1 includes the property once occupied by the Candlestick Stadium, its parking lot, the
5 Candlestick Point State Recreational Area ("CPSRA"), the Alice Griffith Housing Authority site,
6 several private parcels that are generally surrounded by the stadium site and the CPSRA, and
7 Assessor's Lot 276 of Block 4991, a private parcel not owned by the Developer that is located
8 on Jamestown Avenue above the stadium site ("Jamestown Parcel"). Zone 2 includes the
9 remainder of BVHP Project Area B.

10 (j) Under the BVHP Plan, the Successor Agency has jurisdiction over land use
11 regulations in Zone 1 and is the approval body for development approvals pursuant to the
12 CRL. The Planning Department has jurisdiction over land use regulations in Zone 2, in
13 accordance with a 2006 Delegation Agreement between the Planning Department and the
14 Redevelopment Agency.

15 (k) The Developer has proposed modifications to the Project primarily affecting the
16 HPS Project Area, with some conforming changes that affect the BVHP Project Area. To
17 facilitate the proposed modifications, the Successor Agency has proposed an amendment to
18 the BVHP Plan ("2018 Plan Amendment"), which would amend the BVHP Plan to remove the
19 Jamestown Parcel from Zone 1 and designate the Jamestown Parcel as part of Zone 2, thus
20 any future development on the Jamestown Parcel would proceed under the jurisdiction of the
21 Planning Department and applicable land use controls in the Planning Code. In addition, the
22 2018 Plan Amendment would authorize, subject to prior CCI approval: (1) adjustment of the
23 amount of individual non-residential uses permitted in the BVHP Project Area (except for
24 community use space), including conversion to other non-residential uses allowed by the
25 BVHP Plan, provided the total square footage of non-residential uses does not materially

1 exceed the Plan's overall limitation for non-residential development in the Candlestick Point
2 area; and (2) the transfer of up to 118,500 square feet of research and development and
3 office space from Phase 2 of the HPS Project Area to those areas of Zone 1 of the BVHP
4 Project Area where such uses are permitted, with a corresponding reduction in that use in the
5 HPS Project Area. The 2018 Plan Amendment would also make minor amendments to the
6 definitions, regulations, and standards of the BVHP Plan.

7 (l) On April 17, 2018, the CCII adopted Resolution Nos. 12-2018 and 13-2018
8 ("CCII Approval Resolutions) which, among other things, approved the Report to the Board
9 and recommended the adoption of the 2018 Plan Amendment. The CCII has transmitted
10 certified copies of the CCII Approval Resolutions to the Board of Supervisors together with its
11 Report to the Board and the 2018 Plan Amendment. A copy of the Agency Approval
12 Resolutions, the Report to the Board, and the 2018 Plan Amendment are in the Clerk of the
13 Board of Supervisors File No. _____ and available on the Board's website, and are
14 incorporated herein by reference as though fully set forth.

15 (m) On April 19, 2018, the Successor Agency transmitted the proposed
16 amendments to the 2018 Plan Amendment to the Planning Commission pursuant to CRL
17 Section 33346 for the Planning Commission's report and recommendation concerning the
18 2018 Plan Amendment and its conformity with the General Plan. On April 26, 2018, the
19 Planning Commission, in Resolution No. _____, adopted findings that the actions
20 contemplated in this ordinance are consistent, on balance, with the City's General Plan, as
21 amended, and eight priority policies of Planning Code, Section 101.1. The Board adopts
22 these findings as its own. A copy of said Resolution is on file with the Clerk of the Board of
23 Supervisors in File No. _____, and available on the Board's website and the findings are
24 incorporated by reference herein as though fully set forth.

1 (n) On _____, 2018, the Board of Supervisors held a duly noticed public hearing
2 on the 2018 Plan Amendment. The hearing has been closed. Notice of such hearing was
3 published in accordance with CRL Section 33361 in _____, a newspaper of general
4 circulation, printed, published and distributed in the City and County of San Francisco
5 describing the boundaries of the BVHP Project Area and stating the day, hour and place when
6 and where any interested persons may appear before the Board of Supervisors to object to
7 the 2018 Plan Amendment. At such hearing the Board considered the Report to the Board
8 and recommendations of the CCII and the Planning Commission, the FEIR, and all evidence
9 and testimony for and against the proposed 2018 Plan Amendment.

10 Section 2. CEQA DETERMINATION.

11 (a) The Successor Agency determined in Addendum No. 5 for the Project that the
12 proposed modifications to the Project, referred to in the Addendum No. 5 as the 2018 CP-
13 HPS2 Modified Project (hereinafter referred to as the "Modified Project") will not result in any
14 new significant impacts or a substantial increase in the severity of previously identified
15 significant effects that would alter the conclusions reached in the FEIR. A copy of Addendum
16 No. 5 and supporting materials are in the Clerk of the Board of Supervisors File No. _____
17 and available on the Board's website, and the findings in Addendum No. 5 and supporting
18 materials are incorporated herein by reference as though fully set forth.

19 (b) By Resolution No. 11-2018, adopted April 17, 2018, the CCII determined that
20 the analysis conducted and the conclusions reached in the FEIR as to the environmental
21 effects of the Project, together with further analysis provided in Addendum No. 1, Addendum
22 No. 4 and Addendum No. 5 to the FEIR, remain valid and can be relied upon for approval of
23 the Modified Project in compliance with the CEQA.

24 (c) As part of Resolution No. 11-2018, the CCII made findings regarding the
25 modifications to 16 previously adopted mitigation measures as recommended in Addendum

1 No. 5 and as further set forth in Resolution No. 11-2018 and approved the modifications to the
2 adopted mitigation measures. For two of these mitigation measures, Mitigation Measure TR-
3 16, Widen Harney Way, and UT-2, Auxiliary Water Supply System, the language reflects
4 minor changes CCII previously approved based on Addendum No. 1 and Addendum No. 4 as
5 reflected in CCII Resolutions Nos. 1-2014 and 13-2016. In addition, CCII Resolution No. 13-
6 2016 approved modifications to Mitigation Measure TR-23.1, Maintain Proposed Headways of
7 the 29 Sunset, to assure that transit travel times would be consistent with the FEIR analysis. A
8 copy of Resolution No. 11-2018 and supporting materials, including without limitation
9 Addendum No. 1 and Addendum No. 4, and copies of Resolution Nos. 1-2014 and 13-2016
10 are in the Clerk of the Board of Supervisors File No. _____ and available on the Board's
11 website, and are incorporated herein by reference as though fully set forth.

12 (d) The Board has reviewed and considered the CEQA Findings, including the
13 statement of overriding considerations that it previously adopted in Resolution No. 0347-10,
14 the findings in Addendum No. 5, the findings in CCII Resolution No. 11-2018, and the findings
15 in CCII Resolutions Nos. 1-2014 and 13-2016 concerning amendments to adopted mitigation
16 measures. The Board finds that the actions contemplated by this ordinance are included in
17 the actions identified in CCII Resolution 11-2018 for purposes of compliance with CEQA. The
18 Board hereby adopts the additional CEQA Findings in CCII Resolution 11-2018 as its own,
19 including approving the modifications to the 16 adopted mitigation measures recommended
20 for modification in Addendum No. 5. Additionally, the Board approves the modifications
21 previously approved by CCII to Mitigation Measures TR-16, TR-23.1, and UT-2 for the
22 reasons set forth in CCII Resolution Nos. 1-2014 and 13-2016.

23 Section 3. PURPOSE AND INTENT. The purpose and intent of the Board of
24 Supervisors with respect to the 2018 Plan Amendment is to facilitate development of the
25

1 Project by adjusting the Zone 1 area boundary to coincide with the Candlestick Point area that
2 the Developer intends to develop under the DDA and to allow for more development flexibility.

3 Section 4. PLAN INCORPORATION BY REFERENCE. The BVHP Plan, as amended
4 by this Ordinance, is incorporated in and made a part of this Ordinance by this reference with
5 the same force and effect as though fully set forth in this Ordinance. Copies of the BVHP
6 Plan, as amended, are on file with the Clerk of the Board of Supervisors in File No.
7 _____, and available on the Board's website.

8 Section 5. FURTHER FINDINGS AND DETERMINATIONS REGARDING THE 2018
9 PLAN AMENDMENT UNDER COMMUNITY REDEVELOPMENT LAW. To the extent
10 required by the Community Redevelopment Law, the Board of Supervisors hereby further
11 finds, determines and declares, based on the record before it, including but not limited to
12 information contained in the Report to the Board:

13 (a) Zone 1 of BVHP Project Area B remains a blighted area as described in the
14 Report to the Board prepared pursuant to CRL Sections 33457.1 and 33352. The
15 redevelopment of Zone 1 of BVHP Project Area B is necessary to effect the public purposes
16 declared in the CRL.

17 (b) The BVHP Plan as amended by the 2018 Plan Amendment will redevelop Zone
18 1 of the BVHP Project Area B in conformity with the CRL and in the interest of the public
19 peace, health, safety, and welfare.

20 (c) The adoption and carrying out of the 2018 Plan Amendment is economically
21 sound and feasible as described in the Report to the Board.

22 (d) For the reasons set forth in Section 1, subparagraph (l) of this Ordinance, the
23 2018 Plan Amendment are consistent with the General Plan of the City and County of San
24 Francisco, including with the priority policies in City Planning Code Section 101.1.
25

1 (e) The carrying out of the 2018 Plan Amendment will promote the public peace,
2 health, safety and welfare of the community and effect the purposes and policies of the CRL.

3 (f) The provisions of the BVHP Plan concerning the condemnation of real property
4 have expired and are not necessary to execution of the 2018 Plan Amendment.

5 (g) In 2010, the Board of Supervisors made findings determining that the BVHP
6 Plan does not authorize the use of eminent domain to displace persons from residentially
7 zoned areas and legally occupied dwelling units and in other contexts. However, the Board of
8 Supervisors determined that if displacement occurs through other means, the Successor
9 Agency has a feasible method or place for the relocation of families and persons displaced.
10 These findings are contained in Ordinance No. 0210-10, which is on file with the Clerk of the
11 Board of Supervisors in File No. 100658. The 2018 Plan Amendment will not cause or result
12 in any new temporary or permanent displacement of any occupants of housing and does not
13 alter the findings made by the Board of Supervisors in Ordinance No. 0210-10.

14 (h) The 2018 Plan Amendment does not change the boundaries of the BVHP
15 Project Area and, therefore, do not include any additional area for the purpose of obtaining
16 any allocation of tax increment revenues pursuant to CRL Section 33670.

17 (i) Zone 1 of BVHP Project Area B is predominantly urbanized, as defined by CRL
18 Section 33320.1(b).

19 (j) The implementation of the 2018 Plan Amendment will further the BVHP Plan's
20 ability to improve or alleviate the physical and economic conditions of the remaining blight in
21 Zone 1 of the BVHP Project Area B.

22 Section 6. OFFICIAL PLAN. As required by CRL Sections 33457.1 and 33367, the
23 Board of Supervisors hereby approves and adopts the BVHP Plan, as proposed by this
24 Ordinance, as the official redevelopment plan for the BVHP Project Area.
25


1 Section 7. CONTINUED EFFECT OF PREVIOUS ORDINANCES AS AMENDED.
2 Ordinances Nos. 0210-10 and 0211-10 are continued in full force and effect as amended by
3 this Ordinance.

4 Section 8. TRANSMITTAL OF PLAN AS AMENDED. The Clerk of the Board of
5 Supervisors shall without delay (a) upon enactment, transmit a copy of this Ordinance to the
6 Successor Agency, whereupon the Successor Agency shall be vested with the responsibility
7 for carrying out the BVHP Plan as amended, and (b) record or ensure that the Successor
8 Agency records a notice of the approval and adoption of the 2018 Plan Amendment pursuant
9 to this Ordinance, containing a statement that proceedings for the redevelopment of the BVHP
10 Project Area pursuant to the BVHP Plan, as amended, has been instituted under the CRL.

11 Section 9. RATIFICATION OF PRIOR ACTS. All actions taken by City officials and
12 the CCII in preparing and submitting the 2018 Plan Amendment to the Board of Supervisors
13 for review and consideration are hereby ratified and confirmed, and the Board of Supervisors
14 hereby authorizes all subsequent action to be taken by City officials and the CCII consistent
15 with this Ordinance.

16 Section 10. EFFECTIVE DATE. In accordance with CRL Sections 33378(b) (2) and
17 33450, this ordinance shall become effective 90 days from the date of enactment. Enactment
18 occurs when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or
19 does not sign the ordinance within ten days of receiving it, or the Board of Supervisors
20 overrides the Mayor's veto of the ordinance.

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

23 By:  FOR
24 Elaine C. Warren
Deputy City Attorney

25 n:\legana\as2018\1800496\01275430.docx

LEGISLATIVE DIGEST

[Redevelopment Plan Amendment - Bayview Hunters Point]

Ordinance approving and adopting an amendment to the Redevelopment Plan for the Bayview Hunters Point Redevelopment Project Area; directing the Clerk of the Board to transmit a copy of this Ordinance upon its enactment to the Successor Agency; making findings under the California Environmental Quality Act; and making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1.

Existing Law

In 2010, the City adopted amendments to two redevelopment plans, the Hunters Point Shipyard Redevelopment Plan ("HPS Plan") and the Bayview Hunters Point Redevelopment Plan ("BVHP Plan"), to facilitate development within the two redevelopment project areas of the Candlestick Point - Hunters Point Shipyard Phase 2 Project ("Project"). The Project is located in the southeast part of San Francisco, consisting of land located at Candlestick Point and in the Hunters Point Shipyard. The Bayview Hunters Point Redevelopment Plan ("BVHP Plan") sets out the land use controls for the Candlestick Point portion of the Project.

The BVHP Plan contains a Project Area B, which includes Zones 1 and 2. Zone 1 contains the Candlestick Point portion of Project Area B, which includes the property once occupied by the Candlestick Stadium, its parking lot, the Candlestick Point State Recreational Area ("CPSRA"), the Alice Griffith Housing Authority site, several private parcels that are generally surrounded by the stadium site and the CPSRA, and Assessor's Lot 276 of Block 4991, a private parcel not owned by the developer of the Project that is located on Jamestown Avenue above the stadium site ("Jamestown Parcel").

Zone 1 is developed in accordance with land use controls in the BVHP Plan and related documents, such as the Candlestick Point Design for Development. The BVHP Plan designates the rest of Project Area B as Zone 2. The BVHP Plan provides that land use controls for development in Zone 2 are set forth in the Planning Code and development in Zone 2 is under the jurisdiction of the Planning Department.

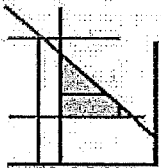
Amendments to Current Law

The ordinance proposes to amend the BVHP Plan ("2018 Plan Amendment") to shift the Jamestown Parcel from Project Area B, Zone 1 to Project Area B, Zone 2 so that any future development on the Jamestown Parcel would proceed under the jurisdiction of the Planning Department and applicable land use controls in the Planning Code. In addition, the 2018 Plan Amendment would authorize, subject to prior approval by the Commission on Community Investment and Infrastructure: (1) adjustment of the amount of individual non-residential uses

FILE NO. 180516

permitted in the BVHP Project Area (except for community use space), including conversion to other non-residential uses allowed by the BVHP Plan, provided the total square footage of non-residential uses does not materially exceed the Plan's overall limitation for non-residential development in the Candlestick Point area; and (2) the transfer of up to 118,500 square feet of research and development and office space from Phase 2 of the HPS Project Area to those areas of Zone 1 of the BVHP Project Area where such uses are permitted, with a corresponding reduction in that use in the HPS Project Area. The 2018 Plan Amendment would also make minor amendments to the definitions, regulations, and standards of the BVHP Plan.

n:\legal\as2018\1800496\01272907.docx



OCII

office of

COMMUNITY INVESTMENT
and INFRASTRUCTURE

450-0272018-146

May 14, 2018

Ms. Angela Calvillo
Clerk of the Board of Supervisors
City and County of San Francisco
1 Dr. Carlton B. Goodlett Place
City Hall, Room 244
San Francisco, CA 94102-4689

Re: Hunters Point Shipyard Redevelopment Plan Proposed Amendment

Dear Ms. Calvillo:

On April 17, 2018, the Successor Agency Commission (commonly known as the Commission on Community Investment and Infrastructure ("Commission")) approved, and recommended to the Board of Supervisors for approval, an amendment to the above-referenced Redevelopment Plan ("Plan Amendment"). I understand that Supervisor Cohen will introduce legislation approving the Plan Amendment at the May 15, 2018 meeting of the Board of Supervisors. Pursuant to the requirements of the California Community Redevelopment Law, I am transmitting hard and electronic copies of the following to be included in your legislative file for the Plan Amendment Ordinance:

1. **Report to the Board of Supervisors** (updated) on an Amendment to the Hunters Point Shipyard Redevelopment Plan;
2. **Commission Resolution No. 11-2018**, Adopting findings, including amending adopted mitigation measures, pursuant to the California Environmental Quality Act related to approval of the 2018 modified project variant for the Candlestick Point and Phase 2 of the Hunters Point Shipyard Development Project;
3. **Commission Resolution No. 12-2018**, Approving the Report to the Board of Supervisors on the Amendment to the Redevelopment Plan for the Hunters Point Shipyard Redevelopment Project Area and the Report to the Board of Supervisors on the Amendment to the Redevelopment Plan for the Bayview Hunters Point Redevelopment Project Area, and authorizing transmittal of the Reports to the Board of Supervisors;
4. **Commission Resolution No. 13-2018**, Approving amendments to the Redevelopment Plan for the Hunters Point Shipyard Redevelopment Project Area and the Redevelopment

Mark Farrell
MAYOR

Nadia Sesay
EXECUTIVE DIRECTOR

Marily Mondejar
CHAIR

Miguel Bustos
Mara Rosales
Darshan Singh
COMMISSIONERS

One S. Van Ness Ave.
5th Floor
San Francisco, CA
94103

415 749 2400

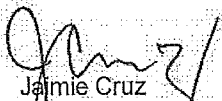
www.sfocii.org

Plan for the Bayview Hunters Point Redevelopment Project Area, referring the plan amendments to the Planning Commission for its report on conformity with the General Plan, and recommending the plan amendments to the Board of Supervisors for adoption;

5. **Commission Resolution No. 14-2018**, Approving the Hunters Point Shipyard Phase 2 Design for Development;
6. **Commission Resolution No. 15-2018**, Authorizing a Seventh Amendment to the Disposition and Development Agreement Hunters Point Shipyard Phase 1 with HP Development Co., LP, subject to the approval of the Oversight Board of the City and County of San Francisco and the California Department of Finance;
7. **Commission Resolution No. 16-2018**, Authorizing a Third Amendment to the Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) with CP Development Co., LLC, subject to the approval of the Oversight Board of the City and County of San Francisco and the California Department of Finance;
8. **Environmental Documentation**, as follows: (a) Final Environmental Impact Report ("FEIR") for Candlestick Point-Hunters Point Shipyard Phase 2 (electronic only); (b) Addenda Nos. 1 and 4 to the FEIR (electronic only); and (c) Addendum No. 5 to the FEIR (electronic and hard copy);
9. **OCII Staff Memorandum, with attachments**, recommending approval of amendments to the Hunters Point Shipyard and Bayview Hunters Point Redevelopment Plans, a Report to the Board on the Plan Amendments, a Third Amendment to the Disposition and Development Agreement for the Candlestick Point and Phase 2 of the Hunters Point Shipyard with CP Development Co., LLC and applicable Project Documents, a Seventh Amendment to the Hunters Point Shipyard Phase 1 Disposition and Development Agreement with HPS Development Co. L.P., and an amended HPS Phase 2 Design for Development;
10. **Planning Commission Resolution No. 20164**, Establishing findings of consistency with the General Plan of the City and County of San Francisco for proposed amendments to the Bayview Hunters Point Redevelopment Plan and the Hunters Point Redevelopment Plan.

Please contact me at (415) 749-2408 if you have any questions concerning these attachments or the Redevelopment Plan Amendment.

Sincerely,



Jamie Cruz
Commission Secretary
Commission on Community Investment and Infrastructure

Cc: Hon. Mark Farrell, Mayor (w/ attachments)
Hon. Malia Cohen, Supervisor (w/ attachments)

**REPORT TO THE BOARD OF SUPERVISORS
ON THE AMENDMENT TO THE
HUNTERS POINT SHIPYARD REDEVELOPMENT PLAN**

Prepared by:

**The Office of Community Investment and Infrastructure,
as the Successor Agency to the San Francisco Redevelopment Agency**

**April 17, 2018
(updated May 11, 2018)**

**REPORT TO THE BOARD OF SUPERVISORS
ON THE AMENDMENT TO THE
HUNTERS POINT SHIPYARD REDEVELOPMENT PLAN**

I. INTRODUCTION

The Successor Agency to the Redevelopment Agency of the City and County of San Francisco, commonly known as the Office of Community Investment and Infrastructure (“Successor Agency” or “OCII”), has prepared this report (“Report”) to the Board of Supervisors of the City and County of San Francisco (“Board of Supervisors”) on the proposed amendment (“Plan Amendment”) of the Hunters Point Shipyard Redevelopment Plan (“HPS Plan”), in accordance with the California Community Redevelopment Law (Heath and Safety Code Section 33000 et seq., “CRL”). On April 17, 2018, the Successor Agency Commission, commonly known as the Commission on Community Investment and Infrastructure, (“Commission”) considered and approved the Plan Amendment and authorization to transmit this report to the Board of Supervisors.

The HPS Plan establishes land use controls for development in the Hunters Point Shipyard Project Area (“HPS Project Area”). The Plan Amendment is necessary to facilitate proposed modifications to the existing development program for Phase 2 of the HPS Plan area, as further described in Section II.B, below.

This Report is prepared pursuant to CRL Sections 33457.1 and 33352, which delineate the information that the Successor Agency must provide to the Board of Supervisors for its consideration of amendments to a redevelopment plan. The contents of this Report provide the information required for redevelopment plan amendment “to the extent warranted” by the proposed amendment, Health & Safety Code § 33457.1, including the following: (i) reason for the amendment; (ii) description of how the amendment will improve or alleviate blight; (iii) proposed method of financing/economic feasibility; (iv) Planning Commission’s determination regarding conformity of the Plan Amendment to the General Plan (to be incorporated upon receipt); (v) report on the environmental review required by Section 21151 of the Public Resources Code; and (vi) neighborhood impact report.

II. DESCRIPTION OF THE PLAN AMENDMENT

A. Background

On July 14, 1997, the Board of Supervisors adopted the Hunters Point Shipyard Redevelopment Plan (“HPS Plan”) by Ordinance No. 285-97 and amended the HPS Plan on August 3, 2010 by Ordinance No. 211-10 and on June 22, 2017 by Ordinance No. 122-17. The HPS Plan calls for redevelopment of United States Navy lands constituting the former Hunters Point Naval Shipyard, proceeding on a multi-phased timeframe determined by the Navy’s environmental remediation and ultimate transfer of remediated land to the Redevelopment Agency of the City and County of San Francisco.

The HPS Plan bifurcates the Redevelopment Plan area (“Plan Area”) into two Phases—HPS Phase 1, which the Navy transferred in 2004, has been largely developed and HPS Phase 2, which includes approximately 507 acres, and mostly remains to be transferred from the Navy.

In 2010, the Former Redevelopment Agency of the City and County of San Francisco (“Former Agency”) and the City and County of San Francisco (“City”) undertook a series of actions to approve the development of Phase 2 as part of a 702-acre development project—the “CP/HPS2 Project”—that includes both HPS Phase 2 and Candlestick Point.¹ Within HPS Phase 2, the CP/HPS2 Project proposed two development alternatives, primarily distinguished by the presence or absence of a football stadium. Subsequent to the 2010 actions, the San Francisco 49ers football team elected to construct a new football stadium outside of San Francisco, and as a result, the Successor Agency and CP Development Co. LLC, the master developer of the CP/HPS2 Project (“Developer”), have focused on implementation of the non-stadium development alternative.

In addition to the withdrawal of the 49ers, delays in the Navy’s land transfers have allowed the Developer to engage a world-renown architectural team to prepare an updated land use vision for HPS Phase 2 (the 2018 updated development program, or “2018 Updated Program”). The 2018 Updated Program reflects the historic Shipyard street network and building typology, and proposes a robust mix of land uses and improved utilization of HPS Phase 2, as well as private “eco-district” infrastructure that is intended to place HPS Phase 2 at the forefront of sustainable development. The Plan Amendment is necessary to facilitate development under the 2018 Updated Program, and is described further below.

B. Plan Amendment

The Plan Amendment will update the land use program for HPS Phase 2 by modifying the street grid and layout for development within the Plan Area. In addition, the Plan Amendment will modify the definition of certain land uses to be consistent with the 2018 Updated Program; reduce the overall amount of square footage authorized for research and development/office use and allow additional retail use, and new hotel and institutional uses; make attendant changes to Principal Uses allowed in the five land use districts within the Plan area; allow additional private “eco-district” infrastructure; and allow for City regulation of cannabis-related uses and short term rental uses within the Plan area. The Plan Amendment does not modify the maximum amount of residential uses that may be developed within the Plan Area, which is 5,875 Dwelling Units. Maps delineating the HPS Project Area Boundary, Land Use Districts and street grid are attached as Exhibit A.

The Plan Amendment will update HPS Plan Section II.D.4, which provides limitations on type, size and height of buildings. Specifically, the Plan Amendment reduces the amount of research and development and office use from 5,000,000 square feet to approximately 4,265,000 square feet, increases the amount of retail from 125,000 square feet to approximately 401,000 square feet, and allows new uses of 120,000 square feet of hotel use and 410,000 square feet of institutional use, while retaining existing amounts of artists space and community facilities

¹ Candlestick Point is part of a separate redevelopment project area, the Bayview Hunters Point Redevelopment Project Area, which is the subject of a separate report to be submitted simultaneously to the Board of Supervisors.

space. The Plan Amendment will retain the existing 5,501,000 square-foot overall cap for nonresidential development. To provide flexibility over the course of the anticipated thirty-year buildout of HPS Phase 2, the above-specified square footage uses are permitted to be adjusted or converted to other uses, subject to approval by the Commission, and consistency with the overall 5,501,000 square foot nonresidential development cap.

III. SCOPE OF THE REPORT

This Report is prepared pursuant to CRL Sections 33457.1 and 33352, which delineate the information that the Successor Agency must provide to the Board of Supervisors for its consideration of amendments to a redevelopment plan. The contents of this Report, as described below, are consistent with the CRL, and include the following:

- Reason for the Plan Amendment (subsection (a) of Section 33352 of the CRL);
- Description of how the Plan Amendment will improve or alleviate blighting conditions (subsection (b) of Section 33352 of the CRL);
- Proposed method of financing the redevelopment of the Project Area as applicable to the Plan Amendment (subsection (e) of Section 33352 of the CRL);
- Discussion of the Planning Commission's forthcoming report and recommendation regarding conformity of the Plan Amendment to the General Plan, as required by (subsection (h) of Section 33352 of the CRL and Section 4.105 of the San Francisco Charter);
- Report on the environmental review required by Section 21151 of the Public Resources Code as applicable to the Plan Amendment (subsection (k) of Section 33352 of the CRL); and
- The neighborhood impact report (subsection (m) of Section 33352 of the CRL).

In approving the HPS Plan in 1997, and amendments in 2010 and 2017, the Board of Supervisors relied on information about the conditions of physical and economic blight within the HPS Project Area, the need for tax increment financing to carry out redevelopment in the HPS Project Area, and other factors justifying the establishment and amendment of the HPS Project Area. The Plan Amendment does not change the legal description or boundaries of the HPS Project Area, modify financing limits, or extend the duration of the HPS Plan. Further, the Plan Amendment does not alter the blight and financial determinations made at the time the HPS Project Area was originally adopted. The Plan Amendment would not displace any residents of the area, therefore there is no need for a relocation plan that might otherwise be required. In addition, since the Plan Amendment does not change the HPS Project Area boundaries or make changes to the HPS Plan to increase financing limits, extend its duration or add significant capital projects, no county fiscal officer's report or consultation with the taxing entities is required.

A. Reason for the Plan Amendment

As described above, the reason for the Plan Amendment is to facilitate redevelopment of HPS Phase 2 in a manner that will provide a greater mix of uses, while providing flexibility to respond to market conditions. The Plan Amendment seeks to create a strong and balanced mix of uses by reducing research and development and office uses by 735,000 square feet, and including additional retail, hotel and institutional uses, while maintaining artists' space and community facilities uses, and slightly increasing the amount of park space provided within HPS Phase 2. In addition, the Plan Amendment provides a greater opportunity to provide sustainable infrastructure improvements throughout the HPS Project Area, to help the community achieve sustainability and ecological priorities that will provide for the development of environmentally sound districts.

The following objectives and goals, as described in Section II of the HPS Plan would be further advanced by the adoption of the Plan Amendment:

- A. Foster employment, business, and entrepreneurial opportunities in the rehabilitation, construction, operations and maintenance of facilities in the Project Area.
- B. Stimulate and attract private investments, thereby improvement the City's economic health, tax base, and employment opportunities.
- C. Provide for the development of economically vibrant and environmentally sound districts for mixed use; cultural, educational and arts activities; research, industrial and training activities; and housing.
- D. Provide public parks, open space, and other community facilities.
- E. Provide for infrastructure improvements, including; streets and transportation facilities, open space and recreation areas; and utilities for water, sewer, gas and electricity.
- F. Provide sufficient flexibility in the development of real property within the Project Area to respond readily and appropriate to market conditions.

B. Description of How the Plan Amendment Will Improve or Alleviate Blight

The physical and economic conditions of blight existing at the time of adoption of the 2010 HPS Plan Amendment remain substantially the same. The HPS Project Area is characterized by adverse physical conditions including buildings in which it is unsafe or unhealthy for persons to live or work, and the existence of factors that prevent or substantially hinder the economically viable reuse of buildings and areas. Adverse economic conditions include depreciated and stagnant property values, properties containing hazardous wastes, abnormally high business vacancies, abandoned buildings, and excessive vacant lots within an area formerly used as a military base.

The Plan Amendment will improve or alleviate these adverse physical and economic conditions in the HPS Project Area through the development of under-utilized land, economic development activities, community enhancement efforts, affordable housing activities, and the delivery of public parks and open space. The Plan Amendment seek to create a strong and balanced mix of uses by reducing research and development and office uses by 735,000 square feet, and including

additional retail, hotel and institutional uses, while maintaining artists space and community facilities uses, and slightly increasing the amount of park space provided within HPS Phase 2. Creation of a more robust mixed-use development will foster employment, business and entrepreneurial opportunities, thereby strengthening the economic base of the HPS Project Area. Similarly, allowing for adjustment to square footage limitations of specific uses specified in the HPS Plan, within the HPS Plan's overall nonresidential development cap, will provide for certainty in the overall level of development while allowing continued flexibility in permitting future development, which maximizes the potential for long-term economically successful development within the Plan Area.

C. Proposed Method of Financing / Economic Feasibility of Amendment

The Plan Amendment does not propose any new capital expenditures by OCII, involve any new indebtedness or financial obligation of OCII, or change OCII's overall method of financing the redevelopment of the HPS Project Area. The Plan Amendment does not change the role of private enterprise in developing and financing the Project. OCII will continue, however, to use tax increment financing and funds from all other available sources to carry out its enforceable obligations to pay for the costs of public infrastructure in the HPS Project Area. The Plan Amendment is intended to provide flexibility to the development of the HPS Project Area to create a diverse and strong mix of land uses that appropriately responds to market conditions, which would generate more property taxes and consequently more tax increments than the existing, undeveloped conditions.

D. Report of the Planning Commission

Upon approval of the Plan Amendment, the Commission will refer the Plan Amendment to the Planning Commission for its report and recommendation, and findings of conformity with the General Plan. Prior to making its findings, the Planning Commission will consider for recommendation to the Board of Supervisors conforming amendments to the General Plan, including the Hunters Point Shipyard Area Plan. On April 26, 2018, the Planning Commission considered and approved conforming amendments to the General Plan by Resolution No. 20164.

The Planning Commission's prior General Plan Consistency Findings, made by Resolution No. 18101 (June 3, 2010), found the Project, on balance, in compliance with the General Plan and Planning Code Section 101.1. On April 26, 2018, the Planning Commission determined that the Plan Amendment would not change these findings and therefore, are in conformity with the General Plan, as amended, and consistent with Planning Code Section 101.1. The Planning Commission's findings made on April 26, 2018 and Planning Commission Resolution No. 18101 are attached as Exhibit B.

E. Environmental Review

On June 3, 2010, the Commission of the Former Redevelopment Agency by Resolution No. 58-2010 and the Planning Commission by Motion No. 18096, acting as co-lead agencies, certified the Final Environmental Impact Report ("FEIR") under the California Environmental Quality Act ("CEQA") for the CP/HPS2 Project, which included amendments to the HPS Redevelopment Plan. On July 14, 2010, the Board of Supervisors affirmed, by Resolution No.

347-10 the Planning Commission's certification of the FEIR and found that various actions related to the CP/HPS2 Project complied with CEQA. Subsequent to the certification of the FEIR, OCII and the Planning Department prepared Addenda 1 through 4 to the FEIR analyzing certain Project modifications.

On April 9, 2018, OCII, as Lead Agency, approved Addendum 5 to the FEIR, which evaluated the 2018 Updated Program facilitated by the Plan Amendment, and determined that the analyses conducted and the conclusions reached in the FEIR remain valid and no supplemental environmental review is required beyond Addendum 5. With assistance from the Planning Department, OCII has reviewed Addendum 5, the FEIR and the Plan Amendment and determined that development facilitated by the Plan Amendment will not result in any new significant impacts or a substantial increase in the severity of previously identified significant impacts that would alter the conclusions reached in the FEIR. Accordingly, no additional environmental review pursuant to State CEQA Guidelines Sections 15180, 15162, and 15163.

F. Neighborhood Impact Report

The Plan Amendment does not impact or alter the existing affordable housing obligations articulated in the HPS Plan. Under the CRL, at least 15 percent of all new and substantially rehabilitated dwelling units developed within the HPS Project Area by private or public entities other than OCII must be available at affordable housing cost to, and occupied by persons and families of extremely low, very low, low, or moderate income. Under the HPS Plan, at least 15% of the housing must be affordable to persons and families of low or moderate income.

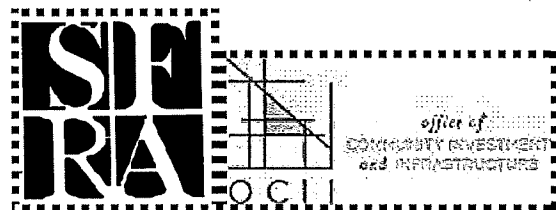
The percentage of affordable housing to be developed in the HPS Project Area is substantially higher than the required 15 percent. In HPS Phase 1, 27 percent of the homes to be constructed will be affordable. The percentage of affordable housing in the CP/Phase 2 Project will be 32 percent.

The Plan Amendment will not cause the destruction or removal of housing units from the low and moderate-income housing market and no persons or families of low or moderate income will be displaced, temporarily or permanently, from dwelling units as a result of the Plan Amendment. The means of financing the low- and moderate income housing units in the HPS Project Area are tax increment financing, revenue from the sales of public properties within the Project (if any), and development fees. The Plan Amendment does not change OCII's tax increment financing committed to affordable housing.

The process and requirements for the development of housing within the HPS Project Area is designed to provide new housing opportunities for households of diverse income, ages, lifestyles and family size. OCII will continue to promote the development of a wide variety of affordable housing including mixed-use development, development of new rental and ownership units and development of rental and ownership units, infill development, and senior housing. The housing opportunities within the HPS Project Area address the demand for housing suitable for families, seniors, young adults, and others with special needs. The amount and timing of this development is dependent on the amount and pace of the overall development in the HPS Project Area.

**HUNTERS POINT SHIPYARD
REDEVELOPMENT PLAN**

JULY 14, 1997
Amended August 3, 2010
Amended June 22, 2017
Amended _____, 2018



SUCCESSOR AGENCY TO THE SAN FRANCISCO
REDEVELOPMENT AGENCY
August 3, 2010
_____, 2018

REDEVELOPMENT PLAN
for the
HUNTERS POINT SHIPYARD
PROJECT AREA

HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT

REDEVELOPMENT PLAN

CONTENTS

I.	DESCRIPTION OF PROJECT	
A.	Project Boundaries	<u>51</u>
B.	The Citizens Advisory Committee Planning Guidelines — A Statement of General Principals	<u>51</u>
	1. Create Jobs and Economic Vitality	<u>52</u>
	2. Support Existing Businesses and Artists' Community	<u>52</u>
	3. Create Appropriate Mix of New Businesses	
<u>52</u>		
	4. Balance Development and Environmental Conservation	<u>62</u>
	5. Facilitate Appropriate Immediate Access	<u>62</u>
	6. Integrate Land Uses	<u>62</u>
	7. Acknowledge History	<u>63</u>
C.	Existing Conditions	<u>63</u>
D.	Summary of Proposed Actions	<u>63</u>
II.	PROJECT PLAN	
A.	Objectives	<u>73</u>
B.	Land Uses	<u>85</u>
	1. Land Use Districts	<u>85</u>
	2. Hunters Point Hill Residential District	<u>10 7</u>
	3. Shipyard-North Residential- <u>Shoreline</u> District	
<u>10 7</u>		
	4. Shipyard-Village Center Cultural District	<u>12 9</u>
	5. Shipyard Research and Development <u>Wharf</u> District	
<u>13 10</u>		
	6. Shipyard South Multi-Use <u>Warehouse</u> District	
<u>15 12</u>		
	7. Shipyard-Shoreline <u>Parks and Open Space</u> District	
<u>17 14</u>		
	8. Environmental Restrictions	<u>1715</u>
C.	Temporary and Interim Uses	<u>1815</u>
	1. Temporary Uses	<u>1815</u>
	2. Interim Uses	<u>1816</u>
	3. Interim Stadium Parking	<u>19</u>
D.	Standards for Development	<u>1916</u>
	1. Applicability of City Regulations; City's Duty to Protect Public Health and Safety	<u>1917</u>
	2. Limitation on the Number of Buildings	<u>2219</u>
	3. Limitation on the Number of Dwelling Units	<u>2219</u>

4. Limitation on Type, Size and Height of Buildings	<u>2219</u>
5. Office Development Limitations	<u>2320</u>
6. Development Fees and Exactions	<u>2321</u>
7. Shadow on Recreation and Park Property	<u>2422</u>
E. Retention-Rehabilitation	<u>2522</u>
F. Density Bonus	<u>2522</u>
G. Streets Plan	<u>2523</u>
III. PROJECT PROPOSALS	
A. Rehabilitation and New Development	<u>2623</u>
B. Owner and Tenant Preference	<u>2624</u>
C. Acquisition of Real Property	<u>2724</u>
D. Acquisition of Personal Property	<u>2724</u>
E. Property Management	<u>2724</u>
F. Payment of Taxes	<u>2724</u>
G. Relocation	<u>2725</u>
H. Demolition and Clearance	<u>2825</u>
I. Public Improvements and Public Facilities	<u>2825</u>
J. Preparation of Building Sites	<u>2825</u>
K. Disposition of Real Property	<u>2825</u>
L. Disposition and Development Documents	<u>2926</u>
M. Disposition of Personal Property	<u>2926</u>
N. Replacement Housing	<u>2927</u>
O. Redeveloper's Obligations	<u>2927</u>
IV. METHODS FOR PROJECT FINANCING	
A. General	<u>3028</u>
B. Tax Allocation	<u>3028</u>
V. ACTIONS BY THE CITY	<u>3230</u>
VI. PROCEDURE FOR AMENDMENT	<u>3330</u>
VII. PROCEDURE FOR VARIANCE	<u>3331</u>
VIII. DURATION OF PLAN	<u>3331</u>
IX. ENFORCEMENT OF PLAN	<u>3431</u>
X. SEVERABILITY	<u>3431</u>
XI. DEFINITIONS	<u>3432</u>

Exhibits:

Map 1: Boundary Map

Map 2: Land Use Districts Map

Map 2A: Private Infrastructure

Map 3: Existing Buildings

Maps Map 4A, 4B and 4C: Street Plans-Plan

Attachments:

Attachment A: Legal Description of the Project Area

Attachment B: Authorized Public Improvements

Attachment C: Planning Code Section 314

Attachment D: Planning Code Section 295

Attachment E: Planning Commission Resolution 18102

Attachment F: Proposition O (2016)

in 1993 when the CAC convened to formulate goals and preferred uses for the Shipyard site. The CAC adopted a set of planning guidelines to frame their ideas for the development and reintegration of the Shipyard into the social, economic and physical fabric of Bayview Hunters Point and the City of San Francisco at an intensive conference and public workshop that they sponsored in February 1994. The CAC guidelines represent a strong group consensus and the CAC feels that they should set the tone for the renewal of the Project Area. These planning guidelines are outlined below:

1. Create Jobs for Economic Vitality

Encourage land uses that will foster employment, business and entrepreneurial opportunities, cultural and other public benefits for residents of San Francisco. South Bayshore residents and businesses should be given priority. Legislative and administrative regulation mandating preference to South Bayshore residents and businesses in the course of the environmental remediation, redevelopment and reuse of the property should be used to facilitate this objective. Existing training and educational programs will be supported and new programs created as needed.

2. Support Existing Businesses and Artists' Community

New uses should be compatible with existing South Bayshore businesses, Shipyard businesses and artists, and other sectors of San Francisco's economy. Maintain the large community of artists and artisans on the Shipyard, providing for their need for flexible low-cost space, while accommodating the full diversity of arts and culture in the South Bayshore community. Expand the scope of activities to accommodate the full range of arts and culture.

3. Create Appropriate Mix of New Businesses

Encourage diversity with a mix of large, medium and small businesses to generate revenues for the City's general fund and stimulate the economy of the South Bayshore community. Diversify San Francisco's economic base by restoring its industrial sector with uses based on futuristic technologies tied to regional, national and international markets and economics. Target industries and businesses with a likelihood for long-term growth, such as multimedia, biotech and video-film.

4. Balance Development and Environmental Conservation

Balance development with reclamation of the natural ecology of the southeast waterfront with targeted uses that are environmentally appropriate for the San Francisco Bay. Use the toxic cleanup process to develop training, employment and business opportunities consistent with Guideline #1.

5. Facilitate Appropriate Immediate Access

Incorporate an action program to enable immediate access to existing Shipyard facilities, giving preference to South Bayshore businesses and organizations. Transitional uses in the Shipyard should be consistent with, and not deter, long-term development of the Shipyard in accordance with these Master Plan Guidelines.

6. Integrate Land Uses

Integrate new uses at the Shipyard into current plans for the Bayview area. Plan for the integration of passive and active open space, affordable housing, transportation and traffic circulation, while minimizing land use conflicts between housing and industry.

7. Acknowledge History

Include uses that acknowledge the history of the original Native American inhabitants of the Hunters Point area and historic relationship of Bayview Hunters Point's African-American community to the Shipyard.

C. Existing Conditions

The Project Area is characterized by conditions of blight. Physical conditions include buildings in which it is unsafe or unhealthy for persons to live or work, and the existence of factors that prevent or substantially hinder the economically viable reuse of buildings and areas. Economic conditions include depreciated or stagnant property values, properties containing hazardous wastes, abnormally high business vacancies, abandoned buildings, and excessive vacant lots within an area formerly used as a military base.

D. Summary of Proposed Actions

The Agency, in accordance with and pursuant to applicable Federal and State laws as well as those local laws that are applicable pursuant to this Plan, will remedy, or cause to be remedied, the conditions causing blight presently existing in the Project Area by some or all of the following measures:

1. Rehabilitation, alteration, modernization, general improvement or any combination thereof (hereinafter called "**rehabilitation**") of certain existing structures.
2. Acquisition of real property by purchase, gift, devise, exchange, condemnation, lease, or any other lawful means.
3. Relocation of certain commercial and industrial occupants presently located in structures that may be subject to acquisition or rehabilitation.
4. Demolition, removal, or clearance of certain existing buildings structures, and improvements.
5. Installation, construction, or reconstruction of streets, utilities, and other public improvements or facilities.
6. Disposition of all land acquired by the Agency for reuse in accordance with this Plan, the Hunters Point Shipyard Phase 1 Design for Development, the Hunters Point Shipyard Phase 2 Design for Development, and such additional conditions as may be established by the Agency in any manner authorized by law in order to carry out the purposes of redevelopment.
7. Formulation and administration of rules governing reasonable preference to owners or tenants of business, or other types of real property who are displaced from the Project Area to reenter the Project Area.

II. PROJECT PLAN

A. Objectives

The objectives of the actions proposed by this Plan are to:

1. Foster employment, business, and entrepreneurial opportunities in the rehabilitation, construction, operations, and maintenance of facilities in the Project Area.
2. Stimulate and attract private investments, thereby improving the City's economic health, tax base, and employment opportunities.
3. Provide for the development of economically vibrant and environmentally sound districts for mixed use; cultural, educational and arts activities; research, industrial and training activities; and housing.
4. Provide for the development of mixed-income housing:
 - With regard to this objective, the project-wide aggregate income-mix goal includes that at least 15% of the housing be affordable to persons and families of low or moderate income.
 - The term "persons and families of low or moderate income" has the same meaning as defined in Section 50093 of the California Health and Safety Code.
5. Provide public parks, open space, and other community facilities.
6. Administer lands granted to the Agency by the State of California consistent with the Public Trust and reconfigure those lands in a manner that enhances their value for Public Trust purposes, in accordance with Chapter 203 of the Statutes of 2009 (as amended from time to time, the "Granting Act").
7. Retain, improve, and re-use historic structures, where feasible, as part of a program to feature the history of people, buildings, and uses at the Shipyard.
8. Provide for infrastructure improvements, including: streets and transportation facilities; open space and recreation areas; and utilities for water, sewer, gas, and electricity.
9. Remove conditions of blight in the form of buildings, site improvements, and infrastructure systems that are substandard and serve as impediments to land development.
10. Encourage use of the most cost-effective, energy efficient, and environmentally sustainable development techniques feasible.
11. Retain those existing viable industries and businesses currently located in the Project Area.
12. Provide the opportunity to build a state-of-the-art sport facility. Position the Project Area at the vanguard of technology development and production as

well as associated labor markets. Accommodate new, emerging, and unforeseen uses not specifically identified herein.

