

File No. 200174 Committee Item No. 5  
Board Item No. \_\_\_\_\_

## COMMITTEE/BOARD OF SUPERVISORS

### AGENDA PACKET CONTENTS LIST

Committee: Land Use and Transportation Committee Date March 16, 2020

Board of Supervisors Meeting Date \_\_\_\_\_

#### Cmte Board

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

#### OTHER (Use back side if additional space is needed)

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|-------------------------------------|--------------------------|---|
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | PLN Transmittal 022120                              |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | PLN Executive Summary 013020                        |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Generalized Commercial and Industrial Land Use Plan |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | PC Reso No. 20637 013020                            |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | PC Reso No. 20639 013020                            |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | PC Reso No. 20640 013020                            |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | DRAFT FEIR Vol. 1                                   |
| <input type="checkbox"/>            | <input type="checkbox"/> | DRAFT FEIR Vol. 2                                   |
| <input type="checkbox"/>            | <input type="checkbox"/> | DRAFT FEIR Vol. 3 Response to Comments              |
| <input type="checkbox"/>            | <input type="checkbox"/> | DRAFT Dev Agmt                                      |
| <input type="checkbox"/>            | <input type="checkbox"/> | Hearing Notice 031620                               |
| <input type="checkbox"/>            | <input type="checkbox"/> | PC Motion No. 20635                                 |
| <input type="checkbox"/>            | <input type="checkbox"/> | PC Motion No. 20636                                 |

Completed by: Erica Major Date March 12, 2020

Completed by: Erica Major Date \_\_\_\_\_

1 [General Plan - Potrero Power Station Mixed-Use Project]

2  
3 **Ordinance amending the General Plan to revise the Central Waterfront Plan, the**  
4 **Commerce and Industry Element, the Recreation and Open Space Element, the**  
5 **Transportation Element, the Urban Design Element, and the Land Use Index, to reflect**  
6 **the Potrero Power Station Mixed-Use Project; adopting findings under the California**  
7 **Environmental Quality Act; making findings of consistency with the General Plan, and**  
8 **the eight priority policies of Planning Code, Section 101.1; and adopting findings of**  
9 **public necessity, convenience, and welfare under Planning Code, Section 340.**

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

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

18 Section 1. Environmental and Planning Code Findings.

19 (a) California Environmental Quality Act.

20 (1) At its hearing on January 30, 2020, and prior to recommending the proposed  
21 General Plan Amendments for approval, by Motion No. 20635 the Planning Commission  
22 certified a Final Environmental Impact Report (FEIR) for the Potrero Power Station Mixed-Use  
23 Project (Project) pursuant to the California Environmental Quality Act (CEQA) (California  
24 Public Resources Code Section 21000 et seq.), the CEQA Guidelines (Cal. Code Reg.  
25 Section 15000 et seq.), and Chapter 31 of the Administrative Code. A copy of said Motion is  
on file with the Clerk of the Board of Supervisors in File No. 200174, and is incorporated  
herein by reference. In accordance with the actions contemplated herein, this Board has

1 reviewed the FEIR, concurs with its conclusions, affirms the Planning Commission's  
2 certification of the FEIR, and finds that the actions contemplated herein are within the scope  
3 of the Project described and analyzed in the FEIR.

4 (2) In approving the Project at its hearing on January 30, 2020, by Motion No.  
5 26036, the Planning Commission also adopted findings under CEQA, including a statement of  
6 overriding considerations, and a Mitigation Monitoring and Reporting Program (MMRP).  
7 Copies of said Motion and MMRP are on file with the Clerk of the Board of Supervisors in File  
8 No. 200174, and are incorporated herein by reference. The Board hereby adopts and  
9 incorporates by reference as though fully set forth herein the Planning Commission's CEQA  
10 approval findings, including the statement of overriding considerations. The Board also adopts  
11 and incorporates by reference as though fully set forth herein the Project's MMRP, dated  
12 January 10, 2020, and on file with the Clerk of the Board in File No. 200174.

13 (b) Planning Code Findings.

14 (1) Under Charter Section 4.105 and Planning Code Section 340, any  
15 amendments to the General Plan shall first be considered by the Planning Commission and  
16 thereafter recommended for approval or rejection by the Board of Supervisors. On January  
17 30, 2020, by Resolution No. 20637, the Planning Commission conducted a duly noticed public  
18 hearing on the General Plan Amendments pursuant to Planning Code Section 340, and found  
19 that the public necessity, convenience and general welfare require the proposed General Plan  
20 Amendments, adopted General Plan Amendments, and recommended them for approval to  
21 the Board of Supervisors. A copy of the Planning Commission Resolution No. 20637, is on file  
22 with the Clerk of the Board of Supervisors in File No. 200174, and incorporated by reference  
23 herein.

24 (2) On January 30, 2020, the Planning Commission, in Resolution No. 20639,  
25 adopted findings that the actions contemplated in this ordinance are consistent, on balance,

1 with the City's General Plan and eight priority policies of Planning Code Section 101.1. The  
2 Board adopts these findings as its own. A copy of said Resolution is on file with the Clerk of  
3 the Board of Supervisors in File No. 200174, and is incorporated herein by reference.

4 Section 2. The General Plan is hereby amended by revising the Central Waterfront  
5 Plan, as follows:

6 OBJECTIVE 1.1

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

10 \* \* \* \*

11 Adjacent to the Pier 70 area, the Potrero power plant ~~is expected to ceased~~ operations  
12 ~~sometime in 2011 subject to a Settlement Agreement between the City and the previous owner, Mirant~~  
13 ~~Potrero LLC the future. While contamination of the soil here will preclude housing development on~~  
14 ~~the Settlement Agreement provided Mirant or a future property owner the opportunity to work with~~  
15 ~~the City and community on a reuse plan for the site that could achieve community benefits and~~  
16 ~~objectives. The power plant site is, it will be~~ an opportunity, similar to Pier 70, for residential and  
17 mixed-use development ~~in the future~~ that could also include larger activities such as  
18 commercial as well as research and development uses. ~~A future community planning process for~~  
19 ~~this site will help determine exactly what should occur on the site.~~

20 \* \* \* \*

21 In areas controlled by the Port ~~as well as the Potrero Power Plant site~~, maintain existing  
22 industrial zoning pending the outcome of ~~separate~~ planning processes for these areas.

23 \* \* \* \*

24 POLICY 1.1.8



1 POLICY 1.1.8

2 Consider the Potrero power plant site as an opportunity *for reuse* for larger-scale  
3 commercial and research establishments as part of a mixed use development.

4 \* \* \* \*

5 Map 2: ("Generalized Zoning Districts"), update Pier 70 and the Potrero Ppower plant  
6 site description as follows: ~~Maintain existing manufacturing zoning here. After Pier 70 and plant~~  
7 ~~site planning processes are complete, consider e~~Changing zoning to reflect the development plans  
8 for the Pier 70 and Potrero power plant sitethe outcome of the processes.

9 \* \* \* \*

10 OBJECTIVE 5.1

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

13 In a built-out neighborhood such as this, finding sites for sizeable new parks is difficult.  
14 However, it is critical that at least one new substantial open space be provided as part of this  
15 Plan. This Plan identifies a number of potential park sites: the area behind the IM Scott School  
16 site, which is currently used for parking, expansion of Warm Water Cove and the development  
17 of Crane Cove Park on Pier 70. ~~Additionally, a~~As part of ~~at~~the long-term planning process ~~for~~  
18 ~~the Potrero Power Plant site and~~the Pier 70 ~~site~~Planning process, the area surrounding Irish Hill is  
19 ~~also~~ identified as a potential park site. Additionally, any development on the Potrero power plant  
20 site should include public open space. Finally, an improved waterfront at the end of 22nd Street  
21 would provide a much needed bayfront park site and should be considered as part of any  
22 long-term plans for Pier 70.

23 Section 3. The General Plan is hereby amended by revising the Commerce and  
24 Industry Element, as follows:

1 Map 1 ("Generalized Commercial and Industrial Land Use Plan"), remove General  
2 Industry designation from Potrero Power Station site and designate commercial blocks  
3 (Blocks 2, 3, 11, 12, 15) as Business and Services, as shown in the Potrero Power Station  
4 Special Use District, Planning Code Section 249.87.

5 Map 2 ("Generalized Commercial and Industrial Density Plan"), remove 3.0:1 FAR  
6 density designation for Potrero Power Station site and add a boundary area for Potrero Power  
7 Station site with a line that leads to a reference that states "See Potrero Power Station Special  
8 Use District, Section 249.87 of the Planning Code for density controls therein."

9 \* \* \* \*

10 OBJECTIVE 4: IMPROVE THE VIABILITY OF EXISTING INDUSTRY IN THE CITY,  
11 THE EQUITABLE DISTRIBUTION OF INFRASTRUCTURE, AND THE ATTRACTIVENESS OF  
12 THE CITY AS A LOCATION FOR NEW INDUSTRY.

13 \* \* \* \*

14 Policy 4.12: As obsolete or underutilized infrastructure and heavy industrial uses are  
15 decommissioned, consolidated or relocated, ensure that new uses on such sites complement the  
16 adjacent neighborhood and address environmental justice considerations while also reflecting  
17 broader contemporary City priorities.

18 Occasionally the opportunity arises to rethink the use and design of large sites occupied by a  
19 large heavy industry, utility or infrastructure use, many of which are legacies of investments,  
20 development patterns, and decisions from past eras, as these sites are shuttered, downsized or  
21 relocated due to economic, regulatory or technological changes. Planning for these sites should  
22 carefully consider the needs of adjacent neighborhoods, particularly where former industrial and  
23 infrastructure uses, such as fossil fuel-powered power plants, historically created environmental justice  
24 burdens for area residents, while balancing the larger policy goals of the City applicable to the site,  
25 such as the development of community-serving facilities, public space, housing, economic development,

1 and modern, clean infrastructure or industry, to advance sustainability, resiliency and economic  
2 diversity goals.

3 Section 4. The General Plan is hereby amended by revising Map 3 of the Recreation  
4 and Urban Space Element (“Existing & Proposed Open Space”), as follows:

5 Add proposed open space depicted in the “Potrero Power Station Mixed-Use Project  
6 Special Use District, Section 249.87 of the Planning Code.”

7 Section 5. The General Plan is hereby amended by revising Map 11 of the  
8 Transportation Element (“Citywide Pedestrian Network”), as follows:

9 Add proposed Bay Trail Recreational Loop to map through the Potrero Power Station  
10 and Pier 70 project sites.

11 Add “Proposed Bay Trail Recreational Loop” route to legend.

12 Section 6. The General Plan is hereby amended by revising the Urban Design  
13 Element, as follows:

14 Map 4 (“Urban Design Guidelines for Height of Buildings”), add to the map notes: “Add  
15 a shaded area with a new height designation with a range between 65-240 feet in the location  
16 of the former Potrero Power Plant, as shown in the Potrero Power Station Special Use  
17 District, Planning Code Section 249.87.

18 Map 5 (“Urban Design Guidelines for Bulk of Buildings Map”), add the following  
19 language to map notes: “Add asterisk and add: ‘See Potrero Power Station Special Use  
20 District, Planning Code Section 249.87.’”

21 Section 7. The Land Use Index shall be updated as necessary to reflect the  
22 amendments set forth in Sections 3, 4, 5, and 6, above.

23 ///

24 ///

25 ///

1 Section 8. Effective Date. This ordinance shall become effective 30 days after  
2 enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the  
3 ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board  
4 of Supervisors overrides the Mayor's veto of the ordinance.

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

8 By:

  
Austin M. Yang  
Deputy City Attorney

9  
10 n:\egana\as2019\2000059\01420323.docx

## LEGISLATIVE DIGEST

[General Plan - Potrero Power Station Mixed-Use Project]

**Ordinance amending the General Plan to revise the Central Waterfront Plan, the Commerce and Industry Element, the Recreation and Open Space Element, the Transportation Element, the Urban Design Element, and the Land Use Index, to reflect the Potrero Power Station Mixed-Use Project; adopting findings under the California Environmental Quality Act; making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1; and adopting findings of public necessity, convenience, and welfare under Planning Code, Section 340.**

### Existing Law

Under Charter Section 4.105 and Planning Code Section 340, any amendments to the General Plan shall first be considered by the Planning Commission and recommended for approval or rejection by the Board of Supervisors.

Currently, the Potrero Power Station site in the Central Waterfront area of San Francisco, is zoned M-2 (Heavy Industrial) and PDR-1-G (Production, Distribution and Repair – General) and located in a 40-X and 65-X height and bulk district.

### Amendments to Current Law

This ordinance would amend the General Plan as follows:

- (1) Amend Objective 1.1, Policy 1.1.8, Map 2, and Objective 5.1 of the Central Waterfront Area Plan to reflect the mixed-use vision for the Potrero Power Station site;
- (2) Amend the Commerce and Industry Element Maps 1 and 2, and Objective 4 by reclassifying generalized land uses and densities consistent with the proposal;
- (3) Amend the Recreation and Open Space Element Map 3 by adding new publicly accessible open spaces of significant size (6.9 acres) proposed for the site;
- (4) Amend the Transportation Element Map 11 by adding the Bay Trail Recreational Loop proposed for the site;
- (5) Amend the Urban Design Element Maps 4 and 5 by establishing maximum height and bulk limits consistent with the proposal; and;
- (6) Amend the Land Use Index to reflect amendments to the maps described above in the Commerce and Industry, Recreation and Open Space, Transportation, and Urban Design Elements.

Background Information

On January 30, 2019, the Planning Commission considered the proposed amendments to the General Plan and recommended approval in Resolution 20511.

This ordinance would enable the development of the Potrero Power Station Mixed-Use Project ("Project"), proposed by California Barrel Company ("Project Sponsor). The Project is immediately south of Pier 70 and encompasses property currently owned by the Project Sponsor, PG&E, the Port, and the City. The Project proposal includes developing approximately 2.5 million square feet ("sq. ft.") of residential space (2,601 dwelling units), 1.8 million sq. ft. of commercial uses, including 100,000 sq. ft. of retail, 800,000 sq. ft. of office, 650,000 sq. ft. of life science/laboratory, 240,000 sq. ft. of hotel (250 rooms), and 35,000 sq. ft. of Production, Distribution, and Repair ("PDR") uses. Additionally, it includes 25,000 square feet of entertainment/assembly uses, 50,000 square feet of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space, including a new waterfront park. The proposal would also feature newly created public streets, pedestrian paths, cycle tracks, and the continuation of the Bay Trail. New buildings on the site are proposed to range from 65 feet to 240 feet in height and would generally step down from the middle of the site toward both the east and west. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse.

The project would also require the Planning Code amendments to create a Special Use District, the adoption of a Design for Development ("D4D") document to facilitate implementation, and a Development Agreement ("DA") between the Project Sponsor and the City and County of San Francisco.

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# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Motion No. 20635

HEARING DATE: JANUARY 30, 2020

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

Reception:  
415.558.6378

Fax:  
415.558.6409

Planning  
Information:  
415.558.6377

*Case No.:* 2017-011878ENV  
*Project Title:* Potrero Power Station Mixed-Use Development Project  
*Zoning:* M-2 (Heavy Industrial) and PDR 1-G  
(Production, Distribution and Repair - General),  
40-X and 65-X Height District  
*Block/Lot:* Assessor's Block 4175/Lot 002, Block 4175/Lot 017, Block 4175/Lot 018,  
Block 4232/Lot 001, Block 4232/Lot 006; and non-assessed Port and  
City/County of San Francisco properties  
*Project Sponsor:* California Barrel Company, LLC  
Jim M. Abrams, J. Abrams Law, P.C  
jabrams@jabramslaw.com, (415) 999-4402  
*Staff Contact:* Rachel Schuett – (415) 575-9030  
rachel.schuett@sfgov.org

### ADOPTING FINDINGS RELATED TO THE CERTIFICATION OF A FINAL ENVIRONMENTAL IMPACT REPORT FOR THE PROPOSED POTRERO POWER STATION MIXED-USE DEVELOPMENT PROJECT.

MOVED, that the San Francisco Planning Commission (hereinafter "Commission") hereby CERTIFIES the final Environmental Impact Report identified as Case No. 2017-011878ENV, the "Potrero Power Station Mixed-Use Development Project" (hereinafter "Project"), based upon the following findings:

1. The City and County of San Francisco, acting through the Planning Department (hereinafter "Department") fulfilled all procedural requirements of the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 *et seq.*, hereinafter "CEQA"), the State CEQA Guidelines (Cal. Admin. Code Title 14, Section 15000 *et seq.*, hereinafter "CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code (hereinafter "Chapter 31").
  - A. The Department determined that an Environmental Impact Report (hereinafter "EIR") was required and provided public notice of that determination by publication in a newspaper of general circulation on November 1, 2017.
  - B. The Department held a public scoping meeting on November 15, 2017 in order to solicit public comment on the scope of the Project's environmental review.
  - C. On October 3, 2018, the Department published the Draft Environmental Impact Report (hereinafter "DEIR") and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Planning Commission public

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

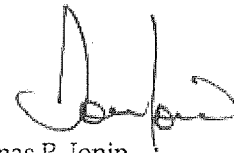
- D. Notices of availability of the DEIR and of the date and time of the public hearing were posted near the project site on October 3, 2018.
  - E. On October 3, 2018, copies of the DEIR were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR, and to government agencies, the latter both directly and through the State Clearinghouse.
  - F. A Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on October 3, 2018.
2. The Commission held a duly advertised public hearing on said DEIR on November 8, 2018 at which opportunity for public comment was given, and public comment was received on the DEIR. The period for acceptance of written comments ended on November 19, 2018.
  3. The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the 45-day public review period for the DEIR, prepared revisions to the text of the DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR. This material was presented in a Responses to Comments document, published on December 11, 2019, distributed to the Commission and all parties who commented on the DEIR, and made available to others upon request at the Department.
  4. A Final Environmental Impact Report (hereinafter "FEIR") has been prepared by the Department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available, and the Responses to Comments document, all as required by law.
  5. Project EIR files have been made available for review by the Commission and the public. These files are available for public review at the Department at 1650 Mission Street, Suite 400, and are part of the record before the Commission.
  6. On January 30, 2020, the Commission reviewed and considered the information contained in the FEIR and hereby does find that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.
  7. The Planning Commission hereby does find that the FEIR concerning File No. 2017-011878ENV reflects the independent judgment and analysis of the City and County of San Francisco, is adequate, accurate, and objective, and that the Responses to Comments document contains no significant revisions to the DEIR that would require recirculation of the document pursuant to CEQA Guideline section 15088.5, and hereby does CERTIFY THE COMPLETION of said FEIR in compliance with CEQA, the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code.



8. The Commission, in certifying the completion of said FEIR, hereby does find that the Project Variant described in the FEIR (with or without the PG&E subarea) would have the following significant unavoidable environmental impacts, which cannot be mitigated to a level of insignificance:
  - A. **CR-4:** The Project Variant would demolish the Meter House and the Compressor House, two individually significant historic architectural resources, and would also partially demolish Station A, a third individually significant historic architectural resource, which would materially alter in an adverse manner the physical characteristics that justify their inclusion in the California Register of Historical Resources.
  - B. **TR-5:** The Project Variant would result in significant impacts on Muni transit operations on the 22 Fillmore and 48 Quintara/24th Street bus routes due to increases in transit travel time.
  - C. **C-TR-5:** The Project Variant would substantially contribute to significant impacts on Muni transit operations on the 22 Fillmore and 48 Quintara/24th Street bus routes due to increases in transit travel time.
  - D. **NO-2:** Construction of the Project Variant would cause a substantial temporary or periodic increase in ambient noise levels at noise-sensitive receptors, above levels existing without the project.
  - E. **NO-8:** Operation of the Project Variant would cause substantial permanent increases in ambient noise levels along some roadway segments in the project vicinity that would affect off-site noise-sensitive receptors.
  - F. **C-NO-1:** Concurrent construction of the Project Variant and other development in the area would result in substantial temporary or periodic in ambient noise levels that would affect future planned offsite and proposed onsite noise-sensitive receptors.
  - G. **C-NO-2:** Traffic increases associated with operation of the Project Variant, in combination with other cumulative development, would result in a substantial contribution to increases in ambient noise levels along roadway segments in the project vicinity.
  - H. **AQ-2:** Construction of the portions of the Project Variant concurrent with operation of other portions of the Project Variant would result in emissions of ozone precursors at levels exceeding significance thresholds, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants.
  - I. **AQ-3:** Criteria air pollutant emissions—reactive organic gases and oxides of nitrogen—during operation of the Project Variant would exceed significance thresholds, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants.

- J. **C-AQ-1:** Criteria air pollutant emissions from implementation of the Project Variant, in combination with past, present, and reasonably foreseeable future development in the project area, would result in a substantial contribution to cumulative regional air quality impacts.
  - K. **WS-2:** The phased construction of the Project Variant could alter localized wind conditions in a manner that substantially affects public areas on or near the project site, under interim conditions prior to full buildout.
9. The Commission reviewed and considered the information contained in the FEIR prior to approving the Project.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting of January 30, 2020.



Jonas P. Ionin  
Commission Secretary

AYES: Diamond, Fung, Koppel, Melgar, Moore  
NOES: None  
ABSENT: Johnson, Richards  
ADOPTED: January 30, 2020



# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Motion No. 20636 CEQA Findings

HEARING DATE: JANUARY 30, 2020

*Case Nos:* 2017-011878ENV  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Block/Lot:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

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**ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (“CEQA”), AND THE CEQA GUIDELINES INCLUDING FINDINGS OF FACT, FINDINGS REGARDING SIGNIFICANT AND UNAVOIDABLE IMPACTS, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, THE ADOPTION OF A MITIGATION, MONITORING AND REPORTING PROGRAM AND THE ADOPTION OF A STATEMENT OF OVERRIDING CONSIDERATIONS IN CONNECTION WITH APPROVALS FOR THE POTRERO POWER STATION MIXED-USE PROJECT, THE AREA GENERALLY BOUNDED BY 22<sup>ND</sup> STREET ON THE NORTH, THE SAN FRANCISCO BAY ON THE EAST, 23<sup>RD</sup> STREET ON THE SOUTH, AND ILLINOIS STREET ON THE WEST, TOTALING ABOUT 29 ACRES.**

### PREAMBLE

The Potrero Power Station Mixed-Use Development project is located on an approximately 29-acre site along San Francisco’s central waterfront, encompassing the site of the former Potrero Power Plant that closed in 2011 (“Project Site” or “site”). The Project Site is generally bounded by 22nd Street to the north, the San Francisco Bay to the east, 23rd Street to the south, and Illinois Street to the west, and is comprised of the following six sub-areas: Power Station sub-area, PG&E sub-area, Port sub-area, Southern sub-area, the Craig Lane sub-area, and City sub-area. California Barrel Company LLC, the Project Sponsor, currently has control only of the Power Station sub-area; the other sub-areas are owned and controlled by different entities. Current uses on the Power Station sub-area include warehouses, parking, vehicle storage, and office space. Twenty-four structures remain on the site associated with the former power plant, including six historic structures associated with the historic Third Street Industrial District: the Unit 3 Power Block, the Boiler Stack, Station A, the Meter House, the Gate House, and the Compressor House.

The Project Sponsor seeks to redevelop the site with a proposed multi-phased, mixed-use development, and to activate a new waterfront open space (the "Project"). The Project would rezone the site, establish land use controls, develop design standards, and provide for development of residential, commercial including office, research and development (R&D)/life science, retail, hotel, entertainment/assembly, and production, distribution, and repair (PDR), parking, community facilities, and open space land uses.

To do so, the Project includes proposed amendments to the San Francisco Planning Code and the San Francisco General Plan. The Planning Code amendments would change the Height and Bulk District Zoning Map and would add a new Potrero Power Station Special Use District (SUD) applicable to the entire Project Site. A Development Agreement is also proposed as part of the Project, as well as adoption of the Potrero Power Station Design for Development (D for D), which contain specific development standards and guidelines. The Project Sponsor also is seeking approval by the Port as part of the Project to construct open space and street improvements on the Port sub-area.

The proposed project analyzed in the Draft EIR ("proposed project") included construction of up to approximately 5.4 million gross square feet (gsf), of uses, including between approximately 2.4 and 3.0 million gsf of residential uses (about 2,400 to 3,000 dwelling units), between approximately 1.2 and 1.9 million gsf of commercial uses (office, R&D/life science, retail, hotel, and PDR), approximately 922,000 gsf of parking, approximately 100,000 gsf of community facilities, and approximately 25,000 gsf of entertainment/assembly uses. Most new buildings in this version of the project would range in height from 65 to 180 feet, with one building at 300 feet. Approximately 6.2 acres would be devoted to publicly accessible open space. As part of the proposed project analyzed in the Draft EIR, approximately 20 existing structures on the Project Site would be demolished, including up to five historic structures that are contributors to the historic Third Street Industrial District.

The proposed project included transportation and circulation improvements, shoreline improvements, and utilities infrastructure improvements. Transportation and circulation improvements included: a continuous street network, connection to the planned Pier 70 Mixed-Use District project directly north of the Project Site; a new bus stop and shuttle service; and the installation of traffic signals at the intersections of Illinois Street at 23rd and Humboldt streets. The roadway network would be accessible for all modes of transportation and would include vehicular, bicycle and pedestrian improvements. In addition to the development of waterfront parks, proposed shoreline improvements would include construction of a floating dock extending out and above the tidal zone to provide access from the site to the bay for fishing and suitable recreational vessels, and stormwater drainage outfalls. The proposed project included construction of infrastructure and utilities improvements to serve the development, including potable, non-potable, and emergency water facilities; wastewater and stormwater collection and conveyance; and natural gas and electricity distribution.

Project construction was anticipated to occur in seven overlapping phases (Phase 0 through 6), with each phase lasting approximately three to five years. Construction of the proposed project was estimated to occur over a 15-year period, beginning in 2020 and ending in 2034, depending on market conditions and permitting requirements.

Following publication of the Draft EIR on October 3, 2018, the Project Sponsor updated and refined select elements of the proposed project as part of the project development and design process. The Project Sponsor incorporated these changes into a variation on the proposed project, which is described in Chapter 9 of the Final EIR and is referred to as the "project variant" or "variant." The Project Sponsor is proposing that the project variant described in the Final EIR be adopted as the Project.

The project variant would have the same components as the proposed project, including rezoning, amendments to the San Francisco General Plan and Planning Code, and creation of the SUD and D for D.

The project variant would have a slightly larger total building area (an increase of 0.6 percent). The gross square footage of residential uses would decrease by 6 percent, although the number of residential units would decrease by only 3 percent (2,682 units to 2,601 units). The gross square footage of hotel uses would remain the same, although the number of hotel rooms would increase from 220 to 250. Commercial office space would increase by 36 percent (from 597,723 gsf to 814,240 gsf), but PDR space would decrease by 22 percent (from 45,040 gsf to 35,000 gsf) and retail space would decrease by 7 percent (from 107,439 gsf to 99,464 gsf). Life science and R&D space would remain the same. Community facilities space would decrease by about half, although entertainment/assembly space would remain the same. Parking area would increase by 5 percent, and the number of parking spaces would increase by 2 percent (from 2,622 spaces to 2,686 spaces). The number of bicycle parking spaces would decrease by 5 percent, from 1,950 to 1,862. Under the project variant, proposed open space would increase from 6.2 to 6.9 acres, an increase of more than 11 percent.

Under the variant, the maximum building height would be reduced from 300 to 240 feet; and instead of one 300-foot tower and three 180-foot towers, the variant would include one 240-foot tower, one 220-foot tower, and one 180-foot tower. Construction of the project variant is anticipated to require 16 years, instead of 15 years for the proposed project.

The site layout and land use plan for the project variant would differ from the proposed project in two ways: (1) Blocks 6 (designated for residential use) and 10 (designated for office or R&D use) under the proposed project are combined under the project variant and the no PG&E scenario to form a new long and thin Block 15 (designated for office or R&D use) such that there is no Blocks 6 or 10 under the variant; and (2) the variant would allow for R&D and/or office uses to be developed on Blocks 2 and 3, instead of only R&D uses.

Unlike the proposed project, which would demolish Station A (an individual and contributing historic resource), the project variant would retain substantial portions of Station A. Like the proposed project, the variant would retain the Boiler Stack (a contributing historic resource) and possibly retain the Unit 3 Power Block (a contributing historic resource). With respect to historic resources, the project variant is substantially similar to Preservation Alternative E, the Partial Preservation 2 Alternative discussed in the March 2018 preservation alternatives report described in Section V below.

Shoreline improvements would be somewhat expanded under the project variant, but infrastructure and utilities for the project variant would be essentially identical to that described for the proposed project, with the major differences being the change from Blocks 6 and 10 under the proposed project to a single larger Block 15 under the variant, and a few refinements of additional details and specifications for non-potable water system.

In addition, as stated above and in Chapter 2, Project Description, in the Draft EIR, the project sponsor does not control the PG&E subarea, and development of land uses within the PG&E subarea as proposed would only occur when and if PG&E determines it is feasible to relocate the existing utility infrastructure and operations and the owner of the PG&E subarea records a Notice of Joinder to Development Agreement. Therefore, the Final EIR identified a "no PG&E scenario" to represent a condition under the project variant

that could occur if there were an extended delay in the development of the PG&E subarea, or if it were never developed as proposed. The site layout and land use plan for the no PG&E scenario would be the same as that for the variant, except without the 4.8 acre PG&E subarea in the northwest corner of the site.

The Project Sponsors filed an Environmental Evaluation Application for the Project with the San Francisco Planning Department ("Department") on September 15, 2017. Pursuant to and in accordance with the requirements of Section 21094 of CEQA and Sections 15063 and 15082 of the CEQA Guidelines, the Department, as lead agency, published and circulated a Notice of Preparation ("NOP") on November 1, 2017, which solicited comments regarding the scope of the EIR for the proposed project. The NOP was distributed to the State Clearinghouse and mailed to governmental agencies with potential interest, expertise, and/or authority over the project; interested members of the public; and occupants and owners of real property surrounding the project area.

The Department held a public scoping meeting on November 15, 2017, at the Project Site, 420 23rd Street, San Francisco, to receive comments on the scope of the EIR. In total, during the scoping period the planning department received comments from two agencies, three non-governmental organizations, and three individuals. The Public Scoping Summary Report is included as Appendix A of the Draft EIR.

On July 16, 2018, the Project Sponsor submitted an application to the Governor's Office of Planning and Research seeking certification of the Project as an Environmental Leadership Development Project (ELDP) pursuant to Assembly Bill 900, the Jobs and Economic Improvement through Environmental Leadership Act of 2011 (and as updated by AB 734 (Chapter 210, Statutes of 2016) and AB 246 (Chapter 522, Statutes of 2017), and California Environmental Quality Act (CEQA) Section 21178. Under AB 900, ELDPs generally are projects that promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, substantial economic investment, and job creation, and that meet certain other specified criteria and metrics. On October 9, 2018 the Governor certified the Project as an ELDP.

The Department published a DEIR for the project on October 3, 2018 and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Planning Commission public hearing on the DEIR; this notice was mailed to the Department's list of persons requesting such notice. Notices of availability of the DEIR and the date and time of the public hearing were posted near the Project Site by the Project Sponsor on October 3, 2018. On October 3, 2018, copies of the DEIR were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR, to adjacent property owners, and to government agencies.

The Historic Resources Commission held a duly advertised public hearing to allow the HPC to provide comments on the Draft EIR on October 17, 2018. Thereafter, the Planning Commission ("Commission") held a duly advertised public hearing on November 8, 2018, at which opportunity for public comment was given, and public comment was received on the DEIR. The period for commenting on the EIR ended on November 19, 2018.

The San Francisco Planning Department then prepared the responses to comments on environmental issues received during the 47-day public review period for the Draft EIR. That document, which provides written response to each comment received on the Draft EIR, was published on December 11, 2019 and included copies of all of the comments received on the Draft EIR and individual responses to those comments. The Responses to Comments document provided additional, updated information and clarification on issues

raised by commenters, as well as Planning Department staff-initiated text changes. Section 9 of the Responses to Comments document also describes and analyzes the environmental impacts of the project variant and the no PG&E scenario as compared to the analysis of the proposed project contained in the Draft EIR, thereby providing an equal level of detail of analysis for the project variant and no PG&E scenario, as for the proposed project.

A Final Environmental Impact Report has been prepared by the Department consisting of the Draft EIR and the Responses to Comments document as required by law. The Initial Study ("IS") is included as Appendix B to the Draft EIR and is incorporated by reference thereto.