13. Provide sufficient flexibility in the development of real property within the Project Area to respond readily and appropriately to market conditions and innovations.
14. Provide opportunities and support for privately owned “eco-district” utility infrastructure that helps achieve community and ecological priorities within the Project Area.

B. Land Uses

Map 1: Boundary Map, Map 2: Land Use Districts Map, Map 2a: Private Infrastructure; Map 3: Existing Buildings, and Maps Map 4A, 4B and 4C: Street Plans illustrate Plan illustrates the location of the Project Area boundaries, existing buildings, major streets in the Project Area and land uses permitted in the Project Area.

1. Land Use Districts

The Project Area consists of several mixed use districts (each referred to as a “District” or “Land Use District”) as shown on Map 2: Land Use Districts Map. The map shows the general boundaries of the Districts; precise boundaries of the Districts are to be interpreted in light of the objectives of this Plan at the time specific parcels are subdivided in accordance with City and State subdivision laws.

Allowable land uses within each District will be all those that are consistent with the character of the District as described in this Plan. The specific uses identified below and on Map 2 for each District illustrate the appropriate scope and nature of permitted uses.

Principal Uses. Within each District, “Principal Uses” shall be allowed as of right.

Secondary Uses. Within each District, “Secondary Uses” shall be allowed through the determination of the Agency Commission or its designee, provided that such use: (a) generally conforms with the redevelopment objectives of this Plan, the objectives of the District as set forth in this Plan and applicable Hunters Point Shipyard Design for Development (Phase 1 or Phase 2); (b) is compatible with the District’s Principal Uses, nearby public facilities, and broader community; (c) is consistent with the Mitigation Measures and appropriately mitigates any adverse impacts; and (d) does not at the proposed size and location materially impede the planned uses and development of the District or Project Area. The Agency Commission or its designee may place conditions on the Secondary Use as necessary to make the findings in clauses (a) through (d) above.

Non-Designated Uses. Uses that are proposed but are not specifically defined herein (“Non-Designated Uses”) may be classified by the Executive Director as Principal Uses, Secondary Uses, Temporary Uses, Interim Uses, or Prohibited Uses. The Executive Director or his or her designee may allow a Non-Designated Use as a Principal Use subject to approval by the Agency Commission, provided the Executive Director or his or her designee finds that such Non-Designated Use: (a) is consistent with the other Principal Uses allowed in the applicable District; (b) is consistent with the objectives for the applicable District; (c) generally conforms with the applicable Hunters Point Shipyard Design for Development (Phase 1 or Phase 2); and (d) is consistent with the Mitigation Measures and appropriately mitigates any adverse impacts.

s5

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

For Temporary or Interim Uses, the Executive Director shall in addition make the findings required for such uses as set forth in Sections C.1 and C.2 below.

In the event the Executive Director determines that a Non-Designated Use should be evaluated as a potential Secondary Use rather than a Principal Use, the Executive Director shall require that the proposed use be considered by the Agency Commission pursuant to the Secondary Use process set forth above.

Prohibited Uses. Within most Districts, certain land uses are expressly prohibited in order to maintain the intended character of the District, avoid conflicts of land uses, or maintain public welfare in response to specific conditions of the District (“**Prohibited Uses**”). The following uses will be Prohibited Uses in all Districts within the Project Area: ~~Medical Cannabis Clubs; Mortuary; and Adult Entertainment uses.~~

Provisions Applicable Generally.

Certain lands within the Project Area are or may be subject to the Public Trust. The Public Trust doctrine limits the uses that are permitted on Public Trust lands. A Principal Use or Secondary Use shall be permitted on Public Trust land only to the extent the use is permitted under the Public Trust and is consistent with the Agency’s management of those lands on behalf of the State for Public Trust purposes. Thus, even though a particular use or uses may be shown as a permitted Principal Use or Secondary Use within the Project Area, that use or uses may nevertheless not be permitted on lands subject to the Public Trust within the Project Area.

In all cases below, the height, bulk, setback, parking and open space requirements will be established in the Hunters Point Shipyard Phase 1 Design for Development and Hunters Point Shipyard Phase 2 Design for Development, provided that development thereunder shall not exceed the limits established in Section II.D.4.

Parking is a permitted Accessory Use to every Principal Use and Secondary Use permitted in each Land Use District. The design and location of parking is controlled by the applicable Design for Development.

Infrastructure elements that are required to provide access, utilities, and public services to the development described in this Section II.B ~~shall be allowed as Principal Uses, as described in or consistent with the Infrastructure Plan for the Hunters Point Shipyard Phase 2-Candlestick Point Project, are permitted~~ provided they are consistent with the Mitigation Measures and subject to the Candlestick Point/Hunters Point Shipyard Phase 2 EIR (including any subsequent analysis).

~~Additional infrastructure elements such as decentralized wastewater treatment facilities, automated trash centralized collection facilities, and district heating and cooling facilities that serve the Project Area will be subject to the Candlestick Point/Hunters Point Shipyard Phase 2 EIR, the Mitigation Measures, and the Infrastructure Plan for the Hunters Point Shipyard Phase 2-Candlestick Point Project (as amended from time to time, the “Infrastructure Plan”). Decentralized wastewater treatment facilities shall be permitted as a Secondary Use in the Shipyard North Residential District, Shipyard Research & Development District and Shipyard South Multi-Use District. Automated trash centralized collection facilities shall be permitted as a Secondary Use in all Districts except in the Shipyard Shoreline Open Space District. District Heating and Cooling Facilities shall be permitted as a Secondary Use in all Districts except in the Shipyard Shoreline Open Space District. “eco-district” and other privately owned utility infrastructure is encouraged in the Project Area, provided such infrastructure does not conflict with elements identified in the~~

Infrastructure Plan, and is consistent with the Mitigation Measures and the Candlestick Point/Hunters Point Shipyard Phase 2 EIR (including any subsequent analysis), each as determined by the Executive Director. Such infrastructure (including components thereof) is encouraged, but not required, to be located within future public or private rights of way, and such infrastructure (including components thereof) is permitted as follows under this Plan (but remain subject to review under other applicable Plan Documents and City review). Privately owned utility infrastructure includes individual stand-alone structures as well as Accessory infrastructure components listed below. Individual structures are permitted as specifically identified in Sections II.B.2-B.7, below, or otherwise as Secondary Uses throughout Phase 2 of the Project area. Accessory infrastructure components (those constructed together with otherwise permitted Uses) are permitted under this Plan (but remain subject to review for consistency with other applicable Plan Documents, including the applicable Design for Development). Such Accessory infrastructure components include:

- District Heating and Cooling Facility, including central energy plant (CEPs), water return and supply distribution system components, and water-to-air and water-to-water heat exchanger including components thereof (but excluding Geothermal Borefields, which are individual structures permitted as discussed above)
- Battery Storage System (including distribution system components thereof)
- Rooftop solar photovoltaic (PV) system (including components thereof)
- Recycled water collection, treatment and distribution system components
- Telecommunications/Fiber System and components
- Automated trash collection system and components
- Stormwater collection and treatment system (including Stormwater BMPs and other components thereof)
- Other Accessory infrastructure facilities and components that, as determined by the Executive Director, do not conflict with the objectives of the Plan, the Plan Documents or other applicable laws and regulations.

2. Hunters Point Hill Residential District

Objectives for this District: This District will accommodate residential uses with lower densities than the surrounding portion of the Project Area, given its hilltop and hillside position. Complementary neighborhood-serving commercial uses will be allowed, but are expected to be less prevalent than in the flatter Shipyard-North Residential/Shoreline District, which sits below this District. This District will include Hillpoint Park, a regional Park that will be impressed with the Public Trust and will include recreational and sports uses, special view areas with framed views of the Shipyard and the Bay beyond, public art, terraced sitting areas that take advantage of hilltop and hillside topography and stunning views of the Bay, and public access for visitors, residents, and employees in surrounding Districts.

(a) *Principal Uses:* The following Uses are Principal Uses in this Land Use District:

Residential Uses:

- Dwelling Units
- Live/Work Units
- Supportive Housing
- Home Office

Retail Sales and Services Uses:

7

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

- Neighborhood Retail Sales and Services
- Commercial Wireless Transmitting Facilities

Parks and Recreation Uses:

- Parks
- Open Space
- Public Recreation
- ~~Public Restrooms~~

(b) *Prohibited Uses:* All Cannabis-Related Uses and all other uses that are incompatible with the Principal Uses shall be Prohibited Uses in this Land Use District.

3. Shipyard-North Residential Shoreline District

Objectives for this District: This District will accommodate a waterfront-oriented residential neighborhood with higher densities and a greater range of housing types than those on the adjacent hillside. The principal land use is Dwelling Units ranging from townhomes to multi-family high-rise residential apartment or condominium towers. Related uses also include local-serving businesses, family child care services, small professional offices, and recreation facilities. Parks in this District may include a range of uses such as basketball, volleyball, tennis courts, children’s playgrounds, restrooms, and concessionaires. They may also include picnic/barbecue areas, pathways, and shade shelters. The Parks in this District may also include open air marketplace uses.

(a) *Principal Uses:* The following Uses are Principal Uses in this Land Use District:

Residential Uses:

- Dwelling Units
- Live/Work Units
- Group Housing
- Supportive Housing
- Home Office

Institutional Uses:

- Residential Care Facility
- Child-Care Facility
- Elementary School
- Post-Secondary Institution
- Religious Institution

Retail Sales and Services Uses:

- Neighborhood Retail Sales and Services (up to 10,000 sq. ft. per tenant)
- Restaurants
- Bars
- Dry Cleaning Facility (~~excluding those with on-site dry cleaning plant~~)
- Health clubs, fitness, gymnasium, or exercise facilities
- Commercial Wireless Transmitting Facilities

Civic, Arts & Entertainment Uses:

- Community Use
- Recreational Facility
- Arts Education

- Art Production

Parks and Recreation Uses:

- Parks
- Public Recreation
- Open Space
- ~~• Public restrooms~~
- Open air marketplaces

(b) *Secondary Uses*: The following Uses are permitted in this Land Use District if the criteria for Secondary Uses set forth in Section II.B.1 are met:

Institutional Uses:

- Secondary School
- ~~• Post-Secondary Institution~~
- Vocational/Job Training Facility

Retail Sales and Services Uses:

- Neighborhood Retail Sales and Services (over 10,000 sq. ft. per tenant)
- Nighttime Entertainment
- Maker Space

Office Uses:

- ~~• Office~~

Civic, Arts & Entertainment Uses:

- Performance Arts
- ~~Nighttime Entertainment~~
- Amusement Enterprise

(c) Prohibited Uses: The following Uses are Prohibited Uses in this Land Use District:

- Drive-through facilities
- Automotive Repair and service stations
- ~~Dry-Cleaning Facility (with on-site dry-cleaning plant)~~ Cannabis-Related

Uses

4. Shipyard Village Center Cultural District

Objectives for this District: This District will accommodate a mixed-use community with a range of housing types, retail uses, and cultural and educational facilities designed to comprise a village that will serve the community in the surrounding Districts. Neighborhood-serving retail uses are proposed to be located on the ground floors along major commercial streets of the area with residential uses or office uses on the upper floors. This District will provide space dedicated for artists and arts-related uses as well as community-serving retail, business, service, and office uses. The arts-related, recreational, and grocery store uses in this District are intended to attract visitors from areas beyond the Project Area.

(a) Principal Uses: The following Uses are Principal Uses in this Land Use District:

Residential Uses:

- Dwelling Units
- Live/Work Units
- Group Housing
- Supportive Housing
- Home Office

Institutional Uses:

- Residential Care Facility
- Child-Care Facility
- Elementary School
- Secondary School
- Post-Secondary Institutions
- Religious Institution
- Vocational/Job Training Facility

Retail Sales & Services Uses:

- Neighborhood Retail Sales and Services
- Restaurants
- Bars
- Physical Health clubs, fitness, gymnasium, or exercise facilities
- Nighttime Entertainment
- Grocery Store (up to 60,000 sq. ft.)
- Dry Cleaning Facility (~~excluding those with on-site dry-cleaning plant~~)
- Commercial Wireless Transmitting Facilities
- Maker Space

Office Uses:

- Office
- ~~— Meeting rooms~~
- Conference facilities/meeting rooms

~~— Hotel Uses~~

Civic, Arts & Entertainment Uses:

- Community Use
- Recreational Facility
- Performance Arts
- Arts Education
- Art Production
- ~~— Nighttime Entertainment~~
- Amusement Enterprise

Parks and Recreation Uses:

- Parks
- Public Recreation
- ~~— Picnic and barbeque facilities~~
- Open air marketplace
- ~~— Information kiosks and shade structures~~
- Open Space

(b) *Secondary Uses*: The following Uses are permitted in this Land Use District if the criteria for Secondary Uses set forth in this Section II.B.1 are met:

Retail Sales & Services Uses:

- Grocery Store (between 60,000 and 80,000 sq. ft.)
- Animal Services
- Medical Services

Office and Industrial Uses:

- Light Industrial (not including uses that include chemical processing of materials or heavy machinery use)
- ~~— Health services~~
- Industrial kitchen
- Internet Service Exchange

(c) *Prohibited Uses*: The following Uses are Prohibited Uses in this Land Use District:

- Drive-through facilities
- ~~Automobile repair~~ Automotive Repair and service stations
- ~~— Dry Cleaning Facility with on-site dry cleaning plants~~

5. Shipyard Research & Development Wharf District

Objectives for this District: This District will provide a diverse array of commercial and institutional operations for new research and development firms in a dynamic urban campus. This District will allow an integration of various uses suitable for evolving market conditions and for an innovative business or institutional environment ranging from office to laboratory activities including light industrial and manufacturing operations. It will also support ~~neighborhood commercial and community~~

uses Neighborhood Retail Sales and Services and Community Uses to complement the research and development uses.

For Laboratory, Life Science, Light Industrial, and Green Technology Uses within this District, any Use containing a facility that emits regulated toxic air contaminants must show that the facility does not exceed the risk thresholds identified in the Mitigation Measures.

(a) Principal Uses: The following Uses are Principal Uses in this Land Use District:

Office & Industrial Uses:

- Office
- Light Industrial
- Life Science
- Laboratory
- Green Technology
- ~~Commercial Wireless Transmitting Facilities~~
- Transportation and transit service facilities

Multi-media and Digital Arts Uses:

- Motion picture production
- Animation studios
- Printing and publishing
- Education and classroom facilities
- Galleries and exhibit space
- Recording studios
- Artist and artisan studios

Hotel Uses

Institutional Uses:

- Religious Institution
- Vocational/Job Training Facility
- ~~Fire station~~
- ~~Child-Care Facilities~~ Facility (subject to Section II.B.8)

Retail Sales and Services Uses:

- Neighborhood Retail Sales and Services (up to ~~10,000~~ 12,000 sq. ft. per tenant)
- Regional Retail Sales and Services
- Non-Retail Sales and Services
- Animal Services
- Restaurants
- Bars
- Health clubs, fitness, gymnasium, or exercise facilities
- Nighttime Entertainment
- Dry Cleaning Facility (~~including those with on-site dry cleaning plant~~)
- Commercial Wireless Transmitting Facilities
- Grocery Store
- Maker Space

Residential Uses:

Residential Uses in this District shall not exceed 440 units and shall be allowed only in the blocks of the District that are adjacent to either Fisher Avenue or Drydock 4 (These blocks are indicated on Map 2). The following Residential Uses are Principal Uses in this Land Use District:

- Dwelling Units
- Live/Work Units
- Group Housing
- Supportive Housing
- Home Office

Civic, Arts & Entertainment Uses:

- Community Use
- Recreational Facility
- Arts Education
- Art Production

Parks and Recreation Uses:

- Parks
- Public Recreation
- Open space ~~Space~~
- Marina-related facilities

Within the Wharf District, any Laboratory, Life Science, Light Industrial, and/or Green Technology Use containing a facility that emits regulated toxic air contaminants must show that the facility does not exceed the risk thresholds identified in the Mitigation Measures. In addition, no Laboratory, Life Science, Light Industrial and/or Green Technology Uses containing a facility that emits regulated toxic air contaminants shall be permitted within three hundred fifty (350) feet of any Child-Care Facility, Elementary or Secondary School, or Residential Use in the Wharf District.

(b) *Secondary Uses:* The following Uses are permitted in this Land Use District if the criteria for Secondary Uses set forth in Section II.B.1 are met:

Institutional Uses:

- Post-Secondary Institutions

Retail Sales and Services Uses:

- Neighborhood Retail Sales and Services (over ~~10,000~~ 12,000 sq. ft. per tenant)
- Automotive Repair and Service station

Office and Industrial Uses:

- Enclosed processing of raw materials for production
- Small boat repair facilities and workshop areas
- Automotive storage
- ~~Automotive Repair~~
- Commercial Storage
- Internet Service Exchange

(c) *Prohibited Uses:* The following Uses are Prohibited Uses in this Land Use District:

- Dwelling Units (except in the area described above and shown on Map 2)
- Elementary and ~~School~~
- ~~Secondary Schools~~ School
- Drive-through facilities

6. ~~Shipyard South Multi-Use Warehouse District~~

Objectives for this District. This District will provide a space for a state-of-the-art professional sports stadium, related uses, and regional-serving athletic facilities. This District will also include research and development, office, and light industrial uses similar in scale and character to those in the adjacent Shipyard Research & Development District. If the stadium is developed, retail uses would complement the stadium use and could include stadium-related and community-serving commercial and retail uses. ~~If the stadium is not developed, this Wharf District.~~ This District would include a mix of uses including neighborhood-serving retail, business, research and

development and office uses comparable in scale and intensity to, and complementary of, those in the adjacent Hunters Point Shipyard Research & Development Wharf District, and potentially, Child-Care, Elementary and Secondary Schools and residential units at densities similar to those planned in the Shipyard North Residential District, (subject to Section II.B.8-8).

(a) Principal Uses: The following Uses are Principal Uses in this Land Use District:

Athletic and Recreational Facilities Uses:

- ~~— National Football League stadium~~
- ~~— Professional sports team training facilities~~
- ~~— Ticket sales and special event staging, including concerts and performances~~
- ~~— Regional athletic and recreation facilities~~
- ~~— Ancillary buildings for recreation, facility programming, and maintenance~~
- ~~— Parks, plazas and open space~~
- ~~— Public restrooms~~

Office & Industrial Uses:

- Office
- Light Industrial
- Life Science
- Laboratory
- Green Technology
- Non-Retail Sales and Services

Hotel Uses

Multi-media and Digital Arts Uses:

- Motion picture production
- Animation studios
- Printing and publishing
- Education and classroom facilities
- Galleries and exhibit space
- Recording studios
- Artist and artisan studios

Institutional Uses:

- Religious Institution
- Vocational/Job Training Facility

Retail Sales and Services Uses:

- Neighborhood Retail Sales and Services
- Non-Regional Retail Sales and Services
- Animal Services
- Restaurants
- Bars
- Health clubs, fitness, gymnasium, or exercise facilities
- Nighttime Entertainment
- Dry Cleaning Facilities (including those with on-site dry cleaning plant) Facility
- Commercial Wireless Transmitting Facilities

4515

- Grocery Store
- Maker Space

Civic, Arts and Entertainment Uses:

- Community Use
- Recreational Facility
- Arts Education
- Art Production
- Amusement Enterprise
- Performance Arts

Infrastructure/Utility Uses

- Recycled Water Treatment Facility*
- Geothermal Borefields for vertical-bore geothermal heating exchange system*
- Internet Service Exchange

* As located consistent with Private Infrastructure Map 2a (except that Geothermal Borefields may not be located beneath property to be provided to the Agency for use as affordable housing without approval by the Agency Commission in its sole discretion).

If a new 49ers stadium is not developed in this District, all of the Principal Uses identified above would be allowed as Principal Uses in this District except for: (1) Dry Cleaning Facilities, which would become a Secondary Use; and (2) the National Football League stadium and directly related uses. In addition, the following Uses would be Principal Uses in this Land Use District, subject to a finding adopted by the Agency Commission that these uses are not subject to any applicable Environmental Restriction described in Section II.B.8.

Residential Uses:

- Dwelling Units
- Live/Work Units
- Group Housing
- Supportive Housing
- Home Office

Institutional Uses:

- Child-Care Facility
- Elementary School
- Secondary School
- Post-Secondary Institutions

Parks and Recreation Uses:

- Parks
- Public Recreation
- Open Space
- Marina-related facilities

Within the ~~Shipyards South Multi-Use Warehouse~~ District, any Laboratory, Life Science, Light Industrial, and/or Green Technology Use containing a facility that emits regulated toxic air contaminants must show that the facility does not exceed the risk thresholds identified in the Mitigation Measures. In addition, ~~in the event both Residential Uses and Laboratory, Life Science, Light Industrial, and/or Green Technology Uses are developed, no Laboratory, Life Science, Light Industrial and/or Green Technology Uses containing a facility that emits regulated toxic air contaminants shall be permitted within three hundred fifty (350) feet of any Child-Care Facility, Elementary or Secondary School, or Residential Use south of Crisp Road in the Shipyards South Multi-Use Warehouse District.~~

(b) *Secondary Uses:*

The following Uses are permitted in this Land Use District if the criteria for Secondary Uses set forth in Section II.B.1 are met:

- Commercial Storage
- Drive-through facilities
- Automotive Repair and service station
- ~~Post-Secondary School~~

(c) *Prohibited Uses:* The following Uses are Prohibited Uses in this Land Use District:

- Large scale chemical handling and stationary emission sources within two hundred (200) feet of existing or planned residential uses or primary school facilities.

7. Shipyard Shoreline Parks and Open Space District

Objectives for this District This District will provide public recreation access to the San Francisco Bay waterfront along the eastern and southern waterfront of the Shipyard, consistent with the Public Trust, including regional serving open spaces, viewing area of the water and historic Shipyard facilities, the San Francisco Bay Trail, and restorative habitat areas. Recreational sports facilities will be limited to areas not subject to the Public Trust. Only Principal Uses will be permitted in this District.

(a) *Principal Uses:* The following Uses are Principal Uses in this Land Use District:

- Parks
- Open Space
- ~~Passive recreation~~ Public Recreation
- ~~Plazas and promenades~~ Open-air marketplace
- Recreational Facility
- ~~Museums~~ Museum and environmental education centers
- ~~Wetlands restoration~~
- ~~Park maintenance facilities~~
- Commercial recreational uses serving visitors to the waterfront
- Small boat marina, watercraft launches and ancillary boating facilities
- ~~Visitor parking~~
- Retail uses in existing, rehabilitated historic buildings
- Community Use
- Performance Arts
- Geothermal Borefields for vertical-bore geothermal heating exchange system (located consistent with Private Infrastructure Map 2a)

In areas not subject to the Public Trust, the full range of Uses allowed in Parks, open air marketplaces, and similar active recreational Uses shall be allowed in addition to the Permitted Uses listed above.

8. Environmental Restrictions

As of the ~~2010~~2018 Plan Amendment Date, the Navy has issued Final Records of Decisions for Parcels B, C, D-1, E, E-2, UC-1, UC-2, UC-3 & G selecting environmental remedies that will impose land use and activity restrictions on these parcels in the Project Area and is expected to issue additional Records of Decisions selecting environmental remedies that will impose land use and activity restrictions applicable to other locations. Such land use and activity restrictions are referred to in this Plan as “**Environmental Restrictions**”. Notwithstanding any other provision of this Plan, the Uses allowed by this Plan are subject to any applicable Environmental Restrictions contained in quitclaim deeds from the United States Navy or in other enforceable restrictions imposed on the property through the environmental cleanup process under the Federal Facilities Agreement executed by the United States Navy, United States Environmental Protection Agency, California Department of Toxic Substances Control, and San Francisco Bay Area Regional Water Quality Control Board (the “**Regulating Agencies**”) unless and until such Environmental Restrictions are waived or removed by the appropriate Regulating Agencies.

1818

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

C. Temporary and Interim Uses

Pending the ultimate development of land consistent with the land use program, certain interim and temporary uses are authorized as follows:

1. Temporary Uses

“**Temporary Uses**” are short-term, transitory uses that may be proposed either prior to or following development of land within a Land Use District consistent with this Plan. The Executive Director or his or her designee may allow Temporary Uses for such period of time as he or she determines to be reasonable provided the Executive Director or his or her designee finds that such Temporary Use is consistent with the objectives of the this Plan and the applicable Hunters Point Shipyard Design for Development (Phase 1 or Phase 2). Permissible Temporary Uses include:

- Booth for charitable, patriotic or welfare purposes
- Exhibition, celebration, festival, circus or neighborhood carnival
- Open air sales of agriculturally-produced seasonal decorations, including Christmas trees and Halloween pumpkins
- Convention staging
- Parking (either primary or accessory to other uses)
- Truck parking and loading accessory to the uses listed above
- Other Temporary Uses that do not conflict with the objectives of the Plan, the Plan Documents, and the Public Trust, where applicable.

2. Interim Uses

“**Interim Uses**” are uses proposed during the time prior to or concurrent with development of land within a Land Use District consistent with this Plan. Interim Uses may be authorized in all areas not subject to the Public Trust for an initial time period to be determined by the Executive Director, upon a determination by the Executive Director that the authorized uses will not impede the orderly development of the Project Area as contemplated in this Plan. Where approved, Interim Uses will be permitted for a defined period of time not to exceed five (5) years. Permissible Interim Uses include:

- Rental or sales office incidental to a new development, provided that it is located in the development or a temporary structure
- Structures and uses incidental to environmental cleanup and staging
- Temporary structures and uses incidental to the demolition or construction of a structure, building, infrastructure, group of buildings, or open space, including construction staging of materials and equipment
- Commercial Storage
- Parking (either primary or accessory to other uses)
- Truck parking and loading accessory to the uses above
- Other Interim Uses that do not impede the orderly development of the Project Area as contemplated in this Plan, as determined by the Executive Director

Interim Uses of areas subject to the Public Trust shall be authorized only if the authorized uses are determined to be consistent with, necessary and convenient for,

or incidental or ancillary to, the purposes of the Public Trust, or if the following criteria are met:

- There are no immediate trust-related needs for the property,
- The proposed lease for the use prohibits construction of new structure or improvements that, as a practical matter, could prevent or inhibit the property from being converted to a permissible trust use if necessary,
- The proposed lease for the use provides that the Agency has the right to terminate the lease in favor of trust uses as trust needs arise, and
- The proposed use of the leased property would not interfere with commerce, navigation, fisheries, or any other existing trust use or purpose.

Extensions of the above approval periods may be authorized by the Executive Director in increments of up to five (5) year periods, subject to the same determinations as required for the initial period.

3. Interim Stadium Parking

~~Interim parking associated with the future stadium is permitted subject to the requirements of the Public Trust in Chapter 203 of the Statutes of 2009.~~

D. Standards for Development

This Plan and the other Plan Documents, including the Hunters Point Shipyard Phase 1 Design for Development and Hunters Point Shipyard Phase 2 Design for Development, establish the standards for development in the Project Area and supersede the San Francisco Planning Code in its entirety, except as otherwise expressly provided herein. The only sections of the Planning Code that shall apply, pursuant to the provisions of this Plan, are: (a) Sections 101.1, 295, 295, and 314, as such sections are in effect as of the 2010 Plan Amendment Date; (b) as to Phase 1 of the Project Area only, Sections 320-325 as such sections are in effect as of the 2010 Plan Amendment Date; and (c) as to Phase 2 of the Project Area only, Section 324.1 as that section is in effect as of the 2017 Plan Amendment Date; and (d) as to Phase 2 of the Project, Section 202.2 as provided in Section II.D.1(c) below. Both the Agency Commission and the Planning Commission must approve any amendment to the Hunters Point Phase 1 Design for Development or the Hunters Point Phase 2 Design for Development.

1. Applicability of City Regulations; City's Duty to Protect Public Health and Safety

(a) *General.* Regardless of any future action by the City or the Agency, whether by ordinance, resolution, initiative or otherwise, the rules, regulations, and official policies applicable to and governing the overall design, construction, fees, use or other aspect of development of the Project Area will be (i) this Plan and the other Plan Documents, (ii) to the extent not inconsistent therewith or not superseded by this Plan, the Existing City Regulations (including all provisions of the Building Construction Codes, which are not inconsistent with or superseded by this Plan), (iii) New City Regulations to the extent permitted in this Plan; (iv) new or changed Development Fees and Exactions to the extent permitted under Section II.D.6 of this Plan; (v) any disposition and development agreement or owner participation agreement related to development in the Project Area; and (vi) the Mitigation Measures (collectively, the "Applicable City Regulations").

(b) *Protection of Public Health and Safety; Federal or State Law.* Notwithstanding any other provision of this Plan to the contrary, the Agency and any City Agency having jurisdiction shall exercise its sole discretion under this Plan and the applicable Plan

~~2020~~

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

Documents in a manner that is consistent with the public health and safety and shall at all times retain their respective authority to take any action that is necessary to protect the physical health and safety of the public (the “**Public Health and Safety Exception**”) or to comply with changes in Federal or State law, including applicable Federal and State regulations (the “**Federal or State Law Exception**”), including the authority to condition or deny a permit, approval, agreement or other entitlement or to adopt a New City Regulation, but subject, in all events, to any rights to terminate between an owner or developer and the Agency as set forth in either the Plan Documents or any disposition and development agreement or owner participation agreement related to development within the Project Area. Except for emergency measures, any City Agency or the Agency, as the case may be, will meet and confer with the owner of the affected Real Property and/or any affected party under any disposition and development agreement or owner participation agreement related to development within the Project Area in advance of the adoption of any New City Regulations or New Construction Requirements to the extent feasible.

(c) *Permitted New City Regulations.* The City Agencies and the Agency reserve the right to impose any New City Regulations (except for the Planning Code sections superseded by this Plan) provided that (i) they are imposed on a Citywide Basis and (ii) they do not conflict with the development permitted or contemplated within the Project Area by this Plan, the Plan Documents or any disposition and development agreement or owner participation agreement related to development within the Project Area or any portion of such development (unless such conflict is waived by the owners and developers of affected property). As used in this paragraph (c), a New City Regulation “conflicts with the development permitted or contemplated” if it would change the aforementioned development regulations to:

- (1) limit or reduce the density or intensity of development, or otherwise require any reduction in the square footage or number of proposed buildings (including number of Dwelling Units) or other improvements;
- (2) limit or reduce the height or bulk of development within the Project Area, or any part thereof, or of individual proposed buildings or other improvements;
- (3) materially change, restrict, or condition any land uses, including permitted or conditional uses, of development within the Project Area;
- (4) materially limit or control the rate, timing, phasing, or sequencing of approval, development, or construction (including demolition);
- (5) require the issuance of additional land use-related permits or approvals by the City or the Agency;
- (6) materially limit or control the availability of public utilities, services or facilities or any privileges or rights to public utilities, services or facilities for the Project Area, including but not limited to water rights, water connections, sewage capacity rights and sewer connections;
- (7) control or limit commercial or residential rents or purchase prices (excluding property owned or controlled by the Agency or the City during the period of Agency or City ownership and only to the extent such controls or limits would not survive transfer to a successive owner);
- (8) materially limit the processing or procuring of applications and approvals for any subsequent City or Agency approvals;

(9) subject to Section II.D.6, impose any new Development Fees and Exactions or expand or increase Development Fees and Exactions;

(10) subject to Section II.D.1(d) (New Construction Requirements), materially increase the cost of construction or maintenance of all or any development contemplated or permitted in the Project Area or of compliance with any provision of this Plan, the Plan Documents, any disposition and development agreement or owner participation agreement related to development within the Project Area or Existing City Regulations;

(11) materially decrease the value of any land in the Project Area;

(12) materially reduce, limit the availability of or delay the amount or timing of tax increment or Mello-Roos Community Facilities District funding; or

(13) limit the Agency's ability to timely satisfy its obligations under any disposition and development agreement or owner participation agreement related to development within the Project Area or the City's ability to timely satisfy its obligations under any cooperation agreement or tax allocation agreement related to development within the Project Area.

Nothing in this Plan or other applicable Plan Documents shall be deemed to limit any City Agency's or the Agency's ability to comply with the California Environmental Quality Act ("CEQA") or the CRL.

Nothing in this section shall limit the authority of the Agency or any City Agency to exercise its discretion under the Public Health and Safety Exception, or to make changes under the Federal or State Law Exception, as described in Section II.D.1.b (Protection of Public Health and Safety).

The City Municipal Code (excluding the Planning Code with the exception of conditions for cannabis-related uses specified in Section 202.2 thereof (as may be amended or superseded)) and related regulations (as such Code Sections and regulations may be amended from time to time consistent with this Plan) establishing a permitting program for Cannabis-Related Uses are Permitted New City Regulations applicable to and enforceable against Cannabis-Related Uses within the Project Area.

The City's Municipal Code and related regulations establishing a permitting program for Short-Term Rentals (as such Code Sections and regulations may be amended from time to time consistent with this Plan) are Permitted New City Regulations applicable to and enforceable against Short-Term Rentals within the Project Area.

(d) *New Construction Requirements.* In addition to the Public Health and Safety Exception and the Federal or State Law Exception, the City may change construction requirements for Infrastructure and other Improvements ("New Construction Requirements") if the changes: (i) would not materially increase costs or accelerate the payment of costs of developing the Project Area consistent with this Plan; (ii) are imposed by the Board of Supervisors on a Citywide Basis; and (iii) would not: (a) materially adversely affect Net Available Increment; (b) delay development; (c) materially limit or restrict the availability of Infrastructure; or (d) impose limits or controls on the timing, phasing, or sequencing of development permitted under this Plan. In addition, from and after the 10th anniversary of the issuance of the first Building Permit for a project in Phase 2 of the Project Area (as shown on Map 2), the City may impose New Construction Requirements in response to

2222

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

technological advances in construction if the New Construction Requirements: (1) would materially decrease the City's operation and maintenance costs and would not materially interfere with the uses, heights, density, and intensity of development described in the Plan Documents; (2) will apply on a Citywide Basis for similar land uses; (3) do not conflict with the Mitigation Measures (provided, this requirement may be satisfied with an exemption for specific Mitigation Measures as needed); and (4) do not increase by more than twenty percent (20%) the unit cost of any single component that is the subject of the New Construction Requirement.

2. Limitation on the Number of Buildings

The number of buildings in the Project Area may not exceed 1,125.

3. Limitation on the Number of Dwelling Units

~~There are currently no~~The maximum number of Dwelling Units in the Project Area. If the 49ers relocate to the Shipyard, the maximum number of Dwelling Units in the Project Area will be approximately 4,250. If the 49ers elect not to relocate to the Shipyard, the maximum number of Dwelling Units in the Project Area will be approximately 5,875. The total combined number of is approximately 5,875, provided that the total Dwelling Units in constructed within both the Project Area and Zone 1 of the Bayview Hunters Point Redevelopment Plan Area (which comprises Candlestick Point) may not exceed 12,100, which includes a maximum of 10,500 units in Zone 1 of the Bayview Hunters Point Redevelopment Project Area and Hunters Point Shipyard Phase 2 as well as a previously approved 1,600 units in Hunters Point Shipyard Phase 1. may not exceed 12,100 Dwelling Units without Commission approval (including attendant environmental review).

4. Limitation on Type, Size and Height of Buildings

~~The size and type of buildings constructed in the Project Area may be as permitted in the Plan, Plan Documents, and Applicable City Regulations. Approximately 125,000, which is approximately 5,501,000 square feet of retail space, non-residential development, including approximately 255,000 square feet of artists space, 50,000 square feet of community uses, 2,500,000 use space.† 401,000 square feet of retail space (including up to 100,000 square feet of Regional Retail)‡, 120,000 square feet of hotel and hotel related use space, 410,000 square feet of institutional use space, and 4,265,000 square feet of research and development and office space, and a 69,000 seat National Football League stadium will be allowed.~~

The Commission may approve, without amendment to this Plan but subject to any necessary environmental review, adjustment of the foregoing square footages over time (except for artists or community use space), including conversion to other non-residential uses allowed by this Plan, provided the total square footage of non-residential uses within Phase 2 of the Project Area does not materially exceed 5,501,000 square feet.

† In addition to 52,000 square feet of Community Uses already identified within Phase 1 of the Plan Area.

‡ In addition to 9,000 square feet of Neighborhood Retail Uses already identified within Phase 1 of the Plan Area.

In the event the stadium is not built in the Project Area, between 500,000 and 2,500,000 additional square feet of research and development and office uses may be developed, depending upon whether Dwelling Units are shifted to the Project Area pursuant to Section H.D.3. addition, to the extent the Bayview Hunters Point Redevelopment Plan allows for a transfer of non-residential-use square footage from the Hunters Point Shipyard Project Area to commercially-zoned areas of the Bayview Hunters Point Project Area, the foregoing limitations shall be commensurately reduced upon such transfer.

Accessory parking facilities for these uses, and infrastructure components Accessory to the foregoing, are not included as part of or subject to these square footage limitations.

The maximum building heights within the Project Area will be prescribed in the Hunters Point Shipyard Phase 1 Design for Development and the Hunters Point Shipyard Phase 2 Design for Development. No building may exceed 370 feet in height. Other size limitations for buildings are set in the Hunters Point Shipyard Phase 1 Design for Development and the Hunters Point Shipyard Phase 2 Design for Development by development controls including block patterns, bulk controls, prescribed setbacks, and open space requirements. Height and other size limitations shall maintain and protect view corridors from Hillpoint ~~park~~Park so that visitors can enjoy substantial vistas of San Francisco Bay, consistent with the requirements of the Granting Act for exchanging the park and adjacent hillside open space into the Public Trust.

5. Office Development Limitations

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

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

6. Development Fees and Exactions

2424

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

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

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

The Art Requirement shall apply for the duration of this Plan and requires that any new office building in excess of 25,000 square feet constructed within the Project Area include one-half of one percent (0.5%) of the hard costs of initial construction (excluding costs of infrastructure and tenant improvements) (the “**Art Fee Amount**”) for the installation and maintenance of works of art in the public realm within the Project Area or within Zone 1 of the Bayview Hunters Point Redevelopment Project Area. In the event that public spaces are not available at the time the Art Requirement is due, then the Art Fee Amount shall be paid to a fund administered by the Agency to be used for public art within the Project Area or within Zone 1 of the Bayview Hunters Point Redevelopment Project Area. The public realm within which art may be installed so as to comply with the Art Requirement includes: any areas on the site of the building and clearly visible from the public sidewalk or open space feature, on the site of any open space feature, or in any adjacent public property. The type and location of artwork proposed shall be reviewed by the Executive Director for consistency with the Hunters Point Shipyard Phase 1 or Phase 2 Design for Development and other Plan Documents.

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

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

applicable disposition and development agreement related to development within the Project Area.

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

7. Shadow on Recreation and Park Property

Section 295 of the Planning Code (Proposition K) shall apply to development in the Project Area in the form in which Section 295 was in effect as of the 2010 Plan Amendment Date (and as attached hereto as Attachment D). Section 295 (Proposition K) shall not continue to apply to development in the Project Area in the event it is repealed by legislation or voter initiative.

E. Retention-Rehabilitation

Existing buildings in the Project Area, as of the 2010 Plan Amendment Date, are identified by the Navy's building numbers, on Map 3: Existing Buildings.

1. Historic buildings and other facilities proposed for retention, rehabilitation or adaptive reuse include:

Buildings 101,140, 204, 205, 207, ~~208~~, and ~~813~~208; and

Dry Docks 2, 3, and 4.

2. Four additional buildings identified as historic; Buildings 211, 224, 231 and 253 will be further evaluated for retention, preservation and reuse.

F. Density Bonus

Under State law, the Agency may grant, as a form of local public subsidy, residential density bonuses. These bonuses, if granted, shall insure that additional low- or moderate-income Dwelling Units will actually be produced within the Project Area. In Hunters Point Shipyard Phase 1 (consisting of the Hunters Point Hill Residential District), the Agency will grant such bonuses only after a developer has demonstrated to the Agency's satisfaction that the developer has utilized its best effort to provide such low- or moderate-income Dwelling Units. Hunters Point Shipyard Phase 2 consists of all Land Use Districts other than the Hunters Point Hill Residential District. A density bonus is not proposed to increase the total maximum number of residential units in Phase 2 above those levels described in Section II.D.3.

G. Streets Plan

The Street Plan for the Hunters Point Shipyard Project Area is identified on ~~Maps~~Map 4A, ~~4B~~ and ~~4C~~: Street PlansPlan, which ~~indicate~~indicates generally the public rights-of-way. The categories of streets include the following:

1. Primary Arterial
2. Retail Street

2626

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

3. Boulevard Park Street
4. Local Street

The Project Area's street pattern contributes to the establishment of its fundamental land use patterns, and in doing so, becomes an integral element of the overall urban design for the Project. It is, however, recognized that there is a need for some degree of adaptability and flexibility in locating and configuring some of the Project's local streets and alleys at the time of actual physical development. Accordingly, the alignment and classification of these streets are subject to adjustment by the Agency and the City at the time of detailed engineering studies. ~~Additionally, this Plan provides three street maps of the Project Area to accommodate the alternative land uses permitted in the Shipyard South Multi-Use District.~~

Certain streets in the Project Area will be impressed with the Public Trust. These streets will provide key vehicular, bicycle and pedestrian access ways to the waterfront, providing a connection between the various parts of the waterfront, and between the waterfront and other Public Trust lands within the Project Area.

In order to accommodate vehicle traffic and transit serving the various uses planned for the Project Area, this Plan also provides for street, lighting, utility, and related improvements to Innes Avenue and Hunters Point Boulevard, outside the northwestern boundary of the Project Area.

III. PROJECT PROPOSALS

A. Rehabilitation and New Development

All new development and all rehabilitation of existing structures must conform to this Plan, and to all applicable Federal and State laws and to those local laws that are applicable pursuant to this Plan.

1. Utilities: Stormwater detention, stormwater treatment, and similar facilities may include above-ground features such as bioswales and channels. New permanent utility lines must be placed underground. Above ground pump stations control rooms and sub-stations are permitted however their visual impact must be minimized per requirements either the Hunters Point Shipyard Phase 1 or Phase 2 Design for Development, as appropriate. Temporary utility poles and wires may be installed during the project build out.

2. Signage: With the exception of temporary marketing and sales signs pertaining to developments within the Project Area (which will be permitted), permanent or temporary billboards (excluding kiosks, streetscape commercial signage, and street furniture-related commercial signage), are prohibited within all Land Use Districts ~~except the Shipyard South Multi-Use District and are prohibited in~~ (including any park or street area). Permanent signage for residential, commercial and open space development is subject to the development controls and guidelines of either the Hunters Point Shipyard Phase 1 or Phase 2 Design for Development, as appropriate. The Agency Commission shall review for consistency with the objectives of this Plan any proposed signage not permitted by the Hunters Point Shipyard Phase 1 or Phase 2 Design for Development, as appropriate and any signage master plan.

3. Development Project: Plans for rehabilitation and new development shall be submitted to the Agency for architectural review and approval, consistent with the Agency's Design Review and Document Approval Process (DRDAP) for the Project Area or as attached to

2727

Hunters Point Shipyard Redevelopment Plan
2018

A73367748.3

any disposition and development agreement related to development within the Project Area.

4. Agency Sponsored Improvements: To the extent now or hereafter permitted by law, the Agency may pay for, develop, or construct any building, facility, element of infrastructure, structure or other improvement either within or outside the Project Area, for itself or for any public body or entity, provided that such building, facility, element of infrastructure, structure or other improvement would be of benefit to the Project Area and conform to the Hunters Point Shipyard Phase 1 or Phase 2 Design for Development, as appropriate.

B. Owner and Tenant Preference

Persons who are either owners or tenants of businesses, or other types of real property within the Project Area being displaced by rehabilitation, Agency property acquisition, or other Agency action occasioned by the implementation of this Plan will be afforded certain preferences. The Agency shall extend preferences to such persons in order that they may re-enter the redeveloped Project Area. The Agency will adopt a business relocation program to implement these preferences. Participants in this program necessarily will be subject to and limited by the requirements of this Plan.

C. Acquisition of Real Property

Any real property located within the Project Area may be acquired by the Agency by purchase, gift, devise, exchange, lease, or any other lawful method. The Agency is authorized to acquire structures without acquiring the land upon which those structures are located. The Agency is also authorized to acquire any other interest in real property less than full fee title.

D. Acquisition of Personal Property

Where necessary in the execution of this Plan, the Agency is authorized to acquire personal property in the Project Area by any lawful means except eminent domain.

E. Property Management

During such time as any property in the Project Area is owned or leased by the Agency, such property will be under the management and control of the Agency and may be leased or subleased.

F. Payment of Taxes

The Agency may in any year during which it owns property in the Project Area pay directly to the City or any district, including a school district or other public corporation for whose benefit a tax would have been levied upon such property had it not been exempt, an amount of money in lieu of taxes.

A proportionate share of any amount of money paid by the Agency to the City will be disbursed by the City to any school district with territory located within the Project Area in the City.

“**Proportionate share**” means the ratio of the school district tax rate that is included in the total tax rate of the City to the total tax rate of the City.

The Agency may also pay to any taxing agency with territory located within a project area other than the community that has adopted the Project, any amount of money that in the Agency’s

determination is appropriate to alleviate any financial burden or detriment caused to any taxing agency by this Plan.

G. Relocation

The Agency will provide relocation assistance and benefits as required under applicable Federal and State law. A review of the current Project Area indicates that there are no persons currently residing therein. Accordingly, relocation activities would relate solely to businesses.

To the extent required under applicable State or Federal law, the Agency shall: (1) assist or cause to be assisted all eligible persons displaced by redevelopment activities undertaken or assisted by the Agency in finding new locations in accordance with applicable law, and where possible, shall relocate businesses to a location of similar size within the Project Area; and (2) make or cause to be made relocation payments to eligible persons displaced by redevelopment activities undertaken or assisted by the Agency as may be required by applicable State or Federal law. The Agency may make such other payments as it determines to be appropriate and for which funds are available.