The Planning Commission reviewed and considered the Final EIR and all of the supporting information and certified the Final EIR on January 30, 2020. In certifying the Final EIR, this Planning Commission found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the Administrative Code. Further, the Planning Commission determined that the Final EIR, including its analysis of the project variant with or without the no-PG&E scenario, does not add significant new information to the Draft EIR that would require recirculation of the Final EIR under CEQA, because the Final EIR contains no information revealing (1) any new significant environmental impact that would result from the Project or from a new mitigation measure proposed to be implemented, (2) any substantial increase in the severity of a previously identified environmental impact, (3) any feasible project alternative or mitigation measure considerably different from others previously analyzed that would clearly lessen the environmental impacts of the Project, but that was rejected by the Project's proponents, or (4) that the Draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

Specifically, the description and analysis of the project variant and no PG&E scenario in the Final EIR adds no significant new information to the EIR per CEQA Guidelines section 15088.5. The conclusions presented in the Draft EIR for the proposed project remain largely the same for the project variant and no PG&E scenario, with all impact conclusions either the same or less severe than previously identified for the proposed project. Notably, under the project variant, there would be two fewer significant and unavoidable impacts: the severity of the historic resources impact on the Third Street Industrial District at both a project-specific and cumulative level would be reduced to less than significant with mitigation. The new information presented in the Final EIR serves to clarify, amplify, and/or update information presented in the Draft EIR, providing appropriate information in the context of the project variant and no PG&E scenario. The information presented in Section 9. D of the Final EIR Responses to Comments, and in the findings set forth herein, provides the supporting analysis that indicates the following overall conclusions for the project variant and no PG&E scenario: (1) no new significant effects or substantially more severe significant effects would result beyond those identified in the Draft EIR for the proposed project; (2) no new mitigation measures are identified that would be required to mitigate new or more severe significant impacts; (3) with implementation of mitigation measures identified in the EIR, no substantial increase in the severity of an environmental impact would result; and (4) no additional alternatives or mitigation measures considerably different from those presented and analyzed in the Draft EIR are needed to satisfy CEQA requirements.

The Commission reviewed and considered the FEIR for the Project and found the contents of said report and the procedures through which the FEIR was prepared, publicized and reviewed complied with the

California Environmental Quality Act (Public Resources Code section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg. section 15000 et seq.), and Chapter 31 of the San Francisco Administrative Code.

The Commission found the FEIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Planning Commission, and that the summary of comments and responses contained no significant revisions to the DEIR, and certified the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31 by its Motion No. 20635.

The Commission, in certifying the FEIR, found that the project variant described in the FEIR will have the following significant and unavoidable environmental impacts:

- Demolition of individually significant buildings would materially alter, in an adverse manner, the physical characteristics that justify their inclusion in the California Register of Historical Resources.
- The project variant would result in a substantial increase in delays or operating costs such that significant adverse impacts to Muni would occur.
- Combine with past, present, and reasonably foreseeable future projects in the vicinity of the project site, would contribute considerably to significant cumulative transit impacts related to travel delay or operating costs on Muni.
- Project construction would cause a substantial temporary or periodic increase in ambient noise levels at noise-sensitive receptors, above levels existing without the project variant.
- Project traffic would result in a substantial permanent increase in ambient noise levels at offsite receptors.
- Combine with construction of other past, present, and reasonably foreseeable future projects in the vicinity of the project site, would cause a substantial temporary or periodic increase in ambient noise levels.
- Cumulative traffic increases would cause a substantial permanent increase in ambient noise levels at offsite receptors in the project vicinity.
- Generate emissions of criteria air pollutants during construction that would violate an air quality standard, contribute substantially to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants.
- Generate emissions of criteria air pollutants during project operations at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants.
- Combine with past, present, and reasonably foreseeable future development in the project area, to contribute to significant cumulative regional air quality impacts.
- Phased construction of the project variant could alter wind in a manner that substantially affects public areas on or near the project site.

The Commission Secretary is the Custodian of Records for the Planning Department materials, located in the File for Case No. 2017-011878ENVGPAPCAMAPDVA, at 1650 Mission Street, Fourth Floor, San Francisco, California.

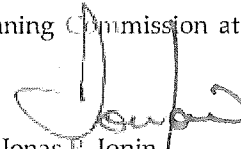
On January 30, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2017-011878ENVGPAPCAMAPDVA to consider the approval of the Project. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the Project, the Planning Department staff, expert consultants and other interested parties.



The Commission has reviewed the entire record of this proceeding, the Environmental Findings, attached to this Motion as Attachment A and incorporated fully by this reference, regarding the alternatives, mitigation measures, environmental impacts analyzed in the FEIR and overriding considerations for approving the Project, and the proposed Mitigation Monitoring and Reporting Program ("MMRP") attached as Attachment B and incorporated fully by this reference, which material was made available to the public.

MOVED, that the Commission hereby adopts these findings under the California Environmental Quality Act, including rejecting alternatives as infeasible and adopting a Statement of Overriding Considerations, as further set forth in Attachment A hereto, and adopts the MMRP attached as Attachment B, based on substantial evidence in the entire record of this proceeding.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting of January 30, 2020.



Jonas P. Ionin  
Commission Secretary

AYES: Diamond, Fung, Koppel, Melgar, Moore

NAYS: None

ABSENT: Johnson, Richards

DATE: January 30, 2020



# SAN FRANCISCO PLANNING DEPARTMENT

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## ATTACHMENT A

### POTRERO POWER STATION MIXED-USE DEVELOPMENT PROJECT CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS: FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND STATEMENT OF OVERRIDING CONSIDERATIONS

#### SAN FRANCISCO PLANNING COMMISSION

In determining to approve the Potrero Power Station Mixed-Use Development Project described in Section I, Project Description below, the San Francisco Planning Commission makes and adopts the following findings of fact and decisions regarding mitigation measures and alternatives, and adopts the statement of overriding considerations, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act ("CEQA"), California Public Resources Code Sections 21000 et seq., particularly Sections 21081 and 21081.5, the Guidelines for Implementation of CEQA ("CEQA Guidelines"), 14 California Code of Regulations Sections 15000 et seq., particularly Sections 15091 through 15093, and Chapter 31 of the San Francisco Administration Code.

This document is organized as follows:

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

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

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

**Section IV** identifies significant impacts that cannot be avoided or reduced to less-than-significant levels and describes any applicable mitigation measures;

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

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

The Mitigation Monitoring and Reporting Program ("MMRP") for the mitigation measures that have been proposed for adoption is attached with these findings as **Attachment B to Motion No. 20636**. The MMRP is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. Attachment B provides a table setting forth each mitigation measure listed in the Final Environmental Impact Report for the Project ("Final EIR") that is required to reduce or avoid a significant adverse impact. Attachment B also specifies the agency responsible for implementation of each measure and establishes monitoring actions and a monitoring schedule. The full text of the mitigation measures is set forth in Attachment B. These findings are based upon substantial evidence in the entire record before the Commission. The references set forth in these findings to certain pages or sections of the Draft Environmental Impact Report ("Draft EIR" or "DEIR") or the Responses to Comments document ("RTC" or "Responses to Comments") in the Final EIR are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings.

## **I. APPROVAL OF THE PROJECT VARIANT AS THE PROJECT**

### **A. Project Description**

The Potrero Power Station Mixed-Use Development project is located on an approximately 29-acre site along San Francisco's central waterfront, encompassing the site of the former Potrero Power Plant that closed in 2011 ("Project Site" or "site"). The Project Site is generally bounded by 22nd Street to the north, the San Francisco Bay to the east, 23rd Street to the south, and Illinois Street to the west, and is comprised of the following six sub-areas: Power Station sub-area, PG&E sub-area, Port sub-area, Southern sub-area, the Craig Lane sub-area, and City sub-area. California Barrel Company LLC, the Project Sponsor, currently has control only of the Power Station sub-area; the other sub-areas are owned and controlled by different entities. Current uses on the Power Station sub-area include warehouses, parking, vehicle storage, and office space. Twenty-four structures remain on the site associated with the former power plant, including six historic structures associated with the historic Third Street Industrial District: the Unit 3 Power Block, the Boiler Stack, Station A, the Meter House, the Gate House, and the Compressor House.

The Project Sponsor seeks to redevelop the site with a proposed multi-phased, mixed-use development, and to activate a new waterfront open space (the "Project"). The Project would rezone the site, establish new land use controls, develop design standards, and provide for development of residential, commercial including office, research and development (R&D)/life science/laboratory, retail, hotel, entertainment/assembly, and production, distribution, and repair (PDR), parking, community facilities, and open space land uses.

To do so, the Project includes proposed amendments to the San Francisco Planning Code and the San Francisco General Plan. The Planning Code amendments would change the Height and Bulk District Zoning Map and would add a new Potrero Power Station Special Use District (SUD) applicable to the Project Site, including the PG&E Subarea upon recording of a Notice of Joinder

to the Development Agreement. A Development Agreement is also proposed as part of the Project, as well as adoption of the *Potrero Power Station Design for Development (D for D)*, which contain specific development standards and guidelines. The Project Sponsor also is seeking approval by the Port as part of the Project to construct open space and street improvements on the Port sub-area.

### **1. Originally Proposed Project**

The proposed project analyzed in the Draft EIR (“proposed project”) included construction of up to approximately 5.4 million gross square feet (gsf), of uses, including between approximately 2.4 and 3.0 million gsf of residential uses (about 2,400 to 3,000 dwelling units), between approximately 1.2 and 1.9 million gsf of commercial uses (office, R&D/life science, retail, hotel, and PDR), approximately 922,000 gsf of parking, approximately 100,000 gsf of community facilities, and approximately 25,000 gsf of entertainment/assembly uses. Most new buildings would range in height from 65 to 180 feet, with one building at 300 feet. Approximately 6.2 acres would be devoted to publicly accessible open space. As part of the proposed project, approximately 20 existing structures on the Project Site would be demolished, including up to five historic structures that are contributors to the historic Third Street Industrial District.

The proposed project in the Draft EIR included transportation and circulation improvements, shoreline improvements, and utilities infrastructure improvements. Transportation and circulation improvements included: a continuous street network, connection to the planned Pier 70 Mixed-Use District project directly north of the Project Site; a new bus stop and shuttle service; and the installation of traffic signals at the intersections of Illinois Street at 23rd and Humboldt streets. The roadway network would be accessible for all modes of transportation and would include vehicular, bicycle and pedestrian improvements. In addition to the development of waterfront parks, proposed shoreline improvements would include construction of a floating dock extending out and above the tidal zone to provide access from the site to the bay for fishing and suitable recreational vessels, and stormwater drainage outfalls. The proposed project included construction of infrastructure and utilities improvements to serve the development, including potable, non-potable, and emergency water facilities; wastewater and stormwater collection and conveyance; and natural gas and electricity distribution.

Project construction was anticipated to occur in seven overlapping phases (Phase 0 through 6), with each phase lasting approximately three to five years. Construction of the proposed project was estimated to occur over a 15-year period, beginning in 2020 and ending in 2034, depending on market conditions and permitting requirements.

### **2. Project Variant**

The Project Sponsor is proposing that a project variant described in the Final EIR be adopted as the Project. Following publication of the Draft EIR on October 3, 2018, the Project Sponsor updated and refined select elements of the proposed project as part of the project development and design process. The Project Sponsor incorporated these changes into a variation on the proposed project, which is described in Chapter 9 of the Final EIR and is referred to as the “project variant” or “variant.”

The project variant would have the same components as the proposed project, including rezoning, amendments to the San Francisco General Plan and Planning Code, and creation of the SUD and D for D.

The project variant would have a slightly larger total building area (an increase of 0.6 percent). The gross square footage of residential uses would decrease by 6 percent, although the number of residential units would decrease by only 3 percent (2,682 units to 2,601 units). The gross square footage of hotel uses would remain the same, although the number of hotel rooms would increase from 220 to 250. Commercial office space would increase by 36 percent (from 597,723 gsf to 814,240 gsf), but PDR space would decrease by 22 percent (from 45,040 gsf to 35,000 gsf) and retail space would decrease by 7 percent (from 107,439 gsf to 99,464 gsf). Life science and R&D space would remain the same. Community facilities space would decrease by about half, although entertainment/assembly space would remain the same. Parking area would increase by 5 percent, and the number of parking spaces would increase by 2 percent (from 2,622 spaces to 2,686 spaces). The number of bicycle parking spaces would decrease by 5 percent, from 1,950 to 1,862. Under the project variant, proposed open space would increase from 6.2 to 6.9 acres, an increase of more than 11 percent.

Under the variant, the maximum building height would be reduced from 300 to 240 feet; and instead of one 300-foot tower and three 180-foot towers, the variant would include one 240-foot tower, one 220-foot tower, and one 180-foot tower. Construction of the project variant is anticipated to require 16 years, instead of 15 years for the proposed project.

The site layout and land use plan for the project variant would differ from the proposed project in two ways: (1) Blocks 6 (designated for residential use) and 10 (designated for office or R&D use) under the proposed project are combined under both the project variant and the no PG&E scenario to form a new Block 15 (designated for office or R&D use) such that there is no Block 6 or 10 under the variant; and (2) the variant would allow for R&D and/or office uses to be developed on Blocks 2 and 3 instead of only R&D uses.

Unlike the proposed project, which would demolish Station A (an individual and contributing historic resource), the project variant would retain substantial portions of Station A. Like the proposed project, the variant would retain the Boiler Stack (a contributing historic resource) and possibly retain the Unit 3 Power Block (a contributing historic resource). With respect to historic resources, the project variant is substantially similar to Preservation Alternative E, the Partial Preservation 2 Alternative discussed in the March 2018 preservation alternatives report described in Section V below.

Shoreline improvements would be somewhat expanded under the project variant, but infrastructure and utilities for the project variant would be essentially identical to that described for the proposed project, with the major differences being the change from Blocks 6 and 10 under the proposed project to a single larger Block 15 under the variant, and a few refinements of additional details and specifications for non-potable water system.

In addition, as stated above and in Chapter 2, Project Description, in the Draft EIR, the project sponsor does not control the PG&E subarea, and development of land uses within the PG&E subarea as proposed would only occur when and if PG&E determines it is feasible to relocate the existing utility infrastructure and operations and the owner of the PG&E subarea records a Notice of Joinder to Development Agreement. Therefore, the Final EIR identified a “no PG&E scenario” to represent a condition under the project variant that could occur if there were an extended delay in the development of the PG&E subarea, or if it were never developed as proposed. The site layout and land use plan for the no PG&E scenario would be the same as that for the variant, except without the 4.8 acre PG&E subarea in the northwest corner of the site.

## **B. Project Objectives**

The Final EIR discusses several Project objectives identified by the Project Sponsor. The objectives are as follows:

1. Redevelop the former power plant site to provide a mix of residential, retail, office, Production, Distribution, and Repair (PDR), R&D space, a hotel, and activated waterfront open spaces to support a daytime population in a vibrant neighborhood retail district and to provide employment opportunities within walking distance to residents of the surrounding neighborhood.
2. Provide access to San Francisco Bay and create a pedestrian- and bicycle- friendly environment along the waterfront, by opening the eastern shore of the site to the public and extending the Bay Trail and the Blue Greenway.
3. Provide active open space uses such as playing fields and a playground to improve access to sports, recreational, and playground facilities in the Dogpatch, Potrero Hill, and Bayview-Hunters Point neighborhoods and complement other nearby passive open space uses and parks in the Central Waterfront.
4. Increase the city’s supply of housing to contribute to meeting the San Francisco General Plan Housing Element goals, and the Association of Bay Area Governments’ Regional Housing Needs Allocation for San Francisco by optimizing the number of dwelling units, particularly housing near transit.
5. Attract a diversity of household types by providing dense, mixed-income housing, including below-market rate units.
6. If Pacific Gas and Electric Company (PG&E) relocates its facilities in the PG&E sub-area, it would be redeveloped with community facilities, PDR, and housing in a fashion that provides continuity with the remainder of the Project Site and vicinity.
7. Build a neighborhood resilient to projected levels of sea level rise and earthquakes.

8. Incorporate the project and the anticipated adjacent Pier 70 Mixed-Use District project into a single neighborhood, by creating a network of streets and pedestrian pathways that connect to the street and pedestrian network.
9. Create an iconic addition to the city's skyline as part of the Dogpatch neighborhood and the Central Waterfront.
10. Provide opportunities for outdoor dining and gathering and create an active waterfront in the evening hours by encouraging ground floor retail and restaurant uses with outdoor seating along the waterfront.
11. Build adequate parking and vehicular and loading access to serve the needs of project residents, workers, and visitors.
12. Construct a substantial increment of new PDR uses in order to provide a diverse array of commercial and industrial opportunities in a dynamic mixed-use environment.
13. Create a circulation and transportation system that emphasizes transit-oriented development and promotes the use of public transportation and car-sharing through an innovative and comprehensive demand management program.
14. Demonstrate leadership in sustainable development by constructing improvements intended to reduce the neighborhood's per capita consumption of electricity, natural gas, and potable water, and generation of wastewater.
15. Create a development that is financially feasible and that can fund the project's capital costs and on-going operation and maintenance costs relating to the redevelopment and long-term operation of the property.
16. Construct a waterfront hotel use in order to provide both daytime and nighttime activity on the waterfront promenade.

The objectives of the project variant are identical to those of the proposed project.

### **C. Environmental Review**

California Barrel Company LLC initiated the environmental review process by filing an Environmental Evaluation application with the San Francisco Planning Department on September 15, 2017. Pursuant to and in accordance with the requirements of Section 21094 of the Public Resources and Sections 15063 and 15082 of the CEQA Guidelines, the San Francisco Planning Department, as lead agency, prepared a Notice of Preparation ("NOP") on November 1, 2017. The NOP was distributed to the State Clearinghouse and mailed to governmental agencies with potential interest, expertise, and/or authority over the project; interested members of the public; and occupants and owners of real property surrounding the project area.

The Planning Department held a Public Scoping Meeting on November 15, 2017, at the Project Site, 420 23rd Street, San Francisco, to receive oral comments on the scope of the EIR. In total, during the scoping period the planning department received comments from two agencies, three non-governmental organizations, and three individuals. The Public Scoping Summary Report is included as Appendix A of the Draft EIR. Based on the comments received, controversial issues for the Project include:

- Project land uses, consideration of alternate uses, and compatibility of land uses on parcels adjacent to Pier 70;
- Noise from construction, operational traffic, and generators on sensitive receptors;
- Impacts from exposure to air pollutants during construction and operation on sensitive receptors;
- Wind and shadow impacts generated by the project and cumulatively by the project and Pier 70, with particular concern to recreational resources and the bay;
- The approach to the transportation impact analysis, reasons for the assumptions incorporated (specifically into mode share), employees by different income brackets and miles travelled, times of day and week studied, and cumulative projects considered;
- Impacts on transportation and circulation (including highways, arterial streets, local streets, transit stations and service, and emergency response);
- The project's assumptions and analysis for on-site parking demand and supply;
- Impacts associated with site remediation or management of soils during project construction;
- Project consistency with McAteer-Petris Act, Bay Plan, Coastal Zone Management Act, and with San Francisco Bay Conservation and Development Commission (BCDC) jurisdiction – including with respect to 100-foot shoreline band compliance, BCDC related permits, public access, remediation and sea level rise;
- Impacts to onsite historic buildings (including the Meter House, the Compressor House, Station A, and the Gate House) and consideration of their preservation and possibilities for reuse;
- Impacts related to affordable housing and jobs housing balance by the project;
- Financing, (including fair share contribution), monitoring, scheduling, and responsibility for implementation of mitigation measures;



- Cumulative impacts of development of the project combined with development of other projects (including Pier 70), and development under other plans, in the vicinity.

On July 16, 2018, the Project Sponsor submitted an application to the Governor's Office of Planning and Research seeking certification of the Project as an Environmental Leadership Development Project (ELDP) pursuant to Assembly Bill 900, the Jobs and Economic Improvement through Environmental Leadership Act of 2011 (and as updated by AB 734 (Chapter 210, Statutes of 2016) and AB 246 (Chapter 522, Statutes of 2017), and California Environmental Quality Act (CEQA) Section 21178. Under AB 900, ELDPs generally are projects that promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, substantial economic investment, and job creation, and that meet certain other specified criteria and metrics. On October 9, 2018 Governor certified the Project as an ELDP.

On October 3, 2018, the Department published the Draft EIR and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Planning Commission public hearing on the DEIR; this notice was mailed to the Department's list of persons requesting such notice.

Notices of availability of the DEIR and the date and time of the public hearing were posted near the Project Site by the Project Sponsor on October 3, 2018.

On October 3, 2018, copies of the DEIR were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR, to adjacent property owners, and to government agencies.

Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on October 3, 2018.

The Historic Resources Commission held a duly advertised public hearing to allow the HPC to provide comments on the Draft EIR on October 17, 2018. The Planning Commission held a duly advertised public hearing on the Draft EIR on November 8, 2018, at which opportunity for public comment was given, and public comment was received on the DEIR. The period for commenting on the EIR ended on November 19, 2018.

The San Francisco Planning Department then prepared the responses to comments on environmental issues received during the 46-day public review period for the Draft EIR. That document, which provides written response to each comment received on the Draft EIR, was published on December 11, 2019 and included copies of all of the comments received on the Draft EIR and individual responses to those comments. The Responses to Comments provided additional, updated information and clarification on issues raised by commenters, as well as Planning Department staff-initiated text changes. Section 9 of the Responses to Comments document also describes and analyzes the environmental impacts of the project variant and the no PG&E scenario as compared to the analysis of the proposed project contained in the Draft EIR, thereby providing an equal level of detail of analysis for the project variant and no PG&E scenario, and proposed project.

A Final Environmental Impact Report has been prepared by the Department consisting of the Draft EIR and the Responses to Comments document as required by law. The Initial Study (“IS”) is included as Appendix B to the Draft EIR and is incorporated by reference thereto.

The Planning Commission reviewed and considered the Final EIR and all of the supporting information and certified the Final EIR on January 30, 2020. In certifying the Final EIR, this Planning Commission found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the Administrative Code. Further, the Planning Commission determined that the Final EIR does not add significant new information to the Draft EIR that would require recirculation of the Final EIR under CEQA, because the Final EIR contains no information revealing (1) any new significant environmental impact that would result from the Project or from a new mitigation measure proposed to be implemented, (2) any substantial increase in the severity of a previously identified environmental impact, (3) any feasible project alternative or mitigation measure considerably different from others previously analyzed that would clearly lessen the environmental impacts of the Project, but that was rejected by the Project’s proponents, or (4) that the Draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

Specifically, the description and analysis of the project variant and no PG&E scenario in the Final EIR adds no significant new information to the EIR per CEQA Guidelines section 15088.5. The conclusions presented in the Draft EIR for the proposed project remain largely the same for the project variant and no PG&E scenario, with all impact conclusions being either the same or less severe than previously identified for the proposed project. Notably, under the project variant, there would be two fewer significant and unavoidable impacts: the severity of the historic resources impact on the Third Street Industrial District at both a project-specific and cumulative level would be reduced to less than significant with mitigation. The new information presented in the Final EIR serves to clarify, amplify, and/or update information presented in the Draft EIR, providing appropriate information in the context of the project variant and no PG&E scenario. The information presented in Section 9.D of the Final EIR Responses to Comments, and in the findings set forth herein, provides the supporting analysis that indicates the following overall conclusions for the project variant and no PG&E scenario: (1) no new significant effects or substantially more severe significant effects would result beyond those identified in the Draft EIR for the proposed project; (2) no new mitigation measures are identified that would be required to mitigate new or more severe significant impacts; (3) with implementation of mitigation measures identified in the EIR, no substantial increase in the severity of an environmental impact would result; and (4) no additional alternatives or mitigation measures considerably different from those presented and analyzed in the Draft EIR are needed to satisfy CEQA requirements.

The San Francisco Planning Commission approves the project variant as the “Project.”

#### **D. Approval Actions**

##### **1. Planning Commission Actions**

The Planning Commission is taking the following actions and approvals:

- Certification of the Final EIR.
- Approval of Potrero Power Station Design for Development.
- Review and recommendation to the Board of Supervisors to approve an ordinance adopting a Development Agreement.
- Review and recommendation to the Board of Supervisors to approve an ordinance adopting a new Potrero Power Station SUD setting forth uses and other development controls on the Project Site.
- Review and recommendation to the Board of Supervisors to adopt an ordinance amending the San Francisco Zoning Map Height and Bulk Maps.
- Review and approval of amendments to the San Francisco *General Plan*.

## 2. San Francisco Board of Supervisors Actions

The Board of Supervisors must take the following actions:

- Review and approval of an ordinance adopting a Development Agreement.
- Adoption of an ordinance adopting a new Potrero Power Station SUD setting forth uses and other development controls at the Project Site.
- Adoption of an ordinance amending the San Francisco Zoning Map Height and Bulk Maps.
- Approval of amendments to the San Francisco *General Plan*.
- Approval of street vacations, dedications and easements for public improvements, and acceptance (or delegation to Public Works Director to accept) of public improvements, as necessary.
- Approval of final subdivision map.

## 3. San Francisco Port Commission

- Adoption of findings regarding public trust consistency.
- Consent to a Development Agreement and recommendation to the San Francisco Board of Supervisors to approve.
- Approval of a lease for the improvement of the Port Sub-Area and Craig Lane.
- Approval of project construction-related permits for property within Port of San Francisco jurisdiction.
- Approval of Construction Site Stormwater Runoff Control Permit.

## 4. Other—Local Agencies

Implementation of the Project will involve consultation with or required approvals by other local, regulatory agencies, including, but not limited to, the following:

- San Francisco Public Works (approval of a subdivision map, consent to development agreement, issuance of public works street vacation order [if necessary]).

- San Francisco Department of Building Inspection (issuance of demolition, grading, and site construction permits).
- San Francisco Public Utilities Commission (consent to development agreement, approval of stormwater management plan, approvals of the landscape plan per the Water Efficient Irrigation Ordinance, Water Budget Application, Water Use Calculator, and Non-potable Implementation Plan per the Non-potable Water Ordinance, use of dewatering wells per Article 12B of the San Francisco Health Code [joint approval with the San Francisco Department of Public Health], approval of vacation of public service utility easements [if necessary]).
- San Francisco Municipal Transportation Agency (approval of transit improvements, public improvements and infrastructure, including certain roadway improvements, bicycle infrastructure and loading zones, to the extent included in the project (if any), consent to development agreement).
- San Francisco Fire Department (consent to development agreement).
- San Francisco Department of Public Health (oversee compliance with San Francisco Health Code Article 22A [Maher Ordinance], permit to operate under the Non-Potable Water Ordinance).

To the extent that the identified mitigation measures require consultation with or approval by these other agencies, the Planning Commission urges these agencies to assist in implementing, coordinating, or approving the mitigation measures, as appropriate to the particular measure.

**E. Findings About Significant Environmental Impacts of the Project Variant, including the no PG&E scenario, and Mitigation Measures**

The following Sections II, III and IV set forth the Planning Commission's findings about the Final EIR's determinations regarding significant environmental impacts of the project variant, including no PG&E scenario, and the mitigation measures proposed to address them. These findings provide the written analysis and conclusions of the Planning Commission regarding the environmental impacts of the Project and the mitigation measures included as part of the Final EIR and adopted by the Planning Commission as part of the Project. To avoid duplication and redundancy, and because the Planning Commission agrees with, and hereby adopts, the conclusions in the Final EIR, these findings will not repeat the analysis and conclusions in the Final EIR, but instead incorporates them by reference herein and relies upon them as substantial evidence supporting these findings.

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

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

As set forth below, the Planning Commission adopts and incorporates the mitigation measures set forth in the Final EIR and the attached MMRP to substantially lessen or avoid the potentially significant and significant impacts of the Project. The Planning Commission intends to adopt the mitigation measures proposed in the Final EIR. Accordingly, in the event a mitigation measure recommended in the Final EIR has inadvertently been omitted in these findings or the MMRP, such mitigation measure is hereby adopted and incorporated in the findings below by reference. In addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP fails to accurately reflect the mitigation measures in the Final EIR due to a clerical error, the language of the policies and implementation measures as set forth in the Final EIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the information contained in the Final EIR.

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

#### **F. Location and Custodian of Records**

The public hearing transcript, a copy of all letters regarding the Final EIR received during the public review period, the administrative record, and background documentation for the Final EIR are located at the Planning Department, 1650 Mission Street, San Francisco. The Planning Commission Secretary, Jonas P. Ionin, is the custodian of records for the Planning Department and the Planning Commission.

## **II. IMPACTS OF THE PROJECT VARIANT FOUND NOT TO BE SIGNIFICANT AND THUS DO NOT REQUIRE MITIGATION**

Under CEQA, no mitigation measures are required for impacts that are less than significant (Pub. Resources Code, § 21002; CEQA Guidelines, §§ 15126.4, subd. (a)(3), 15091.). Based on the evidence in the whole record of this proceeding, the Planning Commission finds that, as with the proposed project described in the Draft EIR, implementation of the project variant, including the

no PG&E scenario, will not result in any significant impacts in the following areas and that these impact areas therefore do not require mitigation<sup>1</sup>:

### Land Use

- Physically divide an established community. (LU-1)
- Conflict with applicable land use plans, policies, or regulations adopted for the purpose of avoiding or mitigating an environmental impact. (LU-2)
- Result in a cumulatively considerable contribution to a significant cumulative land use impact on established communities. (C-LU-1)
- Result in a cumulatively considerable contribution to a significant cumulative land use impact related to conflicts with applicable land use plans, policies, and/or regulations adopted for the purpose of avoiding or mitigating an environmental impact. (C-LU-2)

### Population and Housing

- Induce substantial direct temporary population growth during project construction. (PH-1)
- Induce substantial employment growth in an area either directly or indirectly. (PH-2)
- Displace substantial numbers of people and/or existing housing units or create demand for additional housing, necessitating the construction the construction of replacement housing. (DEIR, p. 4.C-12)
- Induce substantial project-level or cumulative population growth in the area either directly or indirectly. (C-PH-1)

### Historic Architectural Resources

- Materially alter, in an adverse manner, the physical characteristics of the adjacent Union Iron Works Historic District that justify its inclusion in the California Register of Historic Resources. (CR-7)

### Transportation and Circulation

- Result in substantial interference during Project construction with pedestrian, bicycle, or vehicle circulation and accessibility to adjoining areas, and would not result in potentially hazardous conditions. (TR-1) To further ensure that this impact would be less than significant, the Project Sponsor will implement *Improvement Measure I-TR-A: Construction Management Plan and Public Updates*.
- Cause substantial additional VMT or induced automobile travel. (TR-2)
- Create major traffic hazards. (TR-3) To further ensure that this impact would be less than significant, the Project Sponsor will implement *Improvement Measure I-TR-B: Monitoring and Abatement of Queues*.

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<sup>1</sup> The Project is located within an urbanized area of San Francisco. Therefore, as described in the Initial Study at Page B-17, impacts related to agricultural and forest resources are not applicable to the Project.

- Result in a substantial increase in regional demand that could not be accommodated by regional transit capacity or result in a substantial increase in delays or operating costs such that adverse impacts to regional transit would occur. (TR-6)
- Result in potentially hazardous conditions for bicyclists, or otherwise interfere with bicycle accessibility to the Project Site or adjacent areas. (TR-8)
- Fail to accommodate Project commercial vehicle and passenger loading demand, or result in Project loading operations that would create potentially hazardous conditions or significant delays for transit, bicyclists, or people walking. (TR-9)
- Result in a substantial parking deficit and create potentially hazardous conditions or significant delays affecting transit, bicyclists, or people walking. (TR-10)
- Result in inadequate emergency vehicle access. (TR-11)
- Result in a cumulatively considerable contribution to a significant cumulative construction-related traffic impact. (C-TR-1) To further ensure that this impact would be less than significant, the Project Sponsor will implement *Improvement Measure I-TR-A: Construction Management Plan and Public Updates*.
- Result in a cumulatively considerable contribution to a significant cumulative impact related to VMT. (C-TR-2)
- Result in a cumulatively considerable contribution to a significant cumulative impact related to traffic hazards. (C-TR-3) To further ensure that this impact would be less than significant, the Project Sponsor will implement *Improvement Measure I-TR-B: Monitoring and Abatement of Queues*.
- Result in a cumulatively considerable contribution to a significant cumulative impact on regional transit providers. (C-TR-6)
- Result in a cumulatively considerable contribution to a significant cumulative impact related to pedestrian impacts. (C-TR-7)
- Result in a cumulatively considerable contribution to a significant cumulative impact related to bicycle impacts. (C-TR-8)
- Result in a cumulatively considerable contribution to a significant cumulative impact to loading. (C-TR-9)
- Result in a cumulatively considerable contribution to a significant cumulative impact to parking. (C-TR-10)
- Result in a cumulatively considerable contribution to a significant cumulative impact to emergency access. (C-TR-11)

### Noise and Vibration

- Cause a substantial temporary or periodic increase in ambient noise levels along access streets in the Project vicinity resulting from construction truck traffic. (NO-3) To further ensure that this impact would be less than significant, the Project Sponsor will implement *Improvement Measure I-NO-A: Avoidance of Residential Streets* and *Improvement Measure I-TR-A: Construction Management Plan and Public Updates*.
- Result in substantial temporary or periodic increase in ambient noise levels from events that include outdoor amplified sound. (NO-6)
- Result in substantial temporary or periodic increase in ambient noise levels from proposed rooftop bars and restaurants that include outdoor amplified sound. (NO-7)

- Result in a cumulatively considerable contribution to a significant cumulative noise impact from construction on existing offsite receptors or due to offsite haul truck traffic. (C-NO-1) To further ensure that the cumulative noise impact due to off-site haul truck traffic would be less than significant, the Project Sponsor will implement *Improvement Measure I-NO-A, Avoidance of Residential Streets (Variant)* and *Improvement Measure I-TR-A, Construction Management Plan and Public Updates*.

### **Air Quality**

- During construction generate fugitive dust, violate an air quality particulate standard, contribute substantially to an existing or projected particulate violation, or result in a cumulatively considerable net increase in particulate concentrations. (AQ-1)
- Create objectionable odors that would affect a substantial number of people. (AQ-6)
- Result in cumulative PM2.5 concentrations at offsite or onsite receptors. (C-AQ-2)

### **Wind and Shadow**

- At full buildout, alter wind in a manner that would substantially affect public areas on or near the Project Site. (WS-1) To further ensure that this impact would be less than significant, the Project Sponsor will implement *Improvement Measure I-WS-1: Wind Reduction Features for Block 1*
- Create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas. (WS-3)
- When combined with other cumulative projects, alter wind in a manner that substantially affects public areas. (C-WS-1)
- In combination with past, present, and reasonably foreseeable future projects in the Project vicinity, create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas. (C-WS-2)

### **Biological Resources**

- Have a substantial adverse effect either directly or through habitat modifications on migratory birds and/or on bird species identified as special status in local or regional plans, policies, or regulations, or by the California Department of Fish and Wildlife or U.S. Fish and Wildlife Service. (BI-2)
- Have a substantial adverse effect during Project operations, either directly or through habitat modification, on marine species identified as a candidate, sensitive, or special-status species in local or regional plans, policies or regulations, or by the California Department of Fish and Wildlife, U.S. Fish and Wildlife Service, or National Marine Fisheries Service. (BI-5)
- Have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional plans, policies, regulations or by the California Department of Fish and Game U.S. Fish and Wildlife Service, or the National Marine Fisheries Service. (BI-6)



- Have a substantial adverse effect on state and federal waters through direct removal, filling, hydrological interruption, or other means. (BI-8)
- Conflict with any local policies or ordinances protecting biological resources; and would not conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan. (BI-10)

### **Hydrology and Water Quality**

- Violate water quality standards or waste discharge requirements or otherwise substantially degrade water quality during Project construction. (HY-1)
- Violate a water quality standard or waste discharge requirement or otherwise substantially degrade water quality during Project operation. (HY-2)
- Result in stormwater runoff that exceeds the capacity of a storm drain system, or provide a substantial source of stormwater pollutants. (HY-2)
- Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner that would result in substantial erosion, siltation, or flooding on or off site. (HY-3)
- Place housing or structures within an existing or future 100-year flood zone that would impede or redirect flood flows. (HY-4 and 5)
- Be susceptible to inundation by seiche, tsunami, or mudflow. (HY-6)
- In combination with past, present, and reasonably foreseeable future projects in the site vicinity, considerably contribute to cumulative impacts on hydrology and water quality. (C-HY-1)

### **Hazards and Hazardous Materials**

- Create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials during construction or operation. (HZ-1)
- Expose workers or the public to hazardous building materials from demolition or renovation of buildings, including asbestos-containing materials, lead-based paint, PCBs, di (2-ethylhexyl) phthalate (DEHP), and mercury, or result in a release of these materials into the environment. (HZ-2)
- Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment due to construction on a site included on a government list of hazardous materials sites. (HZ-3)
- Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment due to encounters with hazardous materials in the soil or groundwater. (HZ-4)
- Result in hazardous emissions or use of hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school. (HZ-5)

- Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan. (HZ-6)
- Expose people or structures to a risk of loss, injury or death involving fires. (HZ-6)
- Contribute considerably to a significant cumulative impact related to hazards and hazardous materials. (C-HZ-1)

### **Cultural Resources**

- In combination with past, present and future project in the vicinity of the Project Site, contribute considerably to a significant cumulative impact to archaeological resources, tribal cultural resources, or human remains. (C-CR-1)

### **Greenhouse Gas Emissions**

- Generate GHG emissions at levels that would result in a significant impact on the environment. (C-GG-1)
- Conflict with a policy, plan, or regulation adopted for the purpose of reducing GHG emissions. (C-GG-1)

### **Recreation**

- Increase the use of existing park and recreational facilities to such an extent that there would be a significant adverse effect on these facilities. (RE-1)
- Considerably contribute to a significant cumulative impact on recreational use to existing public parks or recreational facilities. (C-RE-1)

### **Utilities and Services Systems**

- Increase the demand for water to such an extent that new or expanded water supply resources or entitlements or the construction of new or expanded water treatment facilities would be required. (UT-1)
- Exceed wastewater treatment requirements of the Southeast Water Pollution Control Plant. (UT-2)
- Require or result in the construction of new wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects. (UT-3)
- Result in a determination by the SFPUC that it has inadequate capacity to serve the project's projected wastewater demand in addition to its existing commitments. (UT-3)
- Require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects. (UT-4)
- Result in increased generation of solid waste that could not be accommodated by existing landfill capacity. (UT-5)
- Comply with all applicable statutes and regulations related to solid waste. (UT-6)

- Considerably contribute to a significant cumulative impact to utilities and service systems. (C-UT-1)

#### **Public Services**

- During construction or operation, result in a need for new or physically altered facilities in order to maintain acceptable service ratios, response times, or other performance objectives for police protection, fire protection, schools, or other services, such that adverse physical impacts would occur. (PS-1 and PS-2)
- Considerably contribute to a significant cumulative impact resulting from a need for new or physically altered facilities in order to maintain acceptable service ratios, response times, or other performance objectives for police protection, fire protection, schools, or other services. (C-PS-1)

#### **Geology, Soils, and Paleontological Resources**

- Exacerbate the potential for the Project to expose people or structures to potential adverse effects due to fault rupture, seismic ground shaking, seismically induced ground failure, or landslides. (GE-1)
- Result in substantial erosion or loss of topsoil. (GE-2)
- Be located on unstable soil, or could become unstable as a result of the Project. (GE-3)
- Create substantial risks to life or property as a result of locating structures on expansive or corrosive soils. (GE-4)
- Substantially change the topography or any unique geologic or physical feature of the site. (GE-5)
- Considerably contribute to a significant cumulative impact with respect to geology, soils, or paleontological resources. (C-GE-1)

#### **Mineral and Energy Resources**

- Result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner. (ME-1)
- Considerably contribute to a significant cumulative impact on energy resources. (C-ME-1)

### **III. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL THROUGH MITIGATION**

CEQA requires agencies to adopt mitigation measures that would avoid or substantially lessen a project's identified significant impacts or potential significant impacts if such measures are feasible (unless mitigation to such levels is achieved through adoption of a project alternative). The findings in this Section III and in Section IV concern mitigation measures set forth in the EIR. These findings discuss mitigation measures identified in the Draft EIR to mitigate the potentially significant impacts of the proposed project. As described in Section 9.D of the Final EIR, the severity of the impacts of the project variant, including no PG&E scenario, is the same or less than

for the proposed project, and as described in this Section the potentially significant impacts of the project variant, including no PG&E scenario, also would be mitigated to a less-than-significant level by the same mitigation measures identified in the Draft EIR for the proposed project (or minor variations of the same mitigation measures to be specific to the project variant). The full text of the mitigation measures is contained in the Final EIR and in Attachment B, the Mitigation Monitoring and Reporting Program. The Planning Commission finds that the impacts of the project variant, including no PG&E scenario, identified in this Section III would be reduced to a less-than-significant level through implementation of the mitigation measures contained in the Final EIR, included in the Project, or imposed as conditions of approval and set forth in Attachment B.

This Commission recognizes that some of the mitigation measures are partially within the jurisdiction of other agencies. The Commission urges these agencies to assist in implementing these mitigation measures, and finds that these agencies can and should participate in implementing these mitigation measures.

### **Historic Architectural Resources**

**Impacts CR-1, CR-2, and CR-3: With mitigation, ground disturbance associated with the project variant, with or without the PG&E subarea, would not cause a substantial adverse change in the significance of an archeological resource or a tribal cultural resource, and could disturb human remains.**

Any ground-disturbing activities during project construction—particularly excavation, grading, and foundation work—could have the potential to uncover terrestrial prehistoric archeological resources, submerged prehistoric archeological resources, historic archeological resources, tribal cultural resources, and/or human remains. However, implementation of Mitigation Measures M-CR-1 and M-CR-3 would ensure that the project variant’s impacts on archeological resources, human remains, and tribal cultural resources would be less than significant with mitigation. Impacts of the no PG&E scenario would be the same as those for the variant, since none of the changes under this scenario would affect impacts related to cultural resources.

*Mitigation Measure M-CR-1: Archeological Testing*

*Mitigation Measure M-CR-3: Tribal Cultural Resources Interpretive Program*

**Impact CR-5: With mitigation, the proposed demolition, substantial alteration, and rehabilitation of contributing buildings would not materially alter, in an adverse manner, the physical characteristics of the Third Street Industrial District that justify its inclusion in the California Register of Historical Resources.**

As described below, cultural resources impacts of the project variant would be similar to those of the proposed project, and impacts of the no PG&E scenario would be the same as those for the variant, since none of the changes under this scenario would affect impacts related to cultural resources. For the project variant, retention and reuse of major portions of Station A, along with retention and rehabilitation of the Boiler Stack and, potentially, the Unit 3 Power Block, would

lessen effects on the Third Street Industrial District as compared to the proposed project, which would demolish Station A. Under the project variant, treatment of the Gate House, Meter House, Compressor House, Unit 3 Power Block, and the Boiler Stack would be the same as described for the proposed project. Mitigation Measures M-CR-5a, 5b, 5c, and 5d regarding documentation, video recordation, public interpretation/salvage, and rehabilitation of the Boiler Stack would be required to reduce the severity of this impact to the extent feasible. Mitigation Measure M-CR-5e, as modified in the Final EIR, would also be required under the Project. In addition, Mitigation Measures M-NO-4a, 4b, and 4c would be required to ensure that the historic resources would be protected during construction of the rest of the development. Because it would retain much of the visually prominent and architecturally distinctive features of Station A, and thus would retain a link to the Project Site's history of electrical generation, effects of the project variant on the Third Street Industrial District, would be less than significant with the following mitigation.

*Mitigation Measure M-CR-5a: Documentation*

*Mitigation Measure M-CR-5b: Video Recordation*

*Mitigation Measure M-CR-5c: Public Interpretation and Salvage*

*Mitigation Measure M-CR-5d: Rehabilitation of the Boiler Stack*

*Mitigation Measure M-CR-5e (Variant): Historic Preservation Plan and Review Process for Alteration of Station A and the Boiler Stack*

*Mitigation Measure M-NO-4a: Construction Vibration Monitoring*

*Mitigation Measure M-NO-4b: Vibration Control Measures During Controlled Blasting and Pile Driving*

*Mitigation Measure M-NO-4c: Vibration Control Measures During Use of Vibratory Equipment*

**Impact CR-6: With mitigation, the proposed infill construction would not materially alter, in an adverse manner, the physical characteristics of the Third Street Industrial District that justify its inclusion in the California Register of Historical Resources.**

The project variant calls for the establishment of new infill construction within the Project Site that could materially alter the physical characteristics of the Third Street Industrial District that justify its inclusion in the California Register. Consistent with the Secretary of the Interior's Rehabilitation Standard No. 9, the D for D includes standards and guidelines ensuring new construction would be of a size, scale, and density and/or would use exterior materials that would be compatible with the Third Street Industrial District. However, because the D for D must be approved as part of the Project, the Final EIR conservatively determined that the project variant could be incompatible with the Third Street Industrial District, which would be a significant impact. With implementation of Mitigation Measure M-CR-6, future new construction would be compatible with the character-defining features of the Third Street Industrial District, and this

impact would be less than significant with mitigation. Impacts of the no PG&E scenario would be the same as those for the variant, since none of the changes under this scenario would affect impacts related to cultural resources.

*Mitigation Measure M-CR-6: Design Controls for New Construction*

**Impact C-CR-2: Although cumulative projects would materially alter, in an adverse manner, some of the physical characteristics of the Third Street Industrial District that justify its inclusion in the California Register of Historical Resources, resulting in a significant cumulative impact, with mitigation, the project variant, with or without the PG&E subarea, would not make a cumulatively considerable contribution to that impact.**

Retention of the majority of Station A under the project variant would avoid the proposed project's significant impact on the Third Street Industrial District. Because of this, although cumulative projects will result in the loss of seven contributing resources to the district, the project variant, unlike the proposed project, would not contribute considerably to this significant cumulative impact. With implementation of Mitigation Measures M-CR-5a, 5b, 5c, 5d, and 5e (Variant) and M-NO-4a, 4b, and 4c, the cumulative effects of the project variant on the Third Street Industrial District would be less than significant. Impacts of the no PG&E scenario would be the same as those for the variant, since none of the changes under this scenario would affect impacts related to cultural resources.

*Mitigation Measure M-CR-5a: Documentation*

*Mitigation Measure M-CR-5b: Video Recordation*

*Mitigation Measure M-CR-5c: Public Interpretation and Salvage*

*Mitigation Measure M-CR-5d: Rehabilitation of the Boiler Stack*

*Mitigation Measure M-CR-5e (Variant): Historic Preservation Plan and Review Process for Alteration of Station A and the Boiler Stack*

*Mitigation Measure M-NO-4a: Construction Vibration Monitoring*

*Mitigation Measure M-NO-4b: Vibration Control Measures During Controlled Blasting and Pile Driving*

*Mitigation Measure M-NO-4c: Vibration Control Measures During Use of Vibratory Equipment*

**Transportation**

**Impact TR-7: Implementation of the project variant would not create hazardous conditions for people walking, but existing pedestrian facilities could present barriers to accessible pedestrian travel.**

The pedestrian-related features of the project variant would accommodate people walking within the site and would not result in hazardous conditions or present barriers to people walking. Similar to the proposed project, the combination of existing conditions at the intersection of Illinois Street/22nd Street, project-generated increases in vehicular travel on Illinois Street, and the large number of people who may be walking between the project site and destinations to the north and west, would result in significant impacts related to pedestrian safety and accessibility. Under the no PG&E scenario, the street network would not include a connection between the project site at Illinois Street via Humboldt Street, and would not include Georgia Street between Humboldt and 22nd streets. However, the no PG&E scenario would include sidewalk reconstruction on the east side of Illinois Street between 22nd and 23rd streets, as compared to only the portion between Humboldt and 22nd streets under the proposed project and variant. With implementation of Mitigation Measure M-TR-7, the impacts of the project variant, with and without the PG&E subarea, on people walking would be less than significant.

*Mitigation Measure M-TR-7: Improve Pedestrian Facilities at the Intersection of Illinois Street/22nd Street*

## **Noise and Vibration**

**Impact NO-1: With mitigation Project-related construction activities would not expose people or increase noise levels in excess of standards in the Noise Ordinance (Article 29 of the San Francisco Police Code).**

Project construction could expose people to or generate noise levels in excess of standards in the Noise Ordinance (Article 29 of the San Francisco Police Code) or applicable standards of other agencies. As compared to the proposed project, the project variant would extend the construction period by one year; however, proposed phasing changes and durations would only alter the timing of noise increases and not their extent. Thus, proposed phasing changes would not alter the potential for compliance with Noise Ordinance standards during project construction. Therefore, like the proposed project the impact related to construction-related noise levels in excess of the noise ordinance limit would be less than significant with implementation of Mitigation Measure M-NO-1 for the project variant, with or without the PG&E subarea. Further, if nighttime noise levels exceed this nighttime noise limit, section 2908 would require that a special permit be obtained from the City to ensure that section 2908 ordinance requirements are met.

*Mitigation Measure M-NO-1: Construction Noise Control Measures*

**Impact NO-4: With mitigation, Project construction would not generate excessive groundborne vibration that could result in building damage.**

Impact activities such as pile driving could produce detectable vibration within nearby buildings during construction, and could be detectable by sensitive receptors. This could be a significant impact. Changes in construction phasing under the project variant (i.e., extending the construction duration by one year and changing the phases when the northern Waterfront shoreline improvements, Georgia Lane, and Humboldt Street would be constructed) would result in

vibration impacts similar to the proposed project, except that construction activities in the northern Waterfront area during Phase 3 instead of Phase 1 would increase the potential for construction-related vibration impacts if any adjacent planned offsite buildings on Pier 70 Parcels H1, H2, or E3 or future onsite buildings on Block 4 are constructed prior to any shoreline pile driving activities occurring in the northern Waterfront area. With inclusion of mitigation measures M-CR-5e, and M-NO-4a, 4b, and 4c, like the proposed project, this impact would be less than significant for the project variant, with or without the PG&E subarea.

*Mitigation Measure M-CR-5e: Historic Preservation Plan and Review Process for Alteration of the Boiler Stack.*

*Mitigation Measure M-NO-4a: Construction Vibration Monitoring.*

*Mitigation Measure M-NO-4b: Vibration Control Measures During Controlled Blasting and Pile Driving.*

*Mitigation Measure M-NO-4c: Vibration Control Measures During Use of Vibratory Equipment.*

**Impact NO-5: With mitigation, operation of the stationary equipment on the Project Site would not result in a substantial permanent increase in ambient noise levels in the immediate Project vicinity.**

Operation of the project variant, with or without the PG&E subarea, like the proposed project, would similarly increase ambient noise levels on and near the Project Site from the onsite use of stationary equipment (i.e., heating/ventilation/air conditioning systems and emergency generators). Like the proposed project, this impact would be less than significant with mitigation.

*Mitigation Measure M-NO-5: Stationary Equipment Noise Controls*

**Impact C-NO-1: With mitigation, vibration impacts resulting from construction of the project variant, with or without the PG&E subarea, combined with construction of other past, present, and reasonably foreseeable future projects would not be a cumulatively considerable contribution to a significant cumulative impact.**

A significant cumulative impact with respect to construction vibration impacts would occur if concurrent construction activities at the Pier 70 parcels involved pile driving or other vibration-inducing activities, and the project's contribution to this cumulative impact would be considerable (i.e., significant). Implementation of Mitigation Measure M-NO-4a would reduce the Project's contribution to this cumulative impact to less than cumulatively considerable. This measure would require vibration controls sufficient to ensure that vibration levels would not exceed the 0.5 in/sec PPV vibration limit, and all potential vibration sources would need to be considered when determining the need for vibration controls. Therefore, this cumulative vibration impact from simultaneous construction of the project variant and the Pier 70 project would be less than significant with mitigation.



*Mitigation Measure M-NO-4a: Vibration Control Measures During Controlled Blasting and Pile Driving*

**Air Quality**

**Impact AQ-4: With mitigation, although construction and operation of the project variant, with or without the PG&E subarea, would generate toxic air contaminants, including diesel particulate matter, which could expose sensitive receptors to substantial pollutant concentrations, this impact would be less than significant.**

As with the proposed project, toxic air contaminant exposures during project variant construction and operations would be less than significant with implementation of Mitigation Measures M-AQ-2a, M-AQ-2b, and M-AQ-4. Specifically, while increased cancer risks at both on-site and offsite receptors would be significant without mitigation, implementation of Mitigation Measure M-AQ-2a alone would be sufficient to reduce the impact of the project variant, with or without the PG&E subarea, to a less-than-significant level, and the excess cancer risk impact to both onsite and offsite receptors was determined to be less than significant with mitigation. Also, the potential for future health risk impacts from laboratory emissions is less than significant with implementation of Mitigation Measure M-AQ-4.

*Mitigation Measure M-AQ-2a: Construction Emissions Minimization*

*Mitigation Measure M-AQ-2b: Diesel Backup Generator Specifications*

*Mitigation Measure AQ-4: Siting of Uses that Emit Toxic Air Contaminants*

**Impact AQ-5: With mitigation, the project variant, with or without the PG&E subarea, would not conflict with implementation of the Bay Area 2017 Clean Air Plan.**

As with the proposed project, the project variant could conflict with implementation of the Bay Area 2017 Clean Air Plan. Without certain mitigation measures incorporated into the project variant, the project variant would not include applicable control measures from the 2017 Clean Air Plan. However, as with the proposed project, with implementation of Mitigation Measure M-AQ-5, Include Spare the Air Telecommuting Information in Transportation Welcome Packets, plus the other mitigation measures identified in the EIR, the project variant, with or without the PG&E subarea, would include applicable control strategies contained in the 2017 Clean Air Plan for the basin, and the impact would be less than significant.

*Mitigation Measure M-AQ-2a: Construction Emissions Minimization*

*Mitigation Measure M-AQ-2b: Diesel Backup Generator Specifications*

*Mitigation Measure M-AQ-2d: Electrification of Loading Docks*

*Mitigation Measure M-TR-5: Implement Measures to Reduce Transit Delay*

*Mitigation Measure M-AQ-4: Siting of Uses that Emit Toxic Air Contaminants*

*Mitigation Measure AQ-5: Include Spare the Air Telecommuting Information in Transportation Welcome Packets*

**Impact C-AQ-2: With mitigation, the project variant, with or without the PG&E subarea, in combination with past, present, and reasonably foreseeable future development in the project area, would not considerably contribute to a significant cumulative health risk impacts on sensitive receptors.**

The project variant would result in a marginal reduction of excess cancer risk for the onsite receptor by one in one million compared to the proposed project, and would result in a marginal increase of excess cancer risk for the offsite receptor by one in one million compared to the proposed project. The resultant cumulative risks would still be well below the air pollutant exposure zone criteria of 100 in one million. Increased cancer risks of the project variant at both on-site and offset receptors would be significant without mitigation due to the contribution of construction activities, but implementation of Mitigation Measure M-AQ-2a would reduce the impact of the project variant, with or without the PG&E subarea, to a less than significant level.

*Mitigation Measure M-AQ-2a: Construction Emissions Minimization*

## **Biological Resources**

**Impact BI-1: With mitigation, construction of the project variant, with or without the PG&E subarea, would not have a substantial adverse effect either directly or through habitat modifications on migratory birds and/or on bird species identified as special status.**

Construction activities within the Project Site, especially those that involve heavy machinery, may adversely affect nesting birds within 100 feet of the site boundaries during the nesting season (January 15–August 15). Nesting habitat for birds within the developed project site is of limited value and not expected to attract an abundance of breeding birds; however, certain construction activities such as vegetation removal, building demolition, and shoreline improvements, could adversely affect birds attempting to nest within the Project Site or nearby. Because the project variant, with or without the PG&E subarea, would require substantially the same nature and magnitude of construction activities as the proposed project, the same mitigation measure, Mitigation Measure M-BI-1, and compliance with the requirements of the California Fish and Game Code would reduce this potential impact to less than significant.

*Mitigation Measure M-BI-1: Nesting Bird Protection Measures*

**Impact BI-3: With mitigation, construction of the project variant, with or without the PG&E subarea, would not have a substantial adverse effect either directly or through habitat modification on bats identified as special-status.**

Common bats (Mexican free-tailed bat) and special-status bats (Pallid bat and Yuma myotis) have the potential to roost in existing vacant or underutilized buildings, and other human-made

structures within or near the Project Site. The proposed project would involve building demolition and/or rehabilitation of buildings or structures that could host roosting bats. Mortality of special-status bats resulting from direct or indirect actions attributable to construction would be a significant impact. Additionally, common bats may establish maternity roosts in these same locations and disturbance that results in loss of a maternity colony would be a significant impact. The project variant would require substantially the same nature and magnitude of construction activities as the proposed project and, therefore, the same mitigation measure identified for the proposed project, Mitigation Measure M-BI-3, would reduce this potential impact for the project variant, with or without the PG&E subarea, to less than significant.

*Mitigation Measure M-BI-3: Avoidance and Minimization Measures for Bats*

**Impact BI-4: With mitigation, construction of the project variant, with or without the PG&E subarea, would not have a substantial adverse effect, either directly or through habitat modification, on marine species identified as a candidate, sensitive, or special-status species.**

There is the potential for significant impacts to a range of protected marine resources to occur during project construction in and adjacent to the San Francisco Bay. Although the nature of near shore and in-water construction activities for the project variant would be substantially the same as for the proposed project, the magnitude of construction activities—specifically the pile driving activities required for construction of the larger design of the wharf and floating dock—would be greater than what was anticipated for the proposed project and could result in more severe bioacoustic effects on fish and marine mammals. However, although the increased number and larger size piles for the project variant have the potential to result in higher underwater sound levels that could travel longer distances, the construction activity will use of bubble curtains for sound attenuation. Furthermore, the project variant would incorporate standard in-water work best management practices. Nevertheless, as identified for the proposed project, there remain uncertainties regarding the exact pile configuration and installation methods to be used for proposed in-water construction and, consequently, there remains a potential that construction could have an adverse effect on protected fish or marine mammals. Implementation of the proposed in-water construction best management practices together with Mitigation Measure M-BI-4 would ensure that, as with the proposed project, any potential impacts from pile installation under the project variant, with or without the PG&E subarea, would be effectively mitigated to less-than-significant levels.

*Mitigation Measure M-BI-4: Fish and Marine Mammal Protection during Pile Driving*

**Impact BI-7: With mitigation, construction of the project variant, with or without the PG&E subarea, would not have a substantial adverse effect on the San Francisco Bay through direct removal, filling, hydrological interruption, or other means.**

Construction of physical shoreline improvements to protect against future sea level rise and/or for a new stormwater outfall for discharging stormwater, as well as construction of a floating dock could result in placement of fill within the jurisdictional waters of the San Francisco Bay. However, under the project variant, with or without the PG&E subarea, the revised design of the seawall would reduce the amount of new bay fill compared to the proposed project. In addition to

permit approval from the U.S. Army Corps of Engineers and a water quality certification from the Regional Water Quality Control Board, permanent placement of new fill may trigger a requirement for compensatory mitigation. Further, implementation of Mitigation Measure M-BI-7, like the proposed project, would reduce this impact to a less-than-significant level.

*Mitigation Measure M-BI-7: Compensation for Fill of Jurisdictional Waters*

**Impact BI-9: With mitigation, the project variant, with or without the PG&E subarea, would not interfere substantially with the movement of native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites.**

As with the proposed project, the project variant could interfere substantially with the movement of wildlife species. Construction of the project variant, with or without the PG&E subarea, could affect nesting birds and construction of the dock could generate high levels of underwater noise that is harmful to the movement of fish and marine mammals. However, implementation of Mitigation Measure M-BI-1 and Mitigation Measure M-BI-4 would reduce this impact to less than significant with mitigation.

*Mitigation Measure M-BI-1: Nesting Bird Protection Measures*

*Mitigation Measure M-BI-4: Fish and Marine Mammal Protection during Pile Driving*

**Impact C-BI-1: With mitigation, the project variant, with or without the PG&E subarea, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not result in a cumulatively considerable contribution to significant cumulative impacts on biological resources.**

While adverse effects to nesting birds and special-status bats or maternal roosts could occur under the cumulative projects, after mitigation and through compliance with state and federal regulations protecting nesting birds, special-status bats and maternal roosts, the cumulative impact on these terrestrial biological resources would be less than significant with mitigation. Through compliance with the City's Standards for Bird-Safe Buildings the cumulative impacts to birds related to collisions would be less than significant. Project-specific mitigation measures and other best management practices designed to protect special-status fish, marine mammals, and jurisdictional waters would reduce the project's contribution to cumulative impacts to such species to a less-than-significant level. Therefore, cumulative impacts resulting from in-water work, and the cumulative impact on marine resources associated with construction would be less than significant with mitigation.

*Mitigation Measure M-BI-1: Nesting Bird Protection Measures*

*Mitigation Measure M-BI-3: Avoidance and Minimization Measures for Bats*

*Mitigation Measure M-BI-4: Fish and Marine Mammal Protection during Pile Driving*

*Mitigation Measure M-BI-7: Compensation for Fill of Jurisdictional Waters*

**Impact GE-6: With mitigation, the project variant, with or without the PG&E subarea, would not directly or indirectly destroy a unique paleontological resource or site.**

The project variant, with or without the PG&E subarea, could directly or indirectly destroy a unique paleontological resource because some of the geologic materials underlying the site have the potential to contain significant fossils, which could be encountered during construction. However, like the proposed project, implementation of Mitigation Measure M-GE-6 would ensure that the project variant, with or without the PG&E subarea, would not cause a substantial adverse change to the scientific significance of a paleontological resource and so would reduce this impact to a less-than-significant level.

*Mitigation Measure M-GE-6: Paleontological Resources Monitoring and Mitigation Program*

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

Based on substantial evidence in the whole record of these proceedings, the Planning Commission finds that, where feasible, changes or alterations have been required, or incorporated into, the project variant, including the no PG&E scenario, to reduce the significant environmental impacts as identified in the Final EIR and listed below. The Commission finds that the mitigation measures in the Final EIR and described below are appropriate, and that changes have been required in, or incorporated into, the project variant, with or without the PG&E subarea, that, pursuant to Public Resources Code Section 21002 and CEQA Guidelines Section 15091, may substantially lessen, but do not avoid (i.e., reduce to less-than-significant levels), the potentially significant environmental effects associated with implementation of the Project that are described below. The Commission adopts all of the mitigation measures and improvement measures set forth in the Mitigation Monitoring and Reporting Plan (MMRP), attached as Attachment B. The Commission further finds, however, for the impacts listed below, despite the implementation of feasible mitigation measures, the effects remain significant and unavoidable.

Based on the analysis contained within the Final EIR, other considerations in the record, and the significance criteria identified in the Final EIR, the Planning Commission finds that because some aspects of the project variant, with or without the PG&E subarea, could cause potentially significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, those impacts are significant and unavoidable. The Planning Commission recognizes that for certain significant impacts, although mitigation measures are identified in the Final EIR that would reduce those impacts to a less-than-significant level, the measures are uncertain for reasons set forth below, and therefore those impacts remain significant and unavoidable or potentially significant and unavoidable.

The Planning Commission determines that the following significant impacts on the environment, as reflected in the Final EIR, are unavoidable, but under Public Resources Code Section 21081(a)(3) and (b), and CEQA Guidelines 15091(a)(3), 15092(b)(2)(B), and 15093, the

Commission determines that the impacts are acceptable due to the overriding considerations described in Section VII below. This finding is supported by substantial evidence in the record of this proceeding.

### Historic Resources

**Impact CR-4: Even with mitigation, the proposed demolition of individually significant buildings would materially alter, in an adverse manner, the physical characteristics that justify their inclusion in the California Register of Historical Resources.**

Like the proposed project, the project variant, with or without the PG&E subarea, would demolish the Meter House and the Compressor House, two individually eligible resources, a significant unavoidable impact. Additionally, while the project variant would retain portions of Station A (an individually eligible historic resource), including restoring the south and east walls and portions of the north and west walls, it is still to be determined whether this would meet the Secretary of Interior's Standards, and thus the project variant's treatment of Station A would also potentially be significant and unavoidable. Similar to the proposed project, the project variant would retain the Boiler Stack, and potentially retain the Unit 3 Power Block (although Unit 3 could be demolished, as with the proposed project). In sum, therefore, the project variant's impacts on individually eligible historical resources would be significant and unavoidable with or without the PG&E subarea, although the effects would be less substantial than those of the proposed project due to the partial retention and reuse of Station A.

Implementation of Mitigation Measures M-CR-5a through M-CR-5c would reduce the severity of the impacts, but not to a less-than-significant level because only avoidance of demolition of, or substantial adverse changes to, a historical resource would reduce impacts to less-than-significant levels. Preservation of all individually significant historic resources is analyzed as full preservation alternatives in Chapter 6 of the Final EIR, rather than through development of a mitigation measure. As described in detail in the discussion of preservation alternatives in Section V below, the full preservation alternatives were determined to be infeasible per CEQA Guidelines Section 15091(a) (3). Therefore, the impact on individual historic architectural resources would be significant and unavoidable even with identified mitigation.

*Mitigation Measure M-CR-5a: Documentation*

*Mitigation Measure M-CR-5b: Video Recordation*

*Mitigation Measure M-CR-5c: Public Interpretation and Salvage*

### Transportation

**Impact TR-5: Even with mitigation, the project variant would result in a substantial increase in delays or operating costs such that significant adverse impacts to Muni would occur.**

Although the project variant, with or without the PG&E subarea, would generate fewer vehicle trips than the proposed project, the project variant would still result in significant impacts on Muni

transit operations on the 22 Fillmore and 48 Quintara/24th Street bus routes due to increases in transit travel times. Therefore, Mitigation Measure M-TR-5, as modified, would be applicable to the project variant, with or without the PG&E subarea.

*Mitigation Measure M-TR-5 (Variant): Implement Measures to Reduce Transit Delay Performance Standard.*

This mitigation measure identifies a performance standard of the maximum number of project-generated p.m. peak hour vehicle trips for each phase of project buildout. This measure provides for monitoring of vehicle trips generated by Project operation starting before the beginning of construction and continuing through Project buildout. The measure also states that if the additional TDM measures do not achieve the performance standard, then the City shall impose additional onsite or offsite capacity improvements intended to reduce vehicle trips from the project. However, because the project-specific effectiveness of the various additional TDM strategies is unknown at this time, the project-related impacts on travel times on the 22 Fillmore route would remain significant and unavoidable with mitigation.

**Impact C-TR-5: Even with mitigation, the project variant, with or without the PG&E subarea, in combination with past, present, and reasonably foreseeable future projects, would contribute considerably to significant cumulative transit impacts related to travel delay or operating costs on Muni.**

Given this increase in vehicle delay and the sharing of travel lanes between vehicle trips and transit, it is anticipated that the Muni 22 Fillmore/Route XX (see “Cumulative Transportation Network Changes,” p. 4.E-53, under “Approach to Analysis,” above) and the 48 Quintara/24th Street bus routes would be delayed significantly in the study area (e.g., along 18th Street, 22nd Street, and north/south streets). Therefore, under 2040 cumulative conditions, there would be significant cumulative impacts related to transit operations on the Muni 22 Fillmore/Route XX and the 48 Quintara/24th Street bus routes. Mitigation Measure M-TR-5, as modified, would be applicable to the project variant, with or without the PG&E subarea.