Pursuant to Section 33339.5 of the California Health and Safety Code, the Agency shall extend reasonable preferences to persons who are engaged in business within the Project Area to reenter in business within the redeveloped Project Area, if they otherwise meet the requirements of this Plan. In order to extend reasonable preferences to businesses to reenter into business within the redeveloped Project Area, the Agency has promulgated, by Agency Resolution No. 93097, rules for the Business Occupant Re-Entry Program within the redeveloped Project Area.

H. Demolition and Clearance

The Agency is authorized to demolish and clear buildings, structures, and other improvements from real property owned by the Agency in the Project Area as necessary to carry out the purposes of this Plan.

I. Public Improvements and Public Facilities

The Agency is authorized to install and construct or to cause to be installed and constructed the public improvements, public facilities, and public utilities, on any parcel within or outside the Project Area, appropriate or necessary to carry out this Plan. Such public improvements and public facilities are described in Attachment B, Authorized Public Improvements.

J. Preparation of Building Sites

The Agency is authorized to prepare or cause to be prepared as building sites any real property in the Project Area owned or leased by the Agency.

K. Disposition of Real Property

For the purpose of this Plan, the Agency is authorized to sell, lease, sublease, exchange, subdivide, transfer, assign, pledge, encumber by mortgage or deed of trust, or otherwise dispose of any interest of real property, except to the extent prohibited by the Granting Act.

Any real or personal property acquired by the Agency in the Project Area will be sold or leased for development in accordance with this Plan and for consideration. However, the Agency may convey real property to the City or to any other public body with or without consideration.

2929

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

Property containing buildings or structures rehabilitated by the Agency will be offered for resale within one year after completion of rehabilitation or an annual report concerning such property will be published by the Agency as required by law.

The Agency will reserve such powers and controls in the disposition and development documents as may be necessary to prevent transfer, retention, or use of property for speculative purposes and to insure that development is carried out pursuant to this Plan.

All purchasers or lessees of property will be obligated to use the property for the purposes designated in this Plan, to begin and complete development of the property within a period of time that the Agency fixes as reasonable, and to comply with other conditions that the Agency deems necessary to carry out the purposes of this Plan.

L. Disposition and Development Documents

To provide adequate safeguards to ensure that the provisions of this Plan will be carried out and to prevent the recurrence of blight, all real property sold, leased, or otherwise conveyed by the Agency will be made subject to the provisions of this Plan by lease, deed, contract, agreement, declaration of restrictions, or other means. Where appropriate, as determined by the Agency, such documents or portions thereof will be recorded in the Office of the Recorder of the County of San Francisco.

The leases, deeds, contracts, agreements, and declarations of restrictions may contain restrictions, covenants running with the land, rights of reverter, powers of termination, conditions subsequent, equitable servitudes, or any other provision necessary to carry out this Plan.

All property in the Project Area sold, leased or conveyed by the Agency will be made subject by appropriate documents to the restriction that there will be no discrimination or segregation on any basis listed in subdivision (a) or (d) of Section 12955 of the California Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the California Government Code, or on the basis of race, color, creed, religion, national origin or ancestry, sexual orientation, gender, identity, marital or domestic partner status, age, or disability, in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of property in the Project Area. In addition, such property will be made subject to the restriction that all deeds, leases, or contracts for the sale, lease, sublease, or other transfer of land in the Project Area shall contain such nondiscrimination and non-segregation clauses as are required by law and this Plan.

M. Disposition of Personal Property

For the purposes of this Plan, the Agency is authorized to sell, lease, exchange, transfer, assign, pledge, encumber, or otherwise dispose of personal property that has been acquired by the Agency.

N. Replacement Housing

Whenever Dwelling Units housing persons and families of low or moderate income are destroyed or removed from the low- and moderate-income housing market as part of this redevelopment project, the Agency shall, within four (4) years of such destruction or removal, rehabilitate, develop or construct, or cause to be rehabilitated, developed or constructed, for rental or sale to persons and families of low or moderate income an equal number of replacement Dwelling Units at affordable rents within the Project Area or within the territorial jurisdiction of the Agency.

O. Redeveloper's Obligations

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

3030

In order to provide adequate safeguards that the process of redevelopment will be carried out pursuant to this Plan, agreements for the disposition of land by the Agency shall include provisions recognizing and requiring that:

1. The purchase of land is for redevelopment and not for speculation and reserving to the Agency such powers and controls as may be necessary to prevent transfer, retention or use of the property for speculative purposes.
2. The land shall be built upon and/or improved in conformity with the development standards of this Plan and any applicable Agency regulations, the Hunters Point Shipyard Phase 1 or Phase 2 Design for Development, and the Declaration of Restrictions.
3. All developers and owner participants shall submit phasing plans, schematic architectural plans, site and landscape plans and final plans including landscaping and sign plans, and specifications of the improvements proposed to be constructed on the land for architectural review and approval by the Agency in order to ensure that development and construction will be carried out in a manner that will effectuate the purposes of this Plan. To the extent required in disposition and development agreements or agreements with owner participants, as a part of such plans and specifications, developers and, if required by the Agency, owner participants shall submit time schedules for the commencement and completion of such improvements. All such plans and schedules shall be submitted to the extent required by, and within the time specified in, the respective agreements with such developers and owner participants.
4. By and for the contracting parties, their heirs, executors, administrators, and assigns, there may be no discrimination against or segregation of any person or group of persons on any basis listed in subdivision (a) or (d) of Section 12955 of the California Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the California Government Code, or on the basis of race, color, religion, national origin, gender, sexual orientation, gender identity, marital or domestic partner status, age, disability, or ancestry in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of the premises therein described, nor may the contracting parties, or any person claiming under or through them establish or permit such practice or practices of discrimination or segregation with reference to the selection, location, number, use, or occupancy of tenants, lessees, subleases, or vendees in the premises described. All deeds, leases or contracts for the sale, lease, sublease, or other transfer of any land shall contain the nondiscrimination and non-segregation clauses specified in the CRL (Section 33436 of the California Health and Safety Code) and this Plan.

IV. METHODS FOR PROJECT FINANCING

A. General

Upon adoption of this Plan by the Board of Supervisors, the Agency is authorized to finance projects consistent with this Plan with assistance from the United States Government, including the Department of Housing and Urban Development (HUD), the Department of Defense (Office of Economic Adjustment) as well as from other Federal programs, from the State, from the City, from Agency bonds, and from other available sources.

The Agency is hereby authorized to issue bonds, obtain advances, borrow funds and create indebtedness in carrying out this Plan. The principal and interest of such advances, funds, and indebtedness may be repaid from any funds that may appropriately be available to the Agency.

3431

Hunters Point Shipyard Redevelopment Plan
2018

AJ73367748.3

Any other loans, grants, or financial assistance from the United States, or any other public or private sources will also be utilized, if available.

B. Tax Allocation

Taxes, if any, levied upon the taxable property in the Project Area each year by or for the benefit of the State, the City, any district, or other public corporation, after the Effective Date, shall be divided as follows, in accordance with the CRL (Section 33670 of the Health and Safety Code):

(a) That portion of the taxes that would be produced by the rate upon which the taxes levied each year by or for each of the Taxing Agencies upon the total sum of the assessed value of the taxable property in the redevelopment project as shown upon the assessment roll used in connection with the taxation of such property by such taxing agency, last equalized prior to the effective date of such ordinance, shall be allocated to and when collected shall be paid into the funds of the respective Taxing Agencies as taxes by or for said Taxing Agencies on all other property are paid (for the purpose of allocating taxes levied by or for any taxing agency or agencies that did not include the territory in a redevelopment project on the effective date of such ordinance but to which such territory has been annexed or otherwise included after such effective date, the assessment roll of the county last equalized on the effective date of said ordinance shall be used in determining the assessed valuation of the taxable property in the project on said effective date); and

(b) That portion of the levied taxes each year in excess of that amount shall be allocated to and when collected shall be paid into a special fund of the redevelopment agency to pay the principal of and interest on loans, moneys advanced to, or indebtedness (whether funded, refunded, assumed or otherwise) incurred by the redevelopment agency to finance or refinance, in whole or in part, the redevelopment project. Unless and until the total assessed valuation of the taxable property in a redevelopment project exceeds the total assessed value of the taxable property in that project as shown by the last equalized assessment roll referred to in paragraph (a) hereof, all of the taxes levied and collected upon the taxable property in the redevelopment project shall be paid to the respective Taxing Agencies. When the loans, advances, and indebtedness, if any, and interest thereon, have been paid, all moneys thereafter received from taxes upon the taxable property in the redevelopment project shall be paid to the respective Taxing Agencies as taxes on all other property are paid.”

Not less than twenty percent (20%) of all taxes that are allocated to the Agency pursuant to Health and Safety Code Section 33670 and Section IV.B.(b) of this Plan shall be used by the Agency for the purposes of increasing, improving and preserving the community’s supply of low- and moderate-income housing available at affordable housing cost, as defined by Section 50052.5 of the California Health and Safety Code, to persons and families of low or moderate income, as defined in Section 50093, to lower income households, as defined in Section 50079.5, and to very low income households, as defined in Section 50105.

In the proceedings for the advance of moneys, making loans or the incurring of any indebtedness (whether funded, refunded, assumed or otherwise) by the Agency to finance or refinance, in whole or in part, the Hunters Point Shipyard Redevelopment Project, the portion of taxes set forth in the CRL and the California Constitution (as the same may exist on the date of the making of said advances or loans or the incurring of indebtedness) as available to the Agency for such purposes may be irrevocably pledged for the payment of the principal of and interest on such loans, advances, or indebtedness.

It is anticipated that the amount of taxes to be produced by the method described in Subsections (a) and (b) above may be sufficient to support a bond(s) issue in the range of \$900 million. In addition, it may become necessary and appropriate to issue bonds to be partially repaid from taxes allocated pursuant to Subsections (a) and (b) above. Therefore, the amount of bonded indebtedness that can be outstanding at any one time from the issuance of bonds to be repaid in whole or in part from the allocation of taxes pursuant to Section 33670 of the California Health and Safety Code will be limited to \$900 million. In order to adequately fund the repayment of such bonds (including principal, interest, and issuance cost), the number of dollars of taxes that may be divided and allocated to the Agency pursuant to Section 33670 of the California Health and Safety Code will be limited to \$4.2 billion.

No loans, advances, or indebtedness to finance the redevelopment project in whole or in part and to be repaid from the allocation of taxes pursuant to Section 33670 of the California Health and Safety Code may be established or incurred by the Agency twenty (20) years after the Agency begins collecting substantial tax increment funds in the Project Area, meaning a total allocation of tax increment funds exceeding \$100,000.

The Agency may not pay indebtedness or receive property taxes pursuant to Section 33670 of the California Health and Safety Code forty five (45) years after the Agency begins collecting substantial tax increment funds in the Project Area; meaning a total allocation of tax increment funds exceeding one hundred thousand dollars (\$100,000).

Bond issues, the principal and interest of which the Agency proposes to pay with tax allocations under Health and Safety Code 33670, are subject to Board of Supervisors approvals, as are all bond issues of the Agency; where the Agency proposes to utilize tax allocations for other than repaying principal and interest on bond issues or other existing indebtedness, the Agency shall prepare, for the approval of the Board of Supervisors, an annual Project Work Program, which program shall outline in detail the activities to be undertaken by the Agency, the loans and/or advances to be received and/or the indebtedness to be incurred.

V. ACTIONS BY THE CITY

The City, by the adoption of this Plan, agrees to aid and cooperate with the Agency in carrying out this Plan and shall take any further action necessary to ensure the continued fulfillment of the various objectives and purposes of this Plan and to prevent the recurrence or spread in the Project Area of conditions causing blight. Such actions include the following:

- A. Prior to termination of this Plan, revision of zoning within the Project Area (to be effective as of this Plan expiration date) to conform to the land uses authorized by this Plan and the development standards and design guidelines set forth in the Hunters Point Shipyard

3333

Hunters Point Shipyard Redevelopment Plan
2018

A73367748.3

Design for Development documents, as they have been amended from time to time as of the expiration date of this Plan.

- B. Institution and completion of proceedings necessary for changes and improvements in publicly-owned utilities within or affecting the Project Area.
- C. Performance of the above and of all other functions and services relating to public health, safety, and physical development normally rendered in accordance with a schedule that will permit the redevelopment of the Project Area to be commenced and carried to completion without unnecessary delays.
- D. Referral will be made to the Agency prior to approval by the City of each building permit application in the Project Area. No building permit will be issued unless it conforms to this Plan.
- E. The City is authorized, but not obligated to provide funds to ensure the completion of the Project as a whole in accordance with this Plan.
- F. The City shall review, consider, and approve, without unnecessary delay, tentative subdivision maps and parcel maps as necessary to develop the Project Area, provided maps and public infrastructure agreements are found to be consistent with the objectives of this Plan, approved environmental mitigations, and the development standards and design guidelines set forth in the Hunters Point Shipyard Phase 1 Design for Development and Hunters Point Shipyard Phase 2 Design for Development.
- G. The undertaking and completing of any other proceedings necessary to carry out the Project.

In order to facilitate the implementation of this Plan, the City and the Agency have entered into Interagency Cooperation Agreements (each, an "ICA"). Each ICA is intended to provide the framework for cooperation among various City Agencies and the Agency in accordance with this Plan, the other applicable Plan Documents and disposition and development agreements entered into in accordance with this Plan with respect to the review and approval of development authorizations in the Project Area and, where appropriate, to facilitate cooperation of the City Agencies in issuance of those permits, approvals, agreements and entitlements at each applicable stage of development. The City shall perform all of its obligations under each ICA.

VI. PROCEDURE FOR AMENDMENT

This Plan may be amended by means of the procedure established in Section 33450-33458 of the California Health and Safety Code, or by any other procedure hereafter established by law.

VII. PROCEDURE FOR VARIANCE

The owner or developer of any property in the Project Area may make a written request for a variance that states fully the grounds of the application and the facts pertaining thereto. Upon receipt of a complete application, the Agency may conduct its own further investigation and the Agency Commission may, in its sole discretion at a duly noticed public hearing, grant a variance from the development controls in this Plan and either the Hunters Point Shipyard Phase 1 or Phase 2 Design for Development, as appropriate, under the following circumstances:

- Due to unique physical constraints or other extraordinary circumstances applicable to the property, the enforcement of development regulations without a variance would otherwise result in practical difficulties for development and create undue hardship for the property owner or developer or constitute an unreasonable limitation beyond the intent of this Plan; and
- The granting of a variance would be in harmony with the goals of this Plan, and will not be materially detrimental to the public welfare or materially injurious to neighboring property or improvements in the vicinity.

In granting a variance, the Agency will specify the character and extent thereof, and also prescribe conditions necessary to secure the goals of this Plan and the Design for Development.

The Agency's determination to grant or deny a variance will be final and will not be appealable to the Planning Department. In no instance will any variance be granted that will substantially change the allowable land uses of this Plan. Procedures for the evaluation of Secondary Uses are described above in Section II.B.1.

In addition, for certain development controls specified in the Phase 2 Design for Development, the Executive Director may approve deviations (minor modifications no greater than ten percent of the numerical development control), in accordance with the standards and processes set forth therein.

VIII. DURATION OF PLAN

This Plan will be effective until thirty (30) years from the date the Controller of the City and County of San Francisco certifies, pursuant to Section 33492.9, as the final day of the first fiscal year in which one hundred thousand dollars (\$100,000) or more of tax increment from the Project Area are paid to the Agency pursuant to Section 33675(d); provided, however, that the nondiscrimination and non-segregation provisions will continue in perpetuity. Any Declaration of Restrictions formulated pursuant to this Plan may contain provisions for the extension of such Declaration of Restrictions for successive periods. The Agency may receive property taxes pursuant to Section 33670 of the California Health and Safety Code for up to forty five (45) years after the Agency begins collecting substantial tax increment funds; meaning a total allocation of tax increment funds exceeding one hundred thousand dollars (\$100,000).

IX. ENFORCEMENT OF PLAN

The provisions of this Plan and other documents formulated pursuant thereto may be enforced by the Agency in any manner authorized by law.

X. SEVERABILITY

If any provision, section, subsection, subdivision, sentence, clause or phrase of this Plan is for any reason held to be invalid or unconstitutional, such decision will not affect the validity of the remaining portion or portions of this Plan.

XI. DEFINITIONS

Following are definitions for certain words and terms used in this Plan. All words used in the present tense include the future. All words in the plural number include the singular number and all words in the singular number include the plural number, unless the natural

3535

Hunters Point Shipyard Redevelopment Plan
2018

AJ73367748.3

construction of the wording indicates otherwise. The word “shall” is mandatory and not directory; and the term “may not” is prohibitory and not permissive. The words “including”, “such as” or words of similar import when following any general term may not be construed to limit the general term to the specific terms that follow, whether or not language of non-limitation is used; rather, these terms will be deemed to refer to all other terms that could reasonably fall within the broadest possible scope of the term.

2010 Plan Amendment Date means the date on which Ordinance No. 211-10 adopting amendments to this Plan, approved on August 3, 2010, became effective.

2017 Plan Amendment Date means the date on which Ordinance No. 122-17 adopting amendments to this Plan, approved on June ~~12, 22,~~ 2017, became effective.

2018 Plan Amendment Date means the date on which Ordinance No. _____ adopting amendments to this Plan, approved on _____, 2018, became effective.

Accessory Use means uses that are related to and subservient to another use, and serve that use only (with the exception of Parking, which may serve several lawfully permitted uses). For purposes of private infrastructure, accessory means utility systems and/or a component thereof, located within, on or beneath a lawful permitted Use on the same Assessor’s lot.

Administrative Fee means any fee charged by any City Agency or the Agency in effect on a Citywide Basis, including fees associated with Article 31, at the time of submission for the processing of any application for building or other permits, subdivision maps, or other City or Agency regulatory actions or approvals for any development in the Project Area.

Adult Entertainment means a use that includes any of the following: adult bookstore, adult theater, and encounter studio, as defined by Section 1072.1 of the San Francisco Police Code.

Agency Commission means the Commission for the Redevelopment Agency of the City and County of San Francisco.

Amusement Enterprise means enterprises such as billiard halls, bowling alleys, skating rinks, and similar uses when conducted within a completely enclosed building.

Animal Services means an animal care use that provides medical care and/or boarding services for animals.

Arts Education means schools of any of the following for professionals, credentialed individuals, or amateurs: dance, music, dramatic art, film, video, graphic art, painting, drawing, sculpture, small-scale glass works, ceramics, textiles, woodworking, photography, custom-made jewelry or apparel, and other visual, performance, industrial and product-design and sound arts and craft.

Art Production means commercial arts and art-related business service uses including, but not limited to, recording and editing services, small-scale film and video developing and printing; titling; video and film libraries; special effects production; fashion and photo stylists; production, sale and rental of theatrical wardrobes; and studio property production and rental companies. Arts spaces may include studios, workshops, galleries, museums, archives and small theaters, and other similar spaces customarily used principally for production and post-production of graphic art, painting, drawing, sculpture, small-scale glass works, ceramics, textiles, woodworking, photography, custom-made jewelry or apparel and other visual, performance and sound arts and craft.

Automotive Repair means a retail automotive service use that provides any of the following automotive repair services, whether outdoors or in an enclosed building: minor auto repair, engine repair, rebuilding, or installation of power train components, reconditioning of badly worn or damaged motor vehicles, collision service, or full body paint spraying.

Bar means a principal retail use not located in a Restaurant that provides on-site alcoholic beverage sales for drinking on the premises, including bars serving beer, wine and/or liquor to the customer where no person under twenty one (21) years of age is admitted (with Alcoholic Beverage Control [ABC] license 42, 48, or 61) and drinking establishments serving liquor (with ABC license 47 or 49) in conjunction with other uses that admit minors, such as theaters, and other entertainment. Restaurants with ABC licenses are not considered bars under this definition.

Battery Storage System means a component of the utility electricity system which stores energy.

Board of Supervisors means the Board of Supervisors of the City and County of San Francisco, California.

Building Construction Codes means the City's (or if applicable, the Port's) Building Code, Electrical Code, Mechanical Code and Plumbing Code and any construction requirements in the Housing Code and the Fire Code.

Business Occupant Re-Entry Policy means a document approved by the Agency Commission in relation to this Plan that establishes, to the extent required by State or Federal law, how the extension of reasonable preferences to business occupants will be implemented within the Project Area.

Cannabis-Related Use means any Use that is required to obtain a permit, and has obtained such permit, from the San Francisco Office of Cannabis (or its successor). For the avoidance of doubt, a Cannabis-Related Use is any category of Use otherwise permitted herein that cultivates, manufactures, distributes, tests, sells, delivers or in any other way uses cannabis or cannabis-derived materials, including for legal adult use or medical use.

Child-Care Facility means a use that provides less than 24-hour care for children by licensed personnel and that meets all the requirements of the State and other authorities for such a facility.

Child-Care Requirements means the requirements set forth in City Planning Code Section 314, as it exists on the 2010 Plan Amendment Date.

City Agency means, individually or collectively as the context requires, all departments, agencies, boards, commissions and bureaus of the City with subdivision or other permit, entitlement or approval authority or jurisdiction over any portion of the Project Area, including but not limited to the Port Authority, Department of Public Works, the Public Utilities Commission, the Planning Commission, the Municipal Transportation Agency, the Building Inspection Commission, the Public Health Commission, the Fire Commission and the Police Commission, or any successor public agency designated by or under law.

City Regulations means ordinances, resolutions, initiatives, rules, regulations, and other official City and Agency policies applicable to and governing the overall design, construction, fees, use or other aspects of development within the Project Area. City Regulations includes City municipal codes, the General Plan, Building Construction Codes, Subdivision Code, and all ordinances, rules, regulations and official policies adopted to implement those City Regulations, except to the extent such regulations are Administrative Fees.

Citywide Basis means all privately-owned property within (a) the City's jurisdictional limits or (b) any designated use classification or use district of the City so long as (1) any such use classification or use district includes a substantial amount of affected private property other than affected private property within the Project Area, (2) the use classification or use district includes all private property that receives the general or special benefits of, or causes the burdens that occasion the need for, the New City Regulation, Development Fees and Exactions, or New Construction Requirements, and (3) the cost of compliance with the New City Regulation, Development Fees and Exactions, or New Construction Requirements applicable to the same type of use in the Project Area (or portion thereof) does not exceed the proportional benefits to, or the proportional burdens caused by private development of that type of use in the Project Area (or portion thereof).

Commercial Storage means a commercial use that stores, within an enclosed building, household goods, contractors' equipment, building materials or goods or materials used by other businesses at other locations and that may include self-storage facilities for members of the public. Commercial storage does not include the storage of waste, salvaged materials, automobiles, inflammable or highly combustible materials, and wholesale goods or commodities.

Commercial Wireless Transmitting Facility means equipment for the transmission, reception, or relay of radio, television, or other electronic signals, and may include towers, antennae, and related equipment.

Community Use means a publicly or privately owned use that provides public services to the community, whether conducted within a building or on an open lot. This use may include, by way of example and not limitation, museums, post offices, public libraries, police or fire stations, transit and transportation facilities, utility installations, building-integrated sustainable energy generation facilities, neighborhood-serving community recycling centers, and wireless transmission facilities.

Consumer Price Index means the All Items Consumer Price Index for All Urban Consumers in the San Francisco-Oakland-San Jose Metropolitan Statistical Area published by the Bureau of Labor Statistics of the United States Department of Labor.

Declaration of Restrictions means a recorded declaration that provides notice that properties in the Project Area are subject to restrictions, reservations and covenants for the benefit of the Project Area and this Plan.

Development Fees and Exactions means a monetary or other exaction including in-kind contributions, other than a tax or special assessment or Administrative Fee, that is charged by the Agency or any City Agency in connection with any permit, approval, agreement or entitlement or any requirement for the provision of land for construction of public facilities or Infrastructure or any requirement to provide or contribute to any public amenity or services. Development Fees and Exactions does not include Building Construction Codes in effect from time to time and generally applicable on a Citywide Basis to similar land uses.

District Heating and Cooling Facility means a plant (including geothermal powered) with hot water (or steam) and chilled water distributed from the district plant to individual buildings via a pipe distribution network ~~located under the streets~~.

Dry-Cleaning Facility means dry-cleaning establishment, including pressing and other miscellaneous processing of clothes.

Dwelling Units means a residential use that consists of a suite of one or more rooms and includes sleeping, bathing, cooking, and eating facilities.

Effective Date means the date the ordinance passed by the Board of Supervisors approving this Plan (Ordinance No. 211-10) became effective.

Elementary School means an institution that provides K-8 education and that may be either public or private.

Executive Director means the Executive Director of the Agency.

Existing City Regulations means City Regulations as they are in effect on the 2010 Plan Amendment Date.

General Plan means the General Plan for the City and County of San Francisco.

Green Technology means a use or several uses that involves the research, development, and fabrication of innovative methods, materials, and technology to improve environmental quality, increase energy and/or resource efficiency, reduce greenhouse gas emissions, reduce waste and pollution, and increase resource sustainability. Green Technology uses may utilize office, laboratory, light manufacturing, or other types of use. Green technology can include office, laboratory, and light-manufacturing uses.

Grocery Store means a retail use of medium or large scale providing sales of food, produce, prepared food, beverages, toiletries, pharmaceutical products and services, and household items to the general public. This includes neighborhood-serving stores, supermarkets, festival market places, or other large format tenants providing primarily food sales up.

Group Housing means a residential use that provides lodging or both meals and lodging without individual cooking facilities. Group Housing may include housing specifically designed for and occupied by seniors, students or disabled residents.

Home Office means the accessory use of a dwelling for office purposes, provided that the principal user of such office resides in that dwelling.

Hotel means a use that provides overnight accommodations including guest rooms or suites and ancillary services to serve hotel guests. Hotels shall be designed to include all lobbies, offices and internal circulation to guest rooms and suites within and integral to the same enclosed building or buildings as the guest rooms or suites.

Hunters Point Shipyard Phase 1 Design for Development means the Design for Development document that sets development standards and design guidelines for Phase 1 of the Project, which consists of the Hunters Point Hill Residential District, as amended from time to time in accordance with its provisions.

Hunters Point Shipyard Phase 2 Design for Development means the Design for Development document that sets development standards and design guidelines for Phase 2 of the Project, which consists of all of the Project Area except for the Hunters Point Hill Residential District, as amended from time to time in accordance with its provisions.

Implementation Plan means a plan adopted periodically by the Agency Commission relating to the implementation of goals and objectives within this Plan, in accordance with the requirements of the CRL.

4040

Hunters Point Shipyard Redevelopment Plan
2018

AJ73367748.3

Internet Service Exchange means a use that provides a location for: switching equipment (whether wireline or wireless) that joins or connects customers, or subscribers to enable them to transmit data, voice, or video signals; one or more computer systems and related equipment used to build, maintain or process data, voice or video signals or provide other data processing services; or a group of network servers.

Institutional Use means Residential Care Facility, Child-Care Facility, Elementary School, Religious Institution, Secondary School, Post-Secondary Institution, or Vocational/Job Training Facility.

Laboratory means a use that provides for space within any structure intended or primarily suitable for scientific research. This includes industrial, chemical, and digital work stations for the purpose of design, developing, and testing product development. The space requirements of uses within this category include specialized facilities or built accommodations that distinguish the space from office uses and light industrial uses.

Life Science means a use that involves the integration of natural and engineering sciences and advanced biological techniques using organisms, cells, and parts thereof for products and services. Life Science uses may utilize office, laboratory, light manufacturing, or other types of uses.

Light Industrial means a non-retail use that provides for the fabrication or production of goods, by hand or machinery, for distribution to retailers or wholesalers for resale off the premises, primarily involving the assembly, packaging, repairing, or processing of previously prepared materials.

Live/Work Units means a structure or portion of a structure combining a residential living space for a household or group of persons with an integrated work space principally used by one or more of the residents of that unit. Work spaces uses in a Live/Work Unit must comply with the other non-residential uses allowed within the respective land use District.

Medical Cannabis Dispensary means a use as defined by Section 3301(f) of the San Francisco Health Code.

Maker Space means uses for contemporary forms of small-scale manufacturing, repair, and post-manufacturing activities. Maker space should typically include a retail component, and may include several other uses within a single space, including but not limited to, Light Industrial (for example, craft, industrial arts and design, robotics, woodwork, jewelry manufacture, clothing and apparel manufacture, and food and beverage production), office and research and development (e.g., digital technologies and electronics, 3D printing, graphic design), and Neighborhood Retail Sales and Services associated with the foregoing (e.g., food and beverage tasting and sale, arts and crafts sales, jewelry sales), among many others. For the purposes of size limitations established in Section II.D.4, Maker Space is considered Neighborhood Retail Sales and Service.

Mitigation Measures means those mitigation measures from the Candlestick Point/Hunters Point Shipyard Phase 2 Project EIR imposed as conditions of approval of the

4141

Hunters Point Shipyard Redevelopment Plan
, 2018

A/73367748.3

amendments to this Plan as set forth in Resolution No. 347-2010, as amended or modified from time to time consistent with CEQA.

Neighborhood Retail Sales and Services means a commercial use that provides goods and/or services directly to the customer, whose primary clientele is customers who live or work nearby and who can access the establishment directly from the street on a walk-in basis. This use may provide goods and/or services to the business community, provided that it also serves the general public. This use would include those that sell, for example, groceries, personal toiletries, magazines, smaller scale comparison shopping; personal services such as laundromats, health clubs, formula retail outlets, hair or nail salons; medical services including, but not limited to, urgent care facilities and standalone emergency rooms, but excluding hospitals; and uses designed to attract customers from the surrounding neighborhood. Retail uses can also include outdoor activity areas, open air sales areas, and walk-up facilities (such as ATMs or window service) related to the retail sale or service use and need not be granted separate approvals for such features.

New City Regulations means both City Regulations adopted after the 2010 Plan Amendment Date or a change in Existing City Regulations, including any amendment to this Plan or the Plan Documents, effective after the 2010 Plan Amendment Date.

Nighttime Entertainment means entertainment activities such as dance halls, discotheques, nightclubs, and similar evening-oriented entertainment activities generally involving amplified music, either live or recorded, as well as restaurants and bars, and other venues or spaces used for different uses during the day that present such activities. It excludes Adult Entertainment.

Non-Retail Sales and Services means a commercial or office use that provides goods and/or services primarily to other businesses rather than to the general public and that may include by way of example and not limitation, wholesale sales, sale, rental, installation, servicing and/or repair of business goods and equipment.

Office means a use within a structure or portion thereof intended or primarily suitable for occupancy by persons or entities that perform, provide for their own benefit, or provide to others at that location services including the following: professional; medical; banking; insurance; management; consulting; technical; sales; and design; and the non-accessory office functions of manufacturing and warehousing businesses; multimedia and digital arts, software development, web design, electronic commerce, and information technology; administrative services; and professional services. This use does not include retail uses; repair; any business characterized by the physical transfer of tangible goods to customers on the premises; or wholesale shipping, receiving and storage.

OPA Rules means rules established by the Agency Commission for property owner participation in redevelopment activities consistent with the provisions of this Plan within the Project Area and consistent with the CRL.

Open Space means space that is retained primarily in an unimproved, natural state. Open Space may be used for passive recreational activities, such as hiking and picnicking, and may include facilities related to such passive recreational uses.

Owner Participation Agreement or OPA means a binding agreement between a property owner and the Agency by which the participant agrees to rehabilitate, develop, use and maintain the property in conformance with this Plan.

Parking means the storage of vehicles ~~accessory~~ Accessory to a ~~principle~~ principal or secondary residential or commercial use. Such storage can be in the form of independently accessible parking spaces, non-independently accessible parking spaces including those accessed on parking lifts or through the use of valet. Parking spaces need not be on the same lot or block to the use it serves.

Parks means publicly owned, or privately owned and publicly accessible, open space improved with either active recreational amenities such as playing fields, sporting courts, and small performance spaces and/or passive recreational amenities such as trails, picnic areas, and fields.

Performance Arts means a use that includes performance, exhibition, rehearsal, production, or post-production of any of the following: dance, music, dramatic art, film, video, and other visual, performance and sound arts and craft.

Plan Documents means the Business Occupant Re-Entry Policy, Implementation Plan, Hunters Point Shipyard Phase 1 Design for Development, Hunters Point Shipyard Phase 2 Design for Development, Relocation Plan and OPA Rules.

Planning Commission means the Planning Commission of the City and County of San Francisco, California.

Planning Department means the Planning Department of the City and County of San Francisco.

Post-Secondary Institutions means a use that is certified by the Western Association of Schools and Colleges that provides post-secondary educational services such as a school, college or university.

Priority Policies means the eight priority policies stated in Section 101.1, Master Plan Consistency and Implementation, of the City's Planning Code.

Public Recreation means privately owned recreational areas that are open to the general public. This use may include may include hiking trails, playgrounds, public parks, sports

fields, community gardens, golf courses, marinas, and tennis courts as well as accessory uses such as maintenance facilities, parking, and concession areas.

Public Trust means collectively the common law public trust for commerce, navigation and fisheries and the statutory trust imposed by the Granting Act.

Real Property means land, including land under water and waterfront property; buildings, structures, fixtures, and improvements on the land; any property appurtenant to or used in connection with the land; every estate, interest, privilege, easement, franchise, and right in land, including rights-of-way, terms for years, and liens, charges, or encumbrances by way of judgment, mortgage, or otherwise and the indebtedness secured by such liens.

Recreational Facility means a use that provides social, fraternal, counseling, athletic or other recreational gathering services to the community.

Recycled Water Treatment Facility is a centralized facility for treating wastewater to be used for non-potable uses in the Project Area and that abides by odor control measures established in the Phase 2 Design for Development. Passive square footage (i.e., non-administrative office space) within such facility shall not be not included as part of or subject to square footage limitations in Section II.D.4.

Regional Retail Sales and Services means a commercial use that provides goods and/or services directly to the customer, whose primary clientele is customers who live throughout the surrounding region and may include both small and large format tenants up to 120,000 square feet. This use would include those who sell apparel, electronics, furniture, durable goods, specialty items, formula retail outlets, and other more expensive, and less frequently purchased items; beyond the surrounding neighborhood. Regional Retail sales and services can include counter and other walk-up facilities as well as adjacent outdoor activity areas accessory to such uses. Includes movie theaters and related or similar uses.

Religious Institution means a use that provides religious services to the community such as a church, temple or synagogue.

Relocation Plan means a document approved by the Agency Commission that establishes how the Agency and/or developers shall assist persons, business concerns and others displaced from the Project Area by redevelopment activities of or assisted by the Agency in finding new locations in accordance with applicable State and Federal law.

Residential Care Facility means medical use that provides lodging, board, and care for one day or more to persons in need of specialized aid by personnel licensed by the State but does not provide outpatient services.

Residential Use means a use that includes for sale and rental housing units, including Dwelling Units, Live/Work Units, and Group Housing

4444

Hunters Point Shipyard Redevelopment Plan
2018

A/73367748.3

Restaurant means a full service or self service retail facility primarily for eating use that provides ready-to-eat food to customers for consumption on or off the premises, which may or may not provide seating, and that may include service of liquor under ABC licenses [those explicitly for any alcoholic service in association with a restaurant]. Food may be cooked or otherwise prepared on the premises.

School Facilities Impact Fee means the sum payable to the San Francisco Unified School District pursuant to Government Code Section 65995.

Short-Term Rental has the meaning established in Article 41A of the Administrative Code (as it may be amended from time to time), and, subject to compliance with regulations of the City's Office of Short-Term Rentals (or its successor), is allowed within Residential Uses unless otherwise prohibited by applicable private covenants or similar restrictions.

Secondary School means a use that provides grade 9-12 education and may be either public or private.

State means the State of California.

Stormwater Best Management Practice (BMP) means constructed facilities or measures to help protect receiving water quality and control stormwater quantity, also referred to as stormwater controls.

Supportive Housing means affordable housing developments with integrated services that are not required as a condition of occupancy and that serve high needs populations including but not limited to low income senior citizens, youth transitioning out of foster care, adults with developmental disabilities, individuals and families who are homeless or at risk of homelessness, and persons with AIDS.

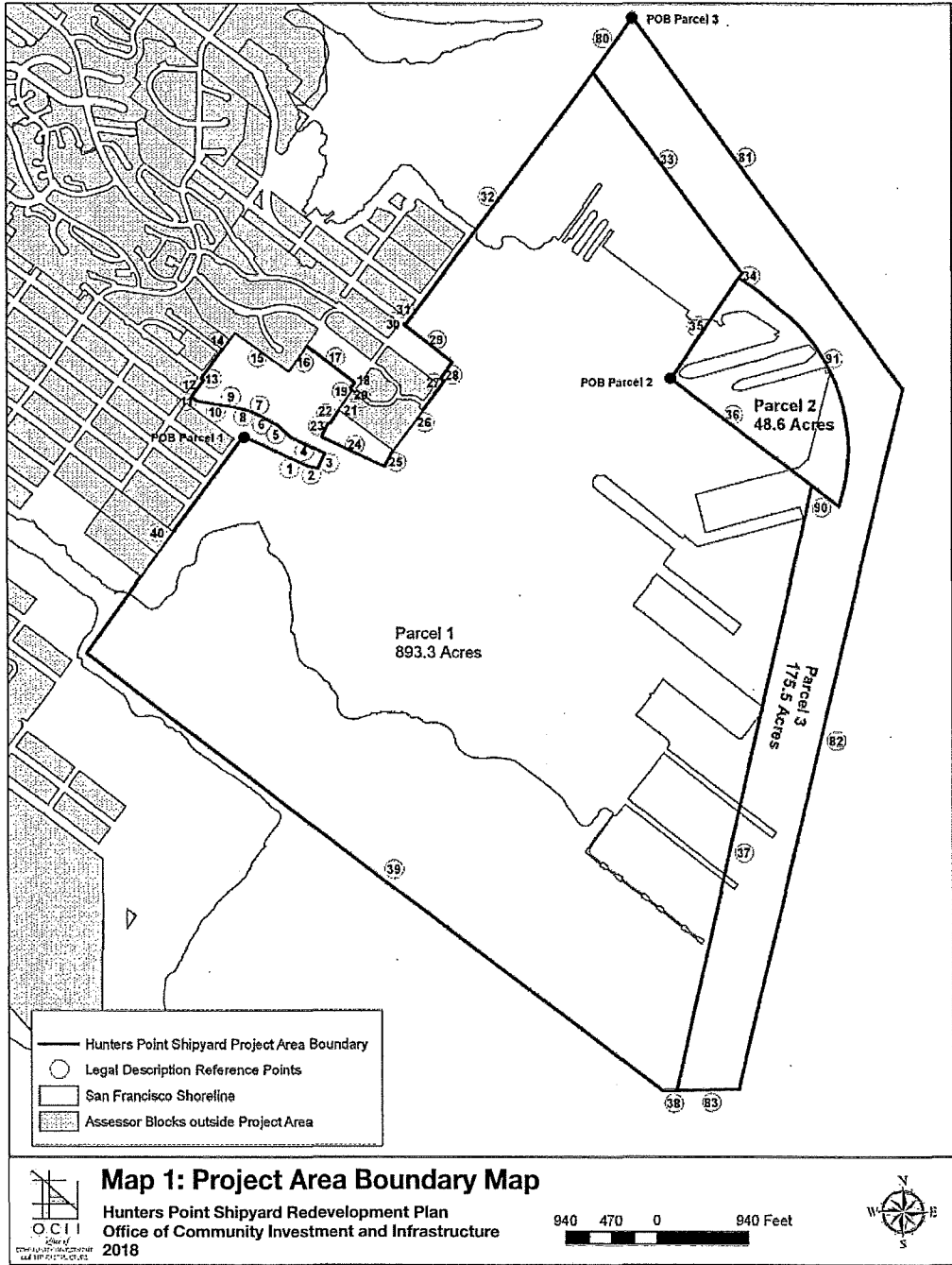
Taxing Agencies means all public entities that have the authority to tax property within the Project Area, including the State, the City, BART, San Francisco Unified School District, City College of San Francisco, Bay Area Air Quality Management District and any district or other public corporation.

Telecommunication/Fiber System means equipment for the transmission, reception or relay of analogue, digital and optical fiber signals.

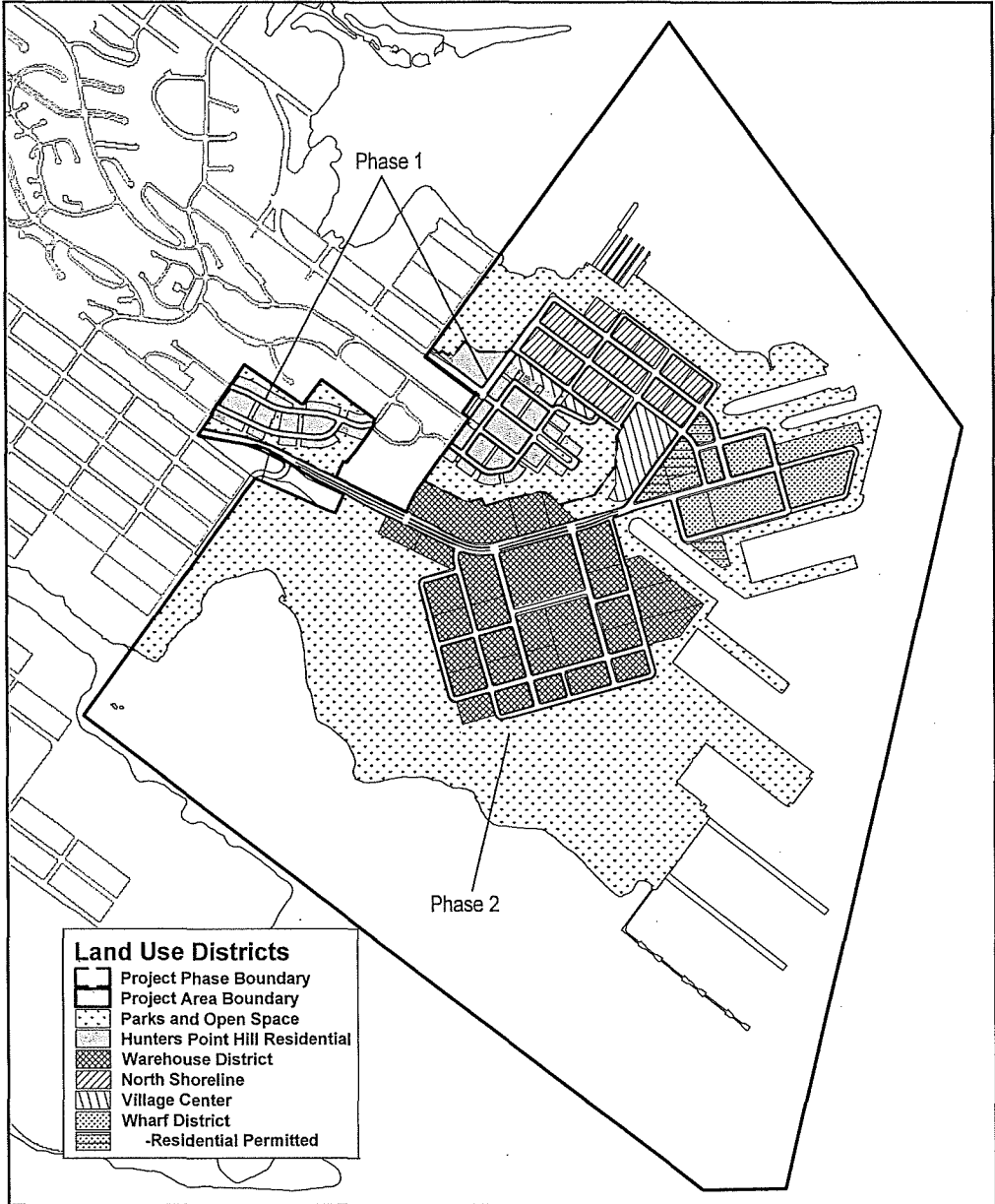
Use means the purpose for which land or a structure, or both, are designed, constructed, arranged or intended, or for which they are occupied or maintained, let or leased.

Vocational/Job Training Facility means a use that provides job training, and may also provide vocational counseling and job referrals and or office or light industrial activities for education purposes.