*Mitigation: Mitigation Measure M-TR-5 (Variant): Implement Measures to Reduce Transit Delay*

It is uncertain that a decrease in project-generated vehicles would be attained by the measures set forth in M-TR-5 to reduce intersection delays during the peak periods as to eliminate the significant impacts on bus operations. Therefore, the project variant’s contribution to significant cumulative transit operations impacts would remain considerable. Thus, the project variant’s transit operations impact on the Muni 22 Fillmore/Route XX and the 48 Quintara/24th Street bus routes, with or without the PG&E subarea, in combination with past, present, and reasonably foreseeable development projects, would be considered significant and unavoidable with mitigation.

#### **Noise and Vibration**

**Impact NO-2: Even with mitigation, Project construction would cause a substantial temporary or periodic increase in ambient noise levels at noise-sensitive receptors, above levels existing without the project variant.**

With the exception of future residents on Block 13, future onsite residents, hotel occupants, and possible childcare users would be subject to significant construction-related noise levels for one to five years. Delaying Phases 1 through 6 (vertical construction phases) by one year under the project variant would not alter the potential for exposure of future onsite sensitive receptors to construction noise as compared to the proposed project. Since all construction phases would be delayed by one year (but the duration would remain the same), occupation of future onsite residences and exposure of these future residents to construction noise from later phases would be the same, but one year later. The delay in vertical construction also would not increase the number of future planned offsite sensitive receptors that could be exposed to construction. The duration of this impact would be the same, but it would occur one year later. The Draft EIR identified the potential for significant noise impacts on the closest planned offsite receptors on the adjacent Pier 70 site, and this would still occur with the proposed delay in vertical construction under the project variant, with or without the PG&E subarea.

*Mitigation Measure M-NO-1: Construction Noise Control Measures*

*Improvement Measure I-NO-A: Nighttime Construction Noise Control Measures*

Implementation of Mitigation Measure M-NO-1 would reduce the severity of noise impacts on future onsite sensitive receptors. However, even with implementation of this mitigation measure, the combined noise levels from simultaneous operation of the noisiest types of construction equipment could still exceed the “Ambient + 10 dBA” standard. Therefore, construction-related noise impacts on future onsite residential/hotel/childcare receptors would be significant and unavoidable with mitigation.

**Impact NO-8: Even with mitigation, Project traffic would result in a substantial permanent increase in ambient noise levels at offsite receptors.**

The project variant would generate slightly fewer daily vehicle trips than the proposed project (3.4 percent less), which would not measurably reduce project-related traffic noise increases along roadway segments that were described for the proposed project. The project variant, similar to the proposed project, would still result in significant traffic noise increases (increases would be more than 5 dBA) along three street segments (22nd Street, Humboldt Street, and 23rd Street) east of Illinois Street and on the western portion of the project site as well as the segments of 22nd Street and 23rd Street between Third and Illinois streets, west of the project site.

*Mitigation Measure M-TR-5 (Variant): Implement Measures to Reduce Transit Delay*

*Mitigation Measure M-NO-8 (Variant): Design of Future Noise-Sensitive Uses*

With traffic noise increases on four of the street segments of more than 9 dBA, these noise increases would likely continue to be significant even with additional vehicle trip reduction measures required under Mitigation Measure M-TR-5 (Variant). There are no other feasible measures that could further reduce noise generated by project-related vehicle trips. Therefore, this impact is significant and unavoidable with mitigation.



Separately, future with-project traffic noise levels along the sections of 22nd, Humboldt, and 23rd streets east of Illinois Street and along the section of Illinois Street adjacent to the project site are considered to be Conditionally Acceptable for residential, childcare, and hotel uses, a significant impact. However, with the required incorporation of noise attenuation measures, as specified in Mitigation Measure M-NO-8, this impact would be less than significant with mitigation.

**Impact C-NO-1: Even with mitigation, construction of the project variant, with or without the PG&E subarea, combined with construction of other past, present, and reasonably foreseeable future projects would cause a substantial temporary or periodic increase in ambient noise levels.**

As with the proposed project, concurrent construction of the project variant, the adjacent Pier 70 Mixed-Use District project, and other cumulative development in the area would result in cumulative construction-related noise and vibration impacts on certain future planned offsite and proposed onsite receptors. Even though Block 14 would not be constructed under the no PG&E scenario, the impacts associated with Blocks 1, 2, 3, and 4 would still occur, so the same impact conclusion applies. These cumulative noise increases might not be reduced to less-than-significant levels even with implementation of Mitigation Measure M-NO-1. Therefore, like the proposed project, this cumulative impact would be significant and unavoidable with mitigation under the project variant, with or without the PG&E subarea.

*Mitigation Measure M-NO-1: Construction Noise Control Measures*

*Mitigation Measure M-NO-4a: Vibration Control Measures During Controlled Blasting and Pile Driving*

*Improvement Measure I-NO-A: Avoidance of Residential Streets*

*Improvement Measure I-TR-A: Construction Management Plan and Public Updates*

**Impact C-NO-2: Even with mitigation, cumulative traffic increases would cause a substantial permanent increase in ambient noise levels at offsite receptors in the project vicinity.**

The project variant would generate slightly fewer daily vehicle trips than would be generated by the proposed project (3.4 percent less), which would not measurably reduce the project's contribution to cumulative traffic noise increases along some roadway segments. Traffic noise increases related to cumulative development in the area (including the project variant and Pier 70 project) would result in significant traffic noise increases (increases would be more than 5 dBA) on 26 street segments, which would be a cumulatively significant impact.

*Mitigation Measure M-NO-8: Design of Future Noise-Sensitive Uses*

*Mitigation Measure M-TR-5 (Variant): Implement Measures to Reduce Transit Delay*

Significant cumulative noise increases on 23 street segments would likely continue to be significant even with additional transportation demand management measures required in

Mitigation Measure M-TR-5 (Variant). There are no other feasible measures that could further reduce project-related vehicle trips. However, incorporation of noise attenuation measures specified in Mitigation Measure M-NO-8 would achieve acceptable interior noise levels at future onsite noise-sensitive receptors, reducing this cumulative impact of the project variant, with or without the PG&E subarea, to less than significant with mitigation.

## Air Quality

**Impact AQ-2: Even with mitigation, during construction (including construction phases that overlap with project operations), the project variant, with or without the PG&E subarea, would generate criteria air pollutants that would violate an air quality standard, contribute substantially to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants.**

Impacts of the no PG&E scenario would be the same as or less than those for the project variant, since this scenario would have reduced construction (both in magnitude and duration) and reduced overall development (no development on Blocks 13 and 14 and reduced development on Block 1) compared to both the variant and the proposed project. However, criteria air pollutant emissions during project construction and overlapping operations would be significant and unavoidable even with implementation of mitigation measures. Specifically, emissions of ozone precursors (reactive organic gases, ROG, and oxides of nitrogen, NO<sub>x</sub>) would exceed significance thresholds, even with mitigation. The project variant's ROG and NO<sub>x</sub> increases could contribute to new or exacerbated air quality violations in the basin region by contributing to more days of ozone exceedance or result in Air Quality Index values that are unhealthy for sensitive groups and other populations.

*Mitigation Measure M-AQ-2a: Construction Emissions Minimization*

*Mitigation Measure M-AQ-2b: Diesel Backup Generator Specifications*

*Mitigation Measure M-AQ-2c: Promote Use of Green Consumer Products*

*Mitigation Measure M-AQ-2d: Electrification of Loading Docks*

*Mitigation Measure M-AQ-2e: Additional Mobile Source Control Measures*

*Mitigation Measure M-AQ-2f (Variant): Offset Construction and Operational Emissions*

*Mitigation Measure M-TR-5 (Variant): Implement Measures to Reduce Transit Delay*

Implementation of Mitigation Measures M-AQ-2a through MAQ-2e and M-TR-5 (Variant) would reduce construction-related and operational emissions associated with the project variant, with or without the PG&E subarea. However, project emissions of ROG and NO<sub>x</sub> would still exceed significance thresholds. Therefore, the Project Sponsor would also be required to implement Mitigation Measure M-AQ-2f (Variant), which requires the Project Sponsor to implement emission offsets. However, because implementation of the emissions reduction project could be

conducted by the air district and is outside the jurisdiction and control of the City and not fully within the control of the Project Sponsor and because no specific offset project has been identified, the impact with respect to criteria air pollutants is conservatively considered significant and unavoidable with mitigation.

**Impact AQ-3: Even with mitigation, during project operations, the project variant, with or without the PG&E subarea, would result in emissions of criteria air pollutants at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants.**

Criteria air pollutant emissions during project operations would be significant and unavoidable even with implementation of Mitigation Measures. Specifically, emissions of ROG and NO<sub>x</sub> would exceed significance thresholds, even with mitigation. The majority of ROG emissions are generated from area sources, including architectural coatings, consumer products, and landscaping. Of the area-source emissions, the majority of the ROG emissions (approximately 83 percent) would be from consumer products, which are the various solvents that are used in nonindustrial applications and emit volatile organic compounds (VOCs) during their use. The residual impact of project emissions during operation at buildout is conservatively considered significant and unavoidable with mitigation, acknowledging the assumption that the Project Sponsor would implement Mitigation Measures M-AQ-2a through M-AQ-2f (Variant) and M-TR-5 (Variant).

*Mitigation Measure M-AQ-2b: Diesel Backup Generator Specifications*

*Mitigation Measure M-AQ-2c: Promote Use of Green Consumer Products*

*Mitigation Measure M-AQ-2d: Electrification of Loading Docks*

*Mitigation Measure M-TR-5 (Variant): Implement Measure to Reduce Transit Delay*

*Mitigation Measure M-AQ-2e: Additional Mobile Source Control Measures*

*Mitigation Measure M-AQ-2f (Variant): Offset Construction and Operational Emissions*

Implementation of these measures could potentially reduce emissions to levels below the significance thresholds, but due to the uncertainties and unknowns with some of these measures, particularly, Mitigation Measure M-AQ-2f (Variant), Offset Construction and Operational Emissions, this impact is conservatively deemed significant and unavoidable with mitigation.

**Impact C-AQ-1: Even with mitigation, the project variant, with or without the PG&E subarea, in combination with past, present, and reasonably foreseeable future development in the project area, would contribute to cumulative regional air quality impacts.**

The contribution of a project's individual air emissions to regional air quality impacts is, by its nature, a cumulative effect. Because the project variant's emissions exceed the project-level thresholds, with or without the PG&E subarea, as explained in Impacts AQ-2 and AQ-3, above,

the Project would result in a considerable contribution to cumulative regional air quality impacts, a significant impact.

*Mitigation Measure M-AQ-2a: Construction Emissions Minimization*

*Mitigation Measure M-AQ-2b: Diesel Backup Generator Specifications*

*Mitigation Measure M-AQ-2c: Promote Use of Green Consumer Products*

*Mitigation Measure M-AQ-2d: Electrification of Loading Docks*

*Mitigation Measure M-AQ-2e: Additional Mobile Source Control Measures*

*Mitigation Measure M-AQ-2f (Variant): Offset Construction and Operational Emissions*

*Mitigation Measure M-TR-5 (Variant): Implement Measures to Reduce Transit Delay*

Implementation of Mitigation Measures M-AQ-2a through M-AQ-2f (Variant) and M-TR-5 (Variant) would reduce the severity of this impact, however, due to uncertainties in the implementation of these measures (particularly Mitigation Measure M-AQ-2f (Variant), Offset Construction and Operational Emissions), these measures would not reduce the Project's contribution to the cumulative impact to a less-than-significant level for the same reasons described in Impacts AQ-2 and AQ-3. Therefore, the Project's emissions of criteria air pollutants would be cumulatively considerable, and this cumulative impact would be significant and unavoidable with mitigation.

## **Wind and Shadow**

**Impact WS-2: Even with mitigation, the phased construction of the project variant, with or without the PG&E subarea, could alter wind in a manner that substantially affects public areas on or near the project site.**

Like the proposed project, construction of the project variant, with or without the PG&E subarea, is expected to occur in phases over a period of approximately 15 to 16 years. It was determined through wind tunnel testing that at full buildout, the project variant would generally improve wind conditions, compared to existing conditions, and the project's effect on wind would be less than significant. However, during the rather lengthy construction period, a particular building configuration resulting from development of one or more individual structures could result in localized wind conditions that would be different than those reported for the Project at full buildout. It is possible that such individual building(s) could cause the wind hazard criterion to be exceeded, perhaps for one or more years. However, once surrounding buildings have been completed, and they provide effective wind shelter as reported in the project wind tunnel test, these temporary impacts would cease. Depending upon the circumstances and the actual phasing of the construction, these temporary impacts could continue at various locations until the full buildout is completed. Therefore, this EIR conservatively considers such an occurrence to be a significant, if temporary, wind impact. Furthermore, if the project variant were not to be completed in the time period anticipated, a partial

buildout situation could occur for an extended period, resulting in different wind characteristics than those tested in the wind tunnel. This, too, could result in one or more new exceedances of the wind hazard criterion and thus a significant wind impact.

*Mitigation Measure M-WS-2: Identification and Mitigation of Interim Hazardous Wind Impacts*

Implementation of Mitigation Measure M-WS-2: Identification and Mitigation of Interim Hazardous Wind Impacts, would reduce the project's potentially significant wind impacts. However, because it cannot be stated with certainty that no such localized wind hazard exceedances would arise during the project construction period or that feasible interim wind-reduction measures would be available, this impact is considered significant and unavoidable with mitigation.

**V. EVALUATION OF PROJECT ALTERNATIVES**

This section describes the EIR alternatives and the reasons for rejecting the alternatives as infeasible. The CEQA Guidelines, section 15126.6(a), state that an EIR must describe and evaluate a reasonable range of alternatives to the Project that would feasibly attain most of the Project's basic objectives, but that would avoid or substantially lessen any identified significant adverse environmental effects of the project. An EIR is not required to consider every conceivable alternative to a proposed project. Rather, it must consider a reasonable range of potentially feasible alternatives that will foster informed decision-making and public participation.

The Planning Department considered a range of alternatives in Chapter 6 of the Final EIR. The Final EIR analyzed the No Project/Code Compliant Alternative (Alternative A), the Full Preservation/Reduced Program Alternative (Alternative B), the Full Preservation/Similar Program Alternative (Alternative C), the Partial Preservation 1 Alternative (Alternative D), the Partial Preservation 2 Alternative (Alternative E), the Partial Preservation 3 Alternative (Alternative F), and the Partial Preservation 4 Alternative (Alternative G). Each alternative is discussed and analyzed in these findings, in addition to being analyzed in Chapter 6 of the Final EIR.

The Planning Commission certifies that it has independently reviewed and considered the information on the alternatives provided in the Final EIR and in the record. The Final EIR reflects the Planning Commission's and the City's independent judgment as to the alternatives.

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

desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors. The Planning Commission finds that the project variant, provides the best balance between satisfaction of Project objectives and mitigation of environmental impacts to the extent feasible, as described and analyzed in the Final EIR. The Planning Commission further finds that the project variant under the no PG&E scenario would continue provide the best balance between the project objectives and environmental impacts, recognizing that in a no PG&E scenario, the alternatives would require a similarly modified land use and transportation program. Thus, the Planning Commission rejects the alternatives under a no PG&E scenario for the same reasons set forth below, and as described and analyzed in the Final EIR.

#### **A. Alternatives Considered and Rejected**

The following alternatives were considered during the EIR scoping period, but, for the reasons set forth in the Final EIR and in these findings, these alternatives were not carried forward for full analysis in the EIR.

##### **1. Alternative Location**

CEQA Guidelines section 15126.6(f)(2) states that alternative locations should be considered if they would avoid or substantially lessen any of the significant effects. While an alternative location might avoid the impacts associated with demolition of historic resources, the Planning Department has concluded that no feasible alternative locations exist. No comparable parcel of land is available along the bay shoreline to which the project sponsor could reasonably acquire, control, or otherwise have access.

For these reasons, the Commission finds that an Alternative Location is rejected as infeasible.

##### **2. Preservation Alternatives**

A preservation alternatives report was prepared in March 2018 consistent with guidance provided by San Francisco's Historic Preservation Commission. The report presents full and partial preservation alternatives that were developed, collaboratively by the project sponsor, Page & Turnbull, and Planning Department staff.

- No Project Alternative from Preservation Alternatives Report. This alternative consists of no new construction on the project site and retention of all existing buildings, including the historic buildings. This Alternative does not realistically depict reasonably foreseeable future conditions at the Project Site, given the location and value of the property.
- Full Preservation Alternative from Preservation Alternatives Report. This alternative consisted of rehabilitation of all six historic buildings on the Project Site and development of a mix of residential, office, hotel, retail, parking, and open spaces similar to the proposed project. This alternative included a reduced number of residential dwelling units (2,270 compared to 2,682 for the project). The Planning Department determined that Alternative B (Full Preservation/Reduced Program) and Alternative C (Full Preservation/ Similar

Program) included in the EIR adequately represent the range of environmental impacts that could be expected under this preservation scenario such that this alternative would be unnecessary. Therefore, this alternative was rejected from further consideration.

- Full Preservation Alternative A from Preservation Alternatives Report. Similar to the Full Preservation Alternative, this alternative consisted of rehabilitation of all six historic buildings on the project and development of a mix of residential, office, hotel, retail, parking, and open spaces similar to the proposed project. This alternative included a reduced number of residential dwelling units (2,663 compared to 2,682 for the project). The Planning Department determined that Alternative B (Full Preservation/Reduced Program) and Alternative C (Full Preservation/ Similar Program) included in the EIR adequately represent the range of environmental impacts that could be expected under this preservation scenario such that this alternative would be unnecessary. Therefore, this alternative was rejected from further consideration.
- Full Preservation Alternative B from Preservation Alternatives Report. Similar to the Full Preservation Alternative, this alternative consisted of rehabilitation of all six historic buildings on the project and development of a mix of residential, office, hotel, retail, parking, and open spaces similar to the proposed project. This alternative included a reduced number of residential dwelling units (2,140 compared to 2,682 for the project) and a reduced amount of open space (18 percent open space compared to 22 percent for the project). The Planning Department determined that Alternative B (Full Preservation/Reduced Program) and Alternative C (Full Preservation/Similar Program) included in the EIR adequately represent the range of environmental impacts that could be expected under this preservation scenario. Further, the reduction in open space component under this alternative would not reduce any significant impacts of the project variant. Therefore, this alternative was rejected from further consideration.
- Partial Preservation Alternative A from Preservation Alternatives Report. This alternative consisted of rehabilitation of Station A and the Boiler Stack, retention of the Unit 3 Power Block, and development of a mix of residential, office, hotel, retail, parking, and open spaces similar to the proposed project. This variation from the Project would not reduce any significant impacts of the project variant. The Planning Department also determined that Alternative D (Partial Preservation 1) included in the EIR would adequately represent the range of environmental impacts that could be expected under this preservation scenario, and this alternative was rejected from further consideration.
- Partial Preservation Alternative B from Preservation Alternatives Report. This alternative consisted of rehabilitation of the Meter House, the Compressor House, and the Boiler Stack, retention of the Unit 3 Power Block, and development of a mix of residential, office, hotel, retail, parking, and open spaces similar to the proposed project. The Planning Department determined that Alternative F (Partial Preservation 3) included in the EIR would adequately represent the range of environmental impacts that could be expected under this preservation scenario, and this alternative was rejected from further consideration.

- Partial Preservation Alternative C from Preservation Alternatives Report. This alternative consisted of retaining and building within the façades of the Meter House and the Compressor House, constructing a glass wall to envelope the historic façades of Station A and new construction above Station A, rehabilitation of the Boiler Stack, retention of Unit 3 Power Block, and development of a mix of residential, office, hotel, retail, parking, and open spaces similar to the project variant. While similar to Alternative G, this alternative included a glass wall of new construction to envelope the historic façades of Station A to provide more usable floor plates. This variation from the project and Alternative G would not serve to reduce any significant impacts of the project. Therefore, the Planning Department determined that Alternative G (Partial Preservation 4) included in the EIR would adequately represent the range of environmental impacts that could be expected under this preservation scenario, and this alternative was rejected from further consideration.
- Other Partial Preservation Alternatives from Preservation Alternatives Report. One partial preservation concept considered consisted of rehabilitating and/or relocating only the Gate House. This concept was rejected because it would not avoid or lessen significant impacts to historic resources on the site and because it would mitigate significant impacts to a lesser extent than partial preservation Alternatives D, E, F, and G included in the EIR. Another concept considered would retain the exterior character-defining features of the Compressor House and the Meter House, but would relocate the buildings elsewhere on the project site; this concept was rejected because the feasibility of relocating either of these masonry buildings is unknown due to site constraints and their deteriorated condition such that rehabilitating the relocated structures to Secretary of Interior's standard is questionable. Therefore, these concepts were rejected from further consideration because they would not avoid or lessen significant impacts to historic resources on the site, would mitigate significant impacts to a lesser extent than partial preservation Alternatives D, E, F, and G included in the EIR, and/or would not be feasible.

**The Commission concurs with the findings in the EIR, and rejects these preservation alternatives as infeasible because they would not avoid significant impacts of the Project and/or are adequately represented by other alternatives considered in the EIR.**

### **3. No Office, No Hotel Alternative**

This concept was raised during the scoping period for the EIR and was suggested in the context of concerns with housing/jobs balance and the lack of housing in San Francisco. This concept was rejected because it would not reduce identified significant environmental impacts of the Project, including impacts to cultural resources, air quality, and construction and operations noise. This concept also would not meet Objective 1 to the same degree as the project variant because it would not provide a mix of uses, including office and hotel uses, and also would not achieve Objective 16.

**The Commission concurs with the findings in the EIR, and rejects this alternative as infeasible because it (1) would not avoid significant impacts of the Project, and (2) fails to meet several of the Project's basic objectives.**



#### **4. Design Alternatives**

As part of project development, the Project Sponsor considered numerous design and layout concepts for the Project Site. As none of these concepts were developed for the purpose of reducing significant environmental impacts, the Planning Department did not consider them as alternatives as part of the CEQA environmental review.

#### **5. New Construction Adjacent to Station A Turbine Hall**

A comment on the EIR suggested that adjacent new construction could be developed on the footprint of the former Boiler Hall, which could also provide an opportunity for seismic strengthening of the Turbine Hall. The footprint of the former Boiler Hall is at the location of the project's proposed Louisiana Paseo open space and also extends into the western portion of the project's Block 7 and Block 11, as well as the western portion of Power Station Park. Therefore, changes to the site plan would be necessary that would be likely to impair the achievement of basic project objectives. Furthermore, new construction adjacent to the Station A Turbine Hall would not reduce effects on Station A to a greater degree than other fully analyzed alternatives that would preserve all or some portions of the Station A Turbine Hall (Alternatives B, C, and D). Therefore, this alternative was rejected from further consideration.

The Commission concurs with the findings in the EIR, and rejects this alternative as infeasible because it would not avoid significant impacts of the Project and would impair the achievement of basic project objectives.

#### **B. Alternatives Considered in the EIR**

The following Alternatives were fully considered and compared in the Final EIR:

##### **1. Alternative A: No Project/Code Compliant Alternative**

As required by CEQA Guidelines section 15126.6(e), a no project alternative is evaluated in this EIR to allow decision-makers to compare the environmental effects of approving the proposed project with the effects of not approving the project. The no project alternative is "the circumstance in which the Project does not proceed." (CEQA Guidelines section 15126.6(e)(3)(B)). Due to the desirable location and the value of the land, the Project Sponsor (and owner of the Power Station sub-area) has indicated that if the Project does not proceed, the Project Site would not remain in its current state of limited temporary uses and vacant buildings, but instead would be developed to the extent permitted by existing land use and Planning Code designations.

Due to the limited development potential under the existing Zoning Code and land use designations, this alternative assumes that the Project Sponsor would not seek to partner with PG&E in the development of the adjacent PG&E sub-area and that the 4.8-acre PG&E sub-area would remain in its current use as storage and housing for power transmission equipment. Thus, Alternative A would consist of development of a total of 22.9 acres compared to the 29 acres under the project variant.

Under the No Project/Code Compliant Alternative, the Project Site would be developed with 87,655 gross square feet (gsf) of commercial uses (general office), 1,088,735 gsf of Production, Distribution, and Repair uses, and 20,768 gsf of retail uses. The retail uses would be comprised of 3,131 gsf of general retail, 7,054 gsf of sit-down restaurant, and 10,583 gsf of quick service restaurant. There would be no residential uses, and no commercial uses designated for R&D/life sciences uses, since these uses are either not principally permitted or allowed under the existing zoning district controls. There would be 274,400 gsf of parking, providing 784 parking spaces, but no centralized parking facility would be developed. Total building area would be 1,471,558 gsf. All buildings would be 40 feet in height, consistent with the existing height limit. This alternative would include 4.4 acres of open space, including a rooftop playing field on one of the commercial buildings. Similar to the project variant, this alternative is assumed to extend the Blue Greenway and Bay Trail through the Project Site. However, there would be no dock or associated wharf and gangway along the bay shoreline.

The No Project/Code Compliant Alternative assumes that Station A, the Compressor House, the Gate House, the Meter House, and the Unit 3 Power Block would be demolished to enable the redevelopment of the site with new, code compliant land uses. This alternative assumes that the Boiler Stack would be retained and repurposed for retail uses, though not necessarily rehabilitated in accordance with the Secretary of Interior's Standards.

Alternative A would avoid or reduce some—but not all—of the significant impacts identified for the proposed project. This alternative would substantially lessen the severity of the following impacts, reducing them from significant and unavoidable with mitigation to less than significant:

- Significant and unavoidable impacts on Muni operations and capacity, both project-specific and cumulative level, would be reduced to less than significant due to reduced number of transit trips.
- Significant and unavoidable impacts from construction-related increases in ambient noise levels to future onsite receptors would be reduced to less than significant due to the absence of residential uses on the site.
- Significant and unavoidable impacts from construction-related plus overlapping operational criteria air pollutant emissions, operations-related criteria air pollutant emissions, and cumulative regional air quality impacts would be reduced to less than significant with mitigation due to the 73 percent reduction in building square footage and associated reduction in vehicle trips.
- Significant and unavoidable impacts from interim wind hazards would be reduced to less than significant due to the reduced building heights.

However, because Alternative A would involve development on a site that is currently not in active use (other than ongoing remediation and temporary office uses), many of the same significant and unavoidable impacts and mitigation measures identified for the project variant would be applicable to Alternative A.

Alternative A also fails to meet several of the Project's basic objectives. The Alternative would not meet Objective 1. While it would provide a mix of general office, PDR, and retail uses, support a daytime population, and provide employment opportunities, the No Project/Code Compliant Alternative would not provide the full mix of diverse land uses targeted under this objective, since it would not include any residential or hotel uses or commercial uses designated for R&D/life sciences that together with office, PDR, and retail uses would constitute a "vibrant neighborhood retail district." Further, Alternative A would not meet most of the other project objectives, including Objectives 4, 5, 6, 8, 9, 12, and 13. It is assumed, however, that this alternative would meet the objectives related to resiliency to sea level rise and earthquakes and sustainable development.

The Commission concurs with these findings in the EIR, and rejects this alternative as infeasible because it (1) would fail to avoid several significant and unavoidable impacts of the project variant, and (2) fails to meet most of the basic Project Objectives. For these reasons, each of which is independently sufficient, the Commission rejects Alternative A in favor of the project variant.

## **2. Alternative B: Full Preservation/Reduced Program Alternative**

The Full Preservation/Reduced Program Alternative would retain and rehabilitate in accordance with the Secretary of Interior's Standards all six onsite historic structures: Station A, the Meter House, the Compressor House, the Gate House, the Unit 3 Power Block, and the Boiler Stack. Building floors would be added to the open volume interior space of Station A. This alternative would incorporate these structures into a development reduced in all aspects to about two thirds the size of the project variant, thereby reducing the magnitude of both construction and operational impacts, but still retaining the diversity of land uses under the Project. Building heights under this alternative would be between 45 to 120 feet, with one building at a height of 200 feet.

Alternative B would avoid one of the significant impacts identified for the project variant – the impact to the onsite historic resources. Alternative B would not avoid any other significant impact identified for the project variant, although it would substantially lessen the severity of the following impact, reducing it from significant and unavoidable with mitigation to less than significant:

- Significant and unavoidable impacts on transit operations, both at a project-specific and cumulative level, would be reduced to less than significant due to the substantial reduction in vehicle trips.

Alternative B would partially meet Objective 1, to redevelop the former power plant site with a mix of residential, commercial, and open space uses to support a daytime population in a vibrant neighborhood district and to provide employment opportunities within walking distance of the surrounding neighborhood. However, the intensity of those uses and opportunities would be reduced by about one third. Alternative B would meet many of the project objectives, including Objectives 2, 5, 6, 13, and 16. However, it would only partially meet other objectives, including those related to increasing the city's housing supply (would provide two thirds the amount of the proposed project) (Objective 4), connecting to the Pier 70 Mixed-Use District project due to grade

changes at the Meter House and the Compressor House (Objective 8), and constructing a substantial amount of PDR uses (would provide two thirds the amount of the proposed project) (Objective 12).

The Planning Commission has reviewed and considered an analysis by EPS, titled “Potrero Power Plant Development Feasibility Analysis of Historic Preservation Alternatives,” dated September 9, 2019, and included in the administrative record for these proceedings which evaluated the financial feasibility of each Project alternative. Among other financial conclusions in the memorandum, the memorandum indicated that “the typical feasibility range [for unleveraged internal rate of return (IRR)] [is] about 18 percent and above for projects of comparable development risk and complexity” as the project variant. However, due to the reduced scope of development and the greatly increased costs to preserve and rehabilitate all of the historic structures on the site, the memorandum found that the Full Preservation/Reduced Program Alternative would result in a net loss of revenue and an unleveraged IRR of negative 0.2 percent, well below the typical IRR, and below the project variant IRR of 8.3 percent. Therefore, the Alternative is not financially feasible. The City retained Century Urban to conduct an independent review of the EPS financial feasibility analysis, and Century Urban in a memorandum dated October 2, 2019, found that the analysis prepared by EPS was “generally reasonable and appropriate.” This peer review is also included in the administrative record for these proceedings.

The Commission concurs with these findings in the EIR, and the conclusions in the EPS and Century Urban reports, and rejects this alternative as infeasible because it (1) would fail to avoid several significant and unavoidable impacts of the project variant, (2) fails to meet several of the basic Project Objectives to the same extent as the project variant, and (3) would be financially infeasible because it would result in a substantial net loss of revenues for the project and therefore does not provide a commercially reasonable rate of return. For these reasons, each of which is independently sufficient, the Commission rejects Alternative B in favor of the project variant.

### **3. Alternative C: Full Preservation/Similar Program Alternative**

The Full Preservation/ Similar Program Alternative would retain and rehabilitate in accordance with the Secretary of Interior’s Standards all six onsite historic structures: Station A, the Meter House, the Compressor House, the Gate House, the Unit 3 Power Block, and the Boiler Stack. Building floors would be added to the open volume interior space of Station A. This alternative would incorporate these structures into a development program similar in magnitude to the project variant, and would specifically include about the same number of residential units as the project. Building heights under this alternative would be between 65 to 240 feet, with two buildings with heights of 300 feet.

Alternative C would avoid one of the significant impacts identified for the project variant—the impact to the onsite historic resources. Alternative C would not avoid any other significant impact identified for the project variant, although it would substantially lessen the severity of the following impact, reducing it from significant and unavoidable with mitigation to less than significant with mitigation:

- Significant and unavoidable impacts on individually eligible historic resources would be avoided by retaining and rehabilitating the onsite historic resources, and implementation of vibration monitoring and vibration control mitigation measures would reduce this impact to less than significant.

In addition, there is the potential for Alternative C to have an additional significant and unavoidable impact associated with wind hazards at buildout, at both a project-specific and cumulative level because of the additional towers at 300 feet in height.

Alternative C would meet Objective 1 to the same degree as the project variant, with only a slight reduction in the amount of office uses. Alternative C would meet most of the Project objectives, including Objectives 2, 4, 5, 6, 12, 13, and 16. However, it would only partially meet the objectives related to connecting to the Pier 70 Mixed-Use District project (Objective 8) due to grade changes at the Meter House and the Compressor House.

With two buildings at 300 feet in height, as compared to the project variant with one 240-foot tower, one 220-foot tower, and one 180-foot tower, Alternative C also would be less compatible with the General Plan Urban Design Element, which provides that heights for new development should complement the City pattern, the resources to be preserved, and the neighborhood element.

Among other financial conclusions, the EPS financial feasibility analysis described above found that largely due to the greatly increased costs to preserve and rehabilitate all of the historic structures on the site, the Full Preservation/Similar Program Alternative would result in an estimated unleveraged IRR of 1.3 percent and a significant loss in net profit. Therefore, the memorandum found that the Alternative does not provide a commercially reasonable rate of return and is not financially feasible. The City retained Century Urban to conduct an independent review of the EPS financial feasibility analysis, and Century Urban found that the analysis prepared by EPS was “generally reasonable and appropriate.”

The Commission concurs with these findings in the EIR, and the conclusions in the EPS and Century Urban reports, and rejects this alternative as infeasible because it (1) would fail to avoid several significant and unavoidable impacts of the project variant, (2) would have additional significant and unavoidable impacts with respect to wind, (3) fails to meet several of the basic Project Objectives to the same extent as the project variant, (4) is financially infeasible because it would result in an unleveraged IRR of 1.3 percent and a significant reduction in net profit, and therefore does not provide a commercially reasonable rate of return, and (5) the alternative’s building heights are less compatible with the Urban Design Element of the General Plan than building heights proposed by the project variant. For these reasons, each of which is independently sufficient, the Commission rejects Alternative C in favor of the project variant.

#### **4. Alternative D: Partial Preservation 1 Alternative**

Similar to the project variant, Alternative D would retain Station A. However, unlike the project variant, Alternative D would rehabilitate Station A’s exterior character-defining features in accordance with the Secretary of Interior’s Standards. Building floors would be added to the open volume interior space of Station A. This alternative would incorporate a development program

similar in magnitude to the project variant. Three historic structures—the Meter House, the Compressor House, and the Gate House—would be demolished. Alternative D would retain the Unit 3 Power Block for hotel use. Also, as with the Project, the Boiler Stack would be retained and repurposed as a ground floor retail space (though allowable uses could also include entertainment, arts, and recreation), but unlike the Project, it would also be rehabilitated in accordance with the Secretary of the Interior’s Standards. Building heights under this alternative would be between 65 to 180 feet, with one building at 300 feet tall.

Although it would reduce the severity of some significant impacts, Alternative D would not eliminate any of the significant and unavoidable impacts of the project variant.

Alternative D would meet Objective 1 to the same degree as the project variant, with a slight reduction in residential and office uses. Alternative D would meet most of the project objectives, including Objectives 2, 5, 6, 8, 12, 13, and 16. However, it would not meet Objective 4 to the same extent as the project variant.

With heights up to 300 feet, as compared to the project variant’s maximum height of 240 feet, Alternative D also would be less compatible with the General Plan Urban Design Element, which provides that heights for new development should complement the City pattern, the resources to be preserved, and the neighborhood element.

Among other financial conclusions, as indicated in the EPS financial feasibility analysis, largely due to the increased costs of rehabilitating Station A and the Boiler Stack to the Secretary of Interior’s Standards, the Partial Preservation I Alternative would result in an estimated unleveraged IRR of 3.5 percent and a significant loss in net profit. Therefore, the memorandum found that the Alternative does not provide a commercially reasonable rate of return and is not financially feasible. The City retained Century Urban to conduct an independent review of the EPS financial feasibility analysis, and Century Urban found that the analysis prepared by EPS was “generally reasonable and appropriate.”

The Commission concurs with these findings in the EIR, and the conclusions in the EPS and Century Urban reports, and rejects this alternative as infeasible because it (1) would fail to avoid any significant and unavoidable impacts of the project variant, (2) fails to meet several of the basic Project Objectives to the same extent as the project variant, (3) is not as financially feasible because it results in an unlevered IRR of 3.5 percent and significant loss in net profit, and therefore does not provide a commercially reasonable rate of return, and (4) the alternative’s building heights are less compatible with the Urban Design Element of the General Plan than building heights proposed by the project variant. For these reasons, each of which is independently sufficient, the Commission rejects Alternative D in favor of the project variant.

## **5. Alternative E: Partial Preservation 2 Alternative**

Alternative E would retain the southern portion of Station A and rehabilitate all or a portion of the exterior character-defining features of the remaining portion of the structure in accordance with the Secretary of Interior’s Standards to the extent feasible. Building floors would be added to the open volume interior space of the remaining portion of Station A. The southern portion of Station

A was selected because there are more character-defining features at that end, and it would replace a 125-foot-tall office building. Otherwise, this alternative generally follows the same land use mixes, heights, and configurations as the project, including demolition of the Meter House, the Compressor House, the Gate House, and northern portion of Station A. Similar to the project variant, Alternative E would retain the Unit 3 Power Block for hotel use. Also, as with the project, the Boiler Stack would be retained and repurposed as a ground floor retail space (though allowable uses could also include entertainment, arts, and recreation), but unlike the project, it would also be rehabilitated in accordance with the Secretary of the Interior's Standards. Building heights under this alternative would be between 65 to 180 feet, with one building at 300 feet tall.

Alternative E would have similar impacts as the project variant and would meet the basic Project objectives.

However, with heights up to 300 feet, as compared to the project variant's maximum height of 240 feet, Alternative E also would be less compatible with the General Plan Urban Design Element, which provides that heights for new development should complement the City pattern, the resources to be preserved, and the neighborhood element.

With respect to historic resources, Alternative E is substantially similar to the project variant and was used as a basis for development of the project variant. Alternative E was developed to avoid the significant and unavoidable impacts of the proposed project on the Third Street Industrial District resulting from demolition of Station A. Among other financial conclusions, the EPS financial feasibility analysis found that as described in the DEIR, Alternative E would result in an estimated unleveraged IRR of 5.8 percent and a significant loss in net profit. Therefore, the memorandum found that the Alternative would not result in a commercially reasonable rate of return and is not financially feasible. The City retained Century Urban to conduct an independent review of the EPS financial feasibility analysis, and Century Urban found that the analysis prepared by EPS was "generally reasonable and appropriate."

The Commission concurs with these findings in the EIR, and the conclusions in the EPS and Century Urban reports, and rejects this alternative as infeasible because it (1) would fail to avoid any significant and unavoidable impacts of the project variant, (2) is not financially feasible because it results in an unlevered IRR of 5.8 percent and a loss in net profit, and therefore does not provide a commercially reasonable rate of return, and (3) the Alternative's building heights are less compatible with the Urban Design Element of the General Plan than building heights proposed by the project variant. For these reasons, each of which is independently sufficient, the Commission rejects Alternative E in favor of the project variant

## **6. Alternative F: Partial Preservation 3 Alternative**

Alternative F would retain the Compressor House and the Meter House and rehabilitate all or a portion of their exterior character-defining features in accordance with the Secretary of Interior's Standards. This alternative would incorporate these structures into a development program similar in magnitude to the project variant. Two historic structures—Station A and the Gate House—would be demolished. Similar to the project, Alternative F would retain the Unit 3 Power Block for a hotel use. Also, as with the project, the Boiler Stack would be retained and repurposed as a

ground floor retail space (though allowable uses could also include entertainment, arts, and recreation), but unlike the project variant, it would also be rehabilitated in accordance with the Secretary of the Interior's Standards. Building heights under this alternative would be between 65 to 180 feet, with one building at 300 feet tall.

Although it would reduce the severity of some impacts, Alternative F would not eliminate any of the significant and unavoidable impacts of the project variant. Also, there is the potential for Alternative F to have two additional significant and unavoidable impacts associated with wind hazards at buildout, at both a project-specific and cumulative level because of the massing of the 180-foot tall building at the southwest corner of the Project Site at Block 5.

Alternative F would meet Objective 1 to the same degree as the project variant, with a slight reduction in residential uses. Alternative F would meet most of the project objectives, including Objectives 2, 5, 6, 8, 12, 13, and 16. However, it would not meet Objectives 4 and 8 to the same extent as the project variant.

With heights up to 300 feet, as compared to the project variant's maximum height of 240 feet, Alternative F also would be less compatible with the General Plan Urban Design Element, which provides that heights for new development should complement the City pattern, the resources to be preserved, and the neighborhood element.

Among other financial conclusions, the EPS financial feasibility analysis found that as described in the DEIR, Alternative F would result in an estimated unleveraged IRR of 5.6 percent and a significant loss in net profit. Therefore, the memorandum found that the Alternative would not result in a reasonable rate of return and is not financially feasible. The City retained Century Urban to conduct an independent review of the EPS financial feasibility analysis, and Century Urban found that the analysis prepared by EPS was "generally reasonable and appropriate."

The Commission concurs with these findings in the EIR, and the conclusions in the EPS and Century Urban reports, and rejects this alternative as infeasible because it (1) would fail to avoid any significant and unavoidable impacts of the project variant, (2) would have two additional significant and unavoidable impacts with respect to wind, (3) fails to meet several of the basic Project Objectives to the same extent as the project variant, (4) is not financially feasible because it results in an unleveraged IRR of 5.6 a significant loss in net profit, and therefore does not provide a commercially reasonable rate of return, and (5) the alternative's building heights are less compatible with the Urban Design Element of the General Plan than building heights proposed by the project variant. For these reasons, each of which is independently sufficient, the Commission rejects Alternative F in favor of the project variant.

## **7. Alternative G: Partial Preservation 4 Alternative**

Alternative G would retain the façades and exterior character-defining features of Station A, the Compressor House, and the Meter House, but would include new construction within and above these buildings. A 125-foot-tall office building would extend from within the façades of the southern portion of Station A, and a 300-foot-tall residential tower would rise from within the façades of the northern portion of Station A. The ground floors within the façades of the



Compressor House and Meter House would be used for retail, with new construction extending 65 feet above the Compressor House to be used for office space. The alternative would incorporate these structures into a development similar in magnitude to the project variant. One historic structure—the Gate House—would be demolished. The major changes from the proposed project would be: (1) the parking garage with rooftop playing field would be relocated from Block 5 to Block 1, with an associated reduction in the building area of the garage and residential uses that are proposed on these blocks under the project, and (2) the 65-foot and 180-foot residential buildings adjacent to the Compressor House and Meter House would be redesigned. Similar to the project, Alternative G would retain the Unit 3 Power Block for a hotel use. Also, the Boiler Stack would be retained and repurposed as a ground floor retail space (though allowable uses could also include entertainment, arts, and recreation), but unlike the project variant, it would also be rehabilitated in accordance with the Secretary of the Interior’s Standards. Building heights under this alternative would be between 65 to 180 feet, with one building at 300 feet tall.

Although it would reduce the severity of some, Alternative G would not eliminate any of the significant and unavoidable impacts of the project variant. Also, there is the potential for Alternative G to have two additional significant and unavoidable impacts associated with wind hazards at buildout, at both a project-specific and cumulative level because of the massing of the 180-foot tall building at the southwest corner of the Project Site at Block 5.

Alternative G would meet Objective 1 to the same degree as the project variant, with a slight reduction in residential and office uses. Alternative G would meet most of the project objectives, including Objectives 2, 5, 6, 8, 12, 13, and 16. However, it would not meet Objectives 4 and 8 to the same extent as the project variant.

With heights up to 300 feet, as compared to the project variant’s maximum height of 240 feet, Alternative G also would be less compatible with the General Plan Urban Design Element, which provides that heights for new development should complement the City pattern, the resources to be preserved, and the neighborhood element.

Among other financial conclusions, as indicated in the EPS financial feasibility analysis described above, due to the slight reduction in the scope of development and the increased costs of rehabilitating the Boiler Stack to the Secretary of Interior’s Standards, the Partial Preservation 4 Alternative would result in an estimated unleveraged IRR of 4.2 percent and a significant loss in net profit. Therefore, the memorandum found that the Alternative does not result in a commercially reasonable rate of return and is not financially feasible. . The City retained Century Urban to conduct an independent review of the EPS financial feasibility analysis, and Century Urban found that the analysis prepared by EPS was “generally reasonable and appropriate.”

The Commission concurs with these findings in the EIR, and the conclusions in the EPS and Century Urban reports, and rejects this alternative as infeasible because it (1) would fail to avoid any significant and unavoidable impacts of the project variant, (2) would have two additional significant and unavoidable impacts with respect to wind, (3) fails to meet several of the basic Project Objectives to the same extent as the project variant, (4) is not financially feasible because it results in an unlevered IRR of 4.2 percent and a significant loss in net profit, and therefore does not provide a commercially reasonable rate of return, and (5) the alternative’s building heights are

less compatible with the Urban Design Element of the General Plan than building heights proposed by the project variant. For these reasons, each of which is independently sufficient, the Commission rejects Alternative G in favor of the project variant.

## VI. STATEMENT OF OVERRIDING CONSIDERATIONS

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

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, the Commission specially finds that there are significant benefits of the Project in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. The Commission further finds that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially lessened where feasible. The Commission has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the specific overriding economic, technical, legal, social and other considerations set forth below.

The Project will have the following benefits:

- Addition of approximately 2,601 residential units to the City's housing stock, including affordable housing, which helps the City meet its regional housing needs allocation;
- Addition of approximately 2,601 residential units to the City's housing stock within an urban infill location in close proximity to transit and retail uses, which will assist in alleviating the effects of suburban sprawl;
- Development of a land use program that will generate no net new greenhouse gas emissions, and which will provide a model of environmentally sustainable design practices, to, among other things maximize walking, bicycling and use of public transportation, and minimize the impacts and use of private automobiles by implementing a land use program with increased residential density and a commercial neighborhood core located within comfortable walking distance of transit service and residences;
- Construction of an energy-efficient, low-impact development that utilizes sustainable design and clean energy technologies to achieve LEED gold certification;
- Development of waterfront parks, and construction of a floating dock extending out and above the tidal zone to provide access from the site to the bay for fishing and suitable recreational vessels;

- Development of approximately 6.9 acres of open space, including a Waterfront Park that will extend the Blue Greenway and Bay Trail to provide pedestrian and bicycle access along the waterfront between the Pier 70 Mixed-Use District project and the Project Site, and a rooftop soccer field;
- Construction of improvements that protect the Project Site against potential flooding due to future sea level rise in combination with storm and high tide conditions, including physical improvements to the shoreline, including rock slope revetments, berms and bulkheads, and grade elevation inland;
- Preservation of large portions of Station A (an individual and contributing historic resource), and retention of the Boiler Stack (a contributing historic resource) and possibly the Unit 3 Power Block (a contributing historic resource).
- Provision of new child care facility/ies on-site to serve Project residents and users;
- Provision of approximately 32,000 gross square feet of facilities for community members to gather for recreational, educational, social, or cultural activities;
- Provision of affordable housing contributions in amounts that exceed the amounts required pursuant to existing City ordinances, regulations and policies and that are intended to constitute 30 percent of the total number of housing units in the Project;
- Reconfiguration of the street grid within the Project Site to conform with San Francisco's Better Streets design guidelines, including the realignment of existing streets and the creation of new publicly-owned streets and publicly-accessible streets that accommodate bicycles, pedestrians and motor vehicles;
- Construction of transportation and circulation improvements, including a continuous street network, connections to the planned Pier 70 Mixed-Use District project directly north of the Project Site; new bus stop and shuttle service; and installation of traffic signals at the intersections of Illinois Street at 23rd and Humboldt streets;
- Integration of the Project Site within MUNI's local transit network by including a curbside bus layover onsite at the north side of 23rd Street between Maryland and Delaware Streets, in anticipation of a future MUNI bus route extension into the Project Site;
- Strengthening of transit connectivity to the Project Site by providing a bus shuttle service, with service of at least 15-minute (and potentially 7.5-minute) intervals during weekday morning and evening peak periods. The shuttle service would provide access between the project site, the 22nd Caltrain station and the 16th Street BART station;
- Provision of employment opportunities during construction of the Project with wages at least at the general prevailing rate of per diem wages for the type of work and geographic area. The Project would create high-wage, highly skilled jobs that pay prevailing wages and living wages as required by Public Resources Code section 21183(b)
- Creation and implementation of a Transportation Demand Management ("TDM") program, including but not limited to transit pass subsidies for residents and employees in the Project Site, to facilitate and encourage the use of transportation modes other than the private automobile, to minimize the amount of automobile traffic originating from the Project Site, and to improve traffic flow on adjacent roadways, as further described in the TDM Plan;

**TABLE A  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.D Historic Architectural Resources</b>				
<p><b>Mitigation Measure M-CR-5a: Documentation</b></p> <p>Before any demolition or rehabilitation activities within the project site, the project sponsor shall retain a professional who meets the Secretary of the Interior's Professional Qualification Standards for Architectural History to prepare written and photographic documentation of Station A, the Compressor House, the Meter House, the Gate House, the Boiler Stack, and Unit 3. The documentation shall be prepared based on the National Park Service's Historic American Building Survey (HABS)/Historic American Engineering Record (HAER) Historical Report Guidelines. The HABS/HAER package shall jointly document the Third Street Industrial District contributors and individually eligible resources to be demolished or otherwise adversely affected. This type of documentation is based on a combination of both HABS/HAER standards and National Park Service's policy for photographic documentation, as outlined in the National Register and National Historic Landmarks Survey Photo Policy Expansion.</p> <p>The documentation shall be scoped and approved by Planning Department Preservation staff and will include the following:</p> <ul style="list-style-type: none"> <li>• <i>Measured Drawings:</i> A set of measured drawings that depict the existing size, scale, and dimension of Station A, the Compressor House, the Meter House, the Gate House, and the Unit 3 Power Block. Planning Department Preservation staff will accept the original architectural drawings or an as-built set of architectural drawings (plan, section, elevation, etc.). Planning Department Preservation staff will assist the consultant in determining the appropriate level of measured drawings; <p><i>HABS-Level Photography:</i> Either HABS standard large-format or digital photography shall be used. The scope of the photographs shall be reviewed by Planning Department Preservation staff for concurrence. All digital photography shall be conducted according to the latest National Park Service standards. The photography shall be undertaken by a qualified professional with demonstrated experience in HABS photography. Photograph views for the dataset shall include (a) contextual views; (b) views of each side of each building and interior views; (c) oblique views of the buildings; and (d) detail views of character-defining features, including features on the interior. All views shall be referenced on a photographic key. This photographic key shall be on a map of the property and shall show the photograph number with an arrow to indicate the direction of the view. Historical photographs shall also be collected, reproduced, and included in the dataset; and</p> <li>• <i>HABS Historical Report:</i> A written historical narrative and report, per HABS Historical Report Guidelines.</li> <li>• <i>Print-On-Demand Book:</i> A Print On Demand softcover book will be produced that includes the content of the HABS historical report, historical photographs, HABS-level photography, measured drawings and field notes.</li> </li></ul> <p>The project sponsor shall transmit such documentation to the San Francisco Planning Department, the Port of San Francisco, and to repositories including the History Room of the San Francisco</p>	<p>Project sponsor and qualified historic preservation professional who meets the standards for history, architectural history, or architecture (as appropriate), as set forth by the <i>Secretary of the Interior's Professional Qualification Standards</i> (36 Code of Federal Regulations, Part 61)</p>	<p>Prior to the issuance of a site permit, demolition permit, or any other permit from the Department of Building Inspection in connection with Station A, the Compressor House, the Meter House, the Gate House, the Boiler Stack, and Unit 3</p>	<p>Planning Department Preservation Technical Specialist to review and approve HABS/HAER documentation</p>	<p>Considered complete upon submittal of final HABS/HAER documentation to the Preservation Technical Specialist and determination from the Preservation Technical Specialist that documentation is complete</p>

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.D Historic Architectural Resources (cont.)</b>				
Public Library, San Francisco Heritage, Internet Archive, the California Historical Society, the Potrero Hill Archives Project, and the Northwest Information Center of the California Historical Information Resource System. All documentation will be reviewed and approved by the San Francisco Planning Department's Preservation staff prior to granting any demolition or site permit.				
<p><b>Mitigation Measure M-CR-5b: Video Recordation</b></p> <p>Prior to any demolition or substantial alteration of an individual historical resource or contributor to a historic district on the project site, the project sponsor shall retain a qualified professional to undertake video documentation of the affected historical resource and its setting. The documentation shall be conducted by a professional videographer with experience recording architectural resources. The professional videographer shall provide a storyboard of the proposed video recordation for review and approval by Planning Department preservation staff. The documentation shall be narrated by a qualified professional who meets the standards for history, architectural history, or architecture (as appropriate), as set forth by the Secretary of the Interior's Professional Qualification Standards (36 Code of Federal Regulations, Part 61). The documentation shall include as much information as possible—using visuals in combination with narration—about the materials, construction methods, current condition, historical use, and historic context of the historic resources.</p> <p>Archival copies of the video documentation shall be submitted to the Planning Department, and to repositories including: the San Francisco Planning Department, the Port of San Francisco, the San Francisco Public Library, San Francisco Heritage, Prelinger Archives, the California Historical Society, the Potrero Hill Archives Project, and the Northwest Information Center of the California Historical Information Resource System. This mitigation measure would supplement the traditional HABS documentation, and would enhance the collection of reference materials that would be available to the public and inform future research.</p> <p>The video documentation shall be reviewed and approved by the San Francisco Planning Department's preservation staff prior to issuance of a demolition permit or site permit or issuance of any Building Permits for the project.</p>	Project sponsor, professional videographer, and qualified narrator who meets the standards for history, architectural history, or architecture (as appropriate), as set forth by the <i>Secretary of the Interior's Professional Qualification Standards</i> (36 Code of Federal Regulations, Part 61)	Prior to the issuance of a site permit, demolition permit, or any other permit from the Department of Building Inspection in connection with Station A, the Compressor House, the Meter House, the Gate House, the Boiler Stack, and Unit 3, or other contributor to a historic district	Planning Department Preservation Technical Specialist	Considered complete upon submittal of final video documentation to the Preservation Technical Specialist and determination from the Preservation Technical Specialist that documentation is complete
<p><b>Mitigation Measure M-CR-5c: Public Interpretation and Salvage</b></p> <p>Prior to any demolition or rehabilitation activities that would remove character-defining features of an individual historical resource or contributor to a historic district on the project site, the project sponsor shall consult with planning department preservation staff as to whether any such features may be salvaged, in whole or in part, during demolition/alteration. The project sponsor shall make a good faith effort to salvage materials of historical interest to be utilized as part of the interpretative program. This could include reuse of the Greek Revival façade of the Machine Shop Office, Gate House or a portion of the Unit 3 Power Block. Following any demolition or rehabilitation activities within the project site, the project sponsor shall provide within publicly accessible areas of the project site a permanent display(s) of interpretive materials concerning the history and architectural features of the individual historical resources</p>	Project sponsor, qualified architectural historian or historian who meets the Secretary of the <i>Interior's Professional Qualification Standards</i> , and an exhibit designer or landscape architect with historical interpretation design experience.	Adequacy of collection confirmed by the Planning Department Preservation Technical Specialist prior to demolition or rehabilitation activities. Interpretative display to be installed prior to the issuance of a Certificate of Occupancy	Planning Department Preservation Technical Specialist to review and approve salvaged material and interpretive display	Considered complete upon installation of display

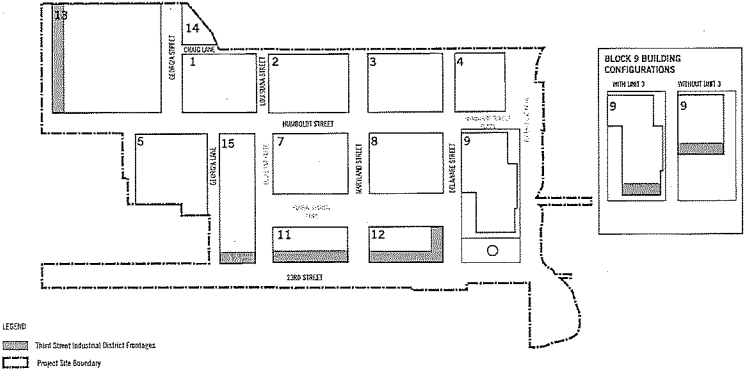
**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.D Historic Architectural Resources (cont.)</b>				
<p>and Third Street Industrial District. The content of the interpretive display(s) shall be coordinated and consistent with the site-wide interpretive plan prepared in coordination with planning department preservation staff, and may include the display of salvaged features recovered through the process described above. The specific location, media, and other characteristics of such interpretive display(s) shall be presented to planning department preservation staff for review prior to any demolition or removal activities. The historic interpretation plan shall be prepared in coordination with an architectural historian or historian who meets the Secretary of the Interior's Professional Qualification Standards and an exhibit designer or landscape architect with historical interpretation design experience. As feasible, coordination with local artists should occur. Interpretive display(s) shall document both the Third Street Industrial District and individually eligible resources to be demolished or rehabilitated. The interpretative program should also coordinate with other interpretative displays currently proposed along the Bay, specifically at Pier 70, those along the Blue Greenway, and others in the general vicinity. The interpretative plan should also explore contributing to digital platforms that are publicly accessible. A proposal describing the general parameters of the interpretive program shall be approved by planning department preservation staff prior to issuance of a site permit. The substance, media and other elements of such interpretive display shall be approved by planning department preservation staff prior to issuance of a Temporary Certificate of Occupancy.</p>				
<p><b>Mitigation Measure M-CR-5d: Rehabilitation of the Boiler Stack</b></p> <p>Prior to the issuing of building permits associated with modifications to the exterior of the Boiler Stack, planning department preservation staff shall review the proposed design and confirm that it conforms to the Secretary of the Interior's Standards for Rehabilitation and the Design for Development standards and guidelines.</p>	<p>Project sponsor and qualified architectural historian who meets the <i>Secretary of Interior's Professional Qualification Standards</i> (36 Code of Federal Regulations Part 61)</p>	<p>Prior to the issuance of a site permit, demolition permit, or any other permit from the Department of Building Inspection in connection with the Boiler Stack</p>	<p>Planning Department Preservation Technical Specialist to review and approve design</p>	<p>Considered complete upon design approval from the Preservation Technical Specialist</p>
<p><b>Mitigation Measure M-CR-5e: (Dependent on approval of Proposed Project OR Project Variant)</b></p> <p><b>Proposed Project:</b></p> <p><b>Mitigation Measure M-CR-5e: Historic Preservation Plan and Review Process for Alteration of the Boiler Stack</b></p> <p>Prior to the approval of the first building permit for construction of Phase 1, a historic preservation plan establishing protective measures shall be prepared and implemented to aid in preserving and protecting the Boiler Stack, which would be retained as part of the project. The historic preservation plan shall be prepared by a qualified architectural historian who meets the Secretary of Interior's Professional Qualification Standards (36 Code of Federal Regulations Part 61). The plan shall establish measures to protect the</p>	<p>Project sponsor and a qualified architectural historian who meets the <i>Secretary of Interior's Professional Qualification Standards</i> (36 Code of Federal Regulations Part 61)</p>	<p>Construction specifications to be developed prior to the issuance of a site permit, demolition permit, or any other permit from the Department of Building Inspection in connection with the Boiler Stack</p>	<p>Planning Department Preservation Technical Specialist to review and approve preservation and protection plan, specifications, monitoring schedule, and other supporting documents</p>	<p>Considered complete upon acceptance by Planning Department of construction specifications to avoid damage to the Boiler Stack</p>

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.D Historic Architectural Resources (cont.)</b>				
<p>retained character-defining features during construction of the project, such as avoiding construction equipment inadvertently coming in contact with the Boiler Stack, to minimize construction-related damage to the Boiler Stack, and to ensure that any such damage is documented and repaired. If deemed necessary upon further condition assessment of the resource, the plan shall include stabilization of the Boiler Stack prior to construction to prevent deterioration or damage. Where pile driving and other construction activities involving the use of heavy equipment would occur in proximity to the Boiler Stack, the project sponsor shall undertake a vibration monitoring program as described in Mitigation Measure M-NO-4a, including establishing a maximum vibration level that shall not be exceeded based on existing conditions, character-defining features, soils conditions, and anticipated construction practices in use at the time. The project sponsor shall ensure that the contractor follows these plans. The preservation and protection plan, specifications, monitoring schedule, and other supporting documents shall be incorporated into the building or site permit application plan sets. The documentation shall be reviewed and approved by Planning Department Preservation staff.</p>				
<p><b>Project Variant:</b></p> <p><b>Mitigation Measure M-CR-5e (Variant): Historic Preservation Plan and Review Process for Alteration of Station A and the Boiler Stack</b></p> <p>Prior to the approval of the first building permit for construction of Phase 1, a historic preservation plan establishing protective measures shall be prepared and implemented to aid in preserving and protecting portions of Station A and the Boiler Stack, which would be retained as part of the project. The historic preservation plan shall be prepared by a qualified architectural historian who meets the Secretary of Interior's Professional Qualification Standards (36 Code of Federal Regulations Part 61). The plan shall establish measures to protect the retained character-defining features during construction of the project, such as avoiding construction equipment inadvertently coming in contact with Station A and the Boiler Stack, to minimize construction-related damage to Station A and the Boiler Stack, and to ensure that any such damage is documented and repaired. If deemed necessary upon further condition assessment of the resource, the plan shall include stabilization of Station A and the Boiler Stack prior to construction to prevent deterioration or damage. Where pile driving and other construction activities involving the use of heavy equipment would occur in proximity to Station A and the Boiler Stack, the project sponsor shall undertake a vibration monitoring program as described in Mitigation Measure M-NO-4a, including establishing a maximum vibration level that shall not be exceeded based on existing conditions, character-defining features, soils conditions, and anticipated construction practices in use at the time. The project sponsor shall ensure that the contractor follows these plans. The preservation and protection plan, specifications, monitoring schedule, and other supporting documents shall be incorporated into the building or site permit application plan sets. The documentation shall be reviewed and approved by Planning Department Preservation staff.</p>	<p>Project sponsor and a qualified architectural historian who meets the <i>Secretary of Interior's Professional Qualification Standards</i> (36 Code of Federal Regulations Part 61)</p>	<p>Construction specifications to be developed prior to the issuance of a site permit, demolition permit, or any other permit from the Department of Building Inspection in connection with Station A and the Boiler Stack</p>	<p>Planning Department Preservation Technical Specialist to review and approve preservation and protection plan, specifications, monitoring schedule, and other supporting documents</p>	<p>Considered complete upon acceptance by Planning Department of construction specifications to avoid damage to Station A and the Boiler Stack</p>

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<p><b>EIR Section 4.D Historic Architectural Resources (cont.)</b></p> <p><b>Mitigation Measure M-CR-6: Design Controls for New Construction</b></p> <p>The Special Use District (SUD) and Design for Development (D for D) shall contain design standards and guidelines that ensure that new construction and site development within the SUD shall be compatible with the character of the Third Street Industrial District. Beyond the site-wide standards and guidelines developed for open space, buildings, and streetscapes in the D for D, the D for D shall contain design controls for the Third Street Industrial District, as outlined below (see site-wide design controls below).</p> <p>Additional design standards shall apply to the western façades of new buildings fronting Illinois Street, the southern façades of new buildings fronting 23rd Street, and the eastern and/or southern façades of new buildings fronting the Boiler Stack (see block and frontage-specific design controls below and <b>Figure M-CR-6, Site Frontages Subject to Design Controls</b>). These façades would all face contributors to the Third Street Industrial District. The additional design standards that shall apply specifically to those frontages are included below.</p>  <p align="center"><b>Figure M-CR-6</b>  Site Frontages Subject to Design Controls</p> <p>These design controls in the D for D shall be compatible with the Secretary of the Interior Standards for Rehabilitation, Standard 9. Standard 9 states that new work shall be differentiated from the old and shall be compatible with the massing, size, scale, and architectural features to protect the integrity of the historic district and its environment.</p>	<p>Project sponsor and a qualified architectural historian</p>	<p>Review of new construction plans prior to the issuance of building permits</p>	<p>Planning Department and Planning Department staff and Preservation Technical Specialist to review and approve design</p>	<p>Considered complete upon design approval from the Planning Department Preservation staff</p>



**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.D Historic Architectural Resources (cont.)</b>				
<p><b>Review Process</b></p> <p>New construction in the Special Use District will be subject to administrative design review prior to the issuing of building permits. Planning staff along with Preservation staff will review new projects to ensure compatibility with the Third Street Industrial District as determined in the above standards and guidelines and identified in the D for D.</p> <p>The D for D shall contain the following Third Street Industrial District Frontage Design Controls:</p> <ul style="list-style-type: none"> <li>• <i>Block and Frontage-Specific Design Controls Ground Floor Height for Blocks 11, 12, and 13: For Ground Floor of Blocks 11 and 12 facing 23rd Street Sugar Warehouses and Block 13 facing American Industrial Center all ground floor spaces shall have a minimum floor-to-floor height of 15 feet as measured from grade.</i></li> <li>• <i>Height + Massing along 23rd and Illinois street frontages. In order for 23rd and Illinois streets to appear balanced on either side, new construction shall respect existing heights of contributors to the Third Street Industrial District by referencing their heights with an upper level 10-foot setback at approximately 65 feet.</i></li> <li>• <i>Awnings on Blocks 10, 11, 12, and 13. An awning shall be provided on the southern facades of Blocks 10, 11, and 12 that face 23rd Street at a height of 15 to 25 feet above sidewalk grade to reference the industrial awning at the westernmost Sugar Refinery Warehouse. Awnings at this location may project up to 15 feet into the public realm. Should the southern façade of Station A be retained, an awning on Block 10 would not be required. For Block 13 frontages facing Illinois Street, canopies and awnings should only be located at the retail land use at the corner of Illinois and 22nd streets.</i></li> </ul> <p>The character, design and materials used for such awnings shall be industrial in character and design, suggestions are the following:</p> <ul style="list-style-type: none"> <li>– They should be flat or pitched, and should not be arched. The functional supporting structure and/or tieback rods should be clearly read [i.e., remain apparent to the observer].</li> <li>– Materials used for canopies and awnings should be utilitarian. Suggested materials include wood, standing seam or louvered metal panels, and corrugated metal.</li> </ul> <ul style="list-style-type: none"> <li>• <i>Openings along 23<sup>rd</sup> and Illinois street frontages.</i> To the extent allowed by the Department of Public Health, large doors, such as sliding or roll-up doors that facilitate the movement of people, equipment, and goods in and out of the ground floor of new construction on Blocks 10-13 shall be incorporated along 23rd Street and Illinois Street.</li> <li>• <i>Special Corners on Block 12.</i> To frame the view of the iconic Boiler Stack, the northeast corner of Block 12 should include the use of high quality materials, such as brick, concrete, copper, steel, glass, and wood, and in addition shall include:</li> </ul>				