Replaces Map 1 in the current Plan




Replaces Map 2 in the current Plan

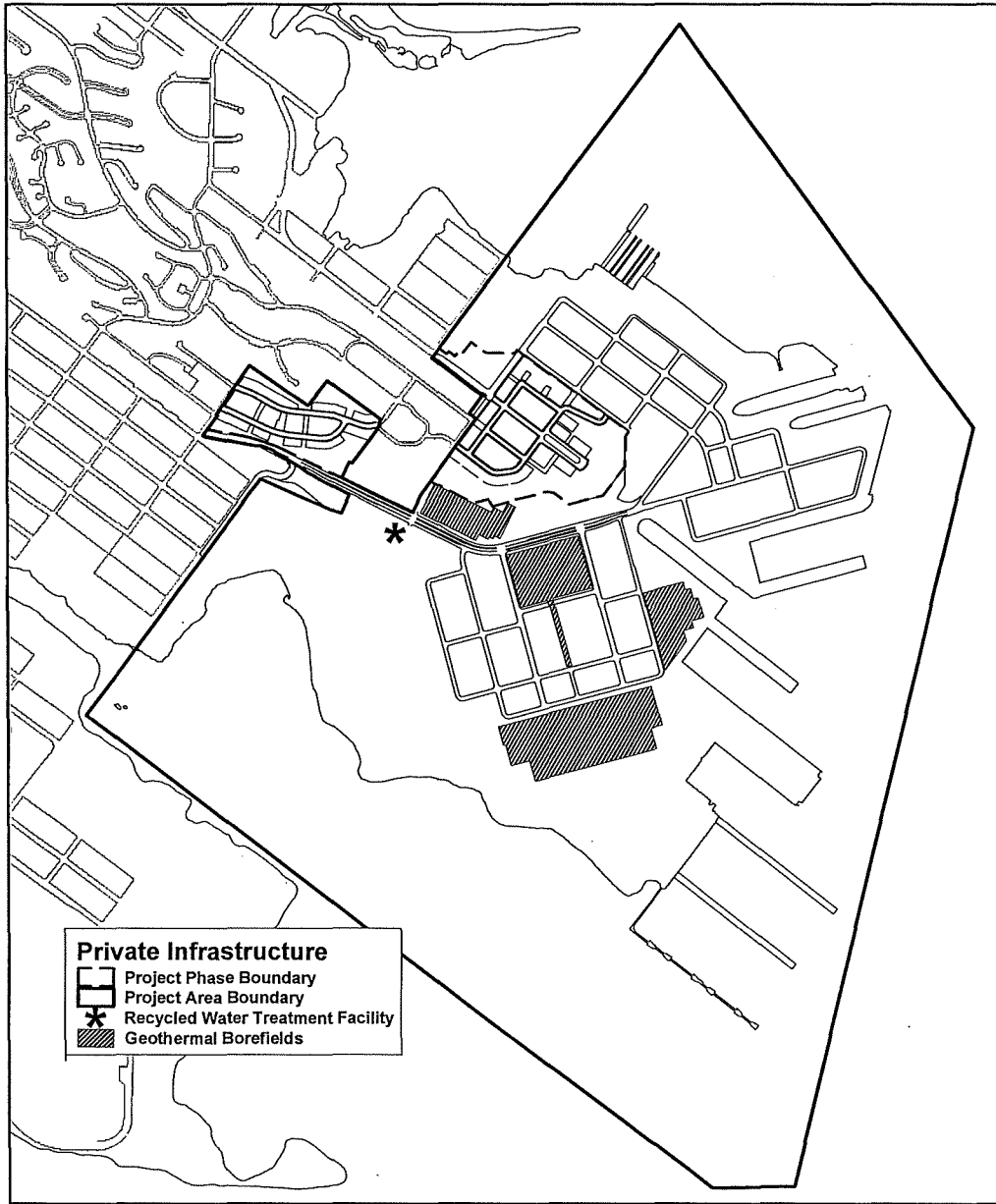


Map 2: Land Use Districts Map
Hunters Point Shipyard Redevelopment Plan
Office of Community Investment and Infrastructure
2018

1,000 500 0 1,000 Feet




Replaces Map 2A in the current Plan




Private Infrastructure

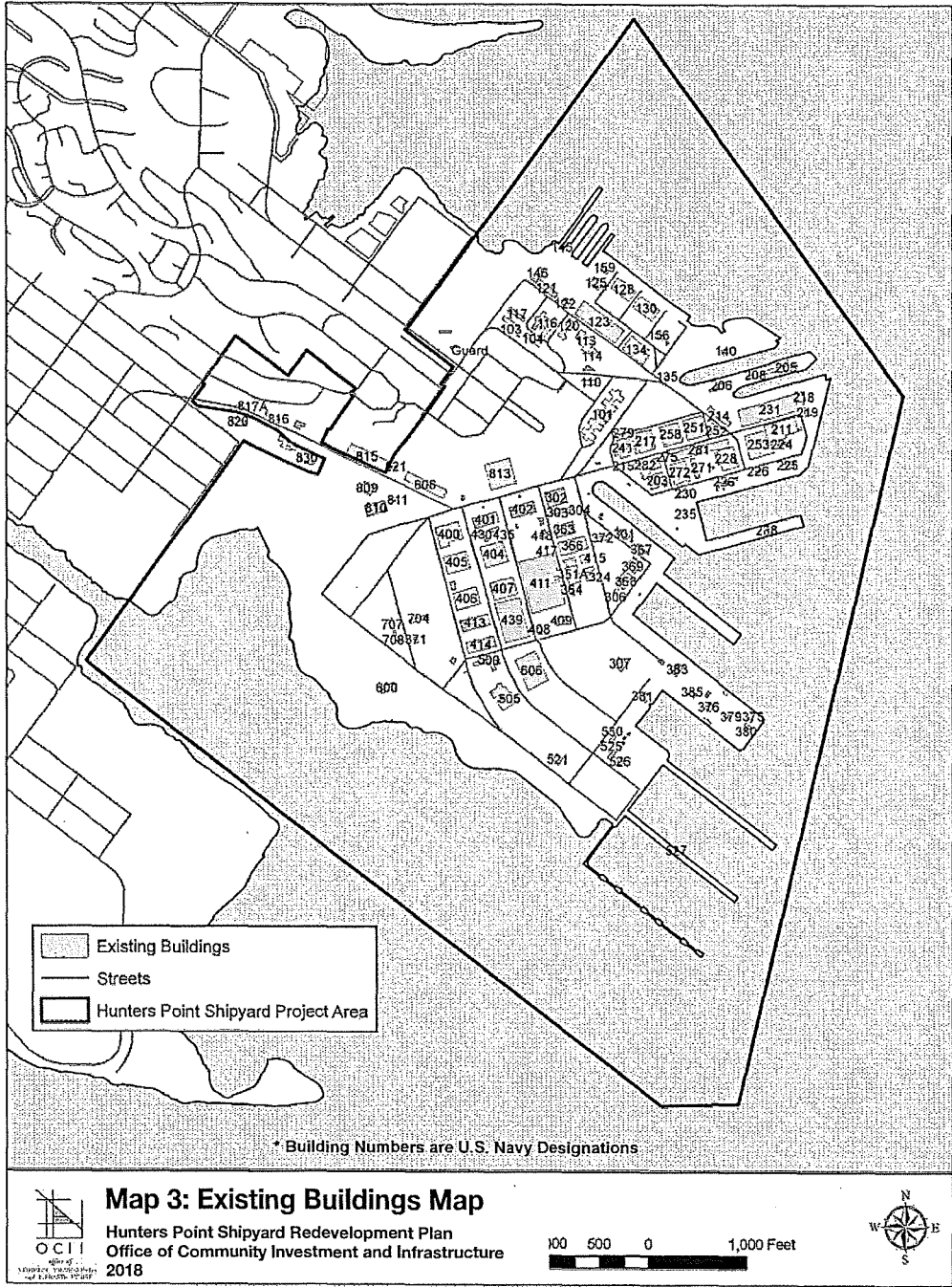
- Project Phase Boundary
- Project Area Boundary
- Recycled Water Treatment Facility
- Geothermal Borefields

 **Map 2A: Private Infrastructure**
Hunters Point Shipyard Redevelopment Plan
Office of Community Investment and Infrastructure
2018

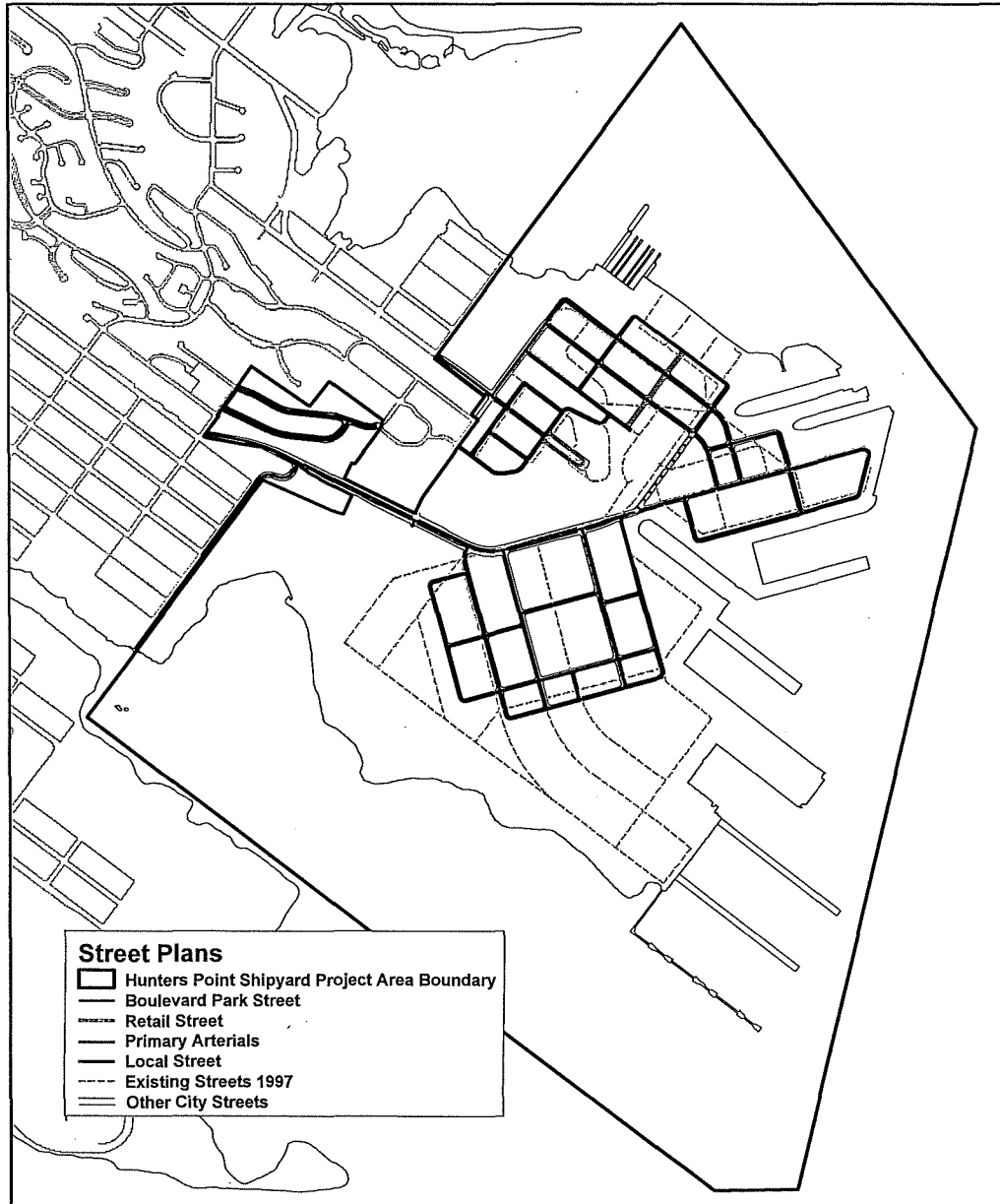
1,000' 500' 0 1,000 Feet



Replaces Map 3 in the current Plan



Replaces Map 4 in the current Plan

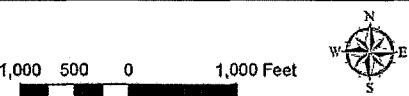


Street Plans

- Hunters Point Shipyard Project Area Boundary
- Boulevard Park Street
- - - - Retail Street
- Primary Arterials
- Local Street
- · · · Existing Streets 1997
- Other City Streets

Map 4: Street Plans
Hunters Point Shipyard Redevelopment Plan
Office of Community Investment and Infrastructure
2018

1,000 500 0 1,000 Feet



Attachment A: Legal Description of the Project Area

The area consists of real property within the City and County of San Francisco, State of California, more particularly described as follows:

PARCEL ONE

Beginning at the point of intersection of the southeasterly line of Fitch Street and the northeasterly line of Palou Avenue as said streets are shown upon the "Map of the property of the South San Francisco Homestead and Railroad Association", filed April 15, 1867, in Book 2, "A" and "B" of Maps, Page 39, in the County Recorder's Office of the City and County of San Francisco, said point having California Coordinate values: N.452,070.23 E.1,457,299.61 (Zone III); and and running thence from said Point of Beginning easterly, northerly and westerly along the following series of courses and distances:

- | | | |
|-----|---------------|---|
| #1 | S.66°24'34"E. | 774.37 feet; |
| #2 | S.74°08'24"E. | 68.77 feet; |
| #3 | N.25°47'36"E. | 177.17 feet; |
| #4 | N.65°00'41"W. | 377.67 feet; |
| #5 | N.51°35'29"W. | 202.50 feet; |
| #6 | N.65°31'39"W. | 227.49 feet; |
| #7 | N.67°43'50"W. | 60.90 feet; |
| #8 | N.69°21'07"W. | 156.62 feet; |
| #9 | N.74°41'13"W. | 78.46 feet; |
| #10 | N.79°19'57"W. | 383.85 feet to the above referenced northeasterly line of Palou Avenue; thence along said northeasterly line |
| #11 | N.53°17'47"W. | 25.88 feet to the southeasterly line of Griffith Street; thence along said southeasterly line |
| #12 | N.36°42'13"E. | 200.00 feet to the southwesterly line of Oakdale Avenue; thence along said southwesterly line |
| #13 | N.53°17'47"W. | 32.00 feet to the centerline of Griffith Street; thence along said centerline |
| #14 | N.36°42'13"E. | 600.00 feet to the centerline of McKinnon Avenue; thence along said centerline |
| #15 | S.53°17'47"E. | 664.00 feet to the centerline of Fitch Street; thence along said centerline |
| #16 | N.36°42'13"E. | 319.20 feet to the northeasterly line of LaSalle Avenue; thence along said northeasterly line |
| #17 | S.53°17'47"E. | 632.06 feet to a point in the northwesterly |
| #18 | | line of Earl Street; thence southwesterly 69.24 feet along the arc of a curve to the right whose radial bearing is N.53°17'47"W. having a radius of 105.00 feet, through a central angle of 37°47'02"; thence southeasterly along the radial bearing produced |
| #19 | S.15°30'45"E. | 50.00 feet to a point on a curve to the right |

A-1

- #20 having a radial bearing S.15°30'45"E. and having a radius of 20.00 feet, through a central angle of 48°28'07" and an arc distance of 16.92 feet, said point also being located on the centerline of Earl Street, thence along said centerline
- #21 S.36°42'13"W. 398.94 feet; thence southerly, easterly and northerly the following series of courses and distances:
- #22 N.64°12'01"W. 22.16 feet;
- #23 S.24°37'25"W. 158.00 feet;
- #24 S.64°12'01"E. 727.00 feet;
- #25 N.25°47'59"E. 174.85 feet;
- #26 N.36°42'13"E. 890.12 feet;
- #27 N.53°17'47"W. 48.00 feet;
- #28 N.36°42'13"E. 206.90 feet to the southwesterly line of Innes Avenue, thence along said southwesterly line
- #29 N.53°17'47"W. 640.93 feet to the centerline of Earl Street; thence along said centerline
- #30 N.36°42'13"E. 40.00 feet to the centerline of Innes Avenue; thence along said centerline
- #31 S.53°17'47"E. 32.00 feet to the southeasterly line of Earl Street; thence along said southeasterly line
- #32 N.36°42'13"E. 3,151.02 feet to the 1948 Bulkhead Line as shown on the map entitled "Real Estate Summary Map Navfac Drwg No. 1045757" on WestDiv, San Bruno, California; thence southeasterly along said 1948 Bulkhead Line
- #33 S.35°56'38"E. 2,533.02 feet; thence leaving said Bulkhead line
- #34 S.30°50'40"W. 50.69 feet to the most northerly point on the parcel of land described in the deed recorded in Volume 3677, Official Records of the City and County of San Francisco, at Page 349, thence southwesterly and southeasterly around said parcel of land
- #35 S.36°42'09"W. 1,179.13 feet;
- #36 S.53°17'47"E. 1,826.56 feet to the aforementioned 1948 Bulkhead Line; thence southwesterly along said 1948 Bulkhead Line
- #37 S.12°07'46"W. 6,384.03 feet to a point on the County line dividing the County of San Mateo and the County of San Francisco; thence northwesterly along said County line
- #38 N.88°54'38"W. 127.35 feet to the northeasterly line of Bancroft Avenue extended; thence along said northeasterly line extended
- #39 N.53°17'47"W. 7,483.89 feet to the southeasterly line of Fitch Street; thence along said southeasterly line
- #40 N.36°42'13"E. 2,800.00 feet to the Point of Beginning of this description.

Containing 893.3 acres of land more or less.

PARCEL TWO

(The original 48-acre more or less shipyard in the northeast corner of the Naval Base)

Beginning at a point on the northeasterly line of Evans Avenue extended, distant thereon 450 feet southeasterly from the southeasterly line of Boalt Street extended, as said streets are shown on the "map of the property of the South San Francisco Homestead and Railroad Association", filed April 15, 1867, in Book 2, "A" and "B" of maps, page 39, in the County Recorder's Office of the City and County of San Francisco; and running thence northeasterly on a line drawn parallel with said southeasterly line of Boalt Street

#35 N.36°42'09"E. 1,179.13 feet to a point on a curve to the right
#91 with a radius of 1,800 feet, whose center is a point on the northeasterly line of Galvez Avenue, distant thereon 250 feet southeasterly from the southeasterly line of Alvord Street extended, and the radial bearing to said centerpoint being S.21°45'52"W.; thence southeasterly, southerly, and southwesterly along said curve to the right with a radius of 1,800 feet through a central angle of 86°48'43", a distance of 2,727.28 feet to a point on the northeasterly line of Evans Avenue extended, said point having a radial bearing S.71°25'25"E. to the centerpoint of said curve; thence northwesterly along said line of Evans Avenue and the extension thereof the following two courses:

#90 N.53°17'47"W. 348.11 feet;
#36 N.53°17'47"W. 1,826.56 feet to the Point of Beginning

Containing 48.6 acres of land more or less.

PARCEL THREE

(The strip of underwater land lying between the Pierhead and Bulkhead lines)

Beginning at the point of intersection of the direct extension northeasterly of the southeasterly line of Earl Street as shown on the map referenced in Parcel Two above, with the United States Pierhead Line as shown on the map entitled "Hunters Point Naval Shipyard, General Development Map. Key Map No. 1174922" on file at the Department of the Navy, Western Division, in San Bruno, California; thence southeasterly and southwesterly along said Pierhead Line the following courses and distances:

#81 S.35°56'38"E. 4,619.53 feet more or less;
#82 S.13°41'06"W. 7,542.33 feet more or less to the point of intersection with the line dividing the City and County of San Francisco and San Mateo County, thence northwesterly along said boundary line
#83 N.88°54'38"W. 543.06 feet more or less to the easterly line of Parcel One above described; thence northeasterly, easterly and northwesterly along the easterly and northeasterly lines of Parcels One and Two above described to the southeasterly line of Earl Street extended, thence northeasterly along the direct extension of the southeasterly line of Earl Street

A-3

Hunters Point Shipyard Redevelopment Plan
, 2018

#80 N.36°42'13"E. 838.14 feet more or less to the Point of Beginning.

Containing 175.5 acres of land more or less.

Notes:

1. Numbers (#'s) indicate course numbers as referenced on the Hunters Point Shipyard Redevelopment Project Area Boundary Map.
2. Bearings shown above are referenced to the California Coordinate System Zone III.

Attachment B: Authorized Public Improvements

- Public open spaces including parks, plazas, habitat restoration, sports facilities and playgrounds
- Facilities in parks such as tables, waste receptacles, signage, landscaping, market stalls and maintenance facilities
- Public roadways and other walkways, roadways, lanes, and connectors
- Medians, curbs, bulb-outs and gutters
- Sidewalks, street trees, landscaping, and street furnishings
- Street, sidewalk, street lights, and park lighting
- Traffic signals, control centers, street signage, and pavement striping
- Parking meters
- Potable water distribution and fire suppression facilities
- Reclaimed water facilities and irrigation distribution
- Sanitary sewer facilities and pump stations
- Storm drains, storm water sewer, treatment and conveyance facilities
- Natural gas, electric, telephone and telecommunication facilities
- Utilities and utility relocation
- MUNI light rail/bus/transit facilities, cantenary wires, communication facilities, transit stops and markings, poles, eyebolts and substations as needed and related improvements
- Arts facilities and community centers
- Bridges, trails, and staircases
- Seawall upgrades, small boat harbor, piers, railings, and other shoreline improvements
- Retaining walls, remediation caps, and permanent grading
- Public art installations and interpretive signage
- Education and job training centers
- Libraries
- Improvements to existing roadways, streetscapes and utilities
- Improvements to historic buildings
- Police and fire stations
- School facilities
- Erosion control features
- Street, lighting, utility, and related improvements to Innes Avenue and Hunters Point Boulevard outside the Project Area
- Any public improvements to be accepted by the City or the Agency (including, without limitation, distribution pipes for recycled water facility) in connection with any private sustainability infrastructure such as recycled water facilities, solar energy facilities, geothermal heating and cooling systems, and decentralized stormwater facilities.
- Additional temporary, interim and/or permanent facilities and improvements to the foregoing

Attachment C: Planning Code Section 314

SEC. 314. - CHILD-CARE REQUIREMENTS FOR OFFICE AND HOTEL DEVELOPMENT PROJECTS.

When the words "this Section" appear in Sections 314.1 through 314.8, they shall be construed to mean "Sections 314.1 through 314.8."

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86)

SEC. 314.1. - DEFINITIONS.

The following definitions shall govern interpretation of this Section:

- (a) "Child-care facility" shall mean a child day-care facility as defined in California Health and Safety Code Section 1596.750.

- (b) "Child care provider" shall mean a provider as defined in California Health and Safety Code Section 1596.791.

- (c) "Commission" shall mean the City Planning Commission.

- (d) "DBI" shall mean the Department of Building Inspection.

- (e) "Department" shall mean the Department of City Planning.

- (f) "First certificate of occupancy" shall mean either a temporary certificate of occupancy or a Certificate of Final Completion and Occupancy, as defined in San Francisco Building Code Section 109, whichever is issued first.

- (g) "Hotel" shall mean a building containing six or more guest rooms as defined in San Francisco Housing Code Section 401 intended or designed to be used, or which are used, rented, or hired out to be occupied, or which are occupied for sleeping purposes and dwelling purposes by guests, whether rent is paid in money, goods, or services, including motels as defined in San Francisco Housing Code Section 401.

- (h) "Hotel use" shall mean space within a structure or portion thereof intended or primarily suitable for the operation of a hotel, including all office and other uses accessory to the renting of guest rooms, but excluding retail uses and office uses not accessory to the hotel use.

- (i) "Household of low income" shall mean a household composed of one or more persons with a combined annual net income for all adult members which does not exceed the

qualifying limit for a lower-income family of a size equivalent to the number of persons residing in such household, as set forth for the County of San Francisco in California Administrative Code Section 6932.

(j) "Household of moderate income" shall mean a household composed of one or more persons with a combined annual net income for all adult members which does not exceed the qualifying limit for a median-income family of a size equivalent to the number of persons residing in such household, as set forth for the County of San Francisco in California Administrative Code Section 6932.

(k) "Licensed child-care facility" shall mean a child-care facility which has been issued a valid license by the California Department of Social Services pursuant to California Health and Safety Code Sections 1596.80—1596.875, 1596.95—1597.09, or 1597.30—1597.61.

(l) "Net addition of gross square feet of hotel space" shall mean gross floor area as defined in Planning Code Section 102.9 to be occupied by, or primarily serving, hotel use, less the gross floor area in any structure demolished or rehabilitated as part of the proposed hotel development project space used primarily and continuously for office or hotel use and not accessory to any use other than office or hotel use for five years prior to Planning Commission approval of the hotel development project subject to this Section, or for the life of the structure demolished or rehabilitated, whichever is shorter.

(m) "Net addition of gross square feet of office space" shall mean gross floor area as defined in Planning Code Section 102.9 to be occupied by, or primarily serving, office use, less the gross floor area in any structure demolished or rehabilitated as part of the proposed office development project space used primarily and continuously for office or hotel use and not accessory to any use other than office or hotel use for five years prior to Planning Commission approval of the office development project subject to this Section, or for the life of the structure demolished or rehabilitated, whichever is shorter.

(n) "Nonprofit child-care provider" shall mean a child-care provider that is an organization organized and operated for nonprofit purposes within the provisions of California Revenue and Taxation Code Sections 23701—23710, inclusive, as demonstrated by a written determination from the California Franchise Tax Board exempting the organization from taxes under Revenue and Taxation Code Section 23701.

(o) "Nonprofit organization" shall mean an organization organized and operated for nonprofit purposes within the provisions of California Revenue and Taxation Code Sections 23701—23710, inclusive, as demonstrated by a written determination from the California Franchise Tax Board exempting the organization from taxes under Revenue and Taxation Code Section 23701.

(p) "Office development project" shall mean any new construction, addition, extension, conversion or enlargement, or combination thereof, of an existing structure which includes any gross square feet of office space.

(q) "Office use" shall mean space within a structure or portion thereof intended or primarily suitable for occupancy by persons or entities which perform, provide for their own benefit, or provide to others at that location services including, but not limited to, the following: Professional, banking, insurance, management, consulting, technical, sales and design, or the office functions of manufacturing and warehousing businesses, but excluding retail uses; repair; any business characterized by the physical transfer of tangible goods to customers on the premises; wholesale shipping, receiving and storage; design showcases or any other space intended and primarily suitable for display of goods; and child-care facilities. This definition shall include all uses encompassed within the meaning of Planning Code Section 219.

(r) "Retail use" shall mean space within any structure or portion thereof intended or primarily suitable for occupancy by persons or entities which supply commodities to customers on the premises including, but not limited to, stores, shops, restaurants, bars, eating and drinking businesses, and the uses defined in Planning Code Sections 218 and 220 through 225, and also including all space accessory to such retail use.

(s) "Sponsor" shall mean an applicant seeking approval for construction of an office or hotel development project subject to this Section and such applicant's successors and assigns.

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86; Ord. 22-00, File No. 991877, App. 2/18/2000; Ord. 76-03, File No. 020592, App. 5/2/2003)

SEC. 314.2. - FINDINGS.

The Board hereby finds and declares as follows:

Large-scale office and hotel developments in the City and County of San Francisco (hereinafter "City") have attracted and continue to attract additional employees to the City, and there is a causal connection between such developments and the need for additional child-care facilities in the City, particularly child-care facilities affordable to households of low and moderate income.

Office and hotel uses in the City are benefitted by the availability of child care for persons employed in such offices and hotels close to their place of employment. However, the supply of child care in the City has not kept pace with the demand for child care created by these new employees. Due to this shortage of child care, employers will have difficulty in securing a labor force, and employees unable to find accessible and affordable quality child care will be forced either to work where such services are available outside of San

Francisco, or leave the work force entirely, in some cases seeking public assistance to support their children. In either case, there will be a detrimental effect on San Francisco's economy and its quality of life.

Projections from the EIR for the Downtown Plan indicate that between 1984 and 2000 there will be a significant increase of nearly 100,000 jobs in the C-3 District under the Downtown Plan. Most of that employment growth will occur in office and hotel work, which consist of a predominantly female work force.

According to the survey conducted of C-3 District workers in 1981, 65 percent of the work force was between the ages of 25—44. These are the prime childbearing years for women, and the prime fathering years for men. The survey also indicated that only 12 percent of the C-3 District jobs were part-time, leaving up to 88 percent of the positions occupied by full-time workers. All of these factors point to the inevitable increase in the number of working parents in the C-3 District and the concomitant increase in need for accessible, quality child-care.

Presently, there exists a scarcity of child care in the C-3 District and citywide for all income groups, but the scarcity is more acutely felt by households of low and moderate income. Hearings held on April 25, 1985 before the Human Services Committee of the San Francisco Board of Supervisors documented the scarcity of child care available in the C-3 District, the impediments to child-care program startup and expansion, the increase in the numbers of children needing care, and the acute shortage of supply throughout the Bay Area. The Board of Supervisors also takes legislative notice of the existing and projected shortage of child-care services in the City as documented by the Child-Care Information Kit prepared by the California Child-Care Resources and Referral Network located in San Francisco.

The scarcity of child care in the City is due in great part to large office and hotel development, both within the C-3 District and elsewhere in the City, which has attracted and will continue to attract additional employees and residents to the City. Some of the employees attracted to large office and hotel developments are competing with present residents for the few openings in child-care programs available in the City. Competition for child care generates the greatest pressure on households of low and moderate income. At the same time that large office and hotel development is generating an increased demand for child care, it is improbable that factors inhibiting increased supply of child care will be mitigated by the marketplace; hence, the supply of child care will become increasingly scarce.

The Master Plan encourages "continued growth of prime downtown office activities so long as undesirable consequences of such growth can be avoided" and requires that there be the provision of "adequate amenities for those who live, work and use downtown." In light of these provisions, the City should impose requirements on developers of office and hotel projects designed to mitigate the adverse effects of the expanded employment facilitated by such projects. To that end, the City Planning Commission is authorized to promote affirmatively the policies of the San Francisco Master Plan through the imposition

of special child-care development or assessment requirements. It is desirable to impose the costs of the increased burden of providing child care necessitated by such office and hotel development projects directly upon the sponsors of new development generating the need. This is to be done through a requirement that the sponsor construct child-care facilities or pay a fee into a fund used to foster the expansion of and to ease access to affordable child care as a condition of the privilege of development.

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86)

SEC. 314.3. - APPLICATION.

(a) This Section shall apply to office and hotel development projects proposing the net addition of 50,000 or more gross square feet of office or hotel space.

(b) This Section shall not apply to:

(1) Any development project other than an office or hotel development project, including that portion of an office or hotel development project consisting of a retail use;

(2) That portion of an office or hotel development project located on property owned by the United States or any of its agencies;

(3) That portion of an office or hotel development project located on property owned by the State of California or any of its agencies, with the exception of such property not used exclusively for a governmental purpose;

(4) That portion of an office or hotel development project located on property under the jurisdiction of the Port of San Francisco or the San Francisco Redevelopment Agency where the application of this Section is prohibited by State or local law; and

(5) Any office or hotel development project approved by the Planning Commission prior to the effective date of this Section.

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86)

SEC. 314.4. - IMPOSITION OF CHILD CARE REQUIREMENT.

(a) (1) The Department or the Commission shall impose conditions on the approval of building or site permit applications for office or hotel development projects covered by this Section in order to mitigate the impact on the availability of child-care facilities which will be caused by the employees attracted to the proposed development project. The conditions shall require that the sponsor

construct or provide a child-care facility on or near the site of the development project, either singly or in conjunction with the sponsors of other office or hotel development projects, or arrange with a nonprofit organization to provide a child-care facility at a location within the City, or pay an in-lieu fee to the City Treasurer which shall thereafter be used exclusively to foster the expansion of and ease access to child-care facilities affordable to households of low or moderate income.

(2) Prior to either the Department's or the Commission's approval of a building or site permit for a development project subject to this Section, the Department shall issue a notice complying with Planning Code Section 306.3 setting forth its initial determination of the net addition of gross square feet of office or hotel space subject to this Section.

(3) Any person may appeal the initial determination by delivering an appeal in writing to the Department within 15 days of such notice. If the initial determination is not appealed within the time allotted, the initial determination shall become a final determination. If the initial determination is appealed, the Commission shall schedule a public hearing prior to the approval of the development project by the Commission or the Department to determine the net addition of gross square feet of office or hotel space subject to this Section. The public hearing may be scheduled separately or simultaneously with a hearing under City Planning Code Sections 139, 306.2, 309(h), 313.4, 315.3 or a Discretionary Review hearing under San Francisco Business and Tax Regulations Code Section 26. The Commission shall make a final determination of the net addition of gross square feet at the hearing.

(4) The final determination of the net addition of gross square feet of office or hotel space subject to this Section shall be set forth in the conditions of approval relating to the child-care requirement in any building or site permit application approved by the Department or the Commission. The Department shall notify the Treasurer of the final determination of the net addition of gross square feet of office or hotel space subject to this ordinance within 30 days of the date of the final determination. The Department shall notify the Treasurer and DBI that the development project is subject to this Section prior to the time the Department or the Commission approves the permit application.

(b) (1) The sponsor of a development project subject to this (1) Section may elect to provide a child-care facility on the premises of the development project for the life of the project to meet the requirements of this Section. The sponsor shall, prior to the issuance of the first certificate of occupancy by DBI for the development project, provide proof to the Treasurer and the Department that:

(A) A space on the premises of the development project has been provided to a nonprofit child-care provider without charge for rent,

utilities, property taxes, building services, repairs, or any other charges of any nature, as evidenced by a lease and an operating agreement between the sponsor and the provider with minimum terms of three years;

(B) The child-care facility is a licensed child-care facility;

(C) The child-care facility has a minimum gross floor area of 3,000 square feet or an area determined according to the following formula, whichever is greater:

<i>Net add. gross sq. ft. off. or hotel space</i>	<i>X .01 =</i>	<i>sq. ft. of child-care facility</i>
---	----------------	---------------------------------------

In the event that the net addition of gross square feet of office or hotel of the development project is less than 300,000 square feet, the child-care facility may have a minimum gross floor area of 2,000 square feet or the area determined according to the above formula, whichever is greater; and

(D) A notice of special restriction has been recorded stating that the development project is subject to this Section and is in compliance herewith by providing a child-care facility on the premises.

(2) The sponsor of a development project subject to this Section in conjunction with the sponsors of one or more other development projects subject to this Section located within ½ mile of one another may elect to provide a single child-care facility on the premises of one of their development projects for the life of the project to meet the requirements of this Section. The sponsors shall, prior to the issuance of the first certificate of occupancy by DBI for any one of the development projects complying with this part, provide proof to the Treasurer and the Planning Department that:

(A) A space on the premises of one of their development projects has been provided to a nonprofit child-care provider without charge for rent, utilities, property taxes, building services, repairs, or any other charges of any nature, as evidenced by a lease and an operating agreement between the sponsor in whose project the facility will be located and the provider with minimum terms of three years;

(B) The child-care facility is a licensed child-care facility;

(C) The child-care facility has a minimum gross floor area of 3,000 square feet or an area determined according to the following formula, whichever is greater:

<i>Combined net add. gross sq. ft. office or hotel space of all participating dev. projects</i>	<i>X.01</i> =	<i>sq. ft. of child-care facility</i>
---	------------------	---------------------------------------

In the event that the net addition of gross square feet of office or hotel space of all participating projects is less than 300,000 square feet, the child-care facility may have a minimum gross floor area of 2,000 square feet or the area determined according to the above formula, whichever is greater; and

(D) A written agreement binding each of the participating project sponsors guaranteeing that the child-care facility will be provided for the life of the development project in which it is located, or for as long as there is a demonstrated demand, as determined under Subsection (h) of this Section 314.4, has been executed and recorded in the chain of title of each participating building.

(3) The sponsor of a development project subject to this Section, either singly or in conjunction with the sponsors of one or more other development projects subject to this Section located within ½ mile of one another, may elect to provide a single child-care facility to be located within one mile of the development project(s) to meet the requirements of this Section. Subject to the discretion of the Department, the child-care facility shall be located so that it is reasonably accessible to public transportation or transportation provided by the sponsor(s). The sponsor(s) shall, prior to the issuance of the first certificate of occupancy by DBI for any development project complying with this part, provide proof to the Treasurer and the Planning Department that:

(A) A space has been provided to a nonprofit child-care provider without charge for rent, utilities, property taxes, building services, repairs, or any other charges of any nature, as evidenced by a lease or sublease and an operating agreement between the sponsor(s) and the provider with minimum terms of three years;

(B) The child-care facility is a licensed child-care facility;

(C) The child-care facility has a minimum gross floor area of 3,000 square feet or an area determined according to the following formula, whichever is greater:

<i>Combined net add. gross sq. ft. office or hotel space of all participating dev. projects</i>	<i>x .01</i> =	<i>sq. ft. of child-care facility</i>
---	-------------------	---------------------------------------

In the event that the net addition of gross square feet of office or hotel space of all participating projects is less than 300,000 square feet, the child-care facility may have a

minimum gross floor area of 2,000 square feet or the area determined according to the above formula, whichever is greater; and

(D) A written agreement binding each of the participating project sponsors, with a term of 20 years from the date of issuance of the first certificate of occupancy for any development project complying with this part, guaranteeing that a child-care facility will be leased or subleased to one or more nonprofit child-care providers for as long as there is a demonstrated demand under Subsection (h) of this Section 314.4 has been executed and recorded in the chain of title of each participating building.

(4) The sponsor of a development project subject to this Section may elect to pay a fee in lieu of providing a child-care facility. The fee shall be computed as follows:

<i>Net add. gross sq. ft. office or hotel space</i>	<i>X \$1.00 = Total Fee</i>
---	-----------------------------

Upon payment of the fee in full to the Treasurer and upon request of the sponsor, the Treasurer shall issue a certification that the fee has been paid. The sponsor shall present such certification to the Department prior to the issuance by DBI of the first certificate of occupancy for the development project.

(5) The sponsor of a development project subject to this Section may elect to satisfy its child-care requirement by combining payment of an in-lieu fee to the Child Care Capital Fund with construction of a child-care facility on the premises or providing child-care facilities near the premises, either singly or in conjunction with other sponsors. The child-care facility to be constructed on-site or provided near-site under this election shall be subject to all of the requirements of whichever of Parts (b)(1), (2) and (3) of this Section 314.4 is applicable, and shall have a minimum floor area of 3,000 gross square feet. If the net addition of gross square feet of office or hotel space of all participating projects is less than 300,000 square feet, the minimum gross floor area of the facility shall be 2,000 square feet. The in-lieu fee to be paid under this election shall be subject to all of the requirements of Part (b)(4) of this Section 314.4 and shall be determined by the Commission according to the following formula:

<i>Net. add. gross sq. ft. space - subject project</i>	<i>/</i>	<i>Net. add. gross sq. ft. space subject project Net. add. gross sq. ft. space all participating projects</i>	<i>X</i>	<i>Sq. ft. child- care facility</i>	<i>X100</i>	<i>X\$1.00</i>	<i>/</i>	<i>=</i>	<i>Total Fee for Subject Project</i>
--	----------	---	----------	---	-------------	----------------	----------	----------	--

(6) The sponsor of a development project subject to this Section may elect to satisfy its child-care requirement by entering into an arrangement pursuant to which a

nonprofit organization will provide a child-care facility at a site within the City. The sponsor shall, prior to the issuance of the first certificate of occupancy by the Director of the Department of Building Inspection for the development project, provide proof to the Director of Planning that:

(A) A space for a child-care facility has been provided by the nonprofit organization, either for its own use if the organization will provide child-care services, or to a nonprofit child-care provider without charge for rent, utilities, property taxes, building services, repairs, or any other charges of any nature, as evidenced by a lease or sublease and an operating agreement between the nonprofit organization and the provider with minimum terms of three years;

(B) The child-care facility is a licensed child-care facility;

(C) The child-care facility has a minimum gross floor area of 3,000 square feet or an area determined according to the following formula, whichever is greater:

<i>Net add. gross sq. ft. office or hotel space</i>	<i>X .01 =</i>	<i>sq. ft. of child- care facility</i>
---	----------------	--

In the event that the net addition of gross square feet of office or hotel space is less than 300,000 square feet, the child-care facility may have a minimum gross floor of 2,000 square feet or the area determined according to the above formula, whichever is greater;

(D) The nonprofit organization has executed and recorded a binding written agreement, with a term of 20 years from the date of issuance of the first certificate of occupancy for the development project, pursuant to which the nonprofit organization guarantees that it will operate a child-care facility or it will lease or sublease a child-care facility to one or more nonprofit child-care providers for as long as there is a demonstrated need under Subsection (h) of this Section 314.4, and that it will comply with all of the requirements imposed on the nonprofit organization under this Paragraph (b)(6) and imposed on a sponsor under Subsections (g), (h) and (i) of Section 314.4.

(E) To support the provision of a child-care facility in accordance with the foregoing requirements, the sponsor has paid to the nonprofit organization a sum which equals or exceeds the amount of the in-lieu fee which would have been applicable to the project under Section 314.4(b)(4).

(F) The Department of Children, Youth and Their Families has determined that the proposed child-care facility will help meet the needs identified in the San Francisco Child Care Needs Assessment

and will be consistent with the City Wide Child Care Plan; provided, however, that this Paragraph (F) shall not apply to any office or hotel development project approved by the Planning Commission prior to December 31, 1999.

Upon compliance with the requirements of this Part, the nonprofit organization shall enjoy all of the rights and be subject to all of the obligations of the sponsor, and the sponsor shall have no further rights or obligations under this Section.

(c) The Director of the Department of Building Inspections shall provide notice in writing to the Director of Planning at least five business days prior to issuing the first certificate of occupancy for any development project subject to this Section. If the Director of Planning notifies the Director of the Department of Building Inspections within such time that the sponsor has not complied with the provisions of this Section, the Director of the Department of Building Inspections shall deny any and all certificates of occupancy. If the Director of Planning notifies the Director of the Department of Building Inspections that the sponsor has complied with this Section or fails to respond within five business days, a certificate of occupancy shall not be disapproved pursuant to this Section. Any failure of the Director of the Department of Building Inspections or the Director of Planning to give any notice under this Subsection shall not relieve a sponsor from compliance with this Section.

(d) In the event that the Department or the Commission takes action affecting any development project subject to this Section and such action is thereafter modified, superseded, vacated, or reversed by the Department or the Commission, Board of Appeals, the Board of Supervisors, or by court action, the permit application for such office development project shall be remanded to the Department or Commission within 60 days following the date on which such action is final to determine whether the proposed project has been changed in a manner which affects the area of the child-care facility or the amount of the in-lieu fee to be provided under this Section 314.4 and, if so, the Department or the Commission shall revise the child-care requirement imposed on the permit application in compliance with this Section, and shall promptly notify the Treasurer and DBI of that revision.

(e) The sponsor shall supply all information to the Treasurer, the Department, and the Commission necessary to make a determination as to the applicability of this Section and the number of gross square feet of office or hotel space subject to this Section.

(f) Within nine months of the effective date of this Section, the Commission shall, after public notice and a hearing pursuant to Charter Section 4.104, adopt rules and regulations by which compliance with this Subsection shall be determined.

(g) In the event that a sponsor elects to satisfy its child-care requirement under Section 314(b)(1), (2), (3) or (5) by providing an on-site or near-site child-care facility, the sponsor shall submit a report to the Department in January of each year for the life of the child-care facility. The report shall have attached thereto a copy of the license issued by the California Department of Social Services permitting operation of the child-care facility, and shall state:

- (1) The address of the child-care facility;
- (2) The name and address of the child-care provider operating the facility;
- (3) The size of the center in terms of floor area;
- (4) The capacity of the child-care facility in terms of the maximum number of children for which the facility is authorized to care under the license;
- (5) The number and ages of children cared for at the facility during the previous year; and
- (6) The fees charged parents for use of the facility during the previous year.

(h) In the event that a sponsor elects to satisfy its child-care requirement under Paragraphs 314.4 (b)(1), (2), (3) or (5) by providing an on-site or near-site child-care facility, or under Paragraph 314.4(b)(6) by agreement with a non-profit organization, the sponsor, or in the case of a facility created pursuant to Paragraph 314.4(b)(6) the non-profit organization, may apply to the Department to eliminate the facility or to reduce the floor area of the facility in any amount, providing, however, that the gross floor area of a reduced facility is at least 2,000 square feet. The Department shall schedule a public hearing on any such application before the Commission and provide notice pursuant to City Planning Code Section 306.3(a) at least two months prior to the hearing. The application may be granted only where the sponsor has demonstrated that there is insufficient demand for the amount of floor area then devoted to the on-site or near-site child-care facility. The actual reduction in floor area or elimination of the child-care facility shall not be permitted in any case until six months after the application is granted. Such application may be made only five years or more after the issuance of the first certificate of occupancy for the project. Prior to the reduction in floor area or elimination of the child care facility, the sponsor shall pay an in-lieu fee to the City's Treasurer to be computed as follows:

(20 - No. of years since issuance of first <u>certificate of occupancy</u>) 20	X	Net reduction gross sq. ft. child-care facility	=\$100X	Total Fee
--	---	--	---------	-----------

Upon payment of the fee in full to the Treasurer and upon request of the sponsor, the Treasurer shall issue a certification that the fee has been paid. The sponsor shall present such certification to the Director prior to the reduction in the floor area or elimination of the child care facility.

(i) The child care provider operating any child care facility pursuant to Sections 314.4(b)(1), (2), (3) or (5) shall reserve at least 10 percent of the maximum capacity of the child care facility as determined by the license for the facility issued by the California Department of Social Services to be affordable to children of households of low income. The Department shall adopt rules and regulations to determine the rates to be charged to such households at the same time and following the procedures for the adoption of rules and regulations under Section 314.5.

(j) The fee required by this ordinance is due and payable to the Treasurer prior to issuance of the first certificate of occupancy for the office development project. Except in the case of a reduction in space of the child care facility pursuant to Subsection (h), if the fee remains unpaid following issuance of the certificate, any amount due shall accrue interest at the rate of one and one-half percent per month, or fraction thereof, from the date of issuance of the certificate until the date of final payment. Where the amount due is as a result of a reduction in space of the child care facility pursuant to subsection (h), such interest shall accrue from the date on which the available space is reduced until the date of final payment.

(k) In the event that a development project for which an in-lieu fee imposed under this Section has been fully paid is demolished or converted to a use or uses not subject to this ordinance prior to the expiration of its estimated useful life, the City shall refund to the sponsor a portion of the amount of an in-lieu fee paid. The portion of the fee refunded shall be determined on a pro rata basis according to the ratio of the remaining useful life of the project at the time of demolition or conversion in relation to its total useful life. For purposes of this ordinance, the useful life of a development project shall be 50 years.

(l) A sponsor's failure to pay the fee imposed pursuant to (1) this Section shall constitute cause for the City to record a lien against the development project in the sum of the in-lieu fee required under this ordinance, as adjusted under this Section.

(2) If, for any reason, the fee imposed pursuant to this ordinance remains unpaid following issuance of the certificate, the Treasurer shall initiate proceedings in accordance with the procedures set forth in Article XX of Chapter 10, of the San Francisco Administrative Code to make the entire unpaid balance of the fee, including interest, a lien against all parcels used for the development project. The Treasurer shall send all notices required by that Article to the owner of the property as well as the sponsor. The Treasurer shall also prepare a preliminary report notifying the sponsor of a hearing to confirm such report by the Board of Supervisors at least 10 days before the date of the hearing. The report to the sponsor shall contain the sponsor's name, a description of the sponsor's development project, a description of the parcels of real property to be encumbered as set forth in the Assessor's Map Books for the current year, a description of the alleged violation of this ordinance,

and shall fix a time, date, and place for hearing. The Treasurer shall cause this report to be mailed to the sponsor and each owner of record of the parcels of real property subject to lien. Except for the release of lien recording fee authorized by Administrative Code Section 10.237, all sums collected by the Tax Collector pursuant to this ordinance shall be held in trust by the Treasurer and deposited in the Child Care Capital Fund established in Section 314.5.

(3) Any notice required to be given to a sponsor or owner shall be sufficiently given or served upon the sponsor or owner for all purposes hereunder if personally served upon the sponsor or owner or if deposited, postage prepaid, in a post office letterbox addressed in the name of the sponsor or owner at the official address of the sponsor or owner maintained by the Tax Collector for the mailing of tax bills or, if no such address is available, to the sponsor at the address of the development project, and to the applicant for the site or building permit at the address on the permit application.

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86; Ord. 409-87, App. 10/9/87; Ord. 22-00, File No. 991877, App. 2/18/2000; Ord. 76-03, File No. 020592, App. 5/2/2003)

SEC. 314.5. - CHILD CARE CAPITAL FUND.

There is hereby established a separate fund set aside for a special purpose called the Child Care Capital Fund ("Fund"). All monies contributed pursuant to the provisions of this Section, and all other monies from the City's General Fund or from contributions from third parties designated for the fund shall be deposited in the fund. For a period of three years from the date of final adoption of this ordinance, no more than 25 percent of the money deposited in the fund shall be paid to providers operating child care facilities subject to Sections 314.4(b)(1), (2), (3) and (5) to reduce the cost of providing affordable child care services to children from households of low income as required in Section 314.4(i). The remaining monies deposited in the fund during such three-year period, and all monies in the fund following expiration of such three-year period, shall be used solely to increase and/or improve the supply of child care facilities affordable to households of low and moderate income; except that monies from the fund shall be used by the Director to fund in a timely manner a nexus study to demonstrate the relationship between commercial development projects and child care demand as described in San Francisco Planning Code Section 314.4. In the event that no child care facility is in operation under Sections 314.4(b)(1), (2), (3) or (5) during such three-year period, the maximum of 25 percent of the fund reserved for households of low income shall be spent solely to increase and/or improve the supply of child care facilities affordable to households of low and moderate income. The fund shall be administered by the Director, who shall adopt rules and regulations governing the disposition of the fund which are consistent with this Section.

Such rules and regulations shall be subject to approval by resolution of the Board of Supervisors.

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86; Ord. 409-87, App. 10/9/87; Ord. 263-98, App. 8/21/98; Ord. 76-03, File No. 020592, App. 5/2/2003)

SEC. 314.6. - PARTIAL INVALIDITY AND SEVERABILITY.

If any provision of this Section, or its application to any development project or to any geographical area of the City, is held invalid, the remainder of the Section, or the application of such provision to other office or hotel development projects or to any other geographical areas of the City, shall not be affected thereby.

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86)

SEC. 314.7. - ANNUAL EVALUATION.

Commencing one year after the effective date of this Section and each year thereafter, the Director shall report to the Commission at a public hearing and to the Planning, Housing and Development Committee of the Board of Supervisors at a separate public hearing, on the status of compliance with this Section and the efficacy of this Section in mitigating the City's shortage of child care facilities generated by the office and hotel development projects subject to this Section. Five years after the effective date of this Section, the Commission shall review the formulae set forth in Section 314.4. In such report, the Director shall recommend any changes in the formulae.

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86)

SEC. 314.8. - DECREASE IN CHILD CARE FORMULAE AFTER STUDY.

If the Commission determines after review of an empirical study that the formulae set forth in Section 314.4 impose a greater requirement for child care facilities than is necessary to provide child care for the number of employees attracted to office and hotel development projects subject to this Section, the Commission shall, within three years of making such determination, refund that portion of any fee paid or permit a reduction of the space dedicated for child care by a sponsor consistent with the conclusions of such study. The Commission shall adjust any sponsor's requirement and the formulae set forth in Section 314.4 so that the amount of the exaction is set at the level necessary to provide child care for the employees attracted to office and hotel development projects subject to this Section.

(Added by Ord. 411-85, App. 9/6/85; amended by Ord. 441-86, App. 11/13/86)

Attachment D: Planning Code Section 295

SEC. 295 — HEIGHT RESTRICTIONS ON STRUCTURES SHADOWING PROPERTY UNDER THE JURISDICTION OF THE RECREATION AND PARK COMMISSION.

(a) No building permit authorizing the construction of any structure that will cast any shade or shadow upon any property under the jurisdiction of, or designated for acquisition by, the Recreation and Park Commission may be issued except upon prior action of the City Planning Commission pursuant to the provisions of this Section; provided, however, that the provisions of this Section shall not apply to building permits authorizing:

(1) Structures which do not exceed 40 feet in height;

(2) Structures which cast a shade or shadow upon property under the jurisdiction of, or designated for acquisition by, the Recreation and Park Commission only during the first hour after sunrise and/or the last hour before sunset;

(3) Structures to be constructed on property under the jurisdiction of the Recreation and Park Commission for recreational and park-related purposes;

(4) Structures of the same height and in the same location as structures in place on June 6, 1984;

(5) Projects for which a building permit application has been filed and either (i) a public hearing has been held prior to March 5, 1984 on a draft environmental impact report published by the Department of City Planning, or (ii) a Negative Declaration has been published by the Department of City Planning prior to July 3, 1984;

(6) Projects for which a building permit application and an application for environmental evaluation have been filed prior to March 5, 1984 and which involve physical integration of new construction with rehabilitation of a building designated as historic either by the San Francisco Board of Supervisors as a historical landmark or by the State Historic Preservation Officer as a State Historic Landmark, or placed by the United States Department of the Interior on the National Register of Historic Places and which are located on sites that, but for separation by a street or alley, are adjacent to such historic building.

(b) The City Planning Commission shall conduct a hearing and shall disapprove the issuance of any building permit governed by the provisions of this Section if it finds

that the proposed project will have any adverse impact on the use of the property under the jurisdiction of, or designated for acquisition by, the Recreation and Park Commission because of the shading or shadowing that it will cause, unless it is determined that the impact would be insignificant. The City Planning Commission shall not make the determination required by the provisions of this Subsection until the general manager of the Recreation and Park Department in consultation with the Recreation and Park Commission has had an opportunity to review and comment to the City Planning Commission upon the proposed project.

(c) The City Planning Commission and the Recreation and Park Commission, after a joint meeting, shall adopt criteria for the implementation of the provisions of this Section.

(d) The Zoning Administrator shall determine which applications for building permits propose structures which will cast a shade or shadow upon property under the jurisdiction of, or designated for acquisition by, the Recreation and Park Commission. As used in this Section, "property designated for acquisition by the Recreation and Park Commission" shall mean property which a majority of each of the Recreation and Park Commission and the City Planning Commission, meeting jointly, with the concurrence of the Board of Supervisors, have recommended for acquisition from the Open Space Acquisition and Park Renovation Fund, which property is to be placed under the jurisdiction of the Recreation and Park Commission.

(Added Ord. 62-85, App. 1/31/1985)

Attachment E: Planning Commission Resolution 18102

Attachment F: Proposition O (2016)

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 11-2018

Adopted April 17, 2018

ADOPTING FINDINGS, INCLUDING AMENDING ADOPTED MITIGATION MEASURES, PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT RELATED TO APPROVAL OF THE 2018 MODIFIED PROJECT VARIANT FOR THE CANDLESTICK POINT AND PHASE 2 OF THE HUNTERS POINT SHIPYARD DEVELOPMENT PROJECT; HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT AREA AND BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA

- WHEREAS, In furtherance of the objectives of the California Community Redevelopment Law (Health and Safety Code, section 33000 et seq. the “CRL”), the Redevelopment Agency of the City and County of San Francisco (the “Former Agency”) undertook programs for the reconstruction and construction of blighted areas in the City and County of San Francisco (“City”), including the Bayview Hunters Point Redevelopment Project Area (“BVHP Project Area”) and the Hunters Point Shipyard Redevelopment Project Area (“HPS Project Area”); and,
- WHEREAS, The Board of Supervisors of the City and County of San Francisco (“Board of Supervisors”) adopted the Hunters Point Shipyard Redevelopment Plan (“HPS Plan”) on July 14, 1997 by Ordinance No. 285-97 and amended the HPS Plan on August 3, 2010 by Ordinance No. 211-10 and on June 22, 2017 by Ordinance No. 122-17; and,
- WHEREAS, On May 23, 2006, the Board of Supervisors amended the Bayview Hunters Point Redevelopment Plan (“BVHP Plan”) by Ordinance No. 113-06, on August 3, 2010 by Ordinance No. 210-10, and June 22, 2017 by Ordinance No. 123-17; and,
- WHEREAS, Also on June 3, 2010, the Former Agency Commission by Resolution No. 58-2010 and the San Francisco City Planning Commission by Motion No. 18096, acting as co-lead agencies, prepared and certified the Final Environmental Impact Report (“FEIR”) for the Candlestick Point Hunters Point Shipyard Phase 2 Project (“Project” or “CP/HPS2 Project”) in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) (“CEQA”) and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.); and,
- WHEREAS, On the same date, the co-lead agencies adopted findings pursuant to the CEQA (“CEQA Findings”) including without limitation findings regarding the alternatives, mitigation measures and significant environmental effects analyzed in the FEIR, a statement of overriding considerations and a mitigation monitoring and reporting program (“MMRP”), for the Project by Agency Commission Resolution No. 59-2010 and Planning Commission Motion No. 18097 and took various

approval actions related to the Project. On July 14, 2010, the Board of Supervisors affirmed the certification of the FEIR by Resolution No. 347-010 and adopted CEQA Findings. The CEQA Findings are incorporated into this Resolution by this reference; and,

WHEREAS, Pursuant to California Health and Safety Code §§ 34170 *et seq.* (the “**Dissolution Law**”), the Former Agency was dissolved as of February 1, 2012; and,

WHEREAS, The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (commonly known as the Office of Community Investment and Infrastructure, herein “**Successor Agency**” or “**OCIF**”) is completing the enforceable obligations of the Former Agency with regard to the BVHP and HPS Project Areas, including implementation of the CP/HPS2 Project, under the authority of the CRL as amended by the Dissolution Law, and under San Francisco Ordinance No. 215-12 (Oct. 4, 2012) (establishing the Successor Agency Commission (“**Commission**”) and delegating to it state authority under the Dissolution Law); and,

WHEREAS, Subsequent to the certification of the FEIR, the Commission, by Resolution No. 01-2014 on January 7, 2014, and Resolution No. 13-2016, on March 15, 2016, approved certain changes to the Project supported by Addendum No. 1 and Addendum No. 4., respectively. Successor Agency staff prepared the addenda in consultation with the Planning Department. Addendum No. 1 addressed changes to the schedules for implementation of transportation system improvements in the Transportation Plan, including the Transit Operating Plan, the Infrastructure Plan and other public benefits; and minor proposed revisions in two adopted mitigations measures, TR-16 Widen Harney Way, and UT-2 Auxiliary Water Supply System. Addendum No. 4 addressed modifications to the approved Candlestick Point Design for Development, Schedule of Performance, the Candlestick Point Infrastructure Plan, the Candlestick Point Hunters Point Shipyard Phase II Transportation Plan, and proposed revisions to two adopted mitigation measures TR-16 Widen Harney Way, and TR-23.1 Maintain the Proposed Headways of the 29-Sunset. (Addenda Nos. 2 and 3 analyzed proposed changes to the Project, which are no longer being pursued); and,

WHEREAS, The Successor Agency now proposes to take several actions facilitating modifications to the CP/HPS2 Project, collectively the “**2018 Actions**”, comprised of amendments (“**Plan Amendments**”) to the HPS Plan and BVHP Plan, adopting a revised Hunters Point Shipyard Phase 2 Design for Development; a Third Amendment to the Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) (including all related binding plans and agreements attached to or referenced in the text thereof, the “**CP/HPS2 DDA**”) and conforming amendments to several of the plans included in the CP/HPS2 DDA, including the Development Plan, the Phasing Plan and Schedule of Performance, the Design Review and Document Approval Procedure (“**DRDAP**”), the Below-Market Rate Housing Plan, the Community Benefits Plan, the Financing Plan, the Infrastructure Plan, the Parks and Open Space Plan, the Sustainability Plan, and the

Transportation Plan (collectively, the “**Amended Plans**”), and a Seventh Amendment to the Disposition and Development Agreement (Hunters Point Shipyard Phase 1), which actions are proposed to be approved by the Commission together with its adoption of the Plan Amendments; and,

WHEREAS, OCII, in consultation with the Planning Department, has prepared Addendum No. 5 to the FEIR, dated April 9, 2018. Addendum No. 5 evaluates the potential environmental effects of the 2018 Actions (referred to in Addendum No. 5 as the 2018 Modified Project Variant); and,

WHEREAS, Addendum No. 5 also recommends modifications to 16 adopted mitigation measures for the reasons set out in Addendum No. 5 and as explained in Exhibit 1 to this Resolution; and,

WHEREAS, Addendum No. 5 prepared in compliance with CEQA reflects the independent judgment and analysis of the Successor Agency and concludes that the 2018 Actions are within the scope of the Project analyzed in the FEIR and will not result in any new significant impacts or a substantial increase in the severity of previously identified significant effects that alter the conclusions reached in the FEIR for the reasons stated in the Addendum No. 5; and,

WHEREAS, In making the necessary findings for the proposed 2018 Actions, OCII considered and reviewed the FEIR and prepared necessary documents in support of the Addendum No. 5, which documents it has made available for review by the Commission and the public, and these files are part of the record before the Commission. Copies of the FEIR, Addendum No. 5, the supporting documentation to Addendum No. 5, are on file with the Commission Secretary and incorporated in this Resolution by this reference; and,

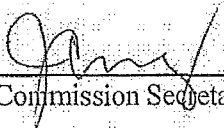
WHEREAS, Based on the analysis in Addendum No. 5, OCII concludes that the analyses conducted and the conclusions reached in the FEIR on June 3, 2010, remain valid and the proposed 2018 Actions, including the proposed amendments to the mitigation measures as specified above, will not cause new significant impacts not identified in the FEIR, or substantially increase the severity of previously identified significant impacts, and no new mitigation measures will be necessary to reduce significant impacts. Further, as described in Addendum No. 5, no Project changes have occurred, and no changes have occurred with respect to circumstances surrounding the proposed Project that will require major revisions of the FEIR due to the involvement of new significant effects or a substantial increase in the severity of previously identified significant effects, and no new information has become available that shows that the Project will cause new or more severe significant environmental impacts. Therefore, no subsequent or supplemental environmental review is required under CEQA beyond Addendum No. 5 to approve the 2018 Actions; and,

RESOLVED, That the Commission has reviewed and considered the FEIR, the CEQA Findings that were previously adopted by the Agency Commission, including the statement of overriding considerations and mitigation monitoring and reporting program, Addendum No. 5, the findings as set forth in Addendum No. 5, the findings related to amendments to adopted mitigation measures set out in Exhibit 1 to this Resolution, and the supporting documentation in OCII's files related to Addendum No. 5. The Commission adopts the CEQA Findings as its own, the Addendum No. 5 findings, the findings in Exhibit 1 to this Resolution, and adopts the amendments to the 16 mitigation measures as proposed by Addendum No. 5 and identified in Exhibit 1; and be it further

RESOLVED, That Commission finds and determines that the Project as modified by the 2018 Actions is within the scope of the Project analyzed in the FEIR and require no further environmental review beyond the FEIR pursuant to CEQA and the CEQA Guidelines Section 15180, 15162, and 15163 for the following reasons:

- (1) implementation of the 2018 Actions does not require major revisions in the FEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; and,
- (2) no substantial changes have occurred with respect to the circumstances under which the actions analyzed in the FEIR will be undertaken that would require major revisions to the FEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FEIR; and,
- (3) no new information of substantial importance to the actions analyzed in the FEIR has become available which would indicate that (A) the Project as modified by the 2018 Actions will have significant effects not discussed in the FEIR; (B) significant environmental effects will be substantially more severe; (C) mitigation measures or alternatives found not feasible, which would reduce one or more significant effects, have become feasible; or (D) mitigation measures or alternatives, which are considerably different from those in the FEIR, will substantially reduce one or more significant effects on the environment.

I hereby certify that the foregoing resolution was adopted by the Successor Agency Commission at its meeting of April 17, 2018.



Commission Secretary

EXHIBIT 1: 2018 Modified Project Variant CEQA Findings

EXHIBIT 1
Commission RESOLUTION NO. XX-2018
2018 MODIFIED PROJECT VARIANT CEQA FINDINGS

FINDINGS RELATED TO PROPOSED CHANGES TO CP-HPS2 MITIGATION MEASURES

April 2018

MM TR-16: Widen Harney Way as shown in Figure 5 in the Transportation Study, CP-HPS2 FEIR

Reason for Changes in Mitigation Measure: Because the phasing of the 2018 Modified Project Variant is different from the phasing analyzed in the 2010 FEIR Addendum 4, which also proposed modification of MM TR-16 based on the phasing plan proposed at the time Addendum 4 was published, the 2018 proposed modifications are proposed to link construction of Harney Way Phase 1B with the revised “trigger” point for implementation of the BRT. The full length of Harney Way Phase 1 would be completed prior to implementation of the BRT service under the new phasing and revised language for MM TR-16. Additionally, MM TR-16 has been revised to correct the name of the San Francisco County Transportation Authority.

MM TR-16: Widen Harney Way as shown in Figure 5 in the Transportation Study. The Project Applicant shall widen Harney Way as shown in Figure 5 in the Transportation Study with the modification to include a two-way cycle track, on the southern portion of the project right-of-way. The portion between Arelious Walker Drive and Executive Park East (Phase 1-A) shall be widened to include a two-way cycle track and two-way BRT lanes, prior to issuance of an occupancy permit for Candlestick Sub-phase CP-02. The remaining portion, between Thomas Mellon Drive and Executive Park East (Phase 1-B), shall be widened prior to implementation of the planned BRT route which coincides with construction of ~~CP-07 and HP-04 in 2023~~, as outlined in the transit improvement implementation schedule identified in Addendum 1, based on the alignment recommendations from an ongoing feasibility study conducted by the San Francisco County Transportation ~~Agency Authority~~.

Prior to the issuance of grading permits for Candlestick Point Major Phases ~~2, and 3, and 4~~, the Project Applicant shall fund a study to evaluate traffic conditions on Harney Way and determine whether additional traffic associated with the next phase of development would result in the need to modify Harney Way to its ultimate configuration, as shown in Figure 6 in the Transportation Study, unless this ultimate configuration has already been built. This study shall be conducted in collaboration with the SFMTA, which would be responsible for making final determinations regarding the ultimate configuration. The ultimate configuration would be linked to intersection performance, and it would be required when study results indicate intersection LOS at one or more of the three signalized intersection on

Harney Way at mid-LOS D (i.e., at an average delay per vehicle of more than 45 seconds per vehicle). If the study and SFMTA conclude that reconfiguration would be necessary to accommodate traffic demands associated with the next phase of development, the Project Applicant shall be responsible to fund and complete construction of the improvements prior to occupancy of the next phase.

MM TR-17: Implement the Project's Transit Operating Plan

Reason for Changes in Mitigation Measure: MM TR-17 has been changed to reflect changes to the Transit Operating Plan, which is Appendix A to the 2018 Modified Project Variant's Transportation Plan, and the revised project phasing.

MM TR-17: Implement the Project's Transit Operating Plan. The Project Applicant shall work with SFMTA to develop and implement the Project's Transit Operating Plan. Elements of the Project Transit Operating Plan shall include:

- Extension of the 24-Divisadero, the 44-O'Shaughnessy, and the 48-Quintara-24th Street into Hunters Point Shipyard.
- Increased frequency on the 24-Divisadero to 610 minutes in the AM and PM peak periods. Extension of the 29-Sunset from its current terminus near the Alice Griffith housing development, near Gilman Avenue and Giants Drive, into the proposed Candlestick Point retail area. The 29-Sunset would operate a short line between Candlestick Point and the Balboa Park BART station. This would increase frequencies on the 29-Sunset by reducing headways between buses from 10 minutes to 5 minutes during the AM and PM peak periods between Candlestick Point and the Balboa BART station. Every other bus would continue to serve the Sunset District (to the proposed terminus at Lincoln Drive and Pershing Drive in the Presidio) at 10-minute headways.
- Convert T-Third service between Bayview and Chinatown via the Central Subway from one-car to two-car trains or comparable service improvement. Extension of the 28L-19th Avenue Limited from its TEP-proposed terminus on Geneva Avenue, just east of Mission Street, into the Hunters Point Shipyard transit center. The 28L-19th Avenue Limited would travel along Geneva Avenue across US-101 via the proposed Geneva Avenue extension and new interchange with US-101, to Harney Way. East of Bayshore Boulevard, the 28L-19th Avenue Limited would operate as BRT, traveling in exclusive bus lanes into the Candlestick Point area. The BRT route would travel through the Candlestick Point retail corridor, and cross over Yosemite Slough into the Hunters Point Shipyard transit center.
- The 28L-19th Avenue Limited would operate a short line to the Balboa Park BART station. This would increase frequencies on the 28L-19th Avenue Limited by reducing headways between buses from 10 minutes to 5 minutes for the segment between Hunters Point Shipyard and the Balboa Park BART station. Every other

bus would continue to the Sunset District (to the proposed terminus at North Point Street and Van Ness Avenue) at 10-minute headways. If the TEP-proposed extension of the 28L has not been implemented by the SFMTA by the time implementation of this measure is called for in ~~the Transportation Study (Appendix D) Addendum 5, based on the revised project phasing~~, the Project Applicant shall fund the extension of that line between its existing terminus and Bayshore Boulevard.

- New CPX-Candlestick Express to downtown serving the Candlestick Point site, traveling along Harney Way (with potential stops at Executive Park), before traveling on US-101 toward downtown, terminating at the Transbay Terminal.
- New HPX-Hunters Point Shipyard Express to downtown serving the Hunters Point Shipyard site, traveling from the Hunters Point Shipyard Transit Center, along Innes Avenue, with stops at the India Basin and Hunters View areas, before continuing along Evans Avenue to Third Street, eventually entering I-280 northbound at 25th/Indiana. The HPX would continue non-stop to the Transbay Terminal in Downtown San Francisco.

R&D Variant (Variant 1)/Housing/R&D Variant (Variant 2A)/2018 Modified Project Variant Mitigation Measure MM TR-VAR1

Reason for Changes in Mitigation Measure: MM TR-VAR1 Subsection (a) has been changed to address the 2018 Modified Project Variant's changes in movement volumes at the intersection of Crisp/Palou to ensure that the mitigation measure would allow this intersection to operate at an acceptable level of service with implementation of the project. Additionally, Subsection (b) of the mitigation measure has been changed to require the 2018 Modified Project Variant to implement the traffic signal requirement at Innes and Earl.

R&D Variant (Variant 1)/Housing/R&D Variant (Variant 2A)/2018 Modified Project Variant Mitigation Measure MM TR-VAR1:

- (a) Under the R&D and Housing/R&D Variants, the Project Applicant would be required to contribute its fair share to striping the southbound approach at Crisp and Palou to provide a dedicated left-turn lane and a shared through/right-turn lane and prohibiting on-street parking on Griffith Street between Palou and Oakdale Avenues. Under the 2018 Modified Project Variant, the Project Applicant would be required to contribute its fair share to striping the southbound approach at Crisp and Palou to provide a dedicated right-turn lane and a shared through/left-turn lane and prohibiting on-street parking on Griffith Street between Palou and Oakdale Avenues, and constructing the westbound approach on Crisp Avenue to provide two dedicated left-turn lanes and one shared through/right-turn lane. Implementation of this mitigation would reduce impacts from these variants to a less-than-significant level.

- (b) Under the R&D Variant (Variant 1) and the 2018 Modified Project Variant, the Project Applicant would be required to fund the installation of a traffic signal at the intersection of Innes and Earl when warranted by traffic conditions. Implementation of this mitigation would reduce impacts from this variant to a less-than-significant level.

MM NO-2a: Pre-construction Assessment to Minimize Pile Driving Impacts

Reason for Changes in Mitigation Measure: MM NO-2a has been changed to provide specific mitigation for the use of deep dynamic compaction (DDC) to stabilize loose soils throughout the site. DDC was identified in the 2010 FEIR as a potential method for stabilizing soil in MM GE-5a. Based on 2018 plans, use of DDC at the project site is likely. The changes to MM NO-2a will ensure that potential vibration impacts from DDC will be reduced to a less-than-significant level.

MM NO-2a: Pre-construction Assessment to Minimize Pile Driving and Deep Dynamic Compaction Impacts. The Project Applicant shall require its geotechnical engineering contractor to conduct a pre-construction assessment of existing subsurface conditions and the structural integrity of nearby buildings subject to pile driving and deep dynamic compaction (DDC) impacts prior to receiving a building permit. The building surveys will review existing conditions and confirm whether fractures in building footings or walls existed prior to pile driving and/or DDC activities.

If recommended by the geotechnical engineer, for structures or facilities within 50 feet of pile driving, the Project Applicant shall require groundborne vibration monitoring of nearby structures. Such methods and technologies shall be based on the specific conditions at the construction site such as, but not limited to, the following:

- Pre-pile driving surveying of potentially affected structures
- Underpinning of foundations of potentially affected structures, as necessary
- The construction plan shall include a monitoring program to detect ground settlement or lateral movement of structures in the vicinity of an excavation. Monitoring results shall be submitted to DBI. In the event of unacceptable ground movement, as determined by DBI inspections, all pile driving work shall cease and corrective measures shall be implemented. The pile driving program and ground stabilization measures shall be reevaluated and approved by DBI.

For DDC work, the Project Applicant shall prepare and implement a construction plan that includes a monitoring program to detect ground settlement or lateral movement of structures in the vicinity of DDC activity. Structures in the vicinity of DDC work shall be defined as reinforced-concrete, steel, or timber structures within 125 feet, engineered concrete or masonry structures within 150 feet, non-engineered timber and masonry structures within 225 feet, or other structures that are extremely susceptible to vibration damage within 275 feet of DDC activities as determined by the Project Applicant's

geotechnical engineer or structural engineer. The DDC program shall be evaluated and approved by OCII and results of the monitoring program shall be submitted to OCII. In the event of unacceptable ground movement, as determined by DBI inspection and review, all DDC work shall cease and corrective measures shall be implemented. The Project Applicant's geotechnical engineer, subject to OCII review and approval, shall determine which of the following ground stabilization measures or alternate measures would be necessary to avoid structural impacts related to DDC activities:

- Underpinning of foundations of potentially affected structures, as necessary to avoid structural impacts
- If deemed necessary by the geotechnical engineer, based on either proximity of DDC to a structure and/or on potential for damage to a structure, a cutoff trench shall be installed between the DDC activity and the structure. The cutoff trench should be at least 10 feet deep and 2 feet wide.¹ The trench should be long enough to effectively shield the structure from DDC vibrations.

MM CP-2a: Mitigation to Minimize Impacts to Archaeological Resources at Candlestick Point

Reason for Changes in Mitigation Measure: The archaeological sensitivity assessment and testing program (ATP) required in the 2010 FEIR mitigation measure has been prepared and was approved by the San Francisco Department Environmental Planning in June 2017.

MM CP-2a has been changed to require augmenting the approved ATP to account for the geothermal boreholes proposed in the 2018 Modified Project Variant. This change will ensure that the potential impacts of ground disturbing components of the geothermal heating and cooling system would be reduced to a less-than-significant level. Changes to the section on "Human Remains and Associated or Unassociated Funerary Objects" reflect current City practices and requirements.

MM CP-2a: Mitigation to Minimize Impacts to Archaeological Resources at Candlestick Point. Based on a reasonable presumption that archaeological resources may be present within the Project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the Project on buried or submerged historical resources.

Overview: The Project Applicant shall retain the services of a qualified archaeological consultant having expertise in California prehistoric and urban historical ~~archeology~~ archaeology. The archaeological consultant shall ~~undertake an~~ augment the approved archaeological testing program as specified herein. In addition, the archaeological consultant shall be available to conduct an archaeological monitoring and/or data recovery program if required pursuant to this measure. The archaeological consultant's

¹ ENGEO Incorporated, *Potential Constraints on Implementation of Deep Dynamic Compaction*, December 14, 2017, p. 1.

work shall be conducted in accordance with this measure and with the requirements of the Project Archaeological Research Design and Treatment Plan (Archeo-Tec, *Archaeological Research Design and Treatment Plan for the Bayview Waterfront Project, San Francisco, California, 2009*) at the direction of the City's Environmental Review Officer (ERO). In instances of inconsistency between the requirement of the Project Archaeological Research Design and Treatment Plan and of this archaeological mitigation measure, the requirement of this archaeological mitigation measure shall prevail. 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. Archaeological 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 potential effects on a significant archaeological resource as defined in CEQA Guidelines Section 15064.5(a) (c) to a less-than-significant level.

Archaeological Testing Program: The archaeological consultant shall prepare and submit to the ERO for review and approval an addendum to the approved HPS2 archaeological testing plan (ATP). The archaeological testing program shall be conducted in accordance with the approved ATP addendum. The ATP addendum shall identify the property types of the expected archaeological resource(s) that potentially could be adversely affected by ground-disturbing components of the 2018 Modified Project Variant, including ground source geothermal heating and cooling system geothermal boreholes; the testing method to be used; and the locations recommended for testing. The purpose of the archaeological testing program will be to determine to the extent possible the presence or absence of archaeological resources and to identify and to evaluate whether any archaeological resource encountered on the site constitutes an historical resource under CEQA.

At the completion of the archaeological testing program, the archaeological consultant shall submit a written report of the findings for submittal to the ERO. If, based on the archaeological testing program, the archaeological consultant finds that significant archaeological resources may be present, the ERO (in consultation with the archaeological consultant) shall determine if additional measures are warranted. Additional measures that may be undertaken include, but are not necessarily limited to, additional archaeological testing, archaeological monitoring, and/or an archaeological data recovery program. If the ERO determines that a significant archaeological resource is present and that the resource could be adversely affected by the Project, the Project Applicant shall either:

- a. Re-design the Project so as to avoid any adverse effect on the significant archaeological resource; or

- b. Implement a data recovery program, unless the ERO determines that the archaeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.

Archaeological Monitoring Program: If the ERO, in consultation with the archaeological consultant, determines that an Archaeological Monitoring Program (AMP) shall be implemented, the AMP shall include the following provisions, at a minimum:

- The archaeological consultant, Project Applicant, and ERO shall meet and consult on the scope of the AMP prior to the commencement of any Project-related soils-disturbing activities. The ERO, in consultation with the archaeological consultant, shall determine what Project activities shall be archaeologically 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.), and site remediation, shall require archaeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context.
- The archaeological consultant shall train all Project construction personnel who could reasonably be expected to encounter archaeological resources of the expected resource(s), how to identify the evidence of the expected resource(s), and the appropriate protocol in the event of apparent discovery of an archaeological resource.
- The archaeological monitor(s) shall be present on the Project site according to a schedule agreed upon by the archaeological consultant and the ERO until the ERO has, in consultation with the archaeological consultant, determined that Project construction activities could have no effects on significant archaeological deposits.
- The archaeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis.
- If an intact archaeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archaeological monitor shall be authorized to temporarily halt demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If, in the case of pile driving activity (foundation, shoring, etc.), the archaeological monitor has cause to believe that the pile driving activity may affect an archaeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archaeological consultant shall immediately notify the ERO of any encountered archaeological deposit. The archaeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archaeological deposit and present the findings of this assessment to the ERO as expeditiously as possible.

- Whether or not significant archaeological resources are encountered, the archaeological consultant shall submit a written report of the findings of the monitoring program to the ERO.

Archaeological Data Recovery Program: The archaeological data recovery program shall be conducted in accord with an Archaeological Data Recovery Plan (ADRP). The archaeological consultant, Project Applicant, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archaeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archaeological 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 Project. Destructive data recovery methods shall not be pursued if nondestructive methods are practical.

The scope of the ADRP shall include the following elements:

- Field Methods and Procedures. Descriptions of proposed field strategies, procedures, and operations.
- Cataloguing and Laboratory Analysis. Description of selected cataloguing system and artifact analysis procedures.
- Discard and Deaccession Policy. Description of and rationale for field and post-field discard and deaccession policies.
- Interpretive Program. Consideration of an on-site/off-site public interpretive program during the course of the archaeological data recovery program.
- Security Measures. Recommended security measures to protect the archaeological resource from vandalism, looting, and other potentially damaging activities.
- Final Report. Description of proposed report format and distribution of results.
- Curation. 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.

Human Remains and Associated or Unassociated Funerary Objects: 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. ~~This shall include~~ including immediate notification of the ~~Coroner~~ Office of the Chief Medical Examiner of the City and County of San Francisco and in the event of the ~~Coroner's~~ Medical Examiner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission

(NAHC), which shall appoint a Most Likely Descendant (MLD) (PRC Sec. 5097.98). The ERO shall also be immediately notified upon discovery of human remains. The archaeological consultant, Project Applicant Sponsor, ERO, and MLD shall have up to but not beyond six days after the discovery to make all reasonable efforts to develop an agreement for the treatment of human remains and associated or unassociated funerary objects with appropriate dignity (CEQA Guidelines Sec. 15064.5(d)). The agreement shall should take into consideration the appropriate excavation, removal, recordation, analysis, ~~custodianship~~, curation, possession, and final disposition of the human remains and associated or unassociated funerary objects. Nothing in existing state regulations or in this mitigation measure compels the Project Sponsor and the ERO to accept recommendations of an MLD. The archeological consultant shall retain possession of any Native American human remains and associated or unassociated burial objects until completion of any scientific analyses of the human remains or objects as specified in the treatment agreement if such an agreement has been made or, otherwise, as determined by the archeological consultant and the ERO. If no agreement is reached, state regulations shall be followed including the reinterment of the human remains and associated burial objects with appropriate dignity on the property in a location not subject to further subsurface disturbance (PRC Sec. 5097.98).

Final Archaeological Resources Report: The archaeological consultant shall submit a Draft Final Archaeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archaeological resource and describes the archaeological and historical research methods employed in the archaeological testing/monitoring/data recovery program(s). Information that may put at risk any archaeological resource shall be provided in a separate removable insert within the final report.

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 Major Environmental Analysis division of the Planning Department shall receive three copies 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 in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than presented above.

MM GE-5a: Site-Specific Geotechnical Investigation with Analyses of Liquefaction, Lateral Spreading and/or Settlement

Reason for Changes in Mitigation Measure: MM GE-5a has been changed to add deep displacement grout columns as a potential method to densify loose soil and provide additional bearing support beneath foundations. This method would be subject to all applicable mitigation measures related to ground disturbance, including the mitigation measures for hazards and

hazardous materials, and would provide an additional option for selecting the ground improvement technique most appropriate for the site that would effectively minimize the impact of liquefaction, lateral spreading and seismic settlement hazards.

MM GE-5a: Site-Specific Geotechnical Investigation with Analyses of Liquefaction, Lateral Spreading and/or Settlement. Prior to issuance of building permits for the Project site:

- The Applicant shall submit to the San Francisco Department of Building Inspection (DBI) for review and approval a site-specific, design-level geotechnical investigation prepared by a California Certified Engineering Geologist (CEG) or California Registered Geotechnical Engineer (GE), as well as project plans prepared in compliance with the requirements of the San Francisco Building Code (SFBC), the Seismic Hazards Mapping Act, and requirements contained in CGS Special Publication 117A "Guidelines for Evaluating and Mitigating Seismic Hazards in California." In addition, all engineering practices, and analyses of structural design shall be consistent with SFBC standards to ensure seismic stability, including reduction of potential liquefaction hazards.
- DBI shall employ a third-party CEG and California Registered Professional Engineer (Civil) (PE) to form a Geotechnical Peer Review Committee (GPRC), consisting of DBI and these third-party reviewers. The GPRC shall review the site-specific geotechnical investigations and the site-specific structural, foundation, infrastructure, and other relevant plans to ensure that these plans incorporate all necessary geotechnical mitigation measures. No permits shall be issued by DBI until the GPRC has approved the geotechnical investigation and the Project plans, including the factual determinations and the proposed engineering designs and construction methods.
- All Project structural designs shall incorporate and conform to the requirements in the site-specific geotechnical investigations.
- The site-specific Project plans shall incorporate the mitigation measures contained in the approved site-specific geotechnical reports to reduce liquefaction hazards. The engineering design techniques to reduce liquefaction hazards shall include proven methods generally accepted by California Certified Engineering Geologists, subject to DBI and GPRC review and approval, including, but not necessarily limited to:

Structural Measures

- Construction of deep foundations, which transfer loads to competent strata beneath the zone susceptible to liquefaction, for shallow foundations
- Structural mat foundations to distribute concentrated load to prevent damage to structures

Ground Improvement Measures

- Additional over-excavation and replacement of unstable soil with engineering-compacted fill
- Dynamic compaction, such as Deep Dynamic Compaction (DDC) or Rapid Impact Compaction (RIC), to densify loose soils below the groundwater table
- Vibro-compaction, sometimes referred to as vibro-floatation, to densify loose soils below the groundwater table
- Stone columns to provide pore pressure dissipation pathways for soil, compact loose soil between columns, and provide additional bearing support beneath foundations
- Soil-cement columns to densify loose soils and provide additional bearing support beneath foundations
- Deep displacement grout columns to densify loose soil and provide additional bearing support beneath foundations
- The Project CEG or GE shall be responsible for ensuring compliance with these requirements.

MM HY-6a.1: Regulatory Stormwater Requirements

Reason for Changes in Mitigation Measure: In 2016, the San Francisco Public Utilities Commission issued the Stormwater Management Requirements and Design guidelines (SMR) consistent with the updated Stormwater Management Ordinance. These documents supersede the Stormwater Design Guidelines referred in the 2010 FEIR, including MM HY-6a. The text of MM HY-6a has been changed to reflect the current guidance document, the SMR, because this document will apply to the project and ensure that potential impacts are reduced to a less-than-significant level.

MM HY-6a.1: Regulatory Stormwater Requirements. The Project Applicant shall comply with requirements of the Municipal Stormwater General Permit and associated City SWMP, appropriate performance standards established in the Green Building Ordinance, and performance standards established by the SFPUC in the San Francisco Stormwater Management Requirements and Design Guidelines (SMR).

~~The Draft San Francisco Stormwater Design Guidelines have been developed to satisfy the Municipal Stormwater General Permit requirements for new development and redevelopment projects in areas served by separate storm sewers, and are expected to be adopted by December 2009. SMR includes regulatory requirements for post-construction stormwater management controls for new and redevelopment projects and helps design teams implement these stormwater controls.~~ The Project Applicant shall comply with requirements of the ~~Draft San Francisco Stormwater Design Guidelines SMR.~~ Upon adoption of the Final Stormwater Design Guidelines, the Project shall comply with the

~~Final San Francisco Stormwater Design Guidelines unless discretionary permits have been approved.~~

Per the ~~Draft San Francisco Stormwater Design Guidelines~~ SMR, the Project Applicant shall submit a Stormwater Control Plan (SCP) to the SFPUC, as part of the development application submitted for approval. The SCP shall demonstrate how the following measures would be incorporated into the Project:

- Low impact development site design principles (e.g., preserving natural drainage channels, treating stormwater runoff at its source rather than in downstream centralized controls)
- Source control BMPs in the form of design standards and structural features for the following areas, as applicable:
 - Commercial areas
 - Restaurants
 - Retail gasoline outlets
 - Automotive repair shops
 - Parking lots
- Source control BMPs for landscaped areas shall be documented in the form of a Landscape Management Plan that relies on Integrated Pest Management² and also includes pesticide and fertilizer application guidelines.
- Treatment control measures (e.g., bioretention, porous pavement, vegetated swales) targeting the Project-specific COCs: sediment, pathogens, metals, nutrients (nitrogen and phosphorus compounds), oxygen-demanding substances, organic compounds (e.g., PCBs, pesticides), oil and grease, and trash and debris. The SCP shall demonstrate that the Project has the land area available to support the proposed BMP facilities sized per the required water quality design storm. Volume-based BMPs shall be sized to treat runoff resulting from 0.75 inch of rainfall (~~LEED® SS6.2~~), and flow-based BMPs shall be sized to treat runoff resulting from a rainfall intensity of 0.24 inch per hour. Treatment trains shall be used where feasible.

Additional requirements:

- ~~LEED® SS6.2: BMPs used to treat runoff shall be designed to remove 80 percent of the average annual post development total suspended solids loads. BMPs are~~

² IPM is a strategy that focuses on long-term prevention or suppression of pest problems (i.e., insects, diseases and weeds) through a combination of techniques including: using pest-resistant plants; biological controls; cultural practices; habitat modification; and the judicious use of pesticides according to treatment thresholds, when monitoring indicates pesticides are needed because pest populations exceed established thresholds.

~~considered to meet these criteria if they are designed in accordance with SFPUC requirements.~~

- The SCP shall include an Operations and Maintenance Plan that demonstrates how the treatment control BMPs would be maintained in the long term, what entities would be responsible for BMP maintenance within the public and private rights-of-way, funding mechanisms, and what mechanisms would be used to formalize maintenance and access agreements.
- The Project Applicant shall also prepare a Stormwater Drainage Master Plan (SDMP) for approval by the SFPUC. The SDMP shall include plans for the storm drain infrastructure and plans for stormwater management controls (e.g., vegetated swales, dry wells). The storm drain infrastructure shall illustrate conveyance of the 5-year storm event in a separate storm drain piped system, and conveyance of the 100-year storm event in the street and drainage channel rights-of-way.

MM HY-12a.1: Finished Grade Elevations Above Base Flood Elevation

Reason for Changes in Mitigation Measure: As described in the “New Regulations” section of Addendum 5 Section II.B.12 (Hydrology and Water Quality), in 2012 the National Research Council (NRC) published *Sea Level Rise for the Coasts of California, Oregon, and Washington: Past, Present, and Future*, which provides the most recent regional sea level rise predictions through 2100. In 2013, the California Ocean Protection Council updated its 2010 statewide sea level rise guidance to adopt the NRC report as the best available science on sea level rise for California. Other California agencies, including the San Francisco Planning Department, also considers the NRC report to be the best available science on sea level rise for San Francisco Bay. Consequently, MM HY-12a.1 and MM HY-12a.2 have been changed to reflect the worst case sea level rise estimated (5.5 feet) by end of century.

MM HY-12a.1: Finished Grade Elevations Above Base Flood Elevation. The Project site shall be graded such that finished floor elevations are a minimum of 35.5 feet above the Base Flood Elevation (BFE), and streets and pads are 3 feet above BFE to allow for accommodate worst-case, future sea level rise projections for the end of the century, thereby elevating all housing and structures above the existing and potential future flood hazard area. If the FIRM for San Francisco is not finalized prior to implementation of the Project, the Project Applicant shall work with the City Surveyor or other applicable City department to revise the City’s Interim Floodplain Map as needed. If the FIRM for San Francisco is finalized prior to implementation of the Project, the Project Applicant shall request that the Office of the City Administrator (Floodplain Manager) request a Letter of Map Revision based on Fill (LOMR-F) from FEMA that places the Project outside a SFHA and requires that the FIRM is updated by FEMA to reflect revised regulatory floodplain designations.

MM HY-12a.2: Shoreline Improvements for Future Sea-Level Rise

Reason for Changes in Mitigation Measure: See explanation above for MM HY-12a.1.

Additionally, because the open space area along the shoreline has a higher adaptive capacity and resilience compared to the development area, MM HY-12a.2 requires accommodation of the worst case forecast for 2050 (24 inches) with horizontal setbacks designed to provide for future elevation increases along the shoreline in response to up to 5.5 feet of sea level rise.

MM HY-12a.2: Shoreline Improvements for Future Sea-Level Rise. Shoreline and public access improvements shall be designed to allow for future increases in elevation sea level rise above the Base Flood Elevation (BFE) that includes wave run-up (often called Total Water Level [TWL]) along the shoreline. In addition, adequate horizontal setback shall be provided to allow future increases in elevation along the shoreline edge to keep up with higher sea level rise values, should they occur. Design elements shall include providing adequate setbacks to allow for future elevation increases of at least 3 feet from the existing elevation along the shoreline in response to up to 5.5 feet of sea level rise above the TWL, which is projected as the worst-case estimate at the end of the century. Before the first Small Lot Final Map is approved, the Project Applicant must petition the appropriate governing body to form (or annex into if appropriate) and administer a special assessment district or other funding mechanism to finance and construct future improvements necessary to ensure that the shoreline protection system, storm drain system, public facilities, and public access improvements will be protected should sea level rise exceed 16 inches at the perimeter of the Project 2 feet. Prior to the sale of the first residential unit within the Project, the legislative body shall have acted upon the petition to include the property within the district boundary. The newly formed district shall also administer a Monitoring and Adaptive Management Plan to monitor sea level and implement and maintain the protective improvements.

MM HY-14: Shoreline Improvements to Reduce Flood Risk

Reason for Changes in Mitigation Measure: MM HY-14 has been changed to acknowledge that the 2009 Shoreline Improvement Reports may be updated as necessary to fulfill the goals of flood protection, including protecting the structural integrity of existing shoreline features.

MM HY-14: Shoreline Improvements to Reduce Flood Risk. To reduce the flood impacts of failure of existing shoreline structures, the Project Applicant shall implement shoreline improvements for flood control protection, as identified in the Candlestick Point/Hunters Point Development Project Proposed Shoreline Improvements report³ (or updated Shoreline Improvements Reports). Where feasible, elements of living shorelines shall be incorporated into the shoreline protection improvement measures.

³ Moffatt & Nichols, 2009, *Candlestick Point/Hunters Point Redevelopment Project Proposed Shoreline Improvements*, prepared for Lennar Urban, September 2009.

MM BI-19b.1: Work Windows to Reduce Maintenance Dredging Impacts to Fish during Operation of the Marina

Reason for Changes in Mitigation Measure: MM BI-19b.1 has been changed to correct the dates for Pacific herring spawning and the corresponding date for the designated work window.