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.D Historic Architectural Resources (cont.)</b>				
<ul style="list-style-type: none"> <li>- Volumetric shaping of the area of a building within 15-feet of the northeastern corner of Block 12 with architectural treatments including but not limited to chamfers, round edges, setbacks, and/or protrusions to highlight views or relate to the shape of the Boiler Stack from the public realm.</li> <li>• <i>Special Corners Block 9 without Unit 3.</i> To create an open and inviting entrance to Waterfront Park and Stack Plaza from Delaware Street and Power Station Park, the southwest corner of Block 9 without Unit 3 should use high-quality materials, such as brick, concrete, copper, steel, glass, and wood, and in addition shall include:             <ul style="list-style-type: none"> <li>- Volumetric shaping of any building in the area within 15-feet of the southwest corner of Block 9 with architectural treatments including but not limited to chamfers, round edges, setbacks, and/or protrusions to highlight views or relate to the shape of the Boiler Stack from the public realm.</li> </ul> </li> <li>• <i>Block 9 without Unit 3.</i> For deference to the historic Stack, and to create more physical space between the Stack and new construction, the building of Block 9 without Unit 3 shall be designed such that the overall bulk is reduced by at least 10 percent from the maximum permitted floor area, with a focus along the southern façade of the new building, facing the Stack. A potential distribution of bulk reduction, for example, could result in an 8 percent reduction along the southern façade with a 2 percent reduction elsewhere.                      The building should interact meaningfully with the Boiler Stack, such as referencing the existing relationship between it and Unit 3 (i.e., the simple, iconic form of the Boiler Stack in contrast to the highly complex, detailed form of the Unit 3 Power Block). Retain the existing exhaust infrastructure connecting the Unit 3 Power Block with the Boiler Stack and incorporating it into the new structure as feasible. Consider preserving other elements of the Unit 3 Power Block, such as portions of the steel gridded frame structure, in new construction.</li> <li>• <i>Architectural Features on Blocks 10, 11, 12, and 13.</i> Regularly-spaced structural bays should be expressed on the exterior of the lower massing through the use of rectangular columns or pilasters, which reference the rhythm of loading docks on the Western Sugar Refinery Warehouses and American Industrial Center. Bay widths shall be no larger than 30 feet on center.                      Architectural features such as cornice lines, belt courses, architectural trim, or change in materiality or color should be incorporated into the building design to reference heights and massing of the Western Sugar Refinery Warehouses on 23rd Street and American Industrial Center on Illinois Street at areas of the façade that are not required to be set back.</li> <li>• <i>Third Street District Fenestration.</i> Operable windows shall be single or double hung wood sash, or awning, pivot, or other industrial style steel or aluminum fenestration. Casement windows shall be avoided at lower building massing. Divided lite windows are appropriate.                      Ground level glazing shall incorporate transom windows if not utilizing roll up or full height sliding doors.</li> </ul>				

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.D Historic Architectural Resources (cont.)</b>				
<p>Upper level glazing shall consist of regular repeated punched openings with divided lites. Punched openings shall be rectangular in proportion; an exception is the use of segmentally arched openings if the building material is brick.</p> <ul style="list-style-type: none"> <li><i>Third Street District Building Rooftops.</i> Rooftops shall reflect the historic industrial character of the district and include flat, monitor, or shallow shed roofs. Gable or hipped roofs shall be avoided as primary features.</li> </ul> <p><b>The D for D shall contain the following Site Wide Design Controls:</b></p> <ul style="list-style-type: none"> <li><i>Recommended Materials.</i> Recommended materials should be incorporated into building design. Recommended materials include brick, concrete, copper, steel, glass, smooth stucco and wood. Avoid using veneer masonry panels except as described in the Depth of Façade, below. Avoid using smooth, flat, or minimally detailed glass curtain walls; highly reflective glass; coarse-sand finished stucco as a primary siding material; bamboo wood siding as a primary siding material; laminated timber panels; or black and dark materials should not be used as a predominate material. Where metal is used, selection should favor metals with naturally occurring patina such as copper, steel, or zinc. Metals should be matte in finish. Where shiny materials are used, they should be accent elements rather than dominant materials, and are generally not encouraged.</li> <li><i>Depth of Façade.</i> The façade should be designed to create a sense of durability and substantiality, and to avoid a thin or veneer-like appearance. Full brick or masonry is a preferred material. If thin brick or masonry or panel systems are used, these materials should read as having a volumetric legibility that is appropriate to their thickness. For example, masonry should turn the corner at a depth that is consistent with the typical depth of a brick.</li> </ul> <p>Windows and other openings are an opportunity to reinforce the volumetric legibility of the façade, with an appropriate depth that relates to the material selected. For example, the depth of the building frame to the glazing should be sufficiently deep to convey a substantial exterior wall, and materials should turn the corner into a window reveal.</p> <ul style="list-style-type: none"> <li><i>Quality and Durability.</i> Exterior finishes should have the qualities of permanence and durability found in similar contextual building materials used on neighboring sites and in the Central Waterfront. Materials should be low-maintenance, well suited to the specific maritime microclimate of the neighborhood, and able to naturally weather over time without extensive maintenance and upkeep. Materials characteristic of the surrounding context, such as brick, concrete, stone, wood, and glass, and, are envisioned on site and are good candidates to meet durability needs.</li> </ul> <p><b>The D for D shall contain the following Street and Open Spaces Design Controls:</b></p> <ul style="list-style-type: none"> <li><i>Stack Plaza.</i> No more than one-third of the area within 45 feet of the Boiler Stack shall be planted. Paving and hardscape elements shall incorporate industrial elements and materials into the design. Design elements should use simple geometric forms, regular or repeating paving patterns and utilitarian materials such as simple masonry pavers or salvaged masonry units if feasible and safe for public use.</li> </ul>				

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.D Historic Architectural Resources (cont.)</b>				
<p>Stack Plaza design elements, such as planters and native planting, should be kept low to the ground to complement and not distract from the Boiler Stack. Surfaces should not be designed with elaborately applied patterns. Any patterning should be the pragmatic result of the use of unit pavers or concrete score joints.</p> <ul style="list-style-type: none"> <li>• <i>23rd Street Streetscape.</i> The streetscape design of 23rd Street should balance the historic utilitarian character of the Third Street Industrial District with welcoming design gestures for this important entrance to the Potrero Power Station development. To that end, the following guidelines shall be followed: <ul style="list-style-type: none"> <li>– Landscape elements should feel additive to the industrial streetscape. Examples include potted or otherwise designed raised beds of plants and trees that are placed onto paved surfaces; small tree wells within paved surfaces; green walls; and raised or lowered beds edged with industrial materials such as brick, low granite curbs, or steel.</li> <li>– Tree planting locations should be irregularly spaced or placed in small groupings along the street, in contrast with standard Better Street Plan requirements, in order to provide better compatibility with the historic district.</li> <li>– A tree and vegetation palette should be used that does not detract from the industrial character. Green walls, planter boxes, and vegetation should be considered rather than trees for storm water management.</li> <li>– Public art installations, such as murals, are encouraged.</li> </ul> </li> <li>• <i>Transit Bus Shelter.</i> The bus shelter should be utilitarian in materiality and design to reflect the industrial nature of the nearby Western Sugar Refinery Warehouse buildings. The bus shelter shall be coordinated with the building design on Block 12.</li> </ul> <p><i>23rd Street and Illinois Paving.</i> Sidewalk paving at 23rd Street and Illinois Street should be more industrial in character compared to sidewalk paving at other portions of the site. Consider varying sidewalk concrete score joint patterns or pavers from block to block. Design must be reviewed and approved by San Francisco Public Works and San Francisco Municipal Transportation Agency as part of the Street Improvement Plans.</p> <ul style="list-style-type: none"> <li>• <i>23rd Street Transit Island Paving.</i> Pavement at the transit boarding island should incorporate concrete or stone pavers or enhanced cast-in-place concrete with smaller scale joint patterns for a more refined appearance. Integral color and decorative aggregates may be selected for aesthetic quality and shall meet accessible design requirements for slip-resistance. Design must be reviewed and approved by San Francisco Public Works and San Francisco Municipal Transportation Agency as part of the Street Improvement Plans.</li> <li>• <i>Signage.</i> Tenant signage facing contributing buildings to the Third Street Industrial District should be utilitarian in design and materiality to reflect the adjacent historic resources and strengthen the 23rd Street streetscape. Backlit signage should be avoided.</li> </ul>				

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance																							
<b>EIR Section 4.E Transportation and Circulation</b>																											
<p><b>Mitigation Measure M-TR-5: (Dependent on approval of Proposed Project OR Project Variant)</b></p> <p><b>Proposed Project:</b></p> <p><b>Mitigation Measure M-TR-5: Implement Measures to Reduce Transit Delay</b></p> <p><b>Performance Standard.</b> The project sponsor shall be responsible for implementing transportation demand management (TDM) measures to limit the number of project-generated vehicle trips during the p.m. peak hour to a maximum of 89 percent of the EIR-estimated values of each of the phases of project development (performance standard), as shown in the table below. The number of vehicle trips by phase to meet the above stated performance standard shall be included in the approved TDM Plan.</p> <table border="1"> <thead> <tr> <th rowspan="2">Project Development Phase</th> <th colspan="2">Maximum P.M. Peak Hour Vehicle Trips</th> </tr> <tr> <th>Phase Total</th> <th>Running Total</th> </tr> </thead> <tbody> <tr> <td>Phase 1</td> <td>380</td> <td>380</td> </tr> <tr> <td>Phase 2</td> <td>400</td> <td>780</td> </tr> <tr> <td>Phase 3</td> <td>270</td> <td>1,050</td> </tr> <tr> <td>Phase 4</td> <td>640</td> <td>1,690</td> </tr> <tr> <td>Phase 5</td> <td>300</td> <td>1,990</td> </tr> <tr> <td>Phase 6</td> <td>270</td> <td>2,260</td> </tr> </tbody> </table> <p><b>Monitoring and Reporting.</b> Within one year of issuance of the project's first certificate of occupancy, the project sponsor shall retain a qualified transportation consultant approved by the SFMTA to begin monitoring daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan, which shall be included as a part of the approved TDM Plan. The vehicle data collection shall include counts of the number of vehicles entering and exiting the project site on internal streets at the site boundaries on 22nd, Illinois, and 23rd streets for three weekdays. The data for the three weekdays (Tuesday, Wednesday or Thursday) shall be averaged, and surveys shall be conducted within the same month annually. A document with the results of the annual vehicle counts shall be submitted to the Environmental Review Officer and the SFMTA for review within 30 days of the data collection, or with the project's annual TDM monitoring report as required by the TDM Plan (if the latter is preferable to Environmental Review Officer in consultation with the SFMTA).</p>	Project Development Phase	Maximum P.M. Peak Hour Vehicle Trips		Phase Total	Running Total	Phase 1	380	380	Phase 2	400	780	Phase 3	270	1,050	Phase 4	640	1,690	Phase 5	300	1,990	Phase 6	270	2,260	<p>Project sponsor, a qualified transportation consultant approved by the SFMTA</p>	<p>Within one year of issuance of the project's first certificate of occupancy: the first monitoring of daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan.</p> <p>Ongoing: A document with the results of the annual vehicle counts shall be submitted to the Environmental Review Officer and the SFMTA for review within 30 days of the data collection, or with the project's annual TDM monitoring report as required by the TDM Plan (if the latter is preferable to ERO in consultation with the SFMTA).</p>	<p>Planning Department staff and SFMTA</p>	<p>Considered complete when eight consecutive reporting periods show that the fully built project has met the performance standard, or until expiration of the project's development agreement, whichever is earlier.</p>
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**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.E Transportation and Circulation (cont.)</b>				
<p>The project sponsor shall begin submitting monitoring reports to the Planning Department 18 months following 75 percent occupancy of the first phase. Thereafter, annual monitoring reports shall be submitted (referred to as "reporting periods") until eight consecutive reporting periods show that the fully built project has met the performance standard, or until expiration of the project's development agreement, whichever is earlier.</p> <p>If the City finds that the project exceeds the stated performance standard for any development phase, the project sponsor shall select and implement additional TDM measures in order to reduce the number of project-generated vehicle trips to meet the performance standard for that development phase. These measures could include expansion of measures already included in the project's proposed TDM Plan (e.g., providing additional project shuttle routes to alternative destinations, increases in tailored transportation marketing services, etc.), other measures identified in the City's TDM Program Standards Appendix A (as such appendix may be amended by the Planning Department from time to time) that have not yet been included in the project's approved TDM Plan, or, at the project sponsor's discretion, other measures not included in the City's TDM Program Standards Appendix A that the City and the project sponsor agree are likely to reduce peak period driving trips.</p> <p>For any development phase where additional TDM measures are required, the project sponsor shall have 30 months to demonstrate a reduction in vehicle trips to meet the performance standard. If the performance standard is not met within 30 months, the project sponsor shall submit to the Environmental Review Officer and the SFMTA a memorandum documenting proposed methods of enhancing the effectiveness of the TDM measures and/or additional feasible TDM measures that would be implemented by the project sponsor, along with annual monitoring of the project-generated vehicle trips to demonstrate their effectiveness in meeting the performance standard. The comprehensive monitoring and reporting program shall be terminated upon the earlier of (i) expiration of the project's development agreement, or (ii) eight consecutive reporting periods showing that the fully built project has met the performance standard. However, compliance reporting for the City's TDM Program shall continue to be required.</p> <p>If the additional TDM measures do not achieve the performance standard, then the City shall impose additional measures to reduce vehicle trips as prescribed under the development agreement, which may include on-site or off-site capital improvements intended to reduce vehicle trips from the project. Capital measures may include, but are not limited to, peak period or all-day transit-only lanes (e.g., along 22nd Street), turn pockets, bus bulbs, queue jumps, turn restrictions, pre-paid boarding pass machines, and/or boarding islands, or other measures that support sustainable trip making.</p> <p>The monitoring and reporting plan described above may be modified by the Environmental Review Officer in coordination with the SFMTA to account for transit route or transportation network changes, or major changes to the development program. The modification of the monitoring and reporting plan, however, shall not change the performance standard set forth in this mitigation measure.</p>				

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.E Transportation and Circulation (cont.)</b>				
<i>Project Variant:</i>				
<b>Mitigation Measure M-TR-5 (Variant): Implement Measures to Reduce Transit Delay</b>				
<b>Performance Standard.</b> The project sponsor shall be responsible for implementing transportation demand management (TDM) measures to limit the number of project-generated vehicle trips during the p.m. peak hour to a maximum of 89 percent of the EIR-estimated values of each of the phases of project development (performance standard), as shown in the table below. The number of vehicle trips by phase to meet the above stated performance standard shall be included in the approved TDM Plan.				
<b>Project Development Phase</b>	<b>Maximum P.M. Peak Hour Vehicle Trips</b>			
	<b>Project Variant</b>		<b>No PG&amp;E Subarea Scenario</b>	
	<b>Phase Total</b>	<b>Running Total</b>	<b>Phase Total</b>	<b>Running Total</b>
Phase 1	370	370	370	370
Phase 2	440	810	440	810
Phase 3	250	1,060	250	1,060
Phase 4	630	1,690	670	1,730
Phase 5	240	1,930	240	1,970
Phase 6	280	2,210	NA	NA
<b>Monitoring and Reporting.</b> Within one year of issuance of the project's first certificate of occupancy, the project sponsor shall retain a qualified transportation consultant approved by the SFMTA to begin monitoring daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan, which shall be included as a part of the approved TDM Plan. The vehicle data collection shall include counts of the number of vehicles entering and exiting the project site on internal streets at the site boundaries on 22nd, Illinois, and 23rd streets for three weekdays. The data for the three weekdays (Tuesday, Wednesday or Thursday) shall be averaged, and surveys shall be conducted within the same month annually. A document with the results of the annual vehicle counts shall be submitted to the Environmental Review Officer and the SFMTA for review within 30 days of the data collection, or with the project's annual TDM monitoring report as required by the TDM Plan (if the latter is preferable to Environmental Review Officer in consultation with the SFMTA).				
	Project sponsor, a qualified transportation consultant approved by the SFMTA	<p>Within one year of issuance of the project's first certificate of occupancy; the first monitoring of daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan.</p> <p>Ongoing: A document with the results of the annual vehicle counts shall be submitted to the Environmental Review Officer and the SFMTA for review within 30 days of the data collection, or with the project's annual TDM monitoring report as required by the TDM Plan (if the latter is preferable to ERO in consultation with the SFMTA).</p>	Planning Department staff and SFMTA	Considered complete when eight consecutive reporting periods show that the fully built project has met the performance standard, or until expiration of the project's development agreement, whichever is earlier.

**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.E Transportation and Circulation (cont.)</b>				
<p>The project sponsor shall begin submitting monitoring reports to the Planning Department 18 months following 75 percent occupancy of the first phase. Thereafter, annual monitoring reports shall be submitted (referred to as "reporting periods") until eight consecutive reporting periods show that the fully built project has met the performance standard, or until expiration of the project's development agreement, whichever is earlier.</p> <p>If the City finds that the project exceeds the stated performance standard for any development phase, the project sponsor shall select and implement additional TDM measures in order to reduce the number of project-generated vehicle trips to meet the performance standard for that development phase. These measures could include expansion of measures already included in the project's proposed TDM Plan (e.g., providing additional project shuttle routes to alternative destinations, increases in tailored transportation marketing services, etc.), other measures identified in the City's TDM Program Standards Appendix A (as such appendix may be amended by the Planning Department from time to time) that have not yet been included in the project's approved TDM Plan, or, at the project sponsor's discretion, other measures not included in the City's TDM Program Standards Appendix A that the City and the project sponsor agree are likely to reduce peak period driving trips.</p> <p>For any development phase where additional TDM measures are required, the project sponsor shall have 30 months to demonstrate a reduction in vehicle trips to meet the performance standard. If the performance standard is not met within 30 months, the project sponsor shall submit to the Environmental Review Officer and the SFMTA a memorandum documenting proposed methods of enhancing the effectiveness of the TDM measures and/or additional feasible TDM measures that would be implemented by the project sponsor, along with annual monitoring of the project-generated vehicle trips to demonstrate their effectiveness in meeting the performance standard. The comprehensive monitoring and reporting program shall be terminated upon the earlier of (i) expiration of the project's development agreement, or (ii) eight consecutive reporting periods showing that the fully built project has met the performance standard. However, compliance reporting for the City's TDM Program shall continue to be required.</p> <p>If the additional TDM measures do not achieve the performance standard, then the City shall impose additional measures to reduce vehicle trips as prescribed under the development agreement, which may include on-site or off-site capital improvements intended to reduce vehicle trips from the project. Capital measures may include, but are not limited to, peak period or all-day transit-only lanes (e.g., along 22nd Street), turn pockets, bus bulbs, queue jumps, turn restrictions, pre-paid boarding pass machines, and/or boarding islands, or other measures that support sustainable trip making.</p> <p>The monitoring and reporting plan described above may be modified by the Environmental Review Officer in coordination with the SFMTA to account for transit route or transportation network changes, or major changes to the development program. The modification of the monitoring and reporting plan, however, shall not change the performance standard set forth in this mitigation measure.</p>				



**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.E Transportation and Circulation (cont.)</b>				
<p><b>Mitigation Measure M-TR-7: Improve Pedestrian Facilities at the Intersection of Illinois Street/22nd Street</b></p> <p>In the event that the Pier 70 Mixed-Use District project does not implement improvements at the intersection of Illinois Street/22nd Street, as part of the proposed project's sidewalk improvements on the east side of Illinois Street between 22nd and 23rd streets, the project sponsor shall work with SFMTA to implement the following improvements:</p> <ul style="list-style-type: none"> <li>• Install a traffic signal, including pedestrian countdown signal heads at the intersection of Illinois Street/22nd Street.</li> <li>• Stripe marked crosswalks in the continental design.</li> <li>• Construct/reconstruct ADA compliant curb ramps at the four corners, as necessary.</li> </ul> <p>In the event that the Pier 70 Mixed-Use District project does not implement these improvements, the project sponsor shall be responsible for costs associated with design and implementation of these improvements. The SFMTA shall determine whether the SFMTA or the project sponsor would implement these improvements.</p>	Project sponsor and SFMTA	Ongoing during project construction	ERO or other Planning Department staff along with SFMTA	Considered complete when intersection improvement is complete
<b>EIR Section 4.F Noise and Vibration</b>				
<p><b>Mitigation Measure M-NO-1: Construction Noise Control Measures</b></p> <p>The project sponsor shall implement construction noise controls as necessary to ensure compliance with the Noise Ordinance limits and to reduce construction noise levels at sensitive receptor locations to the degree feasible. Noise reduction strategies that could be implemented include, but are not limited to, the following:</p> <ul style="list-style-type: none"> <li>• Require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures, and acoustically-attenuating shields or shrouds).</li> <li>• Require the general contractor to locate stationary noise sources (such as the rock/concrete crusher, or compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and/or to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as 5 dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, to the maximum extent practicable.</li> <li>• Require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which would reduce noise levels by as much as 10 dBA.</li> </ul>	Project sponsor and construction contractor	During the construction period for all measures, and prior to the issuance of each building permit for submittal of a plan to track and respond to complaints pertaining to construction noise	Planning Department, Department of Building Inspection (as requested and/or on complaint basis), Police Department (on complaint basis).	Considered complete at the completion of project construction

**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<p><b>EIR Section 4.F Noise and Vibration (cont.)</b></p> <p>Include noise control requirements for construction equipment and tools, including specifically concrete saws, in specifications provided to construction contractors. Such requirements could include, but are not limited to, erecting temporary plywood noise barriers around a construction site, particularly where a site adjoins noise-sensitive uses; utilizing noise control blankets on a building structure as the building is erected to reduce noise levels emanating from the construction site; performing all work in a manner that minimizes noise; using equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants; and selecting haul routes that avoid residential uses.</p> <ul style="list-style-type: none"> <li>• Prior to the issuance of each building permit, along with the submission of construction documents, submit to the Planning Department and Department of Building Inspection or the Port, as appropriate, a plan to track and respond to complaints pertaining to construction noise. The plan shall include the following measures: (1) a procedure and phone numbers for notifying the San Francisco Department of Building Inspection or the Port, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted onsite describing permitted construction days and hours, noise complaint procedures, and a complaint hotline number that shall be answered at all times during construction; (3) designation of an onsite construction compliance and enforcement manager for the project; and (4) notification of neighboring residents and non residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise-generating activities (such as pile driving and blasting) about the estimated duration of the activity.</li> <li>• Wherever pile driving or controlled rock fragmentation/rock drilling is proposed to occur, the construction noise controls shall include as many of the following control strategies as feasible:             <ul style="list-style-type: none"> <li>– Implement “quiet” pile-driving technology such as pre-drilling piles where feasible to reduce construction-related noise and vibration.</li> <li>– Use pile-driving equipment with state-of-the-art noise shielding and muffling devices.</li> <li>– Use pre-drilled or sonic or vibratory drivers, rather than impact drivers, wherever feasible (including slipways) and where vibration-induced liquefaction would not occur.</li> <li>– Schedule pile-driving activity for times of the day that minimize disturbance to residents as well as commercial uses located onsite and nearby.</li> <li>– Erect temporary plywood or similar solid noise barriers along the boundaries of each project block as necessary to shield affected sensitive receptors.</li> <li>– Implement other equivalent technologies that emerge over time.</li> <li>– If controlled rock fragmentation (including rock drills) were to occur at the same time as pile driving activities in the same area and in proximity to noise-sensitive receptors, pile drivers should be set back at least 100 feet while rock drills should be set back at least 50 feet (or vice-versa) from any given sensitive receptor.</li> </ul> </li> </ul>				

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.F Noise and Vibration (cont.)</b>				
<ul style="list-style-type: none"> <li>- If blasting is done as part of controlled rock fragmentation, use of blasting mats and reducing blast size shall be implemented to the extent feasible in order to minimize noise impacts on nearby sensitive receptors.</li> </ul>				
<p><b>Mitigation Measure M-NO-4a: Construction Vibration Monitoring</b></p> <p>The project sponsor shall undertake a monitoring program to ensure that construction-related vibration does not exceed 0.5 in/sec PPV at the Boiler Stack, the American Industrial Center South building, and the Western Sugar Warehouses as required pursuant to Mitigation Measures M-NO-4b (Vibration Control Measures During Controlled Blasting and Pile Driving), M-NO-4c (Vibration Control Measures During Use of Vibratory Equipment), and M-CR-5e (Historic Preservation Plan and Review Process for Alteration of the Boiler Stack). The monitoring program shall include the following components:</p> <ul style="list-style-type: none"> <li>• Prior to any controlled blasting, pile driving, or use of vibratory construction equipment (vibration-inducing construction), the project sponsor shall engage a historic architect or qualified historic preservation professional and a qualified acoustical/vibration consultant or structural engineer to undertake a pre-construction survey of the Boiler Stack, the American Industrial Center South building, and the Western Sugar Warehouses to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource, a structural engineer or other qualified entity shall establish a maximum vibration level that shall not be exceeded based on existing conditions, character-defining features, soils conditions and anticipated construction practices in use at the time. The qualified consultant shall conduct regular periodic inspections of each historical resource within 80 feet of vibration-inducing construction throughout the duration of vibration-inducing construction. The pre-construction survey and inspections shall be conducted in concert with the Historic Preservation Plan required pursuant to Mitigation Measure M-CR-5e, Historic Preservation Plan and Review Process for Alteration of the Boiler Stack.</li> <li>• Prior to the start of any vibration-inducing construction, the qualified acoustical/vibration consultant or structural engineer shall undertake a pre-construction survey of any offsite structures or onsite structures constructed by the project within 80 feet of such vibration inducing construction. The qualified acoustical/vibration consultant or structural engineer shall conduct periodic inspections of all other non-historic structures throughout the duration of vibration inducing construction.</li> <li>• The qualified historic and acoustical/structural consultant shall submit monitoring reports to San Francisco Planning documenting vibration levels and findings from regular inspections.</li> <li>• Based on planned construction activities for the project and condition of the adjacent structures, an acoustical consultant shall monitor vibration levels at each structure and shall prohibit vibration inducing construction activities that generate vibration levels in excess of 0.5 in/sec PPV. Should vibration levels be observed in excess of 0.5 in/sec PPV or should damage to any structure be observed, construction shall be halted and alternative</li> </ul>	<p>Project sponsor, structural engineer, and preservation architect</p>	<p>Pre-Construction Assessment and Vibration Management and Monitoring Plan to be completed prior to issuance of site permit, demolition permit, or any other construction permit from the Department of Building Inspection in connection with the Boiler Stack, the American Industrial Center South building, and the Western Sugar Warehouses.</p> <p>Monitoring to occur during the period of major structural project construction activity, including demolition and excavation. If monitoring detects vibration levels in excess of the standard, sponsor to notify the Planning Department within 5 working days.</p> <p>Monitoring reports to be submitted at a frequency established in the monitoring plan.</p>	<p>Planning Department Preservation Technical Specialist shall review and approve the Vibration Management and Monitoring Plan and periodic monitoring reports</p>	<p>Considered complete upon submittal to Planning Department of report on the Vibration Management and Monitoring Plan and effects, if any, on adjacent historical resources, after all major structural project construction activity, including demolition and excavation</p>

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.F Noise and Vibration (cont.)</b>				
<p>construction techniques put in practice, to the extent feasible. For example, smaller, lighter equipment might be able to be used or pre-drilled piles could be substituted for driven piles, if soil conditions allow.</p>				
<p><b>Mitigation Measure M-NO-4b: Vibration Control Measures During Controlled Blasting and Pile Driving</b></p> <p>Vibration controls shall be specified to ensure that the vibration limit of 0.5 in/sec PPV can be met at all nearby structures when all potential construction-related vibration sources (onsite and offsite) are considered. These controls could include smaller charge sizes if controlled blasting is used, pre-drilling pile holes, using the pulse plasma fragmentation technique, or using smaller vibratory equipment. This vibration limit shall be coordinated with vibration limits required under Mitigation Measure M-BI-4, Fish and Marine Mammal Protection during Pile Driving, to ensure that the lowest of the specified vibration limits is ultimately implemented.</p>	Project sponsor and construction contractor	During pile driving and related construction activities	Planning Department, Department of Building Inspection	Considered complete at the completion of project construction
<p><b>Mitigation Measure M-NO-4c: Vibration Control Measures During Use of Vibratory Equipment</b></p> <p>In areas with a "very high" or "high" susceptibility for vibration-induced liquefaction or differential settlement risks, as part of subsequent site-specific geotechnical investigations, the project's geotechnical engineer shall specify an appropriate vibration limit based on proposed construction activities and proximity to liquefaction susceptibility zones. At a minimum, the vibration limit shall not exceed 0.5 in/sec PPV, unless the geotechnical engineer demonstrates, to the satisfaction of the Environmental Review Officer (ERO), that a higher vibration limit would not result in building damage. The geotechnical engineer shall specify construction practices (such as using smaller equipment or pre-drilling pile holes) required to ensure that construction-related vibration does not cause liquefaction hazards at nearby structures. The project sponsor shall ensure that all construction contractors comply with these specified construction practices. This vibration limit shall be coordinated with vibration limits required under Mitigation Measure M-BI-4, Fish and Marine Mammal Protection during Pile Driving, to ensure that the lowest of the specified vibration limits is ultimately implemented.</p>	Project sponsor, geotechnical engineer, and construction contractor	Plan submitted to ERO prior to use of vibratory equipment	ERO, Planning Department, and Department of Building Inspection	Considered complete at the completion of project construction
<p><b>Mitigation Measure M-NO-5: Stationary Equipment Noise Controls</b></p> <p>For all stationary equipment on the project site, noise attenuation measures shall be incorporated into the design of fixed stationary noise sources to ensure that the noise levels meet section 2909 of the San Francisco Police Code. A qualified acoustical engineer or consultant shall verify the ambient noise level based on noise monitoring and shall design the stationary equipment to ensure that the following requirements of the noise ordinance are met:</p> <ul style="list-style-type: none"> <li>Fixed stationary equipment shall not exceed 5 dBA above the ambient noise level at the property plane at the closest residential uses (Blocks 1, 5 - 8, 13 and possibly Blocks 4, 9, 12, and 14, depending on the use ultimately developed) and 8 dBA on blocks where commercial/industrial uses are developed (Blocks 2, 3, 10, 11, and possibly Blocks 4, 12, and 14, depending on the use ultimately developed);</li> </ul>	Project sponsor and qualified acoustical engineer or consultant	Prior to approval of a building permit	ERO, Planning Department, and Department of Building Inspection	Considered complete at the completion of project construction

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.F Noise and Vibration (cont.)</b>				
<ul style="list-style-type: none"> <li>Stationary equipment shall be designed to ensure that the interior noise levels at adjacent or nearby sensitive receptors (residential, hotel, and childcare receptors) do not exceed 45 dBA.</li> </ul> <p>Noise attenuation measures could include installation of critical grade silencers, sound traps on radiator exhaust, provision of sound enclosures/barriers, addition of roof parapets to block noise, increasing setback distances from sensitive receptors, provision of intake louvers or louvered vent openings, location of vent openings away from adjacent residential uses, and restriction of generator testing to the daytime hours.</p> <p>The project sponsor shall demonstrate to the satisfaction of the Environmental Review Officer (ERO) that noise attenuation measures have been incorporated into the design of all fixed stationary noise sources to meet these limits prior to approval of a building permit.</p>				
<p><b>Mitigation Measure M-NO-8: (Dependent on approval of Proposed Project OR Project Variant)</b></p> <p><b>Proposed Project:</b></p> <p><b>Mitigation Measure M-NO-8: Design of Future Noise-Sensitive Uses</b></p> <p>Prior to issuance of a building permit for vertical construction of a residential building or a building with childcare or hotel uses, a qualified acoustical consultant shall conduct a noise study to determine the need to incorporate noise attenuation features into the building design in order to meet a 45-dBA interior noise limit. This evaluation shall be based on noise measurements taken at the time of the building permit application and the future cumulative traffic (year 2040) noise levels expected on roadways located on or adjacent to the project site (i.e., 67 dBA on Illinois Street, 66 dBA on 22nd Street, 60 dBA on Humboldt Street, and 64 dBA on 23rd Street at 50 feet from roadway centerlines) to identify the STC ratings required to meet the 45-dBA interior noise level. The noise study and its recommendations and attenuation measures shall be incorporated into the final design of the building and shall be submitted to the San Francisco Department of Building Inspection for review and approval. The project sponsor shall implement recommended noise attenuation measures from the approved noise study as part of final project design for buildings that would include residential, hotel, and childcare uses.</p>	Project sponsor and qualified acoustical consultant	Prior to issuance of a building permit for vertical construction of a residential building or a building with childcare or hotel uses	San Francisco Department of Building Inspection	Considered complete upon approval of final project design for buildings
<p><b>Project Variant:</b></p> <p><b>Mitigation Measure M-NO-8 (Variant): Design of Future Noise-Sensitive Uses</b></p> <p>Prior to issuance of a building permit for vertical construction of a residential building or a building with childcare or hotel uses, a qualified acoustical consultant shall conduct a noise study to determine the need to incorporate noise attenuation features into the building design in order to meet a 45-dBA interior noise limit. This evaluation shall be based on noise measurements taken at the time of the building permit application and the future cumulative traffic (year 2040) noise levels expected on roadways located on or adjacent to</p>	Project sponsor and qualified acoustical consultant	Prior to issuance of a building permit for vertical construction of a residential building or a building with childcare or hotel uses	San Francisco Department of Building Inspection	Considered complete upon approval of final project design for buildings