MM BI-19b.1: Work Windows to Reduce Maintenance Dredging Impacts to Fish during Operation of the Marina. According to the Long-Term Management Strategy (LTMS), dredging Projects that occur during the designated work windows do not need to consult with NMFS under the federal *Endangered Species Act* (FESA).⁴ The window in which dredging is allowed for the protection of steelhead in the central Bay is June 1 to November 30. The spawning season for the Pacific herring is ~~March 1 to November 30~~ December 1 to February 28.⁵ Therefore, the window that shall be applied to minimize impacts to sensitive fish species (during which dredging activities cannot occur) is ~~March-June 1~~ to November 30.

MM BI-20a.1: Lighting Measures to Reduce Impacts to Birds

Reason for Changes in Mitigation Measure: MM BI-20a.1 and MM BI-20a.2 originally applied to buildings more than 100 feet tall based on the assumption that impacts to migratory birds would result primarily from collisions by high-flying migrants. Current thinking is that most bird collisions occur within 60 feet off the ground and thus current practice concentrates bird-safe building design at lower elevations. These mitigation measures have been changed to provide design requirements consistent with current practices.

MM BI-20a.1 Lighting Measures to Reduce Impacts to Birds. During building design of ~~any building greater than 100 feet tall~~, the Project Applicant and architect shall consult with a qualified biologist experienced with bird strikes and building/lighting design issues (as approved by the City/Agency) to identify lighting-related measures to minimize the effects of the building's lighting on birds. Such measures, which may

⁴ U.S. Army Corps of Engineers, U.S. Environmental Protection Agency, San Francisco Bay Conservation and Implementation Commission, and San Francisco Bay Regional Water Quality Control Board. *Long-Term Management Strategy for the Placement of Dredge Material in the San Francisco Bay, Management Plan*, 2001.

⁵ U.S. Army Corps of Engineers, U.S. Environmental Protection Agency, San Francisco Bay Conservation and Implementation Commission, and San Francisco Bay Regional Water Quality Control Board. *Long-Term Management Strategy for the Placement of Dredge Material in the San Francisco Bay, Management Plan*, 2001; Appendix F.

include the following and/or other measures, will be incorporated into the building's design and operation.

- Where lighting is necessary on rooftops, Use strobe or flashing lights in place of continuously burning lights for obstruction lighting. Use flashing white lights rather than continuous light, red light, or rotating beams.
- Install shields onto light sources not necessary for air traffic to direct light towards the ground and away from areas that provide high-quality bird habitat.
- Extinguish all exterior lighting (i.e., rooftop floods, perimeter spots) not required for public safety.
- No uplighting will be installed.
- When interior or exterior lights must be left on at night, the developer and/or operator of the buildings shall examine and adopt alternatives to bright, all-night, floor-wide lighting, which may include:
 - Installing motion-sensitive lighting.
 - Using desk lamps and task lighting.
 - Reprogramming timers.
 - Use of lower-intensity lighting.
- Windows or window treatments that reduce transmission of light out of the building will be implemented to the extent feasible.
- Educational materials will be provided to building occupants encouraging them to minimize light transmission from windows, especially during peak spring and fall migratory periods, by turning off unnecessary lighting and/or closing drapes and blinds at night.
- A report of the lighting alternatives considered and adopted shall be provided to the City/Agency for review and approval prior to construction. The City/Agency shall ensure that lighting-related measures to reduce the risk of bird collisions have been incorporated into the design of such buildings to the extent practicable.

MM BI-20a.2: Building Design Measures to Minimize Bird Strike Risk

Reason for Changes in Mitigation Measure: See explanation for MM BI-20a.2 above.

MM BI 20a.2 Building Design Measures to Minimize Bird Strike Risk. During design of any building greater than 100 feet tall within 300 feet of a potential "urban bird refuge" (an open space 2 acres and larger dominated by vegetation, including vegetated landscaping, forest, meadows, grassland, or wetlands, or open water) or any structure containing free-standing glass walls, wind barriers, skywalks, balconies, and greenhouses on rooftops that have unbroken glazed segments 24 square feet and larger

in size, the Project Applicant and architect will consult with a qualified biologist experienced with bird strikes and building/lighting design issues (as approved by the City/Agency) to identify measures related to the external appearance of the building/structure to minimize the risk of bird strikes. Such measures, which may include the following and/or other measures, will be incorporated into the building's design.

- Minimize the use of glass, particularly within the portion of the building between ground level and 60 feet above the ground.
- Use non-reflective tinted glass.
- Use window films to make windows visible to birds from the outside.
- Use external surfaces/designs that "break up" reflective surfaces. These patterns should include vertical elements at least 0.25 inch wide at a maximum spacing of 4 inches or horizontal elements at least 0.125 inch wide at a maximum spacing of 2 inches.
- Place bird attractants, such as bird feeders and baths, at least 3 feet and preferably 30 feet or more from windows in order to reduce collision mortality.
- A report of the design measures considered and adopted shall be provided to the City/Agency for review and approval prior to construction. If, in the opinion of a qualified biologist, modification or waiver of these bird-safe design measures would not result in substantial increases in bird collision risk, the report should include the justification for such an opinion, for consideration by the City/Agency. The City/Agency shall ensure that building design-related measures to reduce the risk of bird collisions have been incorporated to the extent practicable.

MM RE-2: Phasing of parkland with respect to residential and/or employment generating uses

Reason for Changes in Mitigation Measure: MM RE-2 has been changed to reflect changes in the project phasing plan while maintaining the requirement that adequate parkland must be provided when residential and employment generating uses are occupied.

MM RE-2: Phasing of parkland with respect to residential and/or employment-generating uses. Development of the Project and associated parkland shall proceed in four phases, as illustrated by Figure II 16 (Proposed Site Preparation Schedule) of Chapter II (Project Description) of this EIR. To ensure that within each phase or sub-phase, parks and population increase substantially concurrently, and development shall be scheduled such that adequate parkland is constructed and operational when

residential and employment-generating uses are occupied. The following standards shall be met:

- No project development shall be granted a temporary certificate of occupancy if the City determines that the new population associated with that development would result in a parkland-to-population ratio within the Project site lower than 5.5 acres per 1,000 residents/population, as calculated by the Agency.
- For the purposes of this mitigation measure, in order for a park to be considered in the parkland-to-population ratio, the Agency must determine that within 12 months of the issuance of the temporary certificate of occupancy, it will be fully constructed and operational, and, if applicable, operation and maintenance funding will be provided to the Agency.

MM UT-2: Auxiliary Water Supply System

Reason for Changes in Mitigation Measure: MM UT-2 has been changed to reflect the 2018 Modified Project Variant which proposes to connect the project Auxiliary Water Supply System (AWSS) to the existing AWSS at the Palou Avenue and Griffith Avenue intersections with a looped service along Spear Avenue/Crisp Road.

MM UT-2: Auxiliary Water Supply System. Prior to issuance of occupancy permits, as part of the Infrastructure Plan to be approved, the Project Applicant shall construct an Auxiliary Water Supply System (AWSS) within Candlestick Point to connect to the City's planned extension of the off-site system on Gilman Street from Ingalls Street to Candlestick Point. The Project Applicant shall construct an additional AWSS on HPS Phase II to connect to the existing system ~~at Earl Street and Innes Avenue and at Palou and Griffith Avenues~~, with service along Spear Avenue/Crisp Road.

MM GC-2

Reason for Changes in Mitigation Measure: MM GC-2 has been changed to reflect that the 2008 standards have been replaced by the 2016 Standards for Title 24 Part 6. As explained in Addendum 5 Section II.B.17 (Energy), the 2016 standards exceed the requirements of the 2010 MM GC-2 requirements in terms of building energy efficiency.

MM GC-2: ~~Exceed the 2008~~ Comply with the 2016 Standards for Title 24 Part 6 energy efficiency standards for homes and businesses ~~would by at least 15 percent.~~

n:\leganas2018\1800496\01266401.docx

Commission Secretary

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 12-2018

Adopted April 17, 2018

ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING THE REPORT TO THE BOARD OF SUPERVISORS ON THE AMENDMENT TO THE REDEVELOPMENT PLAN FOR THE HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT AREA AND THE REPORT TO THE BOARD OF SUPERVISORS ON THE AMENDMENT TO THE REDEVELOPMENT PLAN FOR THE BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA; AND AUTHORIZING TRANSMITTAL OF THE REPORTS TO THE BOARD OF SUPERVISORS; HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT AREA AND BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA

- WHEREAS, In furtherance of the objectives of the California Community Redevelopment Law (Health and Safety Code, section 33000 et seq. the “**CRL**”), the Redevelopment Agency of the City and County of San Francisco (the “**Former Agency**”) undertook programs for the reconstruction and construction of blighted areas in the City and County of San Francisco (“**City**”), including the Bayview Hunters Point Redevelopment Project Area (“**BVHP Project Area**”) and the Hunters Point Shipyard Redevelopment Project Area (“**HPS Project Area**”); and,
- WHEREAS, The Board of Supervisors of the City and County of San Francisco (“**Board of Supervisors**”) adopted the Hunters Point Shipyard Redevelopment Plan (“**HPS Plan**”) on July 14, 1997 by Ordinance No. 285-97 and amended the HPS Plan on August 3, 2010 by Ordinance No. 211-10 and on June 22, 2017 by Ordinance No. 122-17; and,
- WHEREAS, On May 23, 2006, the Board of Supervisors amended the Bayview Hunters Point Redevelopment Plan (“**BVHP Plan**”) by Ordinance No. 113-06, on August 3, 2010 by Ordinance No. 210-10, and June 22, 2017 by Ordinance No. 123-17; and,
- WHEREAS, On June 3, 2010, the Redevelopment Agency Commission of the City and County of San Francisco took several actions approving (or recommending for approval of) a program of development for approximately 700 acres of land within the BVHP Plan and HPS Plan areas (“**CP/HPS2 Project**”); and,
- WHEREAS, Pursuant to California Health and Safety Code §§ 34170 et seq. (the “**Dissolution Law**”), the Former Agency was dissolved as of February 1, 2012; and,
- WHEREAS, The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (commonly known as the Office of Community Investment and Infrastructure, herein “**Successor Agency**” or “**OCII**”) is completing the enforceable obligations of the Former Agency with regard to the HPS Plan and BVHP Plan areas, including implementation of the CP/HPS2 Project, under the authority of the CRL as amended by the Dissolution Law, and under San Francisco Ordinance No. 215- 12 (Oct. 4, 2012) (establishing the Successor Agency

Commission (“**Commission**”) and delegating to it state authority under the Dissolution Law); and,

WHEREAS, The Successor Agency proposes to adopt amendments to the HPS Plan and the BHVP Plan (“**Plan Amendments**”); and,

WHEREAS, The HPS Plan establishes the land use controls for the HPS Project Area, which consists of two sub-areas, HPS Phase 1 and HPS Phase 2. Proposed amendments to the HPS Plan primarily concern Phase 2 of the HPS Project Area, and consist of the following general changes: (a) a new land use pattern reflecting the historic street grid and building typologies within HPS Phase 2; (b) adjusting the mix of land uses within HPS Phase 2, resulting in a reduction of the amount of research and development and office space allowed, and providing for new uses, including hotel and institutional uses, and an increase in retail space, comprising an overall amount of 5,501,000 square feet of nonresidential development within HPS Phase 2, and resulting in a slight reduction of residential uses with HPS Phase 2 (but not an overall reduction within the CP/HPS2 Project); (c) allowing, at the Commission’s discretion, adjustment to contemplated land uses within HPS Phase 2, subject to materially maintaining the overall 5,501,000-square-foot level of development within HPS Phase 2; (d) allowing for private eco-district infrastructure to serve the CP/HPS2 Project; and,

WHEREAS, The BVHP Plan establishes the land use controls for the BVHP Project Area, which is divided into two sub-areas (Project Area A and Project Area B), and Project Area B is further divided into Zone 1 (also known as Candlestick Point) and Zone 2 (the remainder of Project Area B). Proposed amendments to the BVHP Plan consist of the following general changes: (a) slightly increasing the number of residential units within BVHP Zone 1; (b) allowing, at the Commission’s discretion, adjustment to contemplated land uses within BVHP Zone 1, subject to materially maintaining the overall 1,185,000-square-foot level of development within BVHP Zone 1; and (c) allowing, at the Commission’s discretion, the transfer of up to 118,500 square feet of research and development and office space from HPS Phase 2 to those portions of BVHP Zone 1 where that use is allowed; and (e) amending the boundaries of BVHP Zone 1 to relocate one parcel of land (the “**Jamestown Parcel**”) from Zone 1 to Zone 2, thereby including that parcel within the jurisdiction of the San Francisco Planning Department rather than OCII; and,

WHEREAS, The Plan Amendments remain consistent with the development envisioned by the Conceptual Framework (Board of Supervisors Resolution No. 264-07 (May 15, 2007); Agency Commission Resolution No. 40-2007 (May 1, 2007), Proposition G, the Jobs Parks and Housing Initiative (June 2008), and Proposition O, the Hunters Point Shipyard/Candlestick Point Jobs Stimulus Proposition (November 2016); and,

WHEREAS, Pursuant to Section 33352 of the CRL, the Successor Agency has prepared a Report to the Board of Supervisors on Amendments to the Hunters Point Shipyard Redevelopment Plan and a Report to the Board of Supervisors on Amendments to the Bayview Hunters Point Redevelopment Plan (the “**HPS Report**” and “**BVHP Report**”, collectively the “**Reports**”); and,

WHEREAS, On April 17, 2018, the Commission adopted Resolution No. 11-2018, by which the Commission determined that the Final EIR (therein defined), together with further analysis provided in Addendum No. 1, Addendum No. 4 and Addendum No. 5, remain adequate, accurate, and objective and in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA") and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.); and,

WHEREAS, The environmental effects of the Redevelopment Plan Amendment have been analyzed in the environmental documents, which are described in Agency Resolution No. 11-2018. Copies of the environmental documents are on file with the Agency; now, therefore, be it:

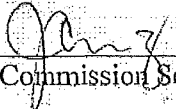
RESOLVED, That the Commission hereby finds that the Plan Amendments are included in the actions identified in Resolution 11-2018 for purposes of compliance with CEQA; and be it further

RESOLVED, That in Resolution No. 11-2018, adopted on April 17, 2018, the Commission adopted findings that various actions, including the Plan Amendments, were in compliance with CEQA. Said findings are on file with the Commission Secretary and are incorporated herein by reference. Said findings are in furtherance of the actions contemplated in this Resolution and are made part of this Resolution by reference herein; and be it

RESOLVED, That the Commission hereby approves the Reports to the Board of Supervisors on Amendments to the HPS Plan and the BVHP Plan, which Reports are attached to this Resolution as Exhibit A and Exhibit B, respectively; and, be it further

RESOLVED, That the Executive Director is hereby authorized to transmit said Report to the Board of Supervisors for its background and information in considering the Plan Amendments.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of April 17, 2018.



Commission Secretary

EXHIBIT A: Report to the Board of Supervisors on the Amendments to the Hunters Point Shipyard Redevelopment Plan

EXHIBIT B: Report to the Board of Supervisors on the Amendments to the Bayview Hunters Point Redevelopment Plan

**The following Exhibits are included as attachments to OCII
Commission Memorandum dated April 17, 2018:**

RESOLUTION 12-2018

EXHIBIT A: Report to the Board of Supervisors on the Amendments
to the Hunters Point Shipyard Redevelopment Plan

EXHIBIT B: Report to the Board of Supervisors on the Amendments
to the Bayview Hunters Point Redevelopment Plan

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 13-2018

Adopted April 17, 2018

ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING AMENDMENTS TO THE REDEVELOPMENT PLAN FOR THE HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT AREA AND THE REDEVELOPMENT PLAN FOR THE BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA, REFERRING THE PLAN AMENDMENTS TO THE PLANNING COMMISSION FOR ITS REPORT ON CONFORMITY WITH THE GENERAL PLAN, AND RECOMMENDING THE PLAN AMENDMENTS TO THE BOARD OF SUPERVISORS FOR ADOPTION; HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT AREA AND BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA

WHEREAS, In furtherance of the objectives of the California Community Redevelopment Law (Health and Safety Code, section 33000 *et seq.* the “**CRL**”), the Redevelopment Agency of the City and County of San Francisco (the “**Former Agency**”) undertook programs for the reconstruction and construction of blighted areas in the City and County of San Francisco (“**City**”), including the Bayview Hunters Point Redevelopment Project Area (“**BVHP Project Area**”) and the Hunters Point Shipyard Redevelopment Project Area (“**HPS Project Area**”); and,

WHEREAS, The Board of Supervisors of the City and County of San Francisco (“**Board of Supervisors**”) adopted the Hunters Point Shipyard Redevelopment Plan (“**HPS Plan**”) on July 14, 1997 by Ordinance No. 285-97 and amended the HPS Plan on August 3, 2010 by Ordinance No. 211-10 and on June 22, 2017 by Ordinance No. 122-17; and,

WHEREAS, On May 23, 2006, the Board of Supervisors amended the Bayview Hunters Point Redevelopment Plan (“**BVHP Plan**”) by Ordinance No. 113-06, on August 3, 2010 by Ordinance No. 210-10, and June 22, 2017 by Ordinance No. 123-17; and,

WHEREAS, On June 3, 2010, the Former Agency took several actions approving (or recommending approval of) a program of development for approximately 700 acres of land within the BVHP Plan and HPS Plan areas (“**CP/HPS2 Project**”); and,

WHEREAS, Pursuant to California Health and Safety Code §§ 34170 *et seq.* (the “**Dissolution Law**”), the Former Agency was dissolved as of February 1, 2012; and,

WHEREAS, The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (commonly known as the Office of Community Investment and Infrastructure, herein “**Successor Agency**” or “**OCH**”) is completing the enforceable obligations of the Former Agency with regard to the HPS Plan and BVHP Plan areas, including implementation of the CP/HPS2 Project, under the authority of the CRL as amended by the Dissolution Law, and under San Francisco Ordinance No. 215-12 (Oct. 4, 2012) (establishing the Successor Agency

Commission (“**Commission**”) and delegating to it state authority under the Dissolution Law); and,

WHEREAS, The Successor Agency proposes to adopt amendments to the HPS Plan and the BHVP Plan (“**Plan Amendments**”) to facilitate modifications to the CP/HPS2 Project, which modifications are proposed to be approved by the Commission together with its adoption of the Plan Amendments; and,

WHEREAS, The HPS Plan establishes the land use controls for the HPS Project Area, which consists of two sub-areas, HPS Phase 1 and HPS Phase 2. Proposed amendments to the HPS Plan primarily concern Phase 2 of the HPS Project Area, and consist of the following general changes: (a) a new land use pattern reflecting the historic street grid and building typologies within HPS Phase 2; (b) adjusting the mix of land uses within HPS Phase 2, resulting in a reduction of the amount of research and development and office space allowed, and providing for new uses, including hotel and institutional uses, and an increase in retail space, comprising an overall amount of 5,501,000 square feet of nonresidential development within HPS Phase 2, and resulting in a slight reduction of residential uses with HPS Phase 2 (but not an overall reduction within the CP/HPS2 Project); (c) allowing, at the Commission’s discretion, adjustment to contemplated land uses within HPS Phase 2, subject to materially maintaining the overall 5,501,000-square-foot level of development within HPS Phase 2; (d) allowing for private eco-district infrastructure to serve the CP/HPS2 Project; and,

WHEREAS, The BVHP Plan establishes the land use controls for the BVHP Project Area, which is divided into two sub-areas (Project Area A and Project Area B), and Project Area B is further divided into Zone 1 (also known as Candlestick Point) and Zone 2 (the remainder of Project Area B). Proposed amendments to the BVHP Plan consist of the following general changes: (a) slightly increasing the number of residential units within BVHP Zone 1; (b) allowing, at the Commission’s discretion, adjustment to contemplated land uses within BVHP Zone 1, subject to materially maintaining the overall 1,185,000-square-foot level of development within BVHP Zone 1; and (c) allowing, at the Commission’s discretion, the transfer of up to 118,500 square feet of research and development and office space from HPS Phase 2 to those portions of BVHP Zone 1 where that use is allowed; and (e) amending the boundaries of BVHP Zone 1 to relocate one parcel of land (the “**Jamestown Parcel**”) from Zone 1 to Zone 2, thereby including that parcel within the jurisdiction of the San Francisco Planning Department rather than OCII; and,

WHEREAS, The proposed amendments to the Redevelopment Plans remain consistent with the development envisioned by the Conceptual Framework (Board of Supervisors Resolution No. 264-07 (May 15, 2007); Agency Commission Resolution No. 40-2007 (May 1, 2007), Proposition G, the Jobs Parks and Housing Initiative (June 2008)), and Proposition O, the Hunters Point Shipyard/Candlestick Point Jobs Stimulus Proposition (November 2016); and,

WHEREAS, Sections 33450-33458 of the CRL sets forth the process for amending a redevelopment plan. This process includes a publicly noticed hearing of the redevelopment agency; environmental review to the extent required, and adoption

of the amendment by the redevelopment agency after the public hearing; preparation of the report to the legislative body, referral of the amendment to any applicable planning entity for a determination of General Plan conformity, if warranted; a publicly noticed hearing of the legislative body, and legislative body consideration after its hearing. Section 33352 of the CRL further requires the preparation of a report to the legislative body regarding the plan amendment in order to provide relevant background information in support of the need, purpose and impacts of the plan amendment; and,

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

WHEREAS, The Commission held a public hearing on April 17, 2018 on adoption of the Plan Amendments, notice of which was duly and regularly published in a newspaper of general circulation in the City once a week for three successive weeks beginning 21 days prior to the date of the hearing, and a copy of that notice and affidavit of publication are on file with the Commission Secretary; and,

WHEREAS, Copies of the notice of public hearing were mailed by first-class mail to the last known address of each assessee of land in the HPS Project Area and the BVHP Project Area as shown on the last equalized assessment role of the City; and,

WHEREAS, Copies of the notice of public hearing were mailed by first-class mail to all residential and business occupants in the HPS Project Area and the BVHP Project Area; and,

WHEREAS, Copies of the notice of public hearing were mailed, by certified mail, return receipt requested, to the governing body of each taxing agency which receives taxes from property in the HPS Project Area and the BVHP Project Area; and,

WHEREAS, The Commission has provided an opportunity for all persons to be heard and has considered all evidence and testimony presented for or against any and all aspects of the conforming Plan Amendments; and,

WHEREAS, The Plan Amendments were presented to the Mayor's Hunters Point Shipyard Citizens Advisory Committee Planning and Development subcommittee on March 29, 2018, and to its full Committee on April 2, 2018 and April 9, 2018, and received its recommendation for approval; and,

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

WHEREAS, OCII has provided for appropriate public hearings, and referred them to the City's Planning Commission for determination that the Plan Amendments are consistent with the General Plan and with the Eight Priority Policies of City Planning Code Section 101.1; and,

WHEREAS, On April 17, 2018, the Commission adopted Resolution No. 11-2018, by which the Commission determined that the Final EIR (therein defined), together with further analysis provided in Addendum No. 1, Addendum No. 4 and Addendum No. 5, remain adequate, accurate, and objective and in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA") and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.); and,

WHEREAS, The environmental effects of the Redevelopment Plan Amendment have been analyzed in the environmental documents, which are described in Agency Resolution No. 11-2018. Copies of the environmental documents are on file with the Agency; now, therefore, be it:

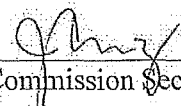
RESOLVED, That the Commission hereby finds that the Plan Amendments are included in the actions identified in Resolution 11-2018 for purposes of compliance with CEQA; and be it further:

RESOLVED, That in Resolution No. 11-2018, adopted on April 17, 2018, the Commission adopted findings that various actions, including the Plan Amendments, were in compliance with CEQA. Said findings are on file with the Commission Secretary and are incorporated herein by reference. Said findings are in furtherance of the actions contemplated in this Resolution and are made part of this Resolution by reference herein; and be it

RESOLVED, That the Commission approves the Plan Amendments attached hereto as Exhibit A and Exhibit B and recommends forwarding the Plan Amendments to the San Francisco Board of Supervisors for its approval, and authorizes OCII to make conforming revisions with regard to adjustment of the Jamestown Parcel in the Candlestick Point Design for Development; and be it

RESOLVED, That the Commission authorizes the OCII Executive Director to take all actions as may be necessary or appropriate, to the extent permitted under applicable law and the Redevelopment Plans, to effectuate OCII's performance thereunder.

I hereby certify that the foregoing resolution was adopted by the Successor Agency Commission at its meeting of April 17, 2018.



Commission Secretary

EXHIBIT A: Amendments to the Redevelopment Plan for the Hunters Point Shipyard

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

**The following Exhibits are included as attachments to OCII
Commission Memorandum dated April 17, 2018:**

RESOLUTION 13-2018

EXHIBIT A: Amendments to the Redevelopment Plan for the Hunters Point Shipyard

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

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 16-2018

Adopted April 17, 2018

ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; AUTHORIZING A THIRD AMENDMENT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT (CANDLESTICK POINT AND PHASE 2 OF THE HUNTERS POINT SHIPYARD) WITH CP DEVELOPMENT CO., LLC, SUBJECT TO THE APPROVAL OF THE OVERSIGHT BOARD OF THE CITY AND COUNTY OF SAN FRANCISCO AND THE CALIFORNIA DEPARTMENT OF FINANCE; HUNTERS POINT SHIPYARD REDEVELOPMENT PROJECT AREA AND BAYVIEW HUNTERS POINT REDEVELOPMENT PROJECT AREA

WHEREAS, In furtherance of the objectives of the California Community Redevelopment Law (Health and Safety Code, section 33000 et seq. the “CRL”), the Redevelopment Agency of the City and County of San Francisco (the “Former Agency”) undertook programs for the reconstruction and construction of blighted areas in the City and County of San Francisco (“City”), including the Bayview Hunters Point Redevelopment Project Area (“BVHP Project Area”) and the Hunters Point Shipyard Redevelopment Project Area (“HPS Project Area”); and,

WHEREAS, The Board of Supervisors of the City and County of San Francisco (“Board of Supervisors”) adopted the Hunters Point Shipyard Redevelopment Plan (“HPS Plan”) on July 14, 1997 by Ordinance No. 285-97 and amended the HPS Plan on August 3, 2010 by Ordinance No. 211-10 and on June 22, 2017 by Ordinance No. 122-17; and,

WHEREAS, On May 23, 2006, the Board of Supervisors amended the Bayview Hunters Point Redevelopment Plan (“BVHP Plan”) by Ordinance No. 113-06, on August 3, 2010 by Ordinance No. 210-10, and June 22, 2017 by Ordinance No. 123-17; and,

WHEREAS, In June 2008, San Francisco voters approved the Bayview Jobs, Parks, and Housing Initiative (“Proposition G”), which established goals, objectives, and policies to encourage the timely and coordinated redevelopment of the Candlestick Point portion of the BVHP Plan and Phase 2 of the HPS Plan area. Proposition G also authorized the transfer of City land at Candlestick Point for non-recreational uses subject to certain requirements including that Developer provide a binding obligation to create new public park or public open space, at least equal in size to the land being transferred; and,

WHEREAS, In furtherance of Proposition G, on June 3, 2010, the Former Agency Commission took several actions approving (or recommending for approval of) a program of development for approximately 702 acres of land comprised of Zone 1 of Project Area B of the BVHP Project Area (the “Candlestick Site”) and Phase 2 of the HPS

Project Area (the “**Shipyard Site**”, and collectively the “**CP/HPS2 Project**”), including a Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) by and between the Former Agency and CP Development Co., LP (“**Developer**”) (including all related binding plans and agreements attached to or referenced in the text thereof, the “**DDA**”); and,

WHEREAS, The DDA is a binding contractual agreement that provides for the transfer of land from the Former Agency to Developer, the rights and obligations of Developer and Successor Agency relating to the construction of specified improvements, and the financing mechanisms for completing the CP/HPS2 Project. The DDA establishes a comprehensive set of enforceable obligations that collectively govern the completion of the CP/HPS2 Project; and,

WHEREAS, Pursuant to California Health and Safety Code §§ 34170 et seq. (the “**Dissolution Law**”), the Former Agency was dissolved as of February 1, 2012; and,

WHEREAS, The Successor Agency to the Redevelopment Agency of the City and County of San Francisco (commonly known as the Office of Community Investment and Infrastructure, herein “**Successor Agency**” or “**OCII**”) is completing the enforceable obligations of the Former Agency with regard to the HPS and BVHP Project Areas, including implementation of the CP/HPS2 Project, under the authority of the CRL as amended by the Dissolution Law, and under San Francisco Ordinance No. 215- 12 (Oct. 4, 2012) (establishing the Successor Agency Commission (“**Commission**”) and delegating to it state authority under the Dissolution Law); and,

WHEREAS, On December 14, 2012, the California Department of Finance determined “finally and conclusively” that the DDA and tax allocation pledge agreements, including the affordable housing programs, are enforceable obligations under the Dissolution Law; and,

WHEREAS, The DDA contemplates two development alternatives for the CP/HPS2 Project, primarily distinguished by the presence or absence of a football stadium within the Shipyard Site. The 49ers elected to construct a new football stadium outside of the CP/HPS2 Project and in 2014 terminated the 49ers Lease. Accordingly, the Parties are proceeding with development of the Non-Stadium Alternative under the DDA; and,

WHEREAS, Recognizing the complexity of the CP/HPS2 Project, the DDA provides OCII and Developer with a process to make changes to the phasing and other elements of the CP/HPS2 Project. In 2013, OCII and Developer agreed to revise the phasing as a result of a delay in the schedule of the transfer of U.S. Navy parcels to OCII at Hunters Point Shipyard and the decision of the San Francisco 49ers to vacate Candlestick Park earlier than originally contemplated (approved by Oversight Board Resolution No. 16-2012, dated December 10, 2012). In 2014 OCII and Developer agreed to further revise the phasing of the CP/HPS2 Project to accommodate the early transfer of the former Candlestick Stadium site from OCII

to Developer (approved by Oversight Board Resolution No. 08-2014 on September 22, 2014); and,

WHEREAS, Transfer of the majority of the CP/HPS2 Project within the HPS Project Area (the “**Shipyard Site**”) has been delayed to allow the U.S. Navy to perform additional testing and remediation actions within the Shipyard Site, and Developer has used this delay to re-envision the program of development for the Shipyard Site in collaboration with a world-renown architectural team; and,

WHEREAS, The parties now propose a third amendment to the DDA (“**Third Amendment**”) to amending the Non-Stadium Alternative development program for the CP/HPS2 Project (the “**Updated Program**”), which generally includes: (a) redistribution of total planned residential units between the Shipyard Site and the Candlestick Site; (b) reallocation to the CP/HPS2 Project of 172 residential units and up to 71,000 square feet of commercial space planned for but unbuilt within Phase 1 of the HPS Project Area; (b) increase in research and development and office space at the Shipyard Site to 4,265,000 square feet; (c) addition at the Shipyard Site of 120,000 square feet of hotel use and 410,000 square feet of institutional uses; and (d) increase in retail space at the Shipyard Site to 401,000 square feet; and,

WHEREAS, As authorized in the Third Amendment, the overall CP/HPS2 Project would include 10,672 new homes, comprised of 10,500 units originally contemplated for the CP/HPS2 Project and the additional 172 relocated units initially planned for Phase 1 of the HPS Project Area. Of these 10,672 units, (a) up to 3,454 units will be located on the Shipyard Site and up to 7,218 units will be located on the Candlestick Site; (b) up to 3,345 units will be affordable units (including units to be developed by OCII), which maintains the current requirement that approximately thirty-one and eight-six hundredths percent (31.86%) of the 10,500 units originally contemplated for the CP/HPS2 Project be affordable units; and (c) 18 of the additional 172 units relocated from HPS Phase 1 will be below-market rate units; and,

WHEREAS, Also as authorized in the Third Amendment, the overall CP/HPS2 Project will include approximately 337.7 acres of public park and open space improvements and 8.1 acres of privately owned, publicly accessible open spaces, up to 1,161,000 square feet of regional and neighborhood-serving retail space and maker space, up to 255,000 square feet of new and renovated replacement space for the Shipyard artists and a new arts center, 100,000 square feet community use space, up to 410,000 square feet of institutional uses (including educational institutions); up to 270,000 square feet of hotel space, up to 4,415,000 square feet of research and development and office space, 75,000 square feet of film arts/performance/event space, and a marina and water taxi facilities; and,

WHEREAS, As part of the Third Amendment, the parties to the DDA also propose conforming amendments to several of the plans included in the DDA, including the Development Plan for the Non-Stadium Alternative, the Phasing Plan and Schedule of Performance, the Design Review and Document Approval Procedure

(“**DRDAP**”), the Below-Market Rate Housing Plan, the Community Benefits Plan, the Financing Plan, the Infrastructure Plan, the Parks and Open Space Plan, the Sustainability Plan, and the Transportation Plan (collectively, the “**Amended Plans**”); and,

WHEREAS, The Third Amendment maintains Developer’s right to develop the CP/HPS2 Project in Major Phases (as defined in the DDA), and within each Major Phase, in a series of Sub-Phases (as defined in the DDA), but the Third Amendment revises the boundaries of these Major Phases and Sub-Phases, reduces the number of Major Phases at both the Shipyard Site and the Candlestick Site from four (4) Major Phases to three (3) Major Phases, and reduces the number of Sub-Phases at the Shipyard Site from seventeen (17) Sub-Phases to six (6) Sub-Phases and to reduce the number of Sub-Phases at the Candlestick Site from eighteen (18) Sub-Phases to seventeen (17) Sub-Phases. The Third Amendment maintains linkages between Developer's build-out of Major Phases and Sub-Phases, and Developer's obligations to complete the parks, transportation and other infrastructure required for that build-out, and to deliver affordable housing parcels and other public benefits corresponding to that build-out. The revised Major Phases and Sub-Phases continue to be designed to ensure that Developer satisfies its public benefit obligations regarding parks, affordable housing, and other community benefits proportionately along with the construction of market rate development; and,

WHEREAS, The Third Amendment proposes the construction of an 8.1-acre, privately owned, publicly accessible open space known as the Green Room within the Shipyard Site, which space is intended to provide both passive and active uses to residential and commercial users within the Shipyard Site. The Third Amendment also maintains the provision of small-scale, privately owned but publicly accessible pedestrian mews within development blocks, known as mid-block breaks, which provide areas of passive recreation, respite and mobility within the larger blocks on the Shipyard Site. Developer is required to construct both the mid-block breaks and the Green Room, and will ensure that these spaces are owned and maintained by a master association with the ability to make assessments against its members for their perpetual maintenance; and,

WHEREAS, The Third Amendment modifies the calculation of costs reimbursable to OCII by Developer, providing an increase in such reimbursement; and,

WHEREAS, The Third Amendment allows the Agency to require Developer to enter into an agreement to recover property taxes to the extent portions of the CP/HPS2 Project site are sold or leased to entities otherwise exempt from payment of property taxes; and,

WHEREAS, The Third Amendment would amend the Below-Market Rate Housing Plan (“**BMR Plan**”) included in the DDA to allow, at Developer’s discretion, a 100% affordable 105-unit residential project (104 BMR units plus one manager’s unit) for residents aged 62 and over at 60% AMI and below, to be located within Sub-Phase CP-02 in the Candlestick Site (the “**CP-02 Senior BMR Project**”). As a result, market-rate

residential projects within the CP/HPS2 Project area would be allowed to credit units with the CP-02 Senior BMR Project against otherwise applicable Inclusionary Unit requirements, however the CP-02 Senior BMR Project would be constructed prior to or at the same time as the CP-02 Market Rate Project, therefore accelerating the delivery of Inclusionary Units with deeper affordability than was previously allowed in the BMR Plan. The BMR Plan is also being amended to require that 10.5% of the 172 residential units relocated from HPS Phase 1 be affordable at 80% AMI. Finally, the BMR Plan is being modified to provide Certificate of Preference holders priority for parking spaces in Inclusionary Units in Residential Projects with less than 1 parking space for every unit; and,

WHEREAS, The DDA requires that OCII convey to Developer all real property it owns (or acquires) within each Sub-Phase upon the OCII's approval of Developer's application for that Sub-Phase, with the exception of property to be retained by a public entity (defined as Public Property in the DDA). As reflected in the Community Benefits Plan, the Former Agency at one time intended to retain a former Navy property within the Shipyard Site, referred to as Building 813, to be rehabilitated, jointly with the City, for use as a center for business incubation. However, neither OCII nor the City intend to pursue this use for Building 813, which would entail substantial public investment for the rehabilitation and conversion of the building and for operations thereafter, funding for which is not available. Accordingly, the Third Amendment clarifies that Building 813 is no longer being retained as Public Property as defined in the DDA, and will instead be conveyed to Developer for development of the CP/HPS2 Project similar to all other former Navy property within the Shipyard Site; and,

WHEREAS, Like all other former Navy property at the Shipyard Site to be conveyed to Developer, conveyance of Building 813 would provide a benefit to the taxing entities given that its commercial reuse in accordance with the HPS Plan would increase the amount of tax revenues to the taxing entities by rehabilitating an otherwise chronically dilapidated building without public expenditure; and,

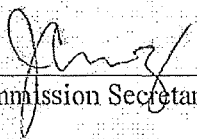
WHEREAS, The Third Amendment would amend the Community Benefits Plan as follows: (a) in place of the Former Agency's intention to establish a center for business incubation, Developer will instead: (i) construct to a high level of interior finishing (referred to as "warm shell") the 65,000 square feet of Community Facilities Space being provided by Developer as an existing obligation, which will decrease start-up costs required of community-based tenants intending to use these Spaces, and to require Developer to identify community-based tenants for these Spaces pursuant to a marketing plan that focuses on residents and businesses located in the BVHP area; and (ii) identify 75,000 square feet of retail within the Shipyard Site that it will lease (or require successors to lease) as maker space (generally considered to be small-scale production spaces), and requires Developer to undertake marketing efforts for these spaces targeting maker uses, including efforts focused on the BVHP community; and (b) establish an obligation for Developer to submit bi-annual reports on its progress under the Community Benefits Plan; and,

- WHEREAS, The Third Amendment was presented to the Mayor's Hunters Point Shipyard Citizens Advisory Committee Planning and Development subcommittee on February 8, 2018, and to its full committee on April 2, 2018 and April 9, 2018, and received its recommendation for approval; and,
- WHEREAS, The DDA, as amended, will continue to benefit the taxing entities because it will increase the amount of revenues to the taxing entities by enhancing and promoting the development of the CP/HPS2 Project, facilitate the revitalization of the community and encourage further investment in the area, and generate employment opportunities throughout the CP/HPS2 Project area; and,
- WHEREAS, On April 17, 2018, the Commission adopted Resolution No. 11-2018, by which the Commission determined that the Final EIR (therein defined), together with further analysis provided in Addendum No. 1, Addendum No. 4 and Addendum No. 5, remain adequate, accurate, and objective and in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA") and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.); and,
- WHEREAS, The environmental effects of the Third Amendment have been analyzed in the environmental documents, which are described in Agency Resolution No.11-2018. Copies of the environmental documents are on file with the Agency; now, therefore, be it:
- RESOLVED, That the Commission hereby finds that the Third Amendment is included in the actions identified in Resolution 11-2018 for purposes of compliance with CEQA; and be it further
- RESOLVED, That in Resolution No. 11-2018, adopted on April 17, 2018, the Commission adopted findings that various actions facilitating modification of the CP/HPS2 Project, including the Third Amendment, were in compliance with CEQA. Said findings are on file with the Commission Secretary and are incorporated herein by reference. Said findings are in furtherance of the actions contemplated in this Resolution and are made part of this Resolution by reference herein; and be it
- RESOLVED, That the Commission approves the Third Amendment substantially in the form lodged with the Commission Secretary, subject to Oversight Board and DOF approval as required under the Dissolution Law; and be it further
- RESOLVED, That the Commission approves the Amended Plans substantially in the form lodged with the Commission Secretary, subject to Oversight Board and DOF approval of each as required under the Dissolution Law, and subject to approval by those City bodies having jurisdiction over the Amended Plans; and be it further
- RESOLVED, That the Commission authorizes the OCII Executive Director, prior to execution, to make changes and take any and all steps, including but not limited to the attachment of exhibits and the making of corrections, as necessary or appropriate to consummate the Third Amendment and Amended Plans, provided, however, that

such changes and steps do not materially increase the burdens and responsibilities of OCII or materially decrease the benefits to OCII from the Third Amendment or the Amended Plans; and be it further

RESOLVED, That the Commission authorizes the OCII Executive Director to take all actions as may be necessary or appropriate, to the extent permitted under applicable law and under the Third Amendment and Amended Plans, to effectuate OCII's performance thereunder.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of April 17, 2018.