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.F Noise and Vibration (cont.)</b>				
<p>the project site (i.e., 67 dBA on Illinois Street, 66 dBA on 22nd Street, 61 dBA on Humboldt Street, and 64 dBA on 23rd Street at 50 feet from roadway centerlines) to identify the STC ratings required to meet the 45-dBA interior noise level. The noise study and its recommendations and attenuation measures shall be incorporated into the final design of the building and shall be submitted to the San Francisco Department of Building Inspection for review and approval. The project sponsor shall implement recommended noise attenuation measures from the approved noise study as part of final project design for buildings that would include residential, hotel, and childcare uses.</p>				
<b>EIR Section 4.G Air Quality</b>				
<p><b>Mitigation Measure M-AQ-2a: Construction Emissions Minimization</b>                      The project sponsor or the project sponsor's contractor shall comply with the following:</p> <p><b>A. Engine Requirements.</b></p> <ol style="list-style-type: none"> <li>1. The project sponsor shall also ensure that all on-road heavy-duty diesel trucks with a gross vehicle weight rating of 19,500 pounds or greater used at the project site (such as haul trucks, water trucks, dump trucks, and concrete trucks) be model year 2010 or newer.</li> <li>2. All off-road equipment (including water construction equipment used onboard barges) greater than 25 horse power shall have engines that meet Tier 4 Final off-road emission standards. Tugs shall comply with U.S. EPA Tier 3 Marine standards for Marine Diesel Engine Emissions.</li> <li>3. Since grid power will be available, portable diesel engines shall be prohibited.</li> <li>4. Renewable diesel shall be used to fuel all diesel engines if it can be demonstrated to the Environmental Review Officer (ERO) that it is compatible with on-road or off-road engines and that emissions of ROG and NOx from the transport of fuel to the project site will not offset its NOx reduction potential.</li> <li>5. Diesel engines, whether for off-road or on-road equipment, shall not be left idling for more than two minutes, at any location, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment (e.g., traffic conditions, safe operating conditions). The contractor shall post legible and visible signs in English, Spanish, and Chinese, in designated queuing areas and at the construction site to remind operators of the two-minute idling limit.</li> <li>6. The contractor shall instruct construction workers and equipment operators on the maintenance and tuning of construction equipment, and require that such workers and operators properly maintain and tune equipment in accordance with manufacturer specifications.</li> </ol>	<p>Project sponsor and construction contractor(s)</p>	<p>Prior to issuance of a site permit, demolition permit, or any other permit from the Department of Building Inspection, with ongoing compliance with the Construction Emissions Minimization Plan throughout the construction period</p>	<p>ERO to review and approve Construction Emissions Minimization Plan; project sponsor and construction contractor to comply with, and document compliance with, Construction Emissions Minimization Plan as required by the ERO</p>	<p>Construction Emissions Minimization Plan considered complete upon ERO review and acceptance of Plan; measure considered complete upon completion of project construction and submittal to ERO of required documentation</p>

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.G Air Quality (cont.)</b>				
<p><b>B. Waivers.</b></p> <p>The ERO may waive the equipment requirements of Subsection (A)(1) if: a particular piece of off-road equipment is technically not feasible; the equipment would not produce desired emissions reduction due to expected operating modes; installation of the equipment would create a safety hazard or impaired visibility for the operator; or, there is a compelling emergency need to use other off-road equipment. If the ERO grants the waiver, the contractor must use the next cleanest piece of off-road equipment, according to the table below.</p> <p>The ERO may waive the equipment requirements of Subsection (A)(2) if: a particular piece of off-road equipment with an engine meeting Tier 4 Final emission standards is not regionally available to the satisfaction of the ERO. If seeking a waiver from this requirement, the project sponsor must demonstrate to the satisfaction of the ERO that the health risks from existing sources, project construction and operation, and cumulative sources do not exceed a total of 10 µg/m<sup>3</sup> or 100 excess cancer risks for any onsite or offsite receptor.</p> <p>The ERO may waive the equipment requirements of Subsection (A)(3) if: an application has been submitted to initiate on-site electrical power, portable diesel engines may be temporarily operated for a period of up to three weeks until on site electrical power can be initiated or, there is a compelling emergency.</p> <p><b>C. Construction Emissions Minimization Plan.</b> Before starting onsite construction activities, the contractor shall submit a Construction Emissions Minimization Plan to the ERO for review and approval. The plan shall state, in reasonable detail, how the contractor will meet the requirements of Section A, Engine Requirements.</p> <ol style="list-style-type: none"> <li>1. The Construction Emissions Minimization Plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. The description may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For off-road equipment using alternative fuels, the description shall also specify the type of alternative fuel being used.</li> <li>2. The project sponsor shall ensure that all applicable requirements of the Construction Emissions Minimization Plan have been incorporated into the contract specifications. The plan shall include a certification statement that the contractor agrees to comply fully with the plan.</li> <li>3. The contractor shall make the Construction Emissions Minimization Plan available to the public for review onsite during working hours. The contractor shall post at the construction site a legible and visible sign summarizing the plan. The sign shall also state that the public may ask to inspect the plan for the project at any time during working hours and shall explain how to request to inspect the plan. The contractor shall post at least one copy of the sign in a visible location on each side of the construction site facing a public right-of-way.</li> </ol>				

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.G Air Quality (cont.)</b>				
<b>D. Monitoring.</b> After start of construction activities, the contractor shall submit quarterly reports to the ERO documenting compliance with the Construction Emissions Minimization Plan. After completion of construction activities and prior to receiving a final certificate of occupancy, the project sponsor shall submit to the ERO a final report summarizing construction activities, including the start and end dates and duration of each construction phase, and the specific information required in the plan.	Project sponsor and construction contractor (s)	Quarterly, after start of construction activities, and within six months of completion of construction activity	Project sponsor/contractor(s) and the ERO	Considered complete upon acceptance of the final report by the ERO
<p><b>Mitigation Measure M-AQ-2b: Diesel Backup Generator Specifications</b></p> <p>To reduce NOx associated with operation of the proposed project, the project sponsor shall implement the following measures.</p> <p>A. All new diesel backup generators shall:</p> <ol style="list-style-type: none"> <li>1. Have engines that meet or exceed California Air Resources Board Tier 4 off-road emission standards which have the lowest NOx emissions of commercially available generators; and</li> <li>2. Be fueled with renewable diesel, if commercially available<sup>2</sup>, which has been demonstrated to reduce NOx emissions by approximately 10 percent.</li> </ol> <p>B. All new diesel backup generators shall have an annual maintenance testing limit of 50 hours, subject to any further restrictions as may be imposed by the Bay Area Air Quality Management District in its permitting process.</p> <p>C. For each new diesel backup generator permit submitted to Bay Area Air Quality Management District for the project, the project sponsor shall submit the anticipated location and engine specifications to the San Francisco Planning Department environmental review officer for review and approval prior to issuance of a permit for the generator from the San Francisco Department of Building Inspection. Once operational, all diesel backup generators shall be maintained in good working order for the life of the equipment and any future replacement of the diesel backup generators shall be required to be consistent with these emissions specifications. The operator of the facility at which the generator is located shall be required to maintain records of the testing schedule for each diesel backup generator for the life of that diesel backup generator and to provide this information for review to the planning department within three months of requesting such information.</p>	Project sponsor, and each facility operator where a generator is located	Ongoing by the project sponsor, and each facility operator where a generator is located	San Francisco Planning Department ERO and BAQQMD	Ongoing for the life of each generator
<p><b>Mitigation Measure M-AQ-2c: Promote Use of Green Consumer Products</b></p> <p>The project sponsor shall provide educational programs and/or materials for residential and commercial tenants concerning green consumer products. Prior to receipt of any certificate of final occupancy and every five years thereafter, the project sponsor shall work with the San Francisco Department of Environment to develop electronic correspondence to be distributed by email annually to residential and/or commercial tenants of each building on the project site that</p>	Project sponsor	Prior to certificate of final occupancy and every five years thereafter	San Francisco Department of Environment	Ongoing

<sup>2</sup> Neste MY renewable Diesel is available in the Bay Area through Western States Oil.



**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.G Air Quality (cont.)</b>				
encourages the purchase of consumer products that generate lower than typical VOC emissions. The correspondence shall encourage environmentally preferable purchasing and shall include contact information and website links to SF Approved (www.sfapproved.org). This website also may be used as an informational resource by businesses and residents.				
<b>Mitigation Measure M-AQ-2d: Electrification of Loading Docks</b> The project sponsor shall ensure that loading docks for retail, light industrial, or warehouse uses that will receive deliveries from refrigerated transport trucks incorporate electrification hook-ups for transportation refrigeration units to avoid emissions generated by idling refrigerated transport trucks.	Project sponsor and construction contractor	Prior to approval of a building permit	Department of Building Inspection	Considered complete at the completion of project construction
<b>Mitigation Measure M-AQ-2e: Additional Mobile Source Control Measures</b> The following Mobile Source Control Measures from the Bay Area Air Quality Management District's 2010 Clean Air Plan shall be implemented: <ul style="list-style-type: none"> <li>• Promote use of clean fuel-efficient vehicles through preferential (designated and proximate to entry) parking and/or installation of charging stations beyond the level required by the City's Green Building code, from 8 to 20 percent.</li> <li>• Promote zero-emission vehicles by requesting that any car share program operator include electric vehicles within its car share program to reduce the need to have a vehicle or second vehicle as a part of the TDM program that would be required of all new developments.</li> </ul>	Project sponsor	Prior to approval of a building permit, or approval of design of district parking garage, whichever is first  Ongoing during operation of car share programs	Department of Building Inspection for approval of district parking garage	Considered complete at the completion of district parking garage construction  Ongoing during operations of car share programs
<b>Mitigation Measure M-AQ-2f: (Dependent on approval of Proposed Project OR Project Variant)</b>  <b>Proposed Project:</b> <b>Mitigation Measure M-AQ-2f: Offset Construction and Operational Emissions</b> Prior to issuance of the final certificate of occupancy for the final building associated with Phase 1, the project sponsor, with the oversight of the Environmental Review Officer (ERO), shall either: <ol style="list-style-type: none"> <li>(1) <b>Directly fund or implement a specific offset project within San Francisco</b> to achieve equivalent to a one-time reduction of 13 tons per year of ozone precursors. This offset is intended to offset the combined emissions from construction and operations remaining above significance levels after implementing the other mitigation measures discussed. To qualify under this mitigation measure, the specific emissions offset project must result in emission reductions within the San Francisco Bay Area Air Basin that would not otherwise be achieved through compliance with existing regulatory requirements. A preferred offset project would be one implemented locally within the City and County of San Francisco. Prior to implementing the offset project, it must be approved by the ERO. The project sponsor shall notify the ERO within six (6) months of completion of the offset project for verification; or</li> </ol>	Project Sponsor	Upon completion of construction, and prior to issuance of certificate of occupancy; (within six months of completion of the offset project for verification)	ERO	Complete upon acceptance of fee by BAAQMD

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.G Air Quality (cont.)</b>				
<p>(2) <b>Pay mitigation offset</b> fees to the Bay Area Air Quality Management District Bay Area Clean Air Foundation. The mitigation offset fee, currently estimated at approximately \$30,000 per weighted ton, plus an administrative fee of no more than 5 percent of the total offset, shall fund one or more emissions reduction projects within the San Francisco Bay Area Air Basin. The fee will be determined by the planning department, the project sponsor, and the air district, and be based on the type of projects available at the time of the payment. This fee is intended to fund emissions reduction projects to achieve reductions of 13 tons of ozone precursors per year, which is the amount required to reduce emissions below significance levels after implementation of other identified mitigation measures as currently calculated.</p> <p>The offset fee shall be made prior to issuance of the final certificate of occupancy for the final building associated with Phase 1 of the project (or an equivalent of approximately 360,000 square feet of residential, 176,000 square feet of office, 16,000 square feet of retail, 15,000 square feet of PDR, 240,000 square feet of hotel, and 25,000 square feet of assembly) when the combination of construction and operational emissions is predicted to first exceed 54 pounds per day. This offset payment shall total the predicted 13 tons per year of ozone precursors above the 10 ton per year threshold after implementation of Mitigation Measures M-AQ-2a through M-AQ-2e and M-TR-5.</p> <p>The total emission offset amount was calculated by summing the maximum daily construction and operational emissions of ROG and NOx (pounds/day), multiplying by 260 work days per year for construction and 365 days per year for operation, and converting to tons. The amount represents the total estimated operational and construction-related ROG and NOx emissions offsets required.</p> <p>(3) <b>Additional mitigation offset fee.</b> The need for an additional mitigation offset payment shall be determined as part of the performance standard assessment of Mitigation Measure M-TR-5. If at that time, it is determined that implementation of Mitigation Measure M-TR-5 has successfully achieved its targeted trip reduction at project buildout, or the project sponsor demonstrates that the project's emissions upon the earlier of: (a) full build-out or (b) termination of the Development Agreement are less than the 10-ton-per-year thresholds for ROG and NOx, then no further installment shall be required. However, if the performance standard assessment determines that the trip reduction goal has not been achieved, and the project sponsor is unable to demonstrate that the project's emissions upon the earlier of: (a) full build-out or (b) termination of the Development Agreement are less than the 10-ton-per-year thresholds for ROG and NOx, then an additional offset payment shall be made in an amount reflecting the difference in emissions, in tons per year of ROG and NOx, represented by the shortfall in trip reduction.</p>				

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.G Air Quality (cont.)</b>				
<p>Documentation of mitigation offset payments, as applicable, shall be provided to the planning department.</p> <p>When paying a mitigation offset fee, the project sponsor shall enter into a memorandum of understanding (MOU) with the Bay Area Air Quality Management District Clean Air Foundation. The MOU shall include details regarding the funds to be paid, the administrative fee, and the timing of the emissions reductions project. Acceptance of this fee by the air district shall serve as acknowledgment and a commitment to (1) implement an emissions reduction project(s) within a time frame to be determined, based on the type of project(s) selected, after receipt of the mitigation fee to achieve the emissions reduction objectives specified above and (2) provide documentation to the planning department and the project sponsor describing the project(s) funded by the mitigation fee, including the amount of emissions of ROG and NOx reduced (tons per year) within the San Francisco Bay Area Air Basin from the emissions reduction project(s). To qualify under this mitigation measure, the specific emissions reduction project must result in emission reductions within the basin that are real, surplus, quantifiable, and enforceable and would not otherwise be achieved through compliance with existing regulatory requirements or any other legal requirement. The requirement to pay such mitigation offset fee shall terminate if the project sponsor is able to demonstrate that the project's emissions upon the earlier of: (a) full build-out or (b) termination of the Development Agreement are less than the 10-ton-per-year thresholds for ROG and NOx.</p>				
<p><b>Project Variant:</b></p> <p><b>Mitigation Measure M-AQ-2f (Variant): Offset Construction and Operational Emissions</b></p> <p>Prior to issuance of the final certificate of occupancy for the final building associated with Phase 1, the project sponsor, with the oversight of the Environmental Review Officer (ERO), shall either:</p> <p>(1) <b>Directly fund or implement a specific offset project within San Francisco</b> to achieve equivalent to a one-time reduction of 14 tons per year of ozone precursors. This offset is intended to offset the combined emissions from construction and operations remaining above significance levels after implementing the other mitigation measures discussed. To qualify under this mitigation measure, the specific emissions offset project must result in emission reductions within the San Francisco Bay Area Air Basin that would not otherwise be achieved through compliance with existing regulatory requirements. A preferred offset project would be one implemented locally within the City and County of San Francisco. Prior to implementing the offset project, it must be approved by the ERO. The project sponsor shall notify the ERO within six (6) months of completion of the offset project for verification; or</p>	Project Sponsor	Upon completion of construction, and prior to issuance of certificate of occupancy; (within six months of completion of the offset project for verification)	ERO	Complete upon acceptance of fee by BAAQMD

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.G Air Quality (cont.)</b>				
<p>(2) <b>Pay mitigation offset</b> fees to the Bay Area Air Quality Management District Bay Area Clean Air Foundation. The mitigation offset fee, currently estimated at approximately \$30,000 per weighted ton, plus an administrative fee of no more than 5 percent of the total offset, shall fund one or more emissions reduction projects within the San Francisco Bay Area Air Basin. The fee will be determined by the planning department, the project sponsor, and the air district, and be based on the type of projects available at the time of the payment. This fee is intended to fund emissions reduction projects to achieve reductions of 14 tons of ozone precursors per year, which is the amount required to reduce emissions below significance levels after implementation of other identified mitigation measures as currently calculated.</p> <p>The offset fee shall be made prior to issuance of the final certificate of occupancy for the final building associated with Phase 1 of the project (or an equivalent of approximately 360,000 square feet of residential, 176,000 square feet of office, 16,000 square feet of retail, 15,000 square feet of PDR, 240,000 square feet of hotel, and 25,000 square feet of assembly) when the combination of construction and operational emissions is predicted to first exceed 54 pounds per day. This offset payment shall total the predicted 14 tons per year of ozone precursors above the 10 ton per year threshold after implementation of Mitigation Measures M-AQ-2a through M-AQ-2e and M-TR-5.</p> <p>The total emission offset amount was calculated by summing the maximum daily construction and operational emissions of ROG and NOx (pounds/day), multiplying by 260 work days per year for construction and 365 days per year for operation, and converting to tons. The amount represents the total estimated operational and construction-related ROG and NOx emissions offsets required.</p> <p>(3) <b>Additional mitigation offset fee.</b> The need for an additional mitigation offset payment shall be determined as part of the performance standard assessment of Mitigation Measure M-TR-5. If at that time, it is determined that implementation of Mitigation Measure M-TR-5 has successfully achieved its targeted trip reduction at project buildout, or the project sponsor demonstrates that the project's emissions upon the earlier of: (a) full build-out or (b) termination of the Development Agreement are less than the 10-ton-per-year thresholds for ROG and NOx, then no further installment shall be required. However, if the performance standard assessment determines that the trip reduction goal has not been achieved, and the project sponsor is unable to demonstrate that the project's emissions upon the earlier of: (a) full build-out or (b) termination of the Development Agreement are less than the 10-ton-per-year thresholds for ROG and NOx, then an additional offset payment shall be made in an amount reflecting the difference in emissions, in tons per year of ROG and NOx, represented by the shortfall in trip reduction.</p> <p>Documentation of mitigation offset payments, as applicable, shall be provided to the planning department.</p>				

**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Actions/ Schedule and Verification of Compliance
<b>EIR Section 4.G Air Quality (cont.)</b>				
<p>When paying a mitigation offset fee, the project sponsor shall enter into a memorandum of understanding (MOU) with the Bay Area Air Quality Management District Clean Air Foundation. The MOU shall include details regarding the funds to be paid, the administrative fee, and the timing of the emissions reductions project. Acceptance of this fee by the air district shall serve as acknowledgment and a commitment to (1) implement an emissions reduction project(s) within a time frame to be determined, based on the type of project(s) selected, after receipt of the mitigation fee to achieve the emissions reduction objectives specified above and (2) provide documentation to the planning department and the project sponsor describing the project(s) funded by the mitigation fee, including the amount of emissions of ROG and NOx reduced (tons per year) within the San Francisco Bay Area Air Basin from the emissions reduction project(s). To qualify under this mitigation measure, the specific emissions reduction project must result in emission reductions within the basin that are real, surplus, quantifiable, and enforceable and would not otherwise be achieved through compliance with existing regulatory requirements or any other legal requirement. The requirement to pay such mitigation offset fee shall terminate if the project sponsor is able to demonstrate that the project's emissions upon the earlier of: (a) full build-out or (b) termination of the Development Agreement are less than the 10-ton-per-year thresholds for ROG and NOx.</p>				
<p><b>Mitigation Measure AQ-4: Siting of Uses that Emit Toxic Air Contaminants</b> For new development including R&amp;D/life science uses and PDR use or other uses that would be expected to generate toxic air contaminants (TACs) as part of everyday operations, prior to issuance of the certificate of occupancy, the project sponsor shall obtain written verification from the Bay Area Air Quality Management District either that the facility has been issued a permit from the air district, if required by law, or that permit requirements do not apply to the facility. However, since air district could potentially issue multiple separate permits to operate that could cumulatively exceed an increased cancer risk of 10 in one million, the project sponsor shall also submit written verification to the San Francisco Planning Department that increased cancer risk associated with all such uses does not cumulatively exceed 10 in one million at any onsite receptor. This measure shall be applicable, at a minimum, to the following uses and any other potential uses that may emit TACs: gas dispensing facilities; auto body shops; metal plating shops; photographic processing shops; appliance repair shops; mechanical assembly cleaning; printing shops; medical clinics; laboratories, and biotechnology research facilities.</p>	Project sponsor	Prior to issuance of the certificate of occupancy for new development would be expected to generate TACs, (such as R&D uses and PDR uses)	BAAQMD and San Francisco Planning Department	Considered complete at the completion of project construction
<p><b>Mitigation Measure AQ-5: Include Spare the Air Telecommuting Information in Transportation Welcome Packets</b> The project sponsor shall include dissemination of information on Spare The Air Days within the San Francisco Bay Area Air Basin as part of transportation welcome packets and ongoing transportation marketing campaigns. This information shall encourage employers and employees, as allowed by their workplaces, to telecommute on Spare The Air Days.</p>	Project sponsor	Prior to and during occupancy of commercial uses	ERO	Ongoing

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.H Wind and Shadow</b>				
<p><b>Mitigation Measure M-WS-2: Identification and Mitigation of Interim Hazardous Wind Impacts</b></p> <p>Prior to the approval of building plans for construction of any proposed building, or a building within a group of buildings to be constructed simultaneously, at a height of 85 feet or greater, the project sponsor (including any subsequent developer) shall submit to the San Francisco Planning Department for review and approval a wind impact analysis of the proposed building(s). The wind impact analysis shall be conducted by a qualified wind consultant. The wind impact analysis shall consist of a qualitative analysis of whether the building(s) under review could result in winds throughout the wind test area (as identified in the EIR) exceeding the 26-mph wind hazard criterion for more hours or at more locations than identified for full project buildout in the EIR. That is, the evaluation shall determine whether partial buildout conditions would worsen wind hazard conditions for the project as a whole. The analysis shall compare the exposure, massing, and orientation of the proposed building(s) to the same building(s) in the representative massing models for the proposed project and shall include any then-existing buildings and those under construction. The wind consultant shall review the proposed building(s) design taking into account feasible wind reduction features including, but not necessarily limited to, inclusion of podium setbacks, terraces, architectural canopies or screens, vertical or horizontal fins, chamfered corners, and other articulations to the building façade. If such building design measures are found not to be effective, landscaping (trees and shrubs), street furniture, and ground-level fences or screens may be considered. Comparable temporary wind reduction features (i.e., those that would be erected on a vacant site and removed when the site is developed) may be considered. The project sponsor shall incorporate into the design of the building(s) any wind reduction features recommended by the qualified wind consultant.</p> <p>If the wind consultant is unable to determine that the building(s) under consideration would not result in a net increase in hazardous wind hours or locations under partial buildout conditions compared to full buildout conditions, the building(s) under review shall undergo wind tunnel testing. The wind tunnel testing shall evaluate the building(s) to determine whether an adverse impact would occur. An adverse wind impact is defined as an aggregate net increase of 1 hour during which, and/or a net increase of 2 locations at which, the wind hazard criterion is exceeded, compared to full buildout conditions identified in the EIR and based on the existing conditions at the time of the subsequent wind tunnel test. As used herein, the existing conditions at the time of the subsequent testing shall include any completed or under construction buildings on the project site. As with the qualitative review above, the evaluation shall determine whether partial buildout conditions would worsen wind hazard conditions for the project as a whole. Accordingly, wind tunnel testing, if required, would include the same test area and test points as were evaluated in the EIR.</p> <p>If the building(s) would result in an adverse impact, as defined herein, additional wind tunnel testing of mitigation strategies would be undertaken until no adverse effect is identified, and the resulting mitigation strategies shall be incorporated into the design of the proposed building(s) and building site(s). All feasible means as determined by the Environmental Review Officer (such as reorienting certain buildings, sculpting buildings to include podiums and terraces or other wind reduction treatments noted above or identified by the qualified wind consultant, or installing landscaping) to eliminate hazardous winds, if predicted, shall be implemented.</p>	<p>Project sponsor, or building developer, and qualified wind consultant</p>	<p>Prior to the approval of building plans for construction of any proposed building, or a building within a group of buildings to be constructed simultaneously, at a height of 85 feet or greater. San Francisco Planning Department and ERO to review and approve scope of work prior to any wind impact analysis or wind tunnel testing</p>	<p>San Francisco Planning Department and ERO</p>	<p>Considered complete at the completion of project construction</p>

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.I Biological Resources</b>				
<p><b>Mitigation Measure M-BI-1: Nesting Bird Protection Measures</b></p> <p>The project sponsor shall require that all construction contractors implement the following measures for each construction phase to ensure protection of nesting birds and their nests during construction:</p> <ol style="list-style-type: none"> <li>1. To the extent feasible, conduct initial project activities outside of the nesting season (January 15–August 15). These activities include, but are not limited to: vegetation removal, tree trimming or removal, ground disturbance, building demolition, site grading, and other construction activities that may impact nesting birds or the success of their nests (e.g., controlled rock fragmentation, blasting, or pile driving).</li> <li>2. For construction activities that occur during the bird nesting season, a qualified wildlife biologist<sup>3</sup> shall conduct pre-construction nesting surveys within 14 days prior to the start of construction or demolition at areas that have not been previously disturbed by project activities or after any construction breaks of 14 days or more. Surveys shall be performed for suitable habitat within 100 feet of the project site in order to locate any active passerine (perching bird) nests and within 100 feet of the project site to locate any active raptor (birds of prey) nests, waterbird nesting pairs, or colonies.</li> <li>3. If active nests protected by federal or state law<sup>4</sup> are located during the preconstruction bird nesting surveys, a qualified biologist shall evaluate if the schedule of construction activities could affect the active nests and if so, the following measures would apply:               <ol style="list-style-type: none"> <li>a. If construction is not likely to affect the active nest, construction may proceed without restriction; however, a qualified biologist shall regularly monitor the nest at a frequency determined appropriate for the surrounding construction activity to confirm there is no adverse effect. The qualified biologist would determine spot-check monitoring frequency on a nest-by-nest basis considering the particular construction activity, duration, proximity to the nest, and physical barriers that may screen activity from the nest. The qualified biologist may revise his/her determination at any time during the nesting season in coordination with the Environmental Review Officer (ERO).</li> <li>b. If it is determined that construction may affect the active nest, the qualified biologist shall establish a no-disturbance buffer around the nest(s) and all project work shall halt within the buffer until a qualified biologist determines the nest is no longer in use.</li> </ol> <p>Given the developed condition of the site, initial buffer distances are 100 to 250 feet for passerines and 100 to 500 feet for raptors; however, the qualified biologist may adjust the buffers based on the nature of proposed activities or site specific conditions.</p> </li> </ol>	<p>Project sponsor, construction contractors, and qualified biologist</p>	<p>Not more than 14 days prior to vegetation removal and grading activities that occur between January 15 and August 15</p>	<p>ERO</p>	<p>Complete upon completion of preconstruction nesting bird surveys or completion of vegetation removal and grading activities outside of the bird breeding season</p>

<sup>3</sup> Typical experience requirements for a "qualified biologist" include a minimum of four years of academic training and professional experience in biological sciences and related resource management activities, and a minimum of two years of experience conducting surveys for each species that may be present within the project area.

<sup>4</sup> These would include species protected by FESA, MBTA, CESA, and California Fish and Game Code and does not apply to rock pigeon, house sparrow, or European starling. USFWS and CDFW are the federal and state agencies, respectively, with regulatory authority over protected birds and are the agencies who would be engaged with if nesting occurs onsite and protective buffer distances and/or construction activities within such a buffer would need to be modified while a nest is still active.

**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.I Biological Resources (cont.)</b>				
<p>c. Modifying nest buffer distances, allowing certain construction activities within the buffer, and/or modifying construction methods in proximity to active nests shall be done at the discretion of the qualified biologist and in coordination with the ERO, who would notify CDFW.</p> <p>d. Any work that must occur within established no-disturbance buffers around active nests shall be monitored by a qualified biologist. If the qualified biologist observes adverse effects in response to project work within the buffer that could compromise the active nest, work within the no-disturbance buffer(s) shall halt until the nest occupants have fledged.</p> <p>e. With some exceptions, birds that begin nesting within the project area amid construction activities are assumed to be habituated to construction-related or similar noise and disturbance levels. Exclusion zones around such nests may be reduced or eliminated in these cases as determined by the qualified biologist in coordination with the ERO, who would notify CDFW. Work may proceed around these active nests as long as the nests and their occupants are not directly impacted.</p>				
<p><b>Mitigation Measure M-BI-3: Avoidance and Minimization Measures for Bats</b></p> <p>A qualified biologist<sup>5</sup> who is experienced with bat surveying techniques (including auditory sampling methods), behavior, roosting habitat, and identification of local bat species shall be consulted prior to demolition or building rehabilitation activities to conduct a pre-construction habitat assessment of the project site (focusing on buildings to be demolished or rehabilitated under the project) to characterize potential bat habitat and identify potentially active roost sites. No further action is required should the pre-construction habitat assessment not identify bat habitat or signs of potentially active bat roosts within the project site (e.g., guano, urine staining, dead bats, etc.).</p> <p>The following measures shall be implemented should potential roosting habitat or potentially active bat roosts be identified during the habitat assessment in buildings to be demolished or rehabilitated under the proposed project:</p> <ol style="list-style-type: none"> <li>1. In areas identified as potential roosting habitat during the habitat assessment, initial building demolition or rehabilitation shall occur when bats are active, approximately between the periods of March 1 to April 15 and August 15 to October 15, to the extent feasible. These dates avoid the bat maternity roosting season and period of winter <i>torpor</i>.<sup>6</sup></li> <li>2. Depending on temporal guidance as defined below, the qualified biologist shall conduct pre-construction surveys of potential bat roost sites identified during the initial habitat assessment no more than 14 days prior to building demolition or rehabilitation.</li> </ol>	<p>Project sponsor, contractors, and qualified biologist</p>	<p>Not more than 14 days prior to building demolition or rehabilitation</p>	<p>ERO</p>	<p>Complete upon completion of preconstruction roosting bat surveys or completion of building demolition or rehabilitation</p>

<sup>5</sup> Typical experience requirements for a qualified biologist include a minimum of four years of academic training and professional experience in biological sciences and related resource management activities, and a minimum of two years of experience conducting surveys for each species that may be present within the project area.

<sup>6</sup> Torpor refers to a state of decreased physiological activity with reduced body temperature and metabolic rate.



**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Actions/ Schedule and Verification of Compliance
<b>EIR Section 4.1 Biological Resources (cont.)</b>				
<p>3. If active bat roosts or evidence of roosting is identified during pre-construction surveys, the qualified biologist shall determine, if possible, the type of roost and species. A no-disturbance buffer shall be established around roost sites until the qualified biologist determines they are no longer active. The size of the no-disturbance buffer would be determined by the qualified biologist and would depend on the species present, roost type, existing screening around the roost site (such as dense vegetation or a building), as well as the type of construction activity that would occur around the roost site.</p> <p>4. If special-status bat species or maternity or hibernation roosts are detected during these surveys, appropriate species- and roost-specific avoidance and protection measures shall be developed by the qualified biologist in coordination with the California Department of Fish and Wildlife. Such measures may include postponing the removal of buildings or structures, establishing exclusionary work buffers while the roost is active (e.g., 100-foot no-disturbance buffer), or other avoidance measures.</p> <p>5. The qualified biologist shall be present during building demolition or rehabilitation if potential bat roosting habitat or active bat roosts are present. Buildings with active roosts shall be disturbed only under clear weather conditions when precipitation is not forecast for three days and when daytime temperatures are at least 50 degrees Fahrenheit.</p> <p>6. The demolition or rehabilitation of buildings containing or suspected to contain bat roosting habitat or active bat roosts shall be done under the supervision of the qualified biologist. When appropriate, buildings shall be partially dismantled to significantly change the roost conditions, causing bats to abandon and not return to the roost, likely in the evening and after bats have emerged from the roost to forage. Under no circumstances shall active maternity roosts be disturbed until the roost disbands at the completion of the maternity roosting season or otherwise becomes inactive, as determined by the qualified biologist.</p>				
<p><b>Mitigation Measure M-BI-4: Fish and Marine Mammal Protection during Pile Driving</b></p> <p>Prior to the start of any in-water construction that would require pile driving, the project sponsor shall prepare a National Marine Fisheries Service-approved sound attenuation monitoring plan to protect fish and marine mammals, and the approved plan shall be implemented during construction. This plan shall provide detail on the sound attenuation system, detail methods used to monitor and verify sound levels during pile driving activities (if required based on projected in-water noise levels), and describe best management practices to reduce impact pile-driving in the aquatic environment to an intensity level less than 183 dB (sound exposure level, SEL) impulse noise level for fish at a distance of 33 feet, and 160 dB (root mean square pressure level, RMS) impulse noise level or 120 dB (RMS) continuous noise level for marine mammals at a distance of 1,640 feet. The plan shall incorporate, but not be limited to, the following best management practices:</p> <ul style="list-style-type: none"> <li>All in-water construction shall be conducted within the established environmental work window between June 1 and November 30, designed to avoid potential impacts to fish species.</li> </ul>	Project sponsor and construction contractors, and qualified acoustical engineer with experience in fish and marine mammal noise protection	Prior to the start of any in-water construction that would require pile driving, during the work window between June 1 and November 30	Planning Department and National Marine Fisheries Service	Complete upon completion of in-water construction that requires pile driving

**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.I Biological Resources (cont.)</b>				
<ul style="list-style-type: none"> <li>• To the extent feasible vibratory pile drivers shall be used for the installation of all support piles. Vibratory pile driving shall be conducted following the U.S. Army Corps of Engineers "Proposed Procedures for Permitting Projects that will Not Adversely Affect Selected Listed Species in California." U. S. Fish and Wildlife Service and National Marine Fisheries Service completed section 7 consultation on this document, which establishes general procedures for minimizing impacts to natural resources associated with projects in or adjacent to jurisdictional waters.</li> <li>• A soft start technique to impact hammer pile driving shall be implemented, at the start of each work day or after a break in impact hammer driving of 30 minutes or more, to give fish and marine mammals an opportunity to vacate the area.</li> <li>• If during the use of an impact hammer, established National Marine Fisheries Service pile driving thresholds are exceeded, a bubble curtain or other sound attenuation method as described in the National Marine Fisheries Service-approved sound attenuation monitoring plan shall be utilized to reduce sound levels below the criteria described above. If National Marine Fisheries Service sound level criteria are still exceeded with the use of attenuation methods, a National Marine Fisheries Service-approved biological monitor shall be available to conduct surveys before and during pile driving to inspect the work zone and adjacent waters for marine mammals. The monitor shall be present as specified by the National Marine Fisheries Service during impact pile driving and ensure that:                         <ul style="list-style-type: none"> <li>– The safety zones established in the sound monitoring plan for the protection of marine mammals are maintained.</li> <li>– Work activities are halted when a marine mammal enters a safety zone and resumed only after the animal has been gone from the area for a minimum of 15 minutes.</li> </ul> </li> </ul> <p>This noise level limit shall be coordinated with vibration limits required under Mitigation Measures M-NO-4a, Construction Vibration Monitoring, M-NO-4b, Vibration Control Measures During Controlled Blasting and Pile Driving, and M-NO-4c, Vibration Control Measures During Use of Vibratory Equipment, to ensure that the lowest of the specified vibration limits is ultimately implemented.</p>				
<p><b>Mitigation Measure M-BI-7: Compensation for Fill of Jurisdictional Waters</b></p> <p>The project sponsor shall provide compensatory mitigation for placement of fill associated with maintenance or installation of new structures in the San Francisco Bay as further determined by the regulatory agencies with authority over the bay during the permitting process.</p> <p>Compensation may include onsite or offsite shoreline improvements or intertidal/subtidal habitat enhancements along San Francisco's waterfront through removal of chemically treated wood material (e.g., pilings, decking, etc.) by pulling, cutting, or breaking off piles at least 1 foot below mudline or removal of other unengineered debris (e.g., concrete-filled drums or large pieces of concrete).</p>	Project sponsor	Prior to project construction and during the permitting process	ERO and regulatory agencies with authority over the bay during the permitting process	Considered complete when bay related fill permits are issued and compensatory mitigation accepted by regulatory agencies

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>Initial Study E.3 Cultural Resources</b>				
<p><b>Mitigation Measure M-CR-1: Archeological Testing</b></p> <p>Based on a reasonable presumption that archeological resources may be present within the project site in locations determined to have moderate or high archeological sensitivity, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the San Francisco rotational Department Qualified Archeological Consultants List maintained by the San Francisco Planning Department archeologist. The project sponsor shall contact the department archeologist to obtain the names and contact information for the next three archeological consultants on the list. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure at the direction of the City's appointed project Environmental Review Officer (ERO). All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the review officer, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines section 15064.5 (a) and (c).</p>	Project sponsor and Planning Department archeologist or a qualified archeological consultant from the Planning Department pool (archeological consultant)	Archeological consultant shall be retained prior to issuance of site permit from the Department of Building Inspection	Project sponsor to retain a qualified archeological consultant who shall report to the ERO. Qualified archeological consultant will scope archeological testing program with ERO and Planning Department staff archeologist	Considered complete when archeological consultant has approved scope from the ERO for the archeological testing program
<p><b>Consultation with Descendant Communities:</b> On discovery of an <i>archeological site</i><sup>7</sup> associated with descendant Native Americans, the Overseas Chinese, or other potentially interested descendant group an <i>appropriate representative</i><sup>8</sup> of the descendant group and the review officer shall be contacted. The representative of the descendant group shall be given the opportunity to monitor archeological field investigations of the site and to offer recommendations to the review officer regarding appropriate archeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archeological Resources Report shall be provided to the representative of the descendant group.</p>	Project sponsor and/or archeological consultant	Throughout the duration of ground-disturbing activities	Project sponsor and/or archeological consultant to submit record of consultation as part of Final Archeological Resources Report, if applicable	Considered complete upon submittal to ERO of Final Archeological Resources Report, if applicable

<sup>7</sup> The term archeological site is intended here to minimally include any archeological deposit, feature, burial, or evidence of burial.

<sup>8</sup> An appropriate representative of the descendant group is here defined to mean, in the case of Native Americans, any individual listed in the current Native American Contact List for the City and County of San Francisco maintained by the California Native American Heritage Commission and in the case of the Overseas Chinese, the Chinese Historical Society of America. An appropriate representative of other descendant groups should be determined in consultation with the Department archeologist.

**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>Initial Study E.3 Cultural Resources (cont.)</b>				
<p><b>Archeological Testing Program.</b> The archeological consultant shall prepare and submit to the review officer for review and approval an archeological testing plan. The archeological testing program shall be conducted in accordance with the approved archeological testing plan. The archeological testing plan shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA.</p>	<p>Project sponsor/ archeological consultant at the direction of the ERO.</p>	<p>Prior to any soils-disturbing activities on the project site.</p>	<p>Consultant Archeologist shall prepare and submit draft ATP to the ERO. ATP to be submitted and reviewed by the ERO prior to any soils disturbing activities on the project site.</p>	<p>Date ATP submitted to the ERO: _____</p> <p>Date ATP approved by the ERO: _____</p> <p>Date of initial soils disturbing activities: _____</p>
<p>At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the review officer. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the review officer in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. No archeological data recovery shall be undertaken without the prior approval of the review officer or the planning department archeologist. If the review officer determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:</p> <p>A. The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or</p> <p>B. A data recovery program shall be implemented, unless the review officer determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.</p>	<p>Project sponsor/ archeological consultant at the direction of the ERO.</p>	<p>After completion of the Archeological Testing Program.</p>	<p>Archeological consultant shall submit report of the findings of the ATP to the ERO.</p>	<p>Date archeological findings report submitted to the ERO: _____</p> <p>ERO determination of significant archeological resource present? Y N</p> <p>Would resource be adversely affected? Y N</p> <p>Additional mitigation to be undertaken by project sponsor? Y N</p>
<p><b>Archeological Monitoring Program.</b> If the review officer in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented the archeological monitoring program shall minimally include the following provisions:</p> <ul style="list-style-type: none"> <li>The archeological consultant, project sponsor, and review officer shall meet and consult on the scope of the archeological monitoring plan reasonably prior to any project-related soils disturbing activities commencing. The review officer in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archeological resources and to their depositional context;</li> </ul>	<p>Project sponsor/ archeological consultant/ archeological monitor/ contractor(s), at the direction of the ERO.</p>	<p>ERO and archeological consultant shall meet prior to commencement of soils-disturbing activity. If the ERO determines that an Archeological Monitoring Program is necessary, monitor throughout all soils-disturbing activities.</p>	<p>Project sponsor/ archeological consultant/ archeological monitor/ contractor(s) shall implement the AMP, if required by the ERO.</p>	<p>AMP required? Y N</p> <p>Date: _____</p> <p>Date AMP submitted to the ERO: _____</p> <p>Date AMP approved by the ERO: _____</p>

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>Initial Study E.3 Cultural Resources (cont.)</b>				
<ul style="list-style-type: none"> <li>The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource;</li> <li>The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the project sponsor, archeological consultant, and the Environmental Review Officer (ERO) until the review officer has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits;</li> <li>The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis;</li> <li>If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving or deep foundation activities (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving or deep foundation activities may affect an archeological resource, the pile driving or deep foundation activities shall be terminated until an appropriate evaluation of the resource has been made in consultation with the review officer. The archeological consultant shall immediately notify the review officer of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO.</li> </ul> <p>Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO.</p>				<p>Date AMP implementation complete: _____</p> <p>Date written report regarding findings of the AMP received: _____</p>
<p><b>Archeological Data Recovery Program.</b> The archeological data recovery program shall be conducted in accord with an archeological data recovery plan. The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the archeological data recovery plan prior to preparation of a draft plan. The archeological consultant shall submit a draft plan to the ERO. The archeological data recovery plan shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the archeological data recovery plan will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.</p>	Archeological consultant, as directed by the ERO	If there is a determination that an ADRP program is required, conduct ADRP throughout all soils-disturbing activities.	Project sponsor/ archeological consultant/ archeological monitor/ contractor(s) shall prepare an ADRP if required by the ERO.	<p>ADRP required? Y N</p> <p>Date: _____</p> <p>Date of scoping meeting for ARDP: _____</p> <p>Date Draft ARDP submitted to the ERO: _____</p>

**TABLE A (CONTINUED)  
MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>Initial Study E.3 Cultural Resources (cont.)</b>				
<p>The scope of the archeological data recovery plan shall include the following elements:</p> <ul style="list-style-type: none"> <li>• <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations.</li> <li>• <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures.</li> <li>• <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies.</li> <li>• <i>Interpretive Program.</i> Consideration of an onsite/offsite public interpretive program during the course of the archeological data recovery program.</li> <li>• <i>Security Measures.</i> Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities.</li> <li>• <i>Final Report.</i> Description of proposed report format and distribution of results.</li> <li>• <i>Curation.</i> Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.</li> </ul>				<p>Date ARDP approved by the ERO:</p> <p>_____</p> <p>Date ARDP implementation complete:</p> <p>_____</p>
<p><b>Human Remains, Associated or Unassociated Funerary Objects.</b> The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable state and federal laws, including immediate notification of the Office of the Chief Medical Examiner of the City and County of San Francisco and in the event of the medical examiner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission who shall appoint a Most Likely Descendant (Public Resource Code section 5097.98). The ERO shall also be immediately notified upon discovery of human remains. The archeological consultant, project sponsor, ERO, and a most likely descendant 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 section 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, 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 a most likely descendant. 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 as 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 reburial of the human remains and associated burial objects with appropriate dignity on the property in a location not subject to further subsurface disturbance (Public Resource Code section 5097.98).</p>	<p>Project sponsor, contractor, Planning Department's archeologist or archaeological consultant, and ERO</p>	<p>Throughout the duration of ground-disturbing activities</p>	<p>Project sponsor to notify ERO, Coroner, and, if applicable, NAHC of any discovery of human remains</p>	<p>Considered complete upon completion of ground-disturbing activities</p>

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>Initial Study E.3 Cultural Resources (cont.)</b>				
<p><b>Final Archeological Resources Report.</b> The archeological consultant shall submit a Draft Final Archeological Resources Report to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing//recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.</p> <p>Once approved by the ERO, copies of the Final Archeological Resources Report shall be distributed as follows: California Historical Resource Information System Northwest Information Center shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the report to the Northwest Information Center. The San Francisco Planning Department Environmental Planning Division shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the report along with copies of any formal site recordation forms (California Department of Parks and Recreation 523 form) 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 that presented above.</p>	Archeological consultant	Prior to the issuance of the last certificate of occupancy for the proposed project	ERO	Considered complete upon submittal to ERO and other repositories identified in mitigation measure of Final Archeological Resources Report
<p><b>Mitigation Measure M-CR-3: Tribal Cultural Resources Interpretive Program</b></p> <p>If the ERO determines that a significant archeological resource is present, and if in consultation with the affiliated Native American tribal representatives, the review officer determines that the resource constitutes a tribal cultural resource and that the resource could be adversely affected by the proposed project, the proposed project shall be redesigned so as to avoid any adverse effect on the significant tribal cultural resource, if feasible. If the ERO, in consultation with the affiliated Native American tribal representatives, determines that preservation-in-place of the tribal cultural resources is not a sufficient or feasible option, the project sponsor shall implement an interpretive program of the tribal cultural resource in consultation with affiliated tribal representatives. An interpretive plan produced in consultation with the ERO and affiliated tribal representatives, at a minimum, and approved by the ERO would be required to implement the interpretive program. The plan shall identify, as appropriate, proposed locations for installations or displays, the proposed content and materials of those displays or installation, the producers or artists of the displays or installation, and a long-term maintenance program. The interpretive program may include artist installations, preferably by local Native American artists, oral histories with local Native Americans, artifacts displays and interpretation, and educational panels or other informational displays.</p>	Project sponsor in consultation with tribal representative(s), as directed by the ERO	If directed by the ERO to implement an interpretive program, approval of interpretive plan prior to the issuance of the certificate of occupancy for the proposed building affecting the relevant Tribal Cultural Resource	ERO	Considered complete upon implementation of any required interpretive program

**TABLE A (CONTINUED)**  
**MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL FOR THE PROPOSED PROJECT AND PROJECT VARIANT**

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>Initial Study E.13 Geology and Soils</b>				
<p><b>Mitigation Measure M-GE-6: Paleontological Resources Monitoring and Mitigation Program</b></p> <p>Prior to issuance of a building permit for construction activities that would disturb the deep fill area, where Pleistocene-aged sediments, which may include Colma Formation, bay mud, bay clay, and older beach deposits (based on the site-specific geotechnical investigation or other available information) may be present, the project sponsor shall retain the services of a qualified paleontological consultant having expertise in California paleontology to design and implement a Paleontological Resources Monitoring and Mitigation Program. The program shall specify the timing and specific locations where construction monitoring would be required; inadvertent discovery procedures; sampling and data recovery procedures; procedures for the preparation, identification, analysis, and curation of fossil specimens and data recovered; preconstruction coordination procedures; and procedures for reporting the results of the monitoring program. The program shall be consistent with the Society for Vertebrate Paleontology Standard Guidelines for the mitigation of construction-related adverse impacts to paleontological resources and the requirements of the designated repository for any fossils collected.</p> <p>During construction, earth-moving activities that have the potential to disturb previously undisturbed native sediment or sedimentary rocks shall be monitored by a qualified paleontological consultant having expertise in California paleontology. Monitoring need not be conducted when construction activities would encounter artificial fill, Young Bay Mud, or non-sedimentary rocks of the Franciscan Complex.</p> <p>If a paleontological resource is discovered, construction activities in an appropriate buffer around the discovery site shall be suspended for a maximum of 4 weeks. At the direction of the Environmental Review Officer (ERO), the suspension of construction can be extended beyond four (4) weeks if needed to implement appropriate measures in accordance with the program, but only if such a suspension is the only feasible means to prevent an adverse impact on the paleontological resource.</p> <p>The paleontological consultant's work shall be conducted at the direction of the City's environmental review officer. Plans and reports prepared by the consultant 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.</p>	<p>Project sponsor and a qualified paleontological consultant</p>	<p>Prior to issuance of a demolition or building permit</p>	<p>ERO</p>	<p>Considered complete upon completion of project construction</p>



**TABLE B**  
**IMPROVEMENT MEASURES ADOPTED AS CONDITIONS OF APPROVAL**

Improvement Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.E Transportation and Circulation</b>				
<p><b>Improvement Measure I-TR-A: Construction Management Plan and Public Updates</b></p> <ul style="list-style-type: none"> <li> <p><b>Construction Management Plan</b>—The project sponsor will develop and, upon review and approval by the San Francisco Municipal Transportation Agency (SFMTA) and San Francisco Public Works, implement a Construction Management Plan, addressing transportation-related circulation, access, staging and hours of delivery. The Construction Management Plan would disseminate appropriate information to contractors and affected agencies with respect to coordinating construction activities to minimize overall disruption and ensure that overall circulation in the project area is maintained to the extent possible, with particular focus on ensuring transit, pedestrian, and bicycle connectivity. The Construction Management Plan would supplement and expand, rather than modify or supersede, the regulations, or provisions set forth by the SFMTA, Public Works, or other City departments and agencies, and the California Department of Transportation. Management practices could include: best practices for accommodating pedestrians and bicyclists, identifying routes for construction trucks to utilize, actively managing construction truck traffic, and minimizing delivery and haul truck trips during the morning (7 a.m. to 9 a.m.) and evening (4 p.m. to 6 p.m.) peak periods (or other times, as determined by the SFMTA).</p> <p>If construction of the proposed project is determined to overlap with nearby adjacent project(s) using the same truck access routes in the project vicinity, the project sponsor or its contractor(s) will consult with various City departments, as deemed necessary by the SFMTA, Public Works, and the Planning Department, to develop a Coordinated Construction Truck Routing Plan to minimize the severity of any disruption of access to land uses and transportation facilities. The plan will identify optimal truck routes between the regional facilities and the project sites, taking into consideration truck routes of other development and infrastructure projects and any construction activities affecting the roadway network.</p> </li> <li> <p><b>Carpool, Bicycle, Walk, and Transit Access for Construction Workers</b>—To minimize parking demand and vehicle trips associated with construction workers, the construction contractor will include as part of the Construction Management Plan methods to encourage carpooling, bicycle, walk and transit access to the project site by construction workers. These methods could include providing secure bicycle parking spaces, participating in free-to-employee and employer ride matching program from <a href="http://www.511.org">www.511.org</a>, participating in the emergency ride home program through the City of San Francisco (<a href="http://www.sferh.org">www.sferh.org</a>), and providing transit information to construction workers.</p> </li> <li> <p><b>Project Construction Updates for Nearby Businesses and Residents</b>—To minimize construction impacts on access to nearby residences and businesses, the project sponsor will provide nearby residences and adjacent businesses with regularly-updated information regarding project construction, including construction activities, peak construction vehicle activities, travel lane closures, and parking lane and sidewalk closures (e.g., via the project's website). A regular email notice will be distributed by the project sponsor that would provide current construction information of interest to neighbors, as well as contact information for specific construction inquiries or concerns.</p> </li> </ul>	Project sponsor, construction contractor, SFMTA, SF Public Works, as directed by the ERO	Prior to the issuance of a site permit, demolition permit, or any other permit from the Department of Building Inspection	SFMTA, SF Public Works, Planning Department	Considered complete upon completion of project construction

**TABLE B (CONTINUED)  
IMPROVEMENT MEASURES ADOPTED AS CONDITIONS OF APPROVAL**

Improvement Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.E Transportation and Circulation (cont.)</b>				
<p><b>Improvement Measure I-TR-B: Monitoring and Abatement of Queues</b></p> <p>As an improvement measure to reduce the potential for queuing of vehicles accessing the project garages, it will be the responsibility of the project sponsor to ensure that recurring vehicle queues or vehicle conflicts do not occur adjacent to garage entries. A vehicle queue is defined as one or more vehicles blocking any portion of adjacent sidewalks, bicycle lanes, or travel lanes for a consecutive period of three minutes or longer on a daily and/or weekly basis.</p> <p>If recurring queuing occurs, the owner/operator of the facility will employ abatement methods as needed to abate the queue. Appropriate abatement methods will vary depending on the characteristics and causes of the recurring queue, as well as the characteristics of the parking facility, the street(s) to which the facility connects, and the associated land uses (if applicable).</p> <p>Suggested abatement methods include, but are not limited to the following: redesign of facility to improve vehicle circulation and/or onsite queue capacity; employment of parking attendants; installation of "GARAGE FULL" signs with active management by parking attendants; use of valet parking or other space-efficient parking techniques; use of other garages on the project site; use of parking occupancy sensors and signage directing drivers to available spaces; travel demand management strategies; and/or parking demand management strategies such as parking time limits, paid parking, time-of-day parking surcharge, or validated parking.</p> <p>If the planning director, or his or her designee, determines that a recurring queue or conflict may be present, the planning department will notify the project sponsor in writing. Upon request, the owner/operator will hire a qualified transportation consultant to evaluate the conditions at the site for no less than seven days. The consultant will prepare a monitoring report to be submitted to the planning department for review. If the planning department determines that a recurring queue or conflict does exist, the project sponsor will have 90 days from the date of the written determination to abate the recurring queue or conflict.</p>	<p>Project sponsor, qualified transportation consultant, as directed by the ERO</p>	<p>Ongoing during project operation; if/when a vehicle queue is identified as reoccurring</p>	<p>ERO or other Planning Department staff</p>	<p>Monitoring of the public right-of-way would be ongoing by the owner/operator of off-street parking operations; considered complete upon abatement of the recurring queue or conflict</p>
<b>EIR Section 4.F Noise and Vibration</b>				
<p><b>Improvement Measure I-NO-A, Nighttime Construction Noise Control Measures</b></p> <p>The following shall occur to reduce potential conflicts between nighttime construction activities on the project site and residents of the Pier 70 project:</p> <ul style="list-style-type: none"> <li>Nighttime construction noise shall be limited to 10 dBA above ambient levels at 25 feet from the edge of the Power Station project boundary.</li> <li>Temporary noise barriers installed in the line-of-sight between the location of construction and any occupied residential uses.</li> <li>Construction contractor(s) shall be required to make best efforts to complete the loudest construction activities before 8 p.m. and after 7 a.m.</li> </ul>	<p>Project sponsor and construction contractor</p>	<p>During the construction</p>	<p>Planning Department, Department of Building Inspection (as requested and/or on complaint basis)</p>	<p>Considered complete at the completion of project construction</p>

**TABLE B (CONTINUED)**  
**IMPROVEMENT MEASURES ADOPTED AS CONDITIONS OF APPROVAL**

Improvement Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.F Noise and Vibration (cont.)</b>				
<ul style="list-style-type: none"> <li>• Further, notices shall be provided to be mailed or, if possible, emailed to residents of the Pier 70 project at least 10 days prior to the date any nighttime construction activities are scheduled to occur and again within three days of commencing such work. Such notice shall include:               <ul style="list-style-type: none"> <li>i. a description of the work to be performed;</li> <li>ii. two 24-7 emergency contact names and cell phone numbers;</li> <li>iii. the exact dates and times when the night work will be performed;</li> <li>iv. the name(s) of the contractor(s); and</li> <li>v. the measures that the contractor will perform to reduce or mitigate night noise.</li> </ul> </li> <li>• In addition to the foregoing, the Developer shall work with building managers of occupied residential buildings in the Pier 70 project to post a notification with the aforementioned information in the lobby and other public meeting areas in the building.</li> </ul>				
<p><b>Improvement Measure I-NO-B: Avoidance of Residential Streets</b></p> <p>Trucks should be required to use routes and queuing and loading areas that avoid existing and planned residential uses to the maximum extent feasible, including existing residential development on Third Street (north of 23rd Street), existing residential development on Illinois Street (north of 20th Street), and planned Pier 70 residential development (north of 22nd Street).</p>	Project sponsor and construction contractor	During the construction	Planning Department, Department of Building Inspection	Considered complete at the completion of project construction
<p><b>Improvement Measure I-NO-C: Design of Future Noise-Generating Uses near Residential Uses:</b></p> <p>The following improvement measures will be implemented to reduce the potential for disturbance of Pier 70 residents from other traffic-related, noise-generating activities located near the northern PPS site boundary:</p> <p>a. <i>Design of Building Loading Docks and Trash Enclosures.</i> To minimize the potential for sleep disturbance at any potential adjacent residential uses, exterior facilities such as loading areas / docks and trash enclosures associated with any non-residential uses along Craig Lane, shall be located on sides of buildings facing away from existing or planned Residential or Child Care uses, if feasible. If infeasible, these types of facilities associated with non-residential uses along Craig Lane shall be enclosed.</p> <p>If residential uses exist or are planned on Craig Lane, on-street loading activities on Craig Lane shall occur between the hours of 7:00 a.m. and 8:00 p.m. on weekdays, and 9:00 a.m. to 8:00 p.m. on Saturdays, Sundays, and federal holidays. Off-street loading outside of these hours shall only be permitted only if such loading occurs entirely within enclosed buildings.</p> <p>b. <i>Design of Above-Ground Parking Structure.</i> Any parking structure shall be designed to shield existing or planned residential uses from noise and light associated with parking cars.</p> <p>c. <i>Restrict Hours of Operation of Loading Activities on Craig Lane.</i> To reduce potential conflicts between loading activities for commercial uses and potential residential uses, the project</p>	Project sponsor and acoustical design consultant	Prior to approval of a building permit for development along the northern site boundary (adjacent to Pier 70) (a. and b.)  Ongoing (c.)	Planning Department, Department of Building Inspection, and SFMTA	Considered complete at the completion of project construction (a. and b.), and for (c), upon completion of the Covenants, Conditions, and Restrictions applicable to the project site document

**TABLE B (CONTINUED)  
IMPROVEMENT MEASURES ADOPTED AS CONDITIONS OF APPROVAL**

Improvement Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Schedule and Verification of Compliance
<b>EIR Section 4.F Noise and Vibration (cont.)</b>				
<p>sponsor will seek to restrict loading activities on Craig Lane to occur only between the hours of 7 a.m. and 8 p.m. In the event Craig Lane is a private street, such restriction may be included in the Covenants, Conditions, and Restrictions applicable to the project site. If San Francisco Public Works accepts Craig Lane, the project sponsor will seek to have SFMTA impose these restrictions.</p>				
<b>EIR Section 4.H Wind and Shadow</b>				
<p><b>Improvement Measure I-WS-1: Wind Reduction Features for Block 1</b> As part of the schematic design of building(s) on Block 1, the project sponsor and the Block 1 architect(s) should consult with a qualified wind consultant regarding design treatments to minimize pedestrian-level winds created by development on Block 1, with a focus on the southwest corner of the block. Design treatments could include, but need not be limited to, inclusion of podium setbacks, terraces, architectural canopies or screens, vertical or horizontal fins, chamfered corners, and other articulations to the building façade. If such building design measures are found not to be effective, landscaping (trees and shrubs), street furniture, and ground-level fences or screens may be considered. If recommended by the qualified wind consultant, the project sponsor should subject the building(s) proposed for this block to wind tunnel testing prior to the completion of schematic design. The goal of this measure is to improve pedestrian wind conditions resulting from the development of Block 1. The project sponsor should incorporate into the design of the Block 1 building(s) any wind reduction features recommended by the qualified wind consultant.</p>	<p>Project sponsor, architect and qualified wind consultant</p>	<p>Prior to Design Approval for Block 1</p>	<p>Planning Department, Department of Building Inspection, or ERO</p>	<p>Considered complete upon issuance of Block 1 Design Approval</p>



# SAN FRANCISCO PLANNING DEPARTMENT

## Executive Summary HEARING DATE: JANUARY 30, 2020

*Case No.:* 2017-011878 GPA PCA MAP DEV CWP  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Proposed Zoning:* P (Public)  
Potrero Power Station Mixed-Use District (PPS-MU)  
*Proposed Height:* 65/240-PPS  
*Blocks/Lots:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company – (415) 796-8945  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

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### SUMMARY

On January 30, 2020, the Planning Commission ("Commission") will consider a series of approval actions related to the proposed Potrero Power Station Mixed-Use Project ("Project"). The Commission has previously reviewed the Project as part of: 1) informational hearings on August 23, 2018, November 8, 2018, April 25, 2019, and September 5, 2019; and 2) the Draft Environmental Impact Report ("DEIR") on November 8, 2018. The Project has also been discussed at the Commission in the context of the Southern Bayfront Strategy in multiple informational hearings. The actions before the Commission on the Project include the following:

1. Certification of the Final Environmental Impact Report ("FEIR") prepared for the Project pursuant to the California Environmental Quality Act (Pub. Resources Code §§ 21,000 et seq., "CEQA"), the guidelines implementing CEQA (14 Cal. Code Regs. §§ 15,000 et seq., "CEQA Guidelines"), and the Chapter 31 of the City's Administrative Code;
2. Adoption of CEQA Findings, including a Mitigation and Monitoring Plan ("MMRP");
3. Recommendation to the Board of Supervisors to approve General Plan Amendments to amend the Central Waterfront Area Plan, the Commerce and Industry Element, the Urban Design Element, the Transportation Element, and the Recreation and Open Space Element, and the Land Use Index as further described below;
4. Adopt General Plan and Planning Code Section 101.1 Consistency Findings;
5. Recommendation to the Board of Supervisors to approve Zoning Map Amendments and Planning Code Text Amendments to reclassify the site and establish the Potrero Power Station Special Use District ("SUD");
6. Approval of the Design for Development ("D4D"); and
7. Approval of the Development Agreement ("DA").

## PROJECT DESCRIPTION

The Potrero Power Station site is located on approximately 29 acres of land on 6 privately-owned parcels and includes approximately 2.75 acres of land owned by the City and County of San Francisco and the Port of San Francisco. Current uses on the site include a small office building occupied by the Project Sponsor, an electrical switchyard owned and operated by PG&E, and street rights of way or shoreline areas owned by the Port and City; the remainder of the site includes multiple vacant structures and unused infrastructure related to the site's previous use as a power station.

In 2011, the Potrero Power Plant ceased its power-generating operations subject to a Settlement Agreement ("Settlement Agreement") between then-owner Mirant Potrero LLC and the City. The Settlement Agreement provided Mirant or a future property owner the opportunity to work with the City and community on a redevelopment proposal for the site. In 2016, the Project Sponsor purchased the property from then-owner NRG Energy, and in 2017 began an extensive planning process with City agencies and the community to develop a master plan for the site.

The Project will be built in up to six phases and includes developing approximately 2.5 million square feet ("sq ft") of residential space (2,601 dwelling units), 1.8 million sq ft of commercial uses, including 100,000 sq ft of retail, 800,000 sq ft of office, 650,000 sq ft of life science/laboratory, 240,000 sq ft of hotel (250 rooms), and 35,000 sq ft of Production, Distribution, and Repair ("PDR") uses. Additionally, it includes 25,000 square feet of entertainment/assembly uses, 50,000 square feet of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space. The proposal includes three signature open space areas: the approximately 1.2-acre "Power Station Park," the approximately 0.6-acre "Stack Plaza," and an approximately 3-acre waterfront park that opens up over 1,000 linear feet of shoreline to the public for the first time in 150 years.

The Project is organized around the centrally located Power Station Park and extends the existing east/west street grid from Humboldt and 23<sup>rd</sup> Streets and the planned north/south street grid from the Pier 70 Project into the site to create a new street network. Land uses are interspersed by block throughout the site with no single use dominating one area. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse, bookending Power Station Park. A 250-room hotel would occupy Unit 3 while the exterior Station A walls would enclose the lower floors of a new commercial building. Humboldt Street will serve as the Project's primary neighborhood retail spine, with required ground floor retail uses clustered around the intersections with Maryland and Delaware Streets. Wrapped or subterranean parking would be an accessory use on all blocks and a district parking garage is proposed on one of three blocks on the western side of the site.

Heights of new buildings would range between 65 feet and 240 feet and would generally step down from the middle of the site toward both the east and west. Three towers with maximum building heights of 180 feet, 220 feet, and 240 feet are generally clustered around the intersection of Humboldt Street and Georgia Alley.

Power Station Park would include two U6 soccer/flexible recreation fields, a playground, and flexible plaza spaces. It is intended to be used as an active recreation area and neighborhood park for the Central Waterfront. Stack Plaza would be a large, flexibly-programmed civic gathering space featuring the site's

preserved Boiler Stack, an iconic symbol for the Central Waterfront and reminder of the site's long industrial history. A publicly accessible and reservable rooftop U10 soccer field will be located on the district parking garage.

The Project will also feature a linear shoreline park incorporating a new section of the Bay Trail with other plazas and green areas on either side for public use. These include:

- "The Point" at the southernmost end of the shoreline, which will include natural planted areas, picnic areas with tables and benches, outdoor grills, and discovery play features for children and adults;
- "Turbine Plaza," which will be partially enclosed in the Unit 3 complex and function as circulation to the shoreline, as an event space, and potentially as a space for the display of public art, and;
- "Humboldt Street Plaza," a pedestrian extension of Humboldt Street which will function as circulation to the shoreline and as a public gathering and event space.

Additional smaller spaces lining the east and west sides of the Bay Trail will offer seating, a flexible lawn, natural planting, outdoor