Commission Secretary

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 13 – 2016

Adopted March 15, 2016

APPROVING AMENDMENTS TO THE DESIGN FOR DEVELOPMENT, STREETSCAPE MASTER PLAN AND MAJOR PHASE 1 APPLICATION FOR CANDLESTICK POINT, AND CONFORMING CHANGES TO APPLICABLE PROJECT DOCUMENTS, AND ADOPTING ENVIRONMENTAL FINDINGS, INCLUDING AMENDING TWO ADOPTED MITIGATION MEASURES, PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND THE DISPOSITION AND DEVELOPMENT AGREEMENT WITH CP DEVELOPMENT CO., LP, SUBJECT TO CITY APPROVALS TO THE EXTENT REQUIRED BY THE INTERAGENCY COOPERATION AGREEMENT AND THE PLANNING COOPERATION AGREEMENT; BAYVIEW HUNTERS POINT AND HUNTERS POINT SHIPYARD PROJECT AREAS

WHEREAS, Under Chapter 5, Statutes of 2011, Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session), and Assembly Bill No. 1484 (Chapter 26, Statutes of 2011-12, Regular Session) (collectively, as amended from time to time, the “Dissolution Law”), the Redevelopment Agency of the City and County of San Francisco (“SFRA” or the “Redevelopment Agency”) was dissolved and the non-affordable housing assets and obligations of SFRA were transferred to the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (“Successor Agency”), commonly known as the Office of Community Investment and Infrastructure (“OCII”), by operation of law; and,

WHEREAS, On October 2, 2012 the San Francisco Board of Supervisors, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12 (the “Implementing Ordinance”), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency is a separate legal entity from the City, and (b) established the Successor Agency Commission (the “Commission”) and delegated to it the authority to (i) act in place of the Redevelopment Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency’s enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approvals, consistent with applicable enforceable obligations, and (iii) take any action that the Dissolution Law requires or authorizes on behalf of the Successor Agency and any other action that the Commission deems appropriate, consistent with the Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors’ delegation to the Commission includes the authority to grant approvals under specified land use controls for the Candlestick Point and Phase 2 of the Hunters Point Shipyard Project (the “Project”); and,

WHEREAS, In connection with the Project, the Board of Supervisors on August 3, 2010, approved amendments to the Hunters Point Shipyard Redevelopment Plan and the Bayview Hunters Point Redevelopment Plan by ordinances 210-10 and 211-10, respectively (the “Redevelopment Plans”), the SFRA approved the Candlestick Point Design for Development and the Hunters Point Shipyard Phase 2 Design for Development (as

more particularly defined in the Phase 2 DDA, the “Design for Development”) by Resolution 62-2010 and the SFRA and CP Development Co., LP (as more particularly defined in the Phase 2 DDA, “Developer”) entered into a Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard), dated for reference purposes as of June 3, 2010 (as amended and as the same may be further amended from time to time, the “Phase 2 DDA”) by Resolution 69-2010. The Phase 2 DDA was amended on December 18, 2012 by a First Amendment to the Phase 2 DDA, pursuant to OCII Resolution No. 3-2012. The Phase 2 DDA was amended on September 12, 2014 by a Second Amendment to the Phase 2 DDA, pursuant to OCII Resolution No. 82-2014. Capitalized terms used but not otherwise defined in this Resolution have the meanings ascribed to or provided for them in the Phase 2 DDA; and,

WHEREAS, The Phase 2 DDA establishes Developer’s rights to develop within the parameters of the Redevelopment Plans and Design for Development (“D4D”) and incorporates through exhibits and attachments various Project Documents including the Design Review and Document Approval Procedure (“DRDAP”), the Below-Market Rate Housing Plan, the Transportation Plan, the Infrastructure Plan, the Community Benefits Plan, the Parks and Open Space Plan, the Sustainability Plan, DDA Exhibits and other documents (all as more particularly described in the Phase 2 DDA, together, the “Project Documents”); and,

WHEREAS, The Phase 2 DDA is an enforceable obligation under the Dissolution Law and shown on line HPSY 30 of the Recognized Obligation Payment Schedule f, which was approved by the Oversight Board and the California Department of Finance (“DOF”). On December 14, 2012, DOF issued a final and conclusive determination under California Health and Safety Code § 34177.5 (i) that the Phase 2 DDA and the HPS Phase 1 DDA are enforceable obligations that survived the dissolution of the Redevelopment Agency; and,

WHEREAS, The Interagency Cooperation Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) (as more particularly defined in the Phase 2 DDA, the “ICA”) between OCII and the City establishes procedures for interdepartmental coordination related to the implementation of the Project. The ICA was executed by the Redevelopment Agency and the City, including by and through the San Francisco Port Commission, the San Francisco Public Utility Commission, the Department of Public Works, the San Francisco Fire Chief and Fire Marshall, the San Francisco Municipal Transportation Agency, the City Administrator, the Controller, the Mayor and the Clerk of the Board of Supervisors, and was consented to by Developer as a third party beneficiary thereof; and,

WHEREAS, The Planning Cooperation Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) (as more particularly defined in the Phase 2 DDA, the “Planning Cooperation Agreement”) between OCII and the Planning Department of the City and County of San Francisco establishes procedures for coordination between OCII and the Planning Department related to the implementation of the Project, including with respect to the review and approval of Major Phase Applications or changes to D4D; and,

WHEREAS, In accordance with the Phase 2 DDA (including the DRDAP), Developer must submit a Streetscape Plan, a Major Phase Application and a Sub-Phase Application before commencing construction on any phase of the Project; and,

WHEREAS, On January 7, 2014, the Commission approved through Resolution No. 1-2014, a Streetscape Plan and a Major Phase Application for Major Phase 1 (“Major Phase 1 CP”) for Candlestick Point; and,

- WHEREAS, Along with the approval of the Major Phase 1 CP and the Streetscape Plan, the Commission took the following actions: (1) amendments to the DDA Exhibits Schedule of Performance, Project Phasing Plan, Housing Plan, Land Use Plan including the schedule of transportation improvements; (2) approval of Master Signage Plan; and (3) issuance of an Addendum (“Addendum No. 1”) to the Final Environmental Impact Report (“FEIR”); and,
- WHEREAS, In spring of 2015, the Developer submitted an application for Sub-Phases CP-02, CP-03, and CP-04 (“CP-02-03-04”) within Major Phase 1 CP, which generally encompass the following: (1) Candlestick Center (“CP Center”) the retail core of Candlestick, (2) the four most northern blocks of the Candlestick South neighborhood (“CP South”), which are directly across Harney Way from CP Center, and (3) the four most western blocks of the Candlestick North neighborhood (“CP North”), which are directly across Ingerson Avenue from CP Center; and,
- WHEREAS, The Developer’s CP-02-03-04 proposal included specified revisions or refinements to the Project as originally described in the Major Phase 1 CP, Streetscape Master Plan, Candlestick Point D4D, Transportation Plan, Infrastructure Plan and certain exhibits in the DDA such as the Phasing Plan, Schedule of Performance, and Housing Map. The changes to the Major Phase 1 CP, Streetscape Plan, and Project Documents, are collectively referred to as Project Amendments (“Project Amendments”); and,
- WHEREAS, The Developer has submitted an amended Major Phase 1CP application for the Commission’s approval, dated March 15, 2016. The Developer and OCII agree that all changes from the January 7, 2014 Major Phase 1 CP are contained in an administrative record kept by both parties, and that the March 15, 2016 Major Phase 1 CP shall be updated to include street names and other site orientation information on all Figures; and,
- WHEREAS, In accordance with the DRDAP, any proposed deviation from the Redevelopment Requirements or prior Approvals require a clear written statement by the Developer to indicate that the submission includes a proposed deviation request and a statement of the reasons for the requested deviation; and,
- WHEREAS, The Phase 2 DDA contemplated that, due to the size and complexity of the Project, and the length of the development program, changes to the Project would likely occur and the Project Documents therefore provided significant flexibility with Developer opportunity to request changes at any stage of the development program, subject to OCII and affected City department approvals; and,
- WHEREAS, Most of the Project Amendments are minor refinements, based on numerous considerations and, in part, City department requests, and OCII staff has determined that the Project Amendments are consistent with the Redevelopment Plans and consistent with the type of changes envisioned as possible under the Phase 2 DDA; and,
- WHEREAS, Final approval of the Project Amendments and conforming changes to the Project Documents, under this Resolution is subject to approval from the City and affected City departments to the extent required by the ICA and the Planning Cooperation Agreement; and,
- WHEREAS, The affected City departments have completed a thorough review of the Project Amendments and conforming changes to the Project Documents, and OCII staff expects to obtain all necessary City approvals; and,

- WHEREAS, OCII staff seeks Commission approval of the Project Amendments and conforming changes to the Project Documents; upon adoption of this Resolution, OCII staff and Developer will make the conforming changes to the Project Documents subject to any necessary City approvals; and,
- WHEREAS, Once the Project Amendments and conforming changes to the Project Documents have been approved by the City to the extent required by the ICA and the Planning Cooperation Agreement, the Project Amendments and revised Project Documents will be deemed finally approved by the Commission without further action from the Commission; and,
- WHEREAS, On June 3, 2010, the SFRA Commission by Resolution No. 58-2010 and the San Francisco Planning Commission by Motion No. 18096, certified the FEIR for the Project as adequate, accurate, and objective and in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) (“CEQA”) and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.); the Board of Supervisors affirmed the Planning Commission’s certification of the FEIR by Motion No. 10-110 on July 14, 2010; and,
- WHEREAS, As part of its approval of the Project on June 3, 2010, in addition to certifying the FEIR, the SFRA Commission, by Resolution No. 59-2010 adopted findings pursuant to CEQA, regarding the alternatives, mitigation measures, and significant environmental effects analyzed in the FEIR, including a Mitigation Monitoring and Reporting Program and a Statement of Overriding Considerations for the Project, which findings are incorporated into this Resolution by this reference; and,
- WHEREAS, Subsequent to the certification of the FEIR, the Planning Department, at the request of OCII issued Addendum No. 1 (dated December 11, 2013) to the FEIR as part of the 2014 Major Phase 1 CP and Streetscape Plan; and,
- WHEREAS, Addendum No. 1 addressed changes to the phasing schedule for the Project and corresponding changes to the schedules for implementation of related transportation system improvements in the Transportation Plan, including the Transit Operating Plan, the Infrastructure Plan and other public benefits; and minor proposed revisions in two adopted mitigations measures, TR-16 Widen Harney Way, and UT-2 Auxiliary Water Supply System; and,
- WHEREAS, OCII as the lead agency, has prepared, in consultation with the San Francisco Planning Department, prepared Addendum No. 4 (See Attachment A) to the FEIR, (“Addendum No. 4”) which OCII staff issued on February 22, 2016. (Addenda Nos. 2 and 3 analyzed proposed changes to the Project, which are no longer being pursued.) Addendum No. 4 evaluates all of the proposed Project Amendments, including the D4D changes; and,
- WHEREAS, Addendum No. 4 identifies and discusses recommended modifications to two previously adopted transportation-related mitigation measures: Mitigation Measures TR-16 (regarding improvements to Harney Way) and TR-23.1 (regarding the 29-Sunset transit line). Addendum No. 4 concludes that the proposed modifications to these mitigation measures would not result in new or more severe impacts; and,
- WHEREAS, Mitigation Measure TR-16 Widen Harney Way (“Harney Way Improvements”) was modified by Resolution 1-2014 pursuant to Addendum No. 1 to schedule implementation of the Harney Way Improvements prior to issuance of the occupancy permit for the Candlestick Point Sub-Phase CP-02, instead of the first grading permit for Major Phase 1 CP of the Project, and to provide for a two-way cycle track on Harney Way rather than the previously proposed bicycle lane; and,

- WHEREAS, Under the Project Amendments, Addendum no. 4 proposes a modification to Mitigation Measure TR-16 to divide the Harney Way Improvements into two phases of improvements in response to the delays in the San Francisco Municipal Transportation Agency (“SFMTA”) finalizing the Bus Rapid Transit (“BRT”) alignment along Harney. This Mitigation Measure would be modified to allow the Developer to limit the construction of the first phase of Harney Way improvements during Sub-Phase CP-02 to the area of Harney Way between Arelious Walker Drive and Executive Park Boulevard East. When the BRT alignment has been finalized, the Project Sponsor would complete the BRT lanes between Executive Park Boulevard East and Thomas Mellon Drive. Thus, the first phase of improvements would be completed prior to operation of the BRT, and the resulting construction schedule would not delay the start of BRT service; and,
- WHEREAS, Mitigation Measure TR23.1 as originally proposed in the FEIR included a mitigated cross-section design for Gilman Avenue that would modify the current cross-section design of Gilman by requiring the removal of 3 feet of sidewalk from each side of the street to add an additional lane travel lane to maintain headways for 29 Sunset bus route for the Project; and
- WHEREAS, During the design process, the approved FEIR Gilman Avenue cross-section was unsatisfactory for several reasons. SFMTA did not want sidewalk widths to be reduced to accommodate additional travel lanes; furthermore constructing the approved cross-section would require relocating utility pole lines, which was not part of Developer’s obligation. A revised cross-section was designed that included one travel lane in each direction, one center left turn lane serving both directions, parking on both sides of the street, and transit priority signalization. The City agencies reviewed the revised Gilman Avenue concept and concurred that it would bring travel times for the 29 Sunset bus route to levels consistent with the mitigated FEIR scenario; and,
- WHEREAS, The revised Gilman Avenue design would require a modification to Mitigation Measure TR-23.1 as originally approved in the Streetscape Plan, Infrastructure Plan and Transportation Plan; and,
- WHEREAS, Based on the analysis in Addendum No. 4, OCII concludes that the analyses conducted and the conclusions reached in the FEIR on June 3, 2010, remain valid and the proposed Project Amendments, and the amendments to the Mitigation Measures as specified above, will not cause new significant impacts not identified in the FEIR, or substantially increase the severity of previously identified significant impacts, and no new mitigation measures will be necessary to reduce significant impacts; further, other than as described in Addendum No. 4, no Project changes have occurred, and no changes have occurred with respect to circumstances surrounding the proposed Project that will require major revisions of the FEIR due to the involvement of new significant effects or a substantial increase in the severity of previously identified significant effects, and no new information has become available that shows that the Project will cause new or more severe significant environmental impacts and, therefore, no subsequent or supplemental environmental review is required under CEQA beyond Addendum No. 4 to approve the first Major Phase and Sub-Phase Applications; and,
- WHEREAS, On February 22, 2016, the FEIR, Addendum No. 4 and supporting documentation in preparing necessary findings for the Commission’s consideration, was made available for review by the Commission and the public; and,

WHEREAS, Copies of the FEIR and Addendum No. 4 and supporting documentation are on file with the Commission Secretary and are incorporated in this Resolution by this reference; and,

WHEREAS, OCII staff has reviewed the Project Amendments, including the changes to Mitigation Measures TR-16 and TR 23.1 described in Addendum No. 4, and recommends approval of the Project Amendments and the changes to the Mitigation Measures; and,

WHEREAS, The Hunters Point Shipyard Citizen's Advisory Committee ("CAC"), the Alice Griffith Tenants, and the Bayview Hunters Point community generally have participated in the review of the Project Amendments through a series of meetings held at Alice Griffith, the Hunters Point Shipyard and the Southeast Community Facility; and,

WHEREAS, The CAC, at its meeting of September 14, 2015, reviewed and endorsed the Project Amendments and conforming changes to the Project Documents; now, therefore, be it

RESOLVED, That the Commission has reviewed and considered the FEIR, together with Addendum No. 4 and the supporting documentation in OCII's files, and adopts the findings as set forth in Addendum No. 4 and the modifications to the Mitigation Measures TR-16 and TR 23.1 as set forth in Addendum No. 4; and be it further

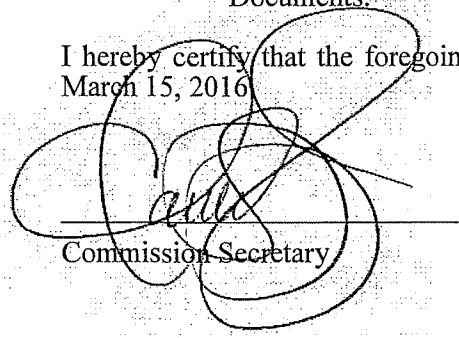
RESOLVED, That the Project Amendments, including the amended D4D, Streetscape Master Plan and Major Phase 1 CP, the changes to Mitigation Measures TR-16 and TR 23.1 and conforming changes to the Project Documents, are hereby approved, subject to any required City approvals; and be it further

RESOLVED, That the Commission approval of the Project Amendments includes a condition that all necessary City approvals must be obtained, and upon the receipt of such City approvals, OCII staff shall make all conforming changes to the Project Documents without further action by the Commission, and this Resolution shall constitute approval of the Project Amendments; and be it further

RESOLVED, That the Commission hereby authorizes and directs the OCII Director and such OCII staff as the OCII Director may designate, upon receipt of any necessary City approvals, to make conforming changes to the Project Documents so that they align with the Project Amendments; and be it further

RESOLVED, That the Commission hereby authorizes and directs the OCII Director to take all actions as needed to effectuate this resolution and to cause the Project Amendments to be implemented as set forth in this Resolution, including the revisions to the Project Documents.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of March 15, 2016



Commission Secretary

Commission on Community Investment and Infrastructure

RESOLUTION NO. 1-2014

Adopted January 7, 2014

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING THE STREETSCAPE PLAN AND THE SIGNAGE PLAN FOR CANDLESTICK POINT AND THE MAJOR PHASE APPLICATION FOR MAJOR PHASE 1 AND CONFORMING CHANGES TO THE PROJECT DOCUMENTS PURSUANT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT WITH CP DEVELOPMENT CO., LP, SUBJECT TO APPROVAL FROM THE AFFECTED CITY DEPARTMENTS AND MAYOR UNDER AND TO THE EXTENT REQUIRED BY THE ICA AND THE PLANNING COOPERATION AGREEMENT; BAYVIEW HUNTERS POINT AND HUNTERS POINT SHIPYARD PROJECT AREAS

WHEREAS, Under Chapter 5, Statutes of 2011, Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session), and Assembly Bill No. 1484 (Chapter 26, Statutes of 2011-12, Regular Session) (collectively, as amended from time to time, the "Dissolution Law"), the Redevelopment Agency of the City and County of San Francisco ("SFRA" or the "Redevelopment Agency") was dissolved and the non-affordable housing assets and obligations of SFRA were transferred to the Successor Agency to the Redevelopment Agency of the City and County of San Francisco ("Successor Agency"), commonly known as the Office of Community Investment and Infrastructure ("OCII"), by operation of law; and,

WHEREAS, Subsequent to the adoption of AB 1484, on October 2, 2012 the Board of Supervisors of the City, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12 (the "Implementing Ordinance"), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency is a separate legal entity from the City, and (b) established the Successor Agency Commission (the "Commission") and delegated to it the authority to (i) act in place of the Redevelopment Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency's enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approvals, consistent with applicable enforceable obligations, and (iii) take any action that the Dissolution Law requires or authorizes on behalf of the Successor Agency and any other action that this Successor Agency Commission deems appropriate, consistent with the Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors' delegation to the Commission includes the authority to grant approvals under specified land use controls for the Candlestick Point and Phase 2 of the Hunters Point Shipyard Project (the "Project"); and,

WHEREAS, In connection with the Project, the Board of Supervisors on August 3, 2010, approved amendments to the Hunters Point Shipyard Redevelopment Plan and the Bayview Hunters Point Redevelopment Plan by ordinances 210-10 and 211-10, respectively (the "Redevelopment Plans"), the SFRA approved the Candlestick Point Design for Development and the Hunters Point Shipyard Phase 2 Design for Development (as more particularly defined in the Phase 2 DDA, the "Design for Development") by Resolution 62-2010 and the SFRA and CP Development Co., LP (as more particularly

defined in the Phase 2 DDA, “Developer”) entered into a Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard), dated for reference purposes as of June 3, 2010 (as amended and as the same may be further amended from time to time, the “Phase 2 DDA”) by Resolution 69-2010. The Phase 2 DDA was amended on December 18, 2012 by a First Amendment to the Phase 2 DDA, pursuant to OCII Resolution No. 3-2012. Capitalized terms used but not otherwise defined in this Resolution have the meanings ascribed to or provided for them in the Phase 2 DDA; and,

WHEREAS, The Phase 2 DDA establishes Developer’s rights to develop within the parameters of the Redevelopment Plans and Design for Development and incorporates through exhibits and attachments various Project Documents including the Design Review and Document Approval Procedure (“DRDAP”), the Below -Market Rate Housing Plan, the Transportation Plan, the Infrastructure Plan, the Community Benefits Plan, the Design for Development, the Parks and Open Space Plan and the Incorporated Sustainability Requirements and Sustainability Goals and other documents (all as more particularly described in the Phase 2 DDA, together, the “Project Documents”); and,

WHEREAS, The Phase 2 DDA is an enforceable obligation under the Dissolution Law and shown on line HPSY 30 of the Recognized Obligation Payment Schedule for January to June 2014, which was approved by the Oversight Board and the California Department of Finance (“DOF”). On December 14, 2012, DOF issued a final and conclusive determination under California Health and Safety Code § 34177.5 (i) that the Phase 2 DDA and the HPS Phase 1 DDA are enforceable obligations that survived the dissolution of the Redevelopment Agency; and,

WHEREAS, The Interagency Cooperation Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) (as more particularly defined in the Phase 2 DDA, the “ICA”) between OCII and the City establishes procedures for interdepartmental coordination related to the implementation of the Project. The ICA was executed by the Redevelopment Agency and the City, including by and through the San Francisco Port Commission, the San Francisco Public Utility Commission, the Department of Public Works, the San Francisco Fire Chief and Fire Marshall, the San Francisco Municipal Transportation Agency, the City Administrator, the Controller, the Mayor and the Clerk of the Board of Supervisors, and was consented to by Developer as a third party beneficiary thereof; and,

WHEREAS, The Planning Cooperation Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) (as more particularly defined in the Phase 2 DDA, the “Planning Cooperation Agreement”) between OCII and the Planning Department of the City and County of San Francisco establishes procedures for coordination between OCII and the Planning Department related to the implementation of the Project, including with respect to the review and approval of Major Phase Applications; and,

WHEREAS, In accordance with the Phase 2 DDA (including the DRDAP), Developer must submit a Streetscape Plan, a Signage Plan, a Major Phase Application and a Sub-Phase Application before commencing construction on any phase of the Project; and,

WHEREAS, Developer has submitted a Streetscape Plan and a Signage Plan for Candlestick Point and a Major Phase Application for Major Phase 1 (collectively, the “CP Plans”). As part of the submittal of the CP Plans and as contemplated by the Phase 2 DDA, Developer has proposed refinements to the Project Documents that were adopted in 2010, including to the Phasing Plan, the Infrastructure Plan and the Transportation Plan (collectively, the “Project Refinements”). The Project Refinements are

described in Attachment 6A-6N in the OCII memorandum prepared in connection with the approval of this Resolution; and,

WHEREAS, The Signage Plan includes historic content to illustrate how the history of Candlestick Point and Hunters Point Shipyard may be conveyed through signage. Historic narratives reported in interpretive displays signs shall rely on resources such as the Bayview Library's Oral Histories Project and allow for additional community input through a process defined in collaboration with OCII and the Hunters Point Shipyard CAC; and,

WHEREAS, Final approval of the CP Plans and conforming changes to the Project Documents, including the Project Refinements, under this Resolution is subject to approval from the affected City departments and Mayor under and to the extent required by the ICA and the Planning Cooperation Agreement; and,

WHEREAS, OCII staff has determined that the CP Plans are complete under, and are consistent with, the Phase 2 DDA, the Project Documents, and the Redevelopment Plans, with the only modifications to the Project Documents being the Project Refinements; and,

WHEREAS, The affected City departments have completed a thorough review of the CP Plans and conforming changes to the Project Documents, including the Project Refinements, under and in accordance with the ICA and the Planning Cooperation Agreement; OCII staff expects that the CP Plans and conforming changes to the Project Documents, including the Project Refinements, will be approved by the affected City departments under and to the extent required by the ICA and the Planning Cooperation Agreement; and,

WHEREAS, OCII staff seeks approval of the Project Refinements as part of the approval of the CP Plans. Subsequent to the adoption of this Resolution and approval of the CP Plans and conforming changes to the Project Documents, including the Project Refinements, by the affected City departments under and to the extent required by the ICA and the Planning Cooperation Agreement, OCII staff and Developer will make conforming changes to the applicable Project Documents; and,

WHEREAS, Once the CP Plans and conforming changes to the Project Documents, including the Project Refinements, have been approved by the affected City departments under and to the extent required by the ICA and the Planning Cooperation Agreement, the CP Plans and conforming changes to the Project Documents, including the Project Refinements, will be deemed finally approved by the Commission without further action from the Commission; and,

WHEREAS, On June 3, 2010, the SFRA Commission by Resolution No. 58-2010 and the San Francisco Planning Commission by Motion No. 18096, certified the Final Environmental Impact Report ("FEIR") for the Project as adequate, accurate, and objective and in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA") and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.); the Board of Supervisors affirmed the Planning Commission's certification of the FEIR by Motion No. 10-110 on July 14, 2010; and,

WHEREAS, As part of its approval of the Project on June 3, 2010, in addition to certifying the FEIR, the SFRA Commission, by Resolution No. 59-2010 adopted findings pursuant to CEQA, regarding the alternatives, mitigation measures, and significant environmental effects analyzed in the FEIR, including a Mitigation Monitoring and

Reporting Program and a Statement of Overriding Considerations for the Project, which findings are incorporated into this Resolution by this reference; and,

WHEREAS, Subsequent to the certification of the FEIR, the Planning Department, at the request of OCII and in response to the proposed Project Refinements as part of the first Major Phase and Sub-Phase Applications, issued an addendum to the FEIR (“Addendum No. 1”); and,

WHEREAS, Addendum No. 1 addresses changes to the phasing schedule for the Project and corresponding changes to the schedules for implementation of related transportation system improvements in the Transportation Plan, including the Transit Operating Plan, the Infrastructure Plan and other public benefits; and minor proposed revisions in two adopted mitigation measures, TR-16 Widen Harney Way, and UT-2 Auxiliary Water Supply System; and,

WHEREAS, Mitigation Measure TR-16 Widen Harney Way is proposed to be amended to provide for implementation prior to issuance of the occupancy permit for the Candlestick Point Sub-Phase CP-02, instead of the first grading permit for Major Phase 1 of the Project, and to provide for a two-way cycle track on Harney Way rather than the previously proposed bicycle lane; and,

WHEREAS, Mitigation Measure UT-2 Auxiliary Water Supply System (AWSS) is proposed to be amended to no longer specify a loop system for the AWSS; and,

WHEREAS, Based on the analysis in Addendum No. 1, the Planning Department concludes that the analyses conducted and the conclusions reached in the FEIR on June 3, 2010, remain valid and the proposed Project Refinements and the amendments to the two adopted mitigation measures will not cause new significant impacts not identified in the FEIR, and no new mitigation measures will be necessary to reduce significant impacts; further, other than as described in the Addendum No. 1, no Project changes have occurred, and no changes have occurred with respect to circumstances surrounding the proposed Project that will cause significant environmental impacts to which the Project will contribute considerably, and no new information has become available that shows that the Project will cause significant environmental impacts and, therefore, no supplemental environmental review is required under CEQA beyond the Addendum No. 1 to approve the first Major Phase and Sub-Phase Applications; and,

WHEREAS, OCII staff has reviewed and considered the FEIR, Addendum No. 1, and supporting documentation in preparing necessary findings for the Commission’s consideration, and has made the FEIR, Addendum No. 1, and supporting documentation available for review by the Commission and the public and these files are part of the record before the Commission; and,

WHEREAS, Copies of the FEIR and Addendum No. 1 and supporting documentation are on file with the Commission Secretary and are incorporated in this Resolution by this reference; and,

WHEREAS, The FEIR and the CEQA Findings adopted by the SFRA Commission by Resolution No. 59-2010 on June 3, 2010 reflected the independent judgment and analysis of the SFRA Commission, were and, except for the proposed minor amendments to Mitigation Measures TR-16 and UT-2, remain adequate, accurate and objective, and were prepared and adopted following the procedures required by CEQA; and,

WHEREAS, OCII staff has reviewed the CP Plans and finds that they are acceptable and recommends approval of the CP Plans; and,

WHEREAS, As noted above, the Phase 2 DDA is an enforceable obligation under the Dissolution Law. Review and approval of the CP Plans is an implementing action under the Phase 2 DDA; and,

WHEREAS, Under the Phase 2 DDA, Developer is expected to propose Insurance Requirements as part of each Major Phase Application. Developer and OCII staff have substantially completed the Insurance Requirements for Major Phase 1 CP and are in final discussions regarding same, including with their respective insurance consultants. The OCII Director and Developer will agree upon the final Insurance Requirements for Major Phase 1 CP prior to commencement of construction. The Insurance Requirements include the form, amount, type, terms and conditions; and,

WHEREAS, The Hunters Point Shipyard Citizen's Advisory Committee ("CAC"), the Alice Griffith Tenants, and the Bayview Hunters Point community generally have participated in the review of the CP Plans through a series of workshops held at Alice Griffith, the Hunters Point Shipyard and the Southeast Community Facility; and,

WHEREAS, The CAC, at its meeting of December 9, 2013 reviewed and endorsed the CP Plans and conforming changes to the Project Documents, including the Project Refinements; now, therefore, be it

RESOLVED, That the Commission has reviewed and considered the FEIR, together with Addendum No. 1 and any additional environmental documentation in the OCII's files, and adopts the CEQA Findings set forth in 59-2010 and amends them to incorporate the minor modifications to the Mitigation Measures TR-16 and UT-2, as set forth in Addendum 1 and in these findings as follows:

MM TR-16 Widen Harney Way as shown in Figure 5 in the Transportation Study. Prior to issuance of the *grading occupancy* permit for *Development Phase 1 of the Project, Candlestick Point Sub-Phase CP-02*, the Project Applicant shall widen Harney Way as shown in Figure 5 in the Transportation Study, with the modification to include a two-way cycle track, on the southern portion of the project right of way. Prior to the issuance of grading permits for *Candlestick Point Major* Phases 2, 3 and 4, the Project Applicant shall fund a study to evaluate traffic conditions on Harney Way and determine whether additional traffic associated with the next phase of development would result in the need to modify Harney Way to its ultimate configuration, as shown in Figure 6 in the Transportation Study, unless this ultimate configuration has already been built. This study shall be conducted in collaboration with the SFMTA, which would be responsible for making final determinations regarding the ultimate configuration. The ultimate configuration would be linked to intersection performance, and it would be required when study results indicate intersection LOS at one or more of the three signalized intersection on Harney Way at mid-LOS D (i.e., at an average delay per vehicle of more than 45 seconds per vehicle). If the study and SFMTA conclude that reconfiguration would be necessary to accommodate traffic demands associated with the next phase of development, the Project Applicant shall be responsible to fund and complete construction of the improvements prior to occupancy of the next phase.

MM UT-2 Auxiliary Water Supply System. Prior to issuance of occupancy permits, as part of the Infrastructure Plan to be approved, the Project Applicant shall construct an Auxiliary Water Supply System (AWSS) ~~loop~~ within Candlestick Point to connect to the City's planned extension of the offsite system off-site on Gilman Street from Ingalls Street to Candlestick Point. The Project Applicant shall construct an additional AWSS ~~loop~~ on HPS Phase II to connect to the existing system at Earl Street and Innes

Avenue and at Palou and Griffith Avenues, with ~~looped~~ service along Spear Avenue/Crisp Road.

The Commission finds that these amendments are supported by the analysis in Addendum 1 and incorporates such analysis in these findings by this reference; and be it further

RESOLVED, That the Streetscape Plan and the Signage Plan for Candlestick Point and the Major Phase Application for Major Phase 1, each dated January 7, 2014, are hereby approved, including approval of the Project Refinements; and be it further

RESOLVED, That the Streetscape Plan and the Signage Plan for Candlestick Point and the Major Phase Application for Major Phase 1 will not be deemed finally approved by the Commission until the CP Plans and conforming changes to the Project Documents, including the Project Refinements, have been approved by the affected City departments under and to the extent required by the ICA and the Planning Cooperation Agreement. No further action is required by the Commission with respect to the Streetscape Plan or the Signage Plan for Candlestick Point or the Major Phase Application for Major Phase 1 or conforming changes to the Project Documents as approved by this Resolution, and this Resolution shall constitute Approval of the Streetscape Plan and the Signage Plan for Candlestick Point and Major Phase Approval for Major Phase 1 under the Phase 2 DDA, unless the conforming changes to Project Documents are not made consistent with this Resolution, in which case Developer will propose an alternative solution to ensure the conformity of the CP Plans to the Project Documents in accordance with the Phase 2 DDA; and be it further

RESOLVED, That the Commission hereby authorizes and directs the OCII Director and such OCII staff as the OCII Director may designate, upon approval by the affected City departments of the CP Plans and conforming changes to the Project Documents, including the Project Modifications, under and to the extent required by the ICA and the Planning Cooperation Agreement, to together with Developer make changes to the Project Documents so that they conform to the CP Plans, including the Project Refinements, and to take such additional actions as the OCII Director deems necessary or appropriate in connection therewith, including approving the Insurance Requirements under the Phase 2 DDA, provided, however, that the OCII Director determines that such additional actions are not inconsistent with this Resolution and do not materially increase the burdens and responsibilities of OCII or materially decrease the benefits to OCII with respect of the Project; and be it further

RESOLVED, That the Commission hereby authorizes and directs the OCII Director to take all actions as needed, to the extent permitted under applicable law and subject to the Project Documents (as modified pursuant hereto), to effectuate OCII's performance under the Project Documents (as modified pursuant hereto).

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of January 7, 2014.

Natasha Jones

Commission Secretary



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Resolution No. 20164

HEARING DATE: APRIL 26, 2018.

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Case Nos.: 2007.0946GPA-02 MAP-02 GPR CWP-02
Project: Candlestick Point and Hunters Point Shipyard Phase II (see attached Map)
Zoning: Jamestown Parcel at Candlestick Point:
Existing: RH-2 / Candlestick Point Activity Node Special Use District / CP
Height and Bulk District
Proposed: RH-2 / 40-X Height and Bulk District
Hunters Point Shipyard:
HPS Use District / Hunters Point Shipyard SUD / HP Height and Bulk
District
Block/Lot: Jamestown Parcel at Candlestick Point:
Block 4991 / Lot 276
Hunters Point Shipyard:
Block 4591A / Lots 007, 079, 080, 081; Block 4591D / Lots 136 and 137

ESTABLISHING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN OF THE CITY AND COUNTY OF SAN FRANCISCO FOR PROPOSED AMENDMENTS TO THE BAYVIEW HUNTERS POINT REDEVELOPMENT PLAN AND THE HUNTERS POINT SHIPYARD REDEVELOPMENT PLAN

WHEREAS, In accordance with California Redevelopment Law, the Successor Agency to the San Francisco Redevelopment Agency (or the Office of Community Investment and Infrastructure or "OCII") is proposing to amend both the Bayview Hunters Point ("BVHP") Redevelopment Plan and the Hunters Point Shipyard ("HPS") Redevelopment Plan; and

The proposed amendments will facilitate the development of the Hunters Point Shipyard ("HPS") and Candlestick Point ("CP"), as envisioned in the two respective Redevelopment Plans.

A primary objective of both the HPS Redevelopment Plan and the BVHP Redevelopment Plan is to create economic development, affordable housing, public parks and open space and other community benefits by development of the under-used lands within the two Redevelopment Plan project areas. In 2010, the City approved combining the planning and redevelopment of these two areas provides a more cohesive overall plan, including comprehensive public recreation and open space plans and integrated transportation plans, and improves opportunities to finance the development of affordable housing and the public infrastructure necessary to expedite the revitalization of both areas. This project is referred to as the Candlestick Point – Hunters Point Shipyard Phase 2 Project ("CP HPS2 Project" or "Project").

Approval actions in 2010 ("Original Approvals") included, but were not limited to, General Plan amendments including the creation of the Candlestick Point Sub-Area Plan and the Hunters Point Shipyard Area Plan, Planning Code amendments creating the Candlestick Point Activity Node Special Use District ("SUD") and the Hunters Point Shipyard SUD, amendments to the Bayview Hunters Point

Redevelopment Plan and the Hunters Point Shipyard Redevelopment Plan and the adoption of Design for Development documents for both Candlestick and Hunters Point Shipyard Phase 2.

More specifically, the Original Approvals included amendments to the BVHP Redevelopment Plan that divided the subject BVHP Project Area into Zone 1 and Zone 2. The Candlestick Point portion was designated as Zone 1, indicating that the Office of Community Investment and Infrastructure (“OCII”) (previously the San Francisco Redevelopment Agency) would retain jurisdiction over land use and would be the approval body for development approvals pursuant to California Redevelopment Law. The rest of the BVHP Redevelopment Project Area was designated as Zone 2, indicating that the Planning Department would have jurisdiction over land use regulations, in accordance with a Delegation Agreement between the Planning Department and OCII. The Original Approvals also contemplated the construction of a football stadium at HPS.

Subsequent to the Original Approvals, a new stadium for the 49ers was constructed in Santa Clara, removing the need to accommodate a stadium as a part of the Project.

Subsequent to the Original Approvals, the voters of San Francisco approved Proposition O, the “Hunters Point Shipyard/Candlestick Point Jobs Stimulus Proposition”, which established that office development would not be subject to the annual office cap regulated by Planning Code Sections 320 – 325.

As a result of these circumstantial changes, the Developer and OCII are pursuing refinements to the Project (“Project Refinements”). As a part of the Project Refinements, the BVHP Redevelopment Plan is proposed to be amended to remove the Jamestown Parcel from Zone 1 to clarify that it is not a part of the Project being implemented by the Developer under the DDA. Similarly, as a part of the Project Refinements, the HPS Redevelopment Plan is proposed by revising the street grid and block pattern and land use designations and development caps, including in the area previously proposed for a new stadium (now referred to as the “Warehouse District”).

Pursuant to Sections 33346 and 33354.6 of the California Health and Safety Code regarding California Redevelopment Law, the planning policies and objectives and land uses and densities of the Redevelopment Plans must be found consistent with the General Plan prior to Redevelopment Plan approval or amendment by the Board of Supervisors.

The Planning Commission wishes to facilitate the physical, environmental, social and economic revitalization of the Bayview Hunters Point and Hunters Point Shipyard, using the legal and financial tools of a Redevelopment Plan, while creating jobs, housing and open space in a safe, pleasant, attractive and livable mixed use neighborhood that is linked rationally to adjacent neighborhoods.

The San Francisco Redevelopment Agency (“Redevelopment Agency”), together with the San Francisco Planning Commission of the City and County of San Francisco (“Planning Commission”) acting as lead agencies under the California Environmental Quality Act (“CEQA”) (California Public Resources Code sections 21000 et seq.) and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.), certified a Final Environmental Impact Report (hereinafter “FEIR”) for the Candlestick Park-Hunters Point Shipyard Phase II Project (“Project”) on June 3, 2010 by Motion No. 18096 and Resolution No. 58-2010, respectively. On July 14, 2010, the San Francisco Board of Supervisors affirmed the Planning Commission’s certification of the FEIR (Motion No. M10-110). The FEIR analyzed a mixed used development, including a stadium use at the Hunters Point Shipyard and various project variants, including the development of up to 5,000,000 square feet of office, research and development space in lieu of a stadium.

On June 3, 2010, the Redevelopment Agency, by Resolution No. 59-2010 adopted findings pursuant to the California Environmental Quality Act, including a Mitigation Monitoring and Reporting Program (“MMRP”) and a Statement of Overriding Considerations for the Project, and took various actions to approve the Project. On the same day, by Motion No. 18097 the Planning Commission also adopted findings pursuant to CEQA (“CEQA Findings”) and took various approval actions related to the Project.

Since the certification of the FEIR the Planning Department, working with the Office of Community Investment and Infrastructure (“OCII”, the successor agency to the San Francisco Redevelopment Agency), has issued several addenda to the FEIR to address project changes. The OCII has determined in Addendum No. 5 for the CP-HPS Phase 2 Project that the actions contemplated at this time related to modifications to the Project (the “Modified Project”) will not result in any new significant impacts or a substantial increase in the severity of previously identified significant effect that would alter the conclusions reached in the FEIR. A copy of Addendum No. 5 and supporting materials are in the Clerk of the Board of Supervisors File No. _____ and available on the Board’s website, and the findings in Addendum No. 5 and supporting materials are incorporated herein by reference as though fully set forth.

On April 17, 2018, the Commission on Community Investment and Infrastructure (“CCII” or “Successor Agency Commission”) adopted CCII Resolution No. 11-2018, by which the Successor Agency Commission determined that the analysis conducted and the conclusions reached in the FEIR as to the environmental effects of the Project, together with further analysis provided in Addendum No. 1, Addendum No. 4 and Addendum No. 5 to the FEIR, remain valid and can be relied upon for approval of the Modified Project in compliance with the CEQA.

As part of Resolution No. 11-2018, the CCII made findings regarding the modifications to 16 previously adopted mitigation measures as recommended in Addendum No. 5 and as further set forth in Resolution No 11-2018 and approved the modifications to the adopted mitigation measures. For two of these mitigation measures, Mitigation Measure TR-16, Widen Harney Way, and UT-2, Auxiliary Water Supply System, the language reflects minor changes CCII previously approved based on Addendum No. 1 and Addendum No. 4 as reflected in CCII Resolutions Nos. 1-2014 and 13-2016. In addition, CCII Resolution No. 13-2016 approved modifications to Mitigation Measure TR-23.1, Maintain Proposed Headways of the 29 Sunset, to assure that transit travel times would be consistent with the FEIR analysis. A copy of Resolution No. 11-2018 and supporting materials, including without limitation Addendum No. 1 and Addendum No. 4, and copies of Resolution Nos. 1-2014 and 13-2016 are available under Case No. 2007.0946E, and are incorporated herein by reference as though fully set forth.

The Planning Commission has reviewed and considered the CEQA Findings, including the statement of overriding considerations that it previously adopted in Motion No. 18097, the findings in Addendum No. 5, the findings in CCII Resolution No. 11-2018, and the findings in CCII Resolutions Nos. 1-2014 and 13-2016 concerning amendments to adopted mitigation measures. The Planning Commission finds that the actions contemplated by this Resolution are included in the actions identified in CCII Resolution 11-2018 for purposes of compliance with CEQA. The Planning Commission hereby adopts the additional CEQA Findings in CCII Resolution 11-2018 as its own, including approving the modifications to the 16 adopted mitigation measures recommended for modification in Addendum No. 5. Additionally, the Planning Commission approves the modifications previously approved by CCII to Mitigation Measures TR-16, TR-23.1, and UT-2 for the reasons set forth in CCII Resolution Nos. 1-2014 and 13-2016.

On May 3, 2010, by Motion No. 18099, the Planning Commission adopted “Master General Plan and Planning Code Section 101.1 Finding” (“Original General Plan Findings”) establishing that on balance, the Project under the Original Approvals consistent with the General Plan and Planning Code Section 101.1.

The Planning Commission finds that in light of the changes to the Project, including the subject Redevelopment Plan Amendments, the Original General Plan Findings are still relevant and can be applied to the Project with the Project Refinements; therefore the Project with the Project Refinements, including the subject Amendments are, on balance, consistent with the General Plan and Planning Code Section 101.1. The findings attached to Resolution No. 18099 as Exhibit A, are hereby incorporated herein by this reference as if fully set forth.

NOW, THEREFORE, BE IT RESOLVED, That the Planning Commission having considered this proposal at a public meeting on April 26, 2018 pursuant to Planning Code Sections 302(b) and 340, having heard and reviewed oral and written testimony and reports, and having reviewed and certified the Final Environmental Impact Report on the Redevelopment Plans as adequate, complete, and in compliance with CEQA, and having adopted findings regarding the subsequent addendum as described above, does hereby find the Bayview Hunters Point Redevelopment Plan, as amended, and the Hunters Point Shipyard Redevelopment Plan, as amended, and attached as Exhibits A and B respectively, in conformity with the General Plan as it is recommended to be amended.

I hereby certify that the foregoing Resolution was ADOPTED by the San Francisco Planning Commission on April 26, 2018.



Jonas P. Ionin
Commission Secretary

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

NOES: None

ABSENT: Melgar

ADOPTED: April 26, 2018



office of
COMMUNITY INVESTMENT
and INFRASTRUCTURE

450-0302018-146

May 14, 2018

Ms. Angela Calvillo
Clerk of the Board of Supervisors
City and County of San Francisco
1 Dr. Carlton B. Goodlett Place
City Hall, Room 244
San Francisco, CA 94102-4689

Re: Candlestick Point/Hunters Point Shipyard Phase 2 Project
Below-Market Rate Housing Plan

Dear Ms. Calvillo:

Pursuant to authority delegated by the Board of Supervisors of the City and County of San Francisco, the Successor Agency Commission (commonly known as the Commission on Community Investment and Infrastructure ("Commission")) is overseeing development within the Major Approved Development Projects of the former Redevelopment Agency of the City and County of San Francisco, including the Candlestick Point/Hunters Point Shipyard Phase 2 Project ("Project").

On April 17, 2018, the Commission conditionally approved certain changes to the Project, including an amendment to the Below-Market Rate Housing Plan ("BMR Plan") that would allow for a 100% senior BMR development affordable at 60% Area Median Income, allow an additional 18 BMR units affordable at 80% Area Median Income and related changes.

Mark Farrell
MAYOR

Nadia Sesay
EXECUTIVE DIRECTOR

Marilyn Mondejar
CHAIR

Miguel Bustos
Mara Rosales
Darshan Singh
COMMISSIONERS

Pursuant to the Board of Supervisors' delegation of authority, the Successor Agency Commission may not make material changes to the BMR Plan without Board of Supervisors' approval. We understand that Supervisor Cohen will introduce legislation approving changes to the BMR Plan at the May 15, 2018 meeting of the Board of Supervisors. Attached is the proposed BMR Plan amendment, together with OCII Staff's summary of the changes, for inclusion in the Clerk's legislative file for the amendment to the BMR Plan. Required environmental documentation for this action has been provided under separate cover, transmitting proposed amendments to the Hunters Point Shipyard and Bayview Hunters Point Redevelopment Plans.

One S. Van Ness Ave.
5th Floor
San Francisco, CA
94103

415 749 2400

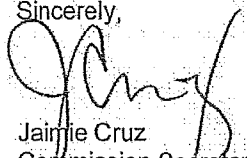
www.sfocii.org

Ms. Angela Calvillo
Page 2

450-0302018-146
May 14, 2018

Please contact me at (415) 749-2408 if you have any questions concerning these attachments or the BMR Plan amendment.

Sincerely,



Jaimie Cruz
Commission Secretary
Commission on Community Investment and Infrastructure

Cc: Hon. Mark Farrell, Mayor (w/ attachments)
Hon. Malia Cohen, Supervisor (w/ attachments)

April 17, 2018

OCII STAFF SUMMARY OF BMR HOUSING PLAN AMENDMENTS

SUMMARY

The BMR Housing Plan (also referred to in this Attachment as the "Plan") is Exhibit F to the Candlestick Point/Hunters Point Shipyard Phase 2 ("CP/HPS2") Disposition and Development Agreement. The Plan describes the process and requirements for the development of approximately 10,500 homes on the CP/HPS2 site and is designed to provide new housing opportunities for households of diverse income, ages, lifestyles and family size. Thirty-one and eighty-six hundredths percent (31.86%) of the Total Units (or 3,345 of 10,500 Units), will be Below-Market Rate Units, including Alice Griffith Replacement Units, Agency Affordable Units, Inclusionary Units and Workforce Units. The balance of the housing in the Project, approximately 7,155 Market Rate Units, will include a variety of unit types and sizes.

The BMR Housing Plan Amendments have been reviewed and approved by staff of MOHCD in addition to OCII staff.

The currently approved BMR Housing Plan defines Inclusionary Units as units for which the rental charge or purchase price is Affordable with an AMI Percentage that is equal to a minimum of eighty percent (80%) and a maximum of one hundred twenty percent (120%). The BMR Housing Plan also requires that Inclusionary Units be incorporated into Market Rate Lots at a percentage of no less than 5% and no more than 20%.

The Plan is modified to allow a 100% affordable 105-unit project (104 BMR units plus one manager's unit) for seniors (aged 62 and over) at 60% AMI and below in CP-02 (the "CP-02 Senior BMR Project"). Although below the 80% AMI minimum for Inclusionary Units, the units in the CP-02 Senior BMR Project would be considered Inclusionary Units, thereby accelerating the delivery of Inclusionary Units with deeper affordability than was previously allowed in the Plan. The Housing Table is modified to reflect the number of Inclusionary Units at the 80% AMI level will be reduced by the 104 units at the 60% AMI level in the CP-02 Senior BMR Project. The Plan modifications also allow parking spaces for the CP-02 Senior BMR Project to be offered for free at a ratio of .5 spaces for every unit. The CP-02 Senior BMR Project will not be subject to the 2.5 bedroom average goal typically required for Inclusionary Units as they will be serving seniors, a population that the Plan allows to be exempt from that goal. The Plan is also being modified to incorporate the transfer of 172 approved but unused residential units, including 18 Inclusionary Units, from Phase 1 to Phase 2. Finally, the Plan is being modified to provide Certificate of Preference ("COP") holders priority for parking spaces in Inclusionary Units in Residential Projects with less than 1 parking space for every unit.

DETAILED AMENDMENT OVERVIEW

Amendments to the BMR Housing Plan include:

§1 Definitions

- Added a definition for the "CP-02 Senior BMR Project"
- Added a definition for "CP-02 Market Rate Project" to allow the remainder of CP-02 to have no Inclusionary Units if the CP-02 Senior BMR Project is built.
- Added a definition for "Additional Inclusionary Units" serving households at 80% AMI to allow for the transfer of 172 approved but unused residential units, including 18 Inclusionary Units, from Phase 1 to Phase 2
- Modified the definition of "Inclusionary Unit" to include the CP-02 Senior BMR Project

§2.2(b)(1) Inclusionary Units and Workforce Units

- Modified to allow the Inclusionary Units for the Market Rate Lot in CP-02 to be provided in the CP-02 Market Rate Project

§2.2(b)(3) (c) Transferred Units

- Added to allow for the of 172 approved but unused residential units, including 18 Inclusionary Units at 80% AMI transferred from Phase 1
- Requires that at least 9 of the Additional Inclusionary Units be built by the BMR Checkpoint Date for fifty percent (50%) of the Total Units and that the remaining 9 be built by the BMR Checkpoint Date for one hundred percent (100%) of the Total Units

§3.2(a) Comparability

- Requires the CP-02 Senior BMR Project to be substantially comparable in quality to the Agency Affordable Units

§3.2 (c) CP-02 Senior BMR Project

- Added to require that the CP-02 Senior BMR Project be completed no later than the date that the CP-02 Market-Rate Project is completed

§3.5(c)(2) Vertical Development Parking Requirements

- Modified to provide COP holders priority for parking spaces in Inclusionary Units in Residential Projects with less than 1 parking space for every unit, in addition to the existing priority for renters and purchasers in need of larger bedroom sizes

§3.5(d) Parking in CP-02 Senior BMR Project

- Added to allow parking at the CP-02 Senior BMR Project to be offered free of charge and at a minimum ratio of .5 spaces for every unit

Exhibit F-A Below-Market Rate Table

- Modified to reflect the Additional Inclusionary Units transferred from Phase 1
- Allows for the table to be updated as follows if the Developer opts to develop the CP-02 Senior BMR Project:
 - Add the CP-02 Senior BMR Project to the Below-Market Rate Table (including the 104 Units therein (not including the manager's unit) in a new 0%-60% Inclusionary AMI category
 - Reduce the number of Inclusionary Units with an AMI Percentage equal to 80%-100% by 104 Units
 - Reduce the number of Inclusionary Units with an AMI Percentage equal to 120% by 57 Units
 - Add 57 Units Inclusionary Units with an AMI Percentage equal to 101%-119% (with an average AMI Percentage equal to 110%) in order to increase income diversity within the housing ladder in the event the CP-02 Senior BMR Project is developed

Exhibit F-B Housing Map

- o Modified to reflect the updated development program for the Shipyard and final unit counts for the Agency Units at Alice Griffith and Candlestick Point North Block 10 A and Candlestick Point South Block 11A

AMENDMENTS TO CANDLESTICK POINT/HUNTERS POINT SHIPYARD PHASE 2

BELOW-MARKET RATE HOUSING PLAN

1. Definitions. The following definition of CP-02 Senior BMR Project is hereby added to section 1 of the Below-Market Rate Housing Plan and the definition of Inclusionary Unit set forth in section 1 of the Below-Market Rate Housing Plan is hereby deleted and replaced with the definition of same as follows:

“**CP-02 Senior BMR Project**” means a Residential Project developed within Sub-Phase CP-02 that contains one hundred and five (105) Units serving seniors ages 62 and older and with household incomes up to sixty percent (60%) of AMI (and including one (1) manager’s unit) and including the recorded restrictions as set forth in Section 3.4(a), subject to such revisions thereto as are Approved by the applicable Vertical Developer and the Agency (including to conform with the requirements related to such Residential Project as contemplated hereby and to provide that such restrictions will apply for the life of the Residential Project, as more particularly described therein).

“**Inclusionary Unit**” means (i) a Unit for which the rental charge or purchase price is Affordable with an AMI Percentage that is equal to a minimum of eighty percent (80%) and a maximum of one hundred twenty percent (120%), and includes the recorded restrictions as set forth in Section 3.4(a) or (ii) a Unit in the CP-02 Senior BMR Project.

2. Minimum and Maximum Affordability. Section 2.2(b)(1) of the Below-Market Rate Housing Plan is hereby deleted and replaced with the following:

(1) Inclusionary Units and Workforce Units. When Developer Transfers a Market Rate Lot, it shall have the right to determine in its sole and absolute discretion the number of Units, Inclusionary Units and Workforce Units designated for each such Lot, so long as, unless otherwise Approved in the sole and absolute discretion of the Agency Director: (i) no less than five percent (5%) and no more than twenty percent (20%) of the Units on such Market Rate Lot are Inclusionary Units; provided, however, that if Developer Transfers a Market Rate Lot for development of the CP-02 Senior BMR Project, then the number of Inclusionary Units designated for the Market Rate Lot(s) Transferred for the development of one (1) other Residential Project in Sub-Phase CP-02 (the “**CP-02 Market Rate Project**”) may be less than five percent (5%); (ii) no more than forty percent (40%) of the Units on such Market Rate Lot are Workforce Units; (iii) Developer otherwise satisfies the requirements of Section 2.5; and (iv) if Developer decreases the percentage of Inclusionary Units or Workforce Units on a Lot from the number that was identified in a Sub-Phase Approval, it shall notify the Agency of the proposed alternative location of such Inclusionary or Workforce Units. If the applicable Lot is designated to include Additional Units, then the provisions of this Section 2.2(b)(1) shall not apply with respect to such Additional Units (which, for the avoidance of doubt, shall not be counted for purposes of the foregoing restrictions) and instead the provisions

of Section 2.2(b)(3) shall apply with respect to such Units (and the Additional Inclusionary Units).

3. Additional Units. Section 2.2(b)(3) is hereby added to the Below-Market Rate Housing Plan as follows:

(3) Additional Units. When Developer Transfers a Market Rate Lot, it shall have the right to determine in its sole and absolute discretion the number of Additional Units designated for each such Lot, so long as, unless otherwise Approved in the sole and absolute discretion of the Agency Director, (i) no less than five percent (5%) and no more than twenty percent (20%) of the Units on such Market Rate Lot are Additional Inclusionary Units, (ii) if Developer decreases the percentage of Inclusionary Units or Workforce Units on a Lot from the number that was identified in a Sub-Phase Approval, it shall notify the Agency of the proposed alternative location of such Inclusionary or Workforce Units and (iii) when Developer has obtained Unit Credits equal to fifty percent (50%) of the Total Units (or 5,250), Developer shall have identified, pursuant to this Section 2.2(b)(3), the location of nine (9) Additional Inclusionary Units. The Additional Units and Additional Inclusionary Units shall not constitute part of the "Total Units" for purposes of this Below-Market Rate Housing Plan and without limiting the above shall not be tracked for purposes of the BMR Checkpoint Requirements applicable to the Project, but shall be separately identified in the applicable Assignment and Assumption Agreements and tracked in the Housing Data Table and applicable Project Data Tables. Sections 3.2, 3.4(a), 3.4(b), 3.5, 3.7(a) and 6 of this Below-Market Rate Housing Plan shall apply to the Additional Inclusionary Units and, solely for purposes of such Sections, the Additional Inclusionary Units shall be deemed to be "Inclusionary Units". The Additional Inclusionary Units are also described on the Below-Market Rate Table for information purposes only.

4. Comparability. Section 3.2(a) of the Below-Market Rate Housing Plan is hereby deleted and replaced with the following:

(a) Comparability. Inclusionary Units and Market Rate Units in the same Residential Project with the same Household Size shall be substantially similar in size, exterior appearance and overall quality of construction. Inclusionary Units' interior features need not be the same as or equivalent to those of the Market Rate Units, as long as such features are of good quality and are consistent with the Redevelopment Requirements and, in the case of the CP-02 Senior BMR Project, substantially comparable in quality to the Agency Affordable Units. Inclusionary Units in a Residential Project may be Rental Units or Sale Units, as determined by Developer or Vertical Developer, as applicable, in their respective sole and absolute discretion, so long as the Market Rate Units in that Residential Project are the same (i.e., all Rental Units or all Sale Units, as applicable).

5. CP-02 Senior BMR Project. Section 3.2(c) is hereby added to the Below-Market Rate Housing Plan as follows:

(c) CP-02 Senior BMR Project Completion. If Developer elects for the CP-02 Senior BMR Project to be developed, Developer shall ensure, subject to Excusable Delays, that

the CP-02 Senior BMR Project is Completed, ready for occupancy, and marketed no later than the same for the CP-02 Market Rate Project.

6. Vertical Development Parking Requirements. Section 3.5(c)(2) of the Below-Market Rate Housing Plan is hereby deleted and replaced with the following:

(2) Priority With Fewer Parking Spaces than Units. Where the Parking Spaces are fewer in number than the number of Units within the Residential Project, the Parking Spaces offered to renters or purchasers of Inclusionary Units and Workforce Units shall be offered in the following order of priority within each applicable AMI Percentage: (i) to renters or purchasers with three (3) or more bedrooms or to renters or purchasers who are Certificate of Preference holders, (ii) to renters or purchasers with two (2) bedrooms, (iii) to renters or purchasers with one (1) bedroom or less, (iv) to renters or purchasers of the Market Rate Units within the Residential Project and (v) in the discretion of Vertical Developer or, if applicable, the applicable homeowners association, to the general public.

7. Parking in CP-02 Senior BMR Project. Section 3.5(d) is hereby added to the Below-Market Rate Housing Plan as follows:

(d) Parking in CP-02 Senior BMR Project. Notwithstanding anything in this Below-Market Rate Housing Plan to the contrary, the CP-02 Senior BMR Project shall not be subject to the requirements of Section 3.5(a) or (b). The Vertical Developer may choose in its discretion to bundle parking spaces in the CP-02 Senior BMR Project, and shall offer parking spaces free of charge at a ratio of at least one space for every two Units within the CP-02 Senior BMR Project.

8. Below-Market Rate Table.

(i) Replacement. The Below-Market Rate Table attached to the Below-Market Rate Housing Plan as exhibit F-A thereto is hereby deleted and replaced by Exhibit 1-1 hereto.

(ii) Revisions Related to CP-02 Senior BMR Project. If Developer Transfers a Market Rate Lot for development of the CP-02 Senior BMR Project, then effective as of the date of such Transfer the Agency and Developer shall Approve a revision to the Below-Market Rate Table to (i) add the CP-02 Senior BMR Project to the Below-Market Rate Table (including the 104 Units therein (not including the manager's unit) and the AMI Percentage applicable thereto), (ii) reduce the number of Inclusionary Units with an AMI Percentage equal to 80%-100% by 104 Units, (iii) reduce the number of Inclusionary Units with an AMI Percentage equal to 120% by 57 Units, and (iv) add a new tier of Inclusionary Units with an AMI Percentage equal to 101%-119% (with an average AMI Percentage equal to 110%) by 57 Units.

9. Replacement of Housing Map. The Housing Map for the Non-Stadium Alternative attached to the Below-Market Rate Housing Plan as exhibit F-B thereto is hereby deleted and replaced by Exhibit 1-2.

EXHIBIT F-A

Below-Market Rate Table

AMI Percentage	Type of Below-Market Rate Unit	Percentage of Total Units	Number of Below-Market Rate Units¹
0 – 60%	Alice Griffith Replacement Units	Alice Griffith Percentage	256
0 – 60%	Agency Affordable Units	Agency Percentage	1,388
80 – 100% ²	Inclusionary Units	3.45%	363
120%	Inclusionary Units	4.25%	446
140%	Workforce Units	4.25%	446
141% – 160% ³	Workforce Units	4.25%	446
Total Below-Market Rate Units		31.86%	3,345

¹Assuming 10,500 Total Units.

² Units in this tier must be on average Affordable with an AMI Percentage equal to ninety percent (90%).

³ Units in this tier must be on average Affordable with an AMI Percentage equal to one hundred fifty percent (150%).

“**Alice Griffith Percentage**” means the number, expressed as a percentage, that is equal to two hundred fifty six (256) divided by the Total Units. For example, assuming ten thousand five hundred (10,500) Total Units, the Alice Griffith Percentage would equal two and forty for hundredths percent (2.44%) ($256/10,500 = 0.0244$).

“**Agency Percentage**” means the number, expressed as a percentage, that is equal to fifteen and sixty six hundredths percent (15.66%) *less* the Alice Griffith Percentage. For example, assuming ten thousand five hundred (10,500) Total Units, the Agency Percentage would equal thirteen and twenty two hundredths percent (13.22%) ($15.66\% - 2.44\% = 13.22\%$).

ADDITIONAL INCLUSIONARY UNITS:

AMI Percentage	Type of Below-Market Rate Unit	Percentage of Additional Units	Number of Additional Inclusionary Units
80%	Additional Inclusionary Units	10.5%	18

EXHIBIT F-B

Housing Map

[ATTACHED]

Very large document. Please click [HERE](#) to be redirected to the Board of Supervisors Legislative Research Center or enter the following address in a browser to view the file:

<https://sfgov.legistar.com/View.ashx?M=F&ID=6258648&GUID=5B303CB4-E328-401D-A1E1-3C76B1F02507>

A dot (●) indicates material that has been revised since publication of the Draft EIR.
Long changes are indicated with opening dots (⤵) and closing dots (⤴).

CANDLESTICK POINT–HUNTERS POINT SHIPYARD PHASE II DEVELOPMENT PLAN PROJECT Final Environmental Impact Report

*Volume I: Final EIR Executive Summary
Administrative Draft 1*

San Francisco Redevelopment Agency File No. ER06.05.07
City and County of San Francisco Planning Department File No. 2007.0946E
State Clearinghouse No. 2007082168

San Francisco Redevelopment Agency
One South Van Ness Avenue, Fifth Floor, San Francisco, California 94103, and
City and County of San Francisco Planning Department
1650 Mission Street, Suite 400, San Francisco, California 94103

Draft EIR Publication Date: November 12, 2009
San Francisco Redevelopment Agency Commission Public Hearing Dates: December 15, 2009,
January 5, 2010
San Francisco Planning Commission Public Hearing Date: December 17, 2009
Draft EIR Public Review Period: November 12, 2009–January 12, 2010
Final EIR Certification Hearing Date: June 3, 2010

June 2017

Very large document. Please click [HERE](#) to be redirected to the Board of Supervisors Legislative Research Center, or enter the following address in a browser to view the file:
<https://sfgov.legistar.com/View.ashx?M=F&ID=6258721&GUID=F3DF0546-DADE-4DE2-870A-126464E65DAE>

A dot (●) indicates material that has been revised since publication of the Draft EIR.

CANDLESTICK POINT–HUNTERS POINT SHIPYARD PHASE II DEVELOPMENT PLAN PROJECT

Comments & Responses

*Volume IV: Final EIR Comments & Responses
(Section A through Letter 49)*

San Francisco Redevelopment Agency File No. ER06.05.07
City and County of San Francisco Planning Department File No. 2007.0946E
State Clearinghouse No. 2007082168

San Francisco Redevelopment Agency
One South Van Ness Avenue, Fifth Floor, San Francisco, California 94103, and
City and County of San Francisco Planning Department
1650 Mission Street, Suite 400, San Francisco, California 94103

Draft EIR Publication Date: November 12, 2009
San Francisco Redevelopment Agency Commission Public Hearing Dates: December 15, 2009,
January 5, 2010
San Francisco Planning Commission Public Hearing Date: December 17, 2009
Draft EIR Public Review Period: November 12, 2009–January 12, 2010
Final EIR Certification Hearing Date: June 3, 2010

July 2017

Very large document. Please click [HERE](#) to be redirected to the Board of Supervisors Legislative Research Center or enter the following address in a browser to view the file:
<https://sfgov.legistar.com/View.ashx?M=F&ID=6258836&GUID=5417EB9A-7871-42A1-85EF-BF5214F387F5>

Appendix A Notice of Preparation (NOP) and NOP Comments

Very large document. Please click [HERE](#) to be redirected to the Board of Supervisors Legislative Research Center or enter the following address in a browser to view the file:

<https://sfgov.legistar.com/View.ashx?M=F&ID=6259129&GUID=41F55258-502C-4B43-B10C-356335C61D7F>

December 11, 2013

Mr. Chris Kern
San Francisco Planning Department
1650 Mission Street, Suite 400
San Francisco, CA 94103

Subject: DRAFT Analysis of Transportation Effects of Project Refinements to the Candlestick Point/Hunters Point Shipyard Phase II Project Since Certification of the Project's Final EIR

Dear Chris:

As you know, the *Candlestick Point/Hunters Point Shipyard Phase II Project Final EIR* (herein referred to simply as "EIR") was certified by the San Francisco Planning Commission and the San Francisco Redevelopment Commission in June 2010. Since that time, the Housing/R&D Variant (Variant 2A) has been advanced as the project. Since the certification of the EIR, a number of refinements have been proposed to Variant 2A. This letter summarizes a review of the proposed refinements to determine whether and to what extent they would change conclusions regarding significant transportation-related impacts and associated mitigation measures as described in the EIR.

TRAVEL DEMAND

At buildout, the project will contain the same land uses, the same levels of transit service, and a comparable roadway grid as was assumed in the EIR for Variant 2A. The primary factors that influence the project's travel demand have not changed; therefore, the project's travel demand forecasts as described in the EIR remain valid for conducting this assessment.

IMPACT TR-1: ON-SITE AND OFF-SITE CONSTRUCTION IMPACTS

As described in the EIR, construction of the Project would result in transportation impacts in the Project vicinity due to construction vehicle traffic and roadway construction and would contribute to cumulative construction impacts in the Project vicinity. The EIR concluded implementation of mitigation measure MM TR-1, which would require the Applicant to develop and implement a construction traffic management plan to reduce the impact of construction activity on



Very large document. Please click [HERE](#) to be redirected to the Board of Supervisors Legislative Research Center or enter the following address in a browser to view the file:
<https://sfgov.legistar.com/View.ashx?M=F&ID=6259304&GUID=9ED7F546-1A7B-4ACA-9102-9BFBE3ED4962>

450-0162016-002

Addendum 4 to Environmental Impact Report

Addendum Date: February 22, 2016
Case No.: 2007.0946E
Project Title: Candlestick Point-Hunters Point Shipyard Phase II
EIR: 2007.0946E, certified June 3, 2010
Project Sponsor: CP Development Co., LP
Lead Agency: Office of Community Investment & Infrastructure
OCII Staff Contact: Lila Hussain – (415) 749-2431
 lila.hussain@sfgov.org
City Staff Contact: Joy Navarrete – (415) 575-9040
 joy.navarrete@sfgov.org

REMARKS

The Addendum includes the following attached Exhibits, which provide technical analyses, graphics, and other information supporting the analysis in this Addendum:

Exhibit A: Tier 1 Project Revisions
 Exhibit B: Tier 2 and 3 Project Revisions
 Exhibit C: Tower Location Analysis
 Exhibit D: Candlestick Center Mixed Use Height Visuals
 Exhibit E: Candlestick Center Hotel Height Visuals
 Exhibit F: Fehr & Peers Office to Retail Conversion Letter (12/14/15)
 Exhibit G: Fehr & Peers Candlestick Point Parking Letter (1/11/16)
 Exhibit H: OCII Commission Resolution No. 1-2014 (1/7/14)
 Exhibit I: Fehr & Peers Harney Way Letter (12/9/15)
 Exhibit J: Fehr & Peers Gilman Avenue Letter (8/13/15)
 Exhibit K: Candlestick Point Tower Analysis from CPSRA
 Exhibit L: Excerpts from CPSRA General Plan and California State Park and Recreation Commission Approval Resolution 1-2013
 Exhibit M: Fehr & Peers Arena Conversion Letter (12/21/15)
 Exhibit N: Candlestick Point Tower Visual Analysis
 Exhibit O: IBI Shadow Analysis and Memo
 Exhibit P: Ramboll Environ Air Quality and Climate Change Letter (1/22/16)
 Exhibit Q: CP Development Company Excavation Quantities at Candlestick Point Memo (1/26/16)
 Exhibit R: Fehr & Peers Loading Letter (2/18/16)

Edwin M. Lee
MAYOR

Tiffany Bohee
EXECUTIVE DIRECTOR

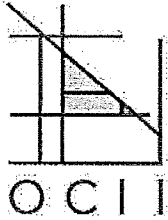
Mara Rosales
CHAIR

Miguel Bustos
Marily Mondejar
Leah Pimentel
Darshan Singh
COMMISSIONERS

One S. Van Ness Ave.
5th Floor
San Francisco, CA
94103

415 749 2400

www.sfocii.org



office of
COMMUNITY INVESTMENT
and INFRASTRUCTURE

Very large document. Please click [HERE](#) to be redirected to the Board of Supervisors Legislative Research Center or enter the following address in a browser to view the file:
<https://sfgov.legistar.com/View.ashx?M=F&ID=6259365&GUID=EC05672B-9204-405F-B83F-E9D80945AE92>

Addendum 5 to the CP-HPS2 2010 FEIR

Addendum Date: April 9, 2018
Case No.: 2007.0946E
Project Title: Candlestick Point–Hunters Point Shipyard Phase II
EIR: 2007.0946E, certified June 3, 2010
Project Sponsor: CP Development Co., LLC
Lead Agency: Office of Community Investment & Infrastructure
OCII Staff Contact: José Campos – 415.749.2554
jose.campos@sfgov.org
City Staff Contact: Joy Navarrete – 415.575.9040
joy.navarrete@sfgov.org

Mark Farrell
MAYOR

Nadia Sesay
EXECUTIVE DIRECTOR

Marily Mondejar
CHAIR

Miguel Bustos
Mara Rosales
Darshan Singh
COMMISSIONERS

📍 One S. Van Ness Ave.
5th Floor
San Francisco, CA
94103

📞 415.749.2400

🌐 www.sfcii.org



Very large document. Please click [HERE](#) to be redirected to the Board of Supervisors Legislative Research Center or enter the following address in a browser to view the file:
<https://sfgov.legistar.com/View.ashx?M=F&ID=6261646&GUID=3F9A1372-7E64-4507-86A3-271C8230D753>

450-0212018-002

Agenda Item **Nos. 5(b) through 5(g)**
Meeting of April 17, 2018

MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Nadia Sesay, Executive Director

SUBJECT: Approval of Proposed Changes to the Candlestick Point (“CP”) and Hunters Point Shipyard (“HPS”) Phase 2 and Candlestick Point Project Land Use Program, including adopting environmental review findings pursuant to the California Environmental Quality Act and approving amendments to the Hunters Point Shipyard and Bayview Hunters Point Redevelopment Plans, a Report to the Board on the Plan Amendments, a Third Amendment to the Disposition and Development Agreement for the Candlestick Point and Phase 2 of the Hunters Point Shipyard with CP Development Co., LLC and applicable Project Documents, a Seventh Amendment to the Hunters Point Shipyard Phase 1 Disposition and Development Agreement with HPS Development Co. LP., an amended HPS Phase 2 Design for Development, and other related actions; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas

EXECUTIVE SUMMARY

Mark Farrell
MAYOR

Nadia Sesay
EXECUTIVE DIRECTOR

Marilyn Mondejar
CHAIR

Miguel Bustos
Mara Rosales
Darshan Singh
COMMISSIONERS

One S. Van Ness Ave.
5th Floor
San Francisco, CA
94103

415 749 2400

www.sfocii.org

The Candlestick Point and Hunters Point Shipyard Phase 2 Project (“CP/HPS2 Project”) is a 702-acre redevelopment project governed by two Redevelopment Plans. The Hunters Point Shipyard Redevelopment Plan governs both the HPS Phase 1 Project and the HPS Phase 2 portion of the CP/HPS2 Project (together, the “Shipyard”). The Bayview Hunters Point (“BVHP”) Redevelopment Plan governs the Candlestick Point portion of the CP/HPS2 Project, which is designated as Zone 1 of the BVHP Redevelopment Plan (the “Candlestick Site” or “CP”). The Office of Community Investment and Infrastructure (“OCII”) administers development under both Redevelopment Plans.

In 2010, the San Francisco Redevelopment Agency (“SFRA”) Commission approved The Disposition and Development Agreement for Candlestick Point and Phase 2 of Hunters Point Shipyard (“CP/HPS2 DDA”) between the Former Agency and CP Development Co., LLC (“Developer”). The CP/HPS2 DDA establishes the rights and obligations of the parties with respect to development of the CP/HPS2 Project. The CP/HPS2 DDA identifies two alternative development programs, primarily differentiated by the presence or absence of a football stadium within HPS Phase 2. The “Non-Stadium Alternative” provides the Developer with the right to build approximately 10,500 housing units (approximately thirty-two percent of which will be below market

Very large document. Please click [HERE](https://sfgov.legistar.com/View.ashx?M=F&ID=6272744&GUID=462EBB8A-63A5-4657-BC97-BCAA668ACDB8) to be redirected to the Board of Supervisors Legislative Research Center or enter the following address in a browser to view the file:
<https://sfgov.legistar.com/View.ashx?M=F&ID=6272744&GUID=462EBB8A-63A5-4657-BC97-BCAA668ACDB8>

COMMUNITY BENEFITS PLAN AMENDMENTS

SUMMARY

The Community Benefits Plan (also referred to in this Attachment as the “CBA”) is Exhibit G to the HPS2/CP DDA. The CBA’s goal is to ensure that the local Bayview Hunters Point (“BVHP”) community has the opportunity to participate in, and benefit from, the Project. Most community benefits are captured in the CBA.

The CBA Amendments have been reviewed and approved by OCII staff.

The currently approved CBA is silent on the Developer’s annual reporting obligation. The CBA is being modified to include a bi-annual reporting obligation. The currently approved CBA includes a Developer obligation to facilitate the rehabilitation of Building 813 and to provide 260,000 gross square feet for use as a center for the incubation of emerging businesses and technologies. Under the modified CBA, the Agency will convey Building 813 to Developer. As consideration for the conveyance, Developer will provide 75,000 gross square feet of maker space within the Shipyard Site. The currently approved CBA also includes an agreement to distribute Community Facilities Space (“CFS”) throughout the Project Site, including a significant portion in the retail portion of the Project Site. The modified CBA includes an approval process for locating CFS; a process for approval of Community Facility Entities; a provision to provide the CFS in warm shell condition and a temporary relief of obligation clause.

DETAILED AMENDMENT OVERVIEW

Amendments to the Community Benefits Plan include:

REPORTING OBLIGATION

- (a) Section 7.2(a)
 - o Added an obligation to provide a bi-annual written report and, if requested, summary presentation of the Community Benefits Status Report to the CAC and Agency Commission
 - o Added a requirement that the written report will describe the status of Developer’s and, to the extent known by Developer, each Vertical Developer’s compliance with their respective obligations under the Community Benefits Plan during the immediately preceding period between January 1 and June 30 or July 1 and December 31

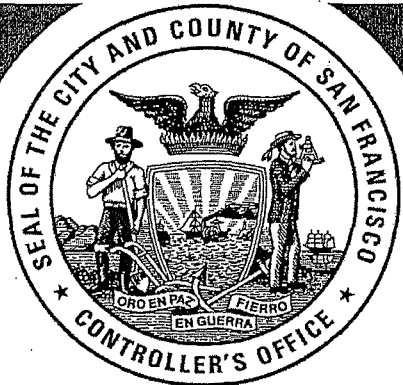
BUILDING 813 SITE

- o Section 3.4(c) has been deleted and replaced. Below are some of the substantive changes:
 - o §3.4 (i) - Maker Space Requirement – Developer shall provide 75,000 gross square feet of maker space within the Shipyard Site
 - o §3.4 (i) Added a definition for “Maker Space”
 - o §3.4 (ii) Added an obligation requiring Developer to complete at least 37,500 gross square feet of Maker Space to Cold Shell condition based on milestone related to completion of retail, research and development and office uses

Candlestick Point/Hunters Point Shipyard Project

Economic Impact Report

701



CITY & COUNTY OF SAN FRANCISCO

Office of the Controller

Office of Economic Analysis

Items # 180515, 180516, 180475, 180476

06.25.2018

Introduction

- There are four proposed ordinances related to the facilitation of the Candlestick Point/Hunters Point phase 2 development project (“the project”) in two redevelopment plan areas, the Hunters Point Shipyard Redevelopment (HPS Plan) and the Bayview Hunters Point Redevelopment Plan (BVHP Plan).
- On May 15, 2018, the Mayor introduced ordinance #180515 which approves and adopts amendment to the Redevelopment Plan for the HPS project area to reflect that 49ers have already built a stadium in Santa Clara and it is no longer an option at the project site. The ordinance proposes to amend the HPS Plan to accommodate revised street grid, rearrangement of development blocks, reconfiguration of open space, and revised land uses. The ordinance would also reduce the amount of R&D/office space currently permitted under the plan.
- The 2010 amendments to the BVHP Redevelop Plan divided the BVHP project area into Zone 1 and Zone 2. Zone 1 is commonly referred as Candlestick Point and the rest of the BVHP project area is in Zone 2. The Office of Community Investment and Infrastructure (OCII) retains land use authority within Zone 1, while the Planning Department retains jurisdiction over Zone 2.
- On May 15, 2018, the Mayor also introduced ordinance #180516 to move the Jamestown parcel from Zone 1 to Zone 2 of the BVHP Plan area, resulting in a shift of land use jurisdiction from the OCII to the Planning Department.

Introduction: Continued

- On May 15, 2018, the Planning Commission introduced ordinance #180475 to amend the General Plan for the Candlestick Point and Hunters Point Shipyard Phase 2 Project to conform to the shift of the Jamestown Parcel from Zone 1 to Zone 2.
- On the same day, the Planning Commission also introduced ordinance #180476 to make planning code and zoning changes to Candlestick Point Activity Node to move the Jamestown Parcel from Zone 1 to Zone 2 and change its height and bulk district from CP (65' to 85' as outlined in D4D document) to 40-X.
- Under the proposed change, the development of the Jamestown parcel will now happen under the planning code instead of the land use controls governed by the project area. Even though the parcel's height has been reduced, the parcel's potential has been increased because it will no longer be subject to the redevelopment plans overall 10,500 units cap.
- The redevelopment plan amendments do not change the total amount of commercial space. However, the R&D/Office space will be reduced by 735,000 sq. ft. while other commercial uses for hotel, retail, and institutional will increase by 735,000 sq. ft. The total number of residential units under the redevelopment plans also remain unchanged.

Introduction: Continued

- As a result of proposed changes at the DDA level and moving of Jamestown parcel from Zone 1 to Zone 2, the total project area would gain additional commercial and residential space.
- Under the 2010 Disposition and Development Agreement (DDA), planned R&D/Office development was less than what was allowed under the overall redevelopment plan, but the new 2018 DDA now maximizes that development potential fully. Furthermore, the residential development potential of the area will be higher because the Jamestown parcel can now be developed as a separate project and not as a part of the HPS project.
- The Office of Economic Analysis has determined that the proposed ordinances and associated changes at the DDA level* could have a material economic impact on the city's economy if enacted, and prepared this report.

** Note that the DDA level changes are not part of the proposed ordinances for approval with the Board of Supervisors.*

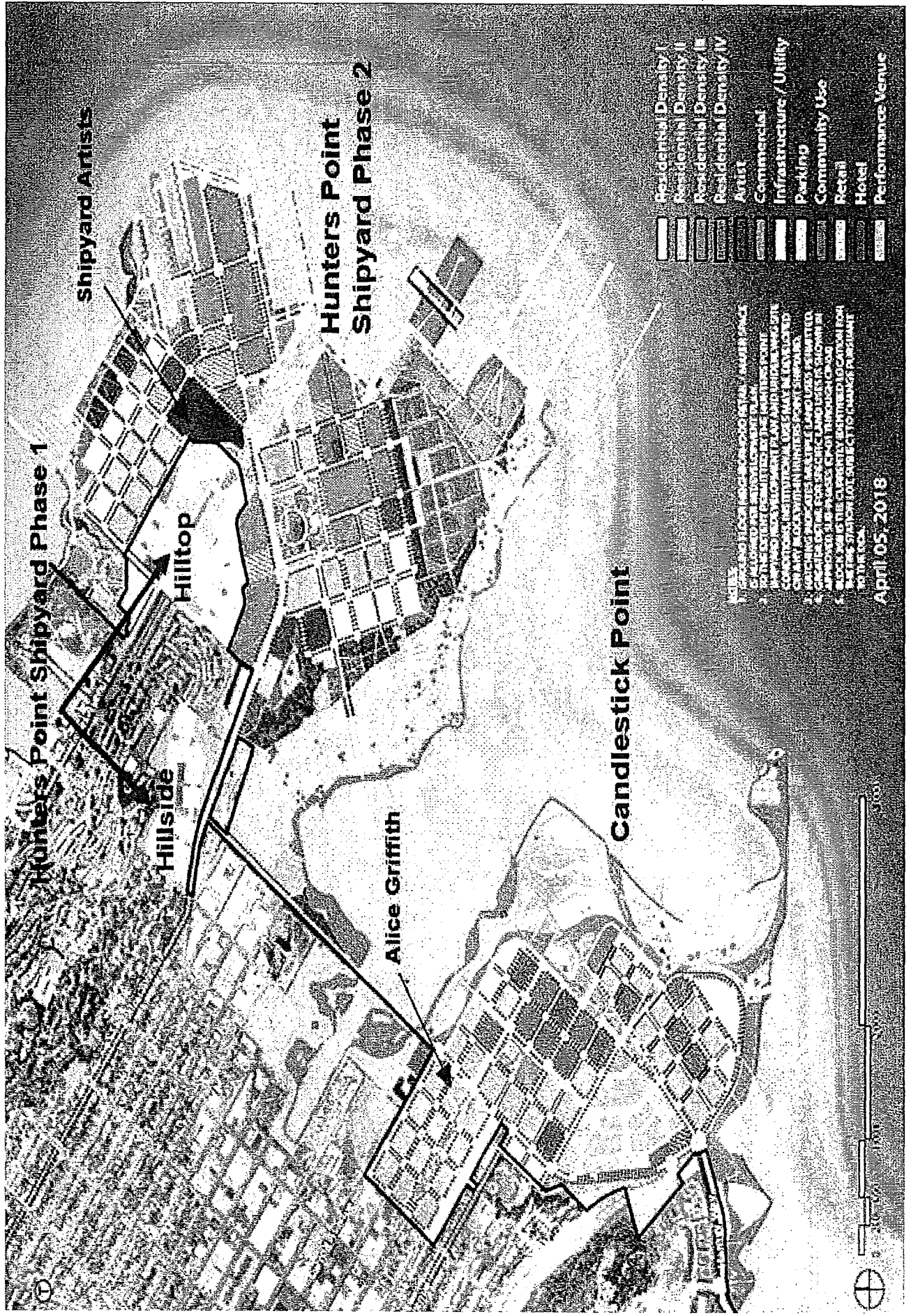
Project Background and Timeline

- 1997: HPS Redevelopment Plan approved.
- 2004: The first land transfer to the city happens.
- 2005: HPS Phase 1 approved.
- 2008: Prop G (Bayview Jobs, Parks and Housing Initiative) passes.
- 2010: CP/HPS2, Phase 2 is approved.
- 2012: Redevelopment Agency is dissolved but DOF determines that CP/HPS DDAs are enforceable obligations. Creation of OCII, successor agency.
- 2013: HPS Phase 1 groundbreaking happens.
- 2016: Prop O (CP/HPS Jobs Stimulus Proposition) passes.
- 2017: Updated HPS2 master plan community outreach commences.
- 2018: Current project as proposed without stadium, revised street grid, rearrangement of development blocks, reconfiguration of open space and revised land uses.

Description & Overview of the Revised Project: 2018

- The project consists of approximately 702 acres in the city's Bayview Hunters Point and HPS neighborhoods as governed by the redevelopment plans. The 2010 amendments to the BVHP Redevelopment Plan divided the BVHP Project Area into Zone 1 (commonly referred as Candlestick Point) and Zone 2. The project will be developed with a mix of uses, including residential, retail, office, and parks & open spaces.
- The detailed summary of the project as proposed under the Disposition and Development Agreement (DDA) is presented on slide 9. A total of 10,672 residential units will be built and of those about 32 percent will be affordable at below market rates, including workforce and public housing & agency units. Under the DDA, 172 additional units that were already included in the HPS redevelopment plan as part of the Phase 1 project will now be part of the CP/HPS2 project.
- Overall about 6.7 million square feet of commercial space is planned in the project area. Out of this, over 1.6 million square feet will be dedicated to hotel and retail uses, and over 4.4 million square feet will be planned for R&D/Office space. Over 900,000 square feet of space will be dedicated to a film & arts center, artist studios, maker spaces, community facilities, and institutional uses.

Project as Proposed (No stadium): 2018



Total Redevelopment Plan Proposed Changes

8

Uses	2010	2018	Change
RESIDENTIAL (Units)	12,100	12,100	0
COMMERCIAL (Sq. ft.)			
Hotel	150,000	270,000	120,000
Regional Retail	635,000	735,000	100,000
Neighborhood Retail	330,000	351,000	30,000
Film & Arts Center	75,000	75,000	0
Community Use	152,000	152,000	0
R&D/Office	5,150,000	4,415,000	-735,000
Artist Studio	255,000	255,000	0
Maker Space	0	75,000	75,000
Institutional	0	410,000	410,000
Total Commercial (Sq. ft.)	6,686,000	6,686,000	0

708

Note that the developer proposed planned commercial development in 2010 under the Disposition and Development Agreement (DDA) was less than what was allowed under the Redevelopment Plan (see the next slide). The revised DDA now maximizes the Redevelopment Plan potential.

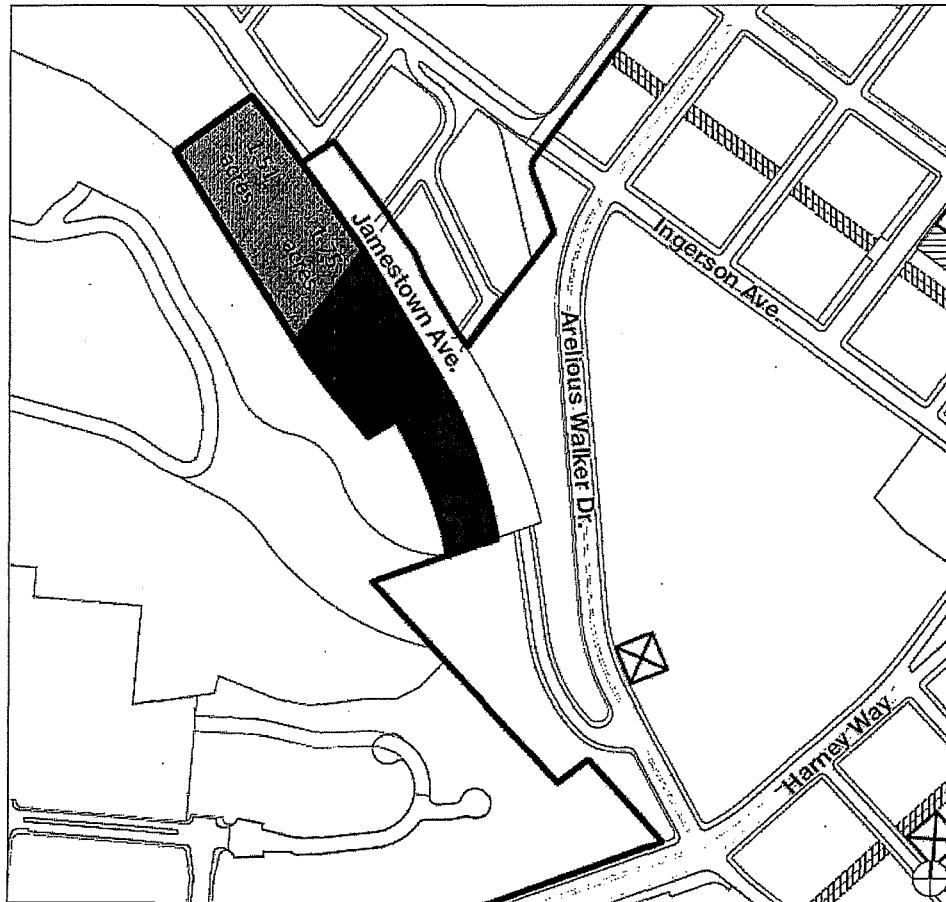
Cr/HPS2 Proposed Changes Under the DDA

Uses	2010 Development Program at Buildout (Non-Stadium)	2018 Development Program at Buildout (Non-Stadium)	Difference
RESIDENTIAL (Units)			
Market-Rate			
For-sale	6,043	5,874	-169
Rental	1,113	1,435	322
<i>Market-Rate Subtotal</i>	<i>7,156</i>	<i>7,309</i>	<i>153</i>
Below Market-Rate			
For-sale	446	584	138
Rental	362	243	-119
<i>Below Market-Rate Subtotal</i>	<i>808</i>	<i>827</i>	<i>19</i>
Workforce Units	892	892	0
Public Housing & Agency Units	1,644	1,644	0
Total Residential (Units)	10,500	10,672	172
COMMERCIAL (Sq. ft.)			
Hotel	150,000	270,000	120,000
Regional Retail	635,000	735,000	100,000
Neighborhood Retail	250,000	351,000	101,000
Film & Arts Center	75,000	75,000	0
Community Use	100,000	100,000	0
R&D/Office	3,150,000	4,415,000	1,265,000
Artist Studio	255,000	255,000	0
Maker Space	0	75,000	75,000
Institutional	0	410,000	410,000
Football Stadium	0	0	0
Total Commercial (Sq. ft.)	4,615,000	6,686,000	2,071,000

Jamestown Parcel: Proposed Zoning Change Impact

10

Figure 7.2 Building Heights



Legend

Low and Mid-Rise Maximum Height

65 ft
85 ft

High-Rise Tower Location*

Fixed high-rise location

710

- The total area of the Jamestown parcel (Block 4991/Lot 276) is 6.8 acres. As proposed, the parcel will be removed from the project area Zone 1 and will shift to Zone 2 of the BVHP Plan Project Area B.
- The parcel was originally planned to be developed only under the stadium alternative with 325 units within the overall 10,500 unit cap in the project area.
- The RH-2 zoning of the parcel will now be governed by 40' height instead of 65'-85' as shown on the map.
- The parcel can now yield up to 300 units as part of Zone 2 since it will not be subject to 10,500 unit cap in the project area.

Difference in Total Development Capacity*

11

Uses under CP/HPS2 DDA	2010 Development Program at Buildout (Non-Stadium)	2018 Development Program at Buildout (Non-Stadium)	Difference
Residential (Units) in Phase 2	10,500	10,500	0
Residential Units Moving from Phase 1 to Phase 2	-170	170	0
Jamestown Parcel Units as a Separate Project in Zone 2		300	300
COMMERCIAL (Sq. ft.)			
Hotel, Retail, Institutional, & Maker Space	1,035,000	1,841,000	806,000
R&D/Office	3,150,000	4,415,000	1,265,000
Artist Studio, Performance Venue, & Community Use	430,000	430,000	0
Football Stadium	0	0	0
Total Commercial (Sq. ft.)	4,615,000	6,686,000	2,071,000

711

* Including Jamestown Parcel's 300 unit potential as a separate project in Zone 2. In 2010, the parcel was only planned to be developed under the stadium alternative with 325 units, within the overall 10,500 unit cap in the project area.

Economic Impact Factors

12

- The proposed development is expected to affect the local economy in two major ways:
 1. The re-zoning in conjunction with proposed changes to land uses under the Disposition and Development Agreement (DDA) will increase the residential and commercial potential of the site. This will put downward pressure on prices and rents for residential and commercial real estate across the city, making it more attractive for businesses.
 2. The investment activity following the rezoning and development agreement will generate additional construction activity.
- The OEA analyzed and modeled the difference in development potential of the site under the proposed rezoning and the DDA in 2018 compared to what was allowed and proposed in 2010 (see slide 11).

712

Impact of New Housing

- An increase in the housing supply will put downward pressure on residential rents and home prices in San Francisco.
- The proposed re-zoning and development agreement in 2018 compared to what was proposed under 2010 agreement have a potential to expand the city's housing development capacity by 300 units.
- The OEA estimates that the expanded development capacity created by the re-zoning and proposed changes to the project would result in a decline in housing prices by 0.12%.
- Note that the overall impact of the project on housing prices will be much larger. The overall impact of the building more than 10,800 units (including the Jamestown parcel) on housing prices is estimated to be around -4.4%.

Impact of Affordable Housing Subsidy

14

- Increasing the number of affordable (inclusionary) housing units will particularly benefit low-income households, who experience higher housing burdens than higher-income households in the city.
- The shifting of Jamestown parcel from Zone 1 to Zone 2 creates an additional potential of 300 units. Out of those additional units, 54 would be affordable at an 18% inclusionary requirement.
- The OEA further estimates that at build-out these additional affordable units would reduce low-income housing payments by \$0.4 million annually to the households who would occupy these units.

714

Impact of Commercial Space

- Increase in the non-residential supply will put downward pressure on commercial office, retail and other non-residential rents in San Francisco.
- The project area is expected to increase total commercial space by about 2.1 million square feet under the disposition and development agreement (DDA).
- The OEA estimates that commercial citywide rents would decline by 1.5% as a result of this additional space. These rent declines reflect a combined weighted average rent decline for R&D/office, retail and other non-residential space.
- This citywide decline in rents due to added space will result in total citywide rent savings for the commercial space by \$140 million annually.

REMI Model Inputs

- The OEA uses the REMI model* to simulate the impact of the proposed re-zoning and the development agreement on the city's economy. The simulation inputs are shown below.

Inputs	Value
Housing Price Change	-0.12%
Affordable Housing Subsidy Value (\$ million)	0.4
Value of Residential Investment (\$ million)	270
Value of Non-Residential Investment (\$ million)	1,292
Change in Rent for Office Space (\$ million)	-121
Change in Rent for Retail Space (\$ million)	-10
Change in Rent for other Commercial Space (\$ million)	-9

716

*The REMI model is a dynamic forecasting and economic policy analysis tool based on econometric and input-output modeling framework. The REMI model belongs to the class of models generally known as a computable general equilibrium (CGE) models.

Economic Impact Assessment

- The project was assumed to develop over a twenty-year period, from 2019-2038. The city-wide impacts as at buildout (as of 2038) are shown in the table below.

Citywide Impacts	Value
Employment Change	558
Population Change	852
GDP Change (\$2017, million)	101
Output Change (\$2017, million)	163
Change in Disposable Personal Income per Capita (\$2017)	7
Housing Price Change	0.01%
Change in Real Disposable Personal Income per Capita with Housing price Change (\$2017)	6

Conclusions

- The proposed CP/HPS2 rezoning and the associated disposition and development agreement (DDA) changes will expand the city's economy, by accommodating the city's growing demand for housing and office space.
- Employment, population, disposable per capita income, disposable per capita income reflecting housing prices, GDP and total output are all expected to rise as a result of the proposed ordinances, the associated zoning, land use, and the DDA changes.
- We estimate that economy will add 558 jobs and \$163 million to the local output at the build out as of 2038. To put things in perspective, this job gain represents only 0.1% growth in the citywide employment.

Staff Contacts

19

Asim Khan, Ph.D.
Senior Economist
asim.khan@sfgov.org

OFFICE OF THE MAYOR
SAN FRANCISCO



MARK FARRELL
MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: *RM* Mayor Farrell
RE: Redevelopment Plan Amendment - Bayview Hunters Point
DATE: May 15, 2018

Attached for introduction to the Board of Supervisors is an ordinance approving and adopting an amendment to the Redevelopment Plan for the Bayview Hunters Point Redevelopment Project Area; directing the Clerk of the Board to transmit a copy of this Ordinance upon its enactment to the Successor Agency; making findings under the California Environmental Quality Act; and making findings of consistency with the General Plan and the eight priority policies of Planning Code, Section 101.1.

Should you have any questions, please contact Andres Power (415) 554-5168.

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2018 MAY 15 PM 2:12
BY *RM*

1 DR. CARLTON B. GOODLETT PLACE, ROOM 200
SAN FRANCISCO, CALIFORNIA 94102-4681
TELEPHONE: (415) 554-6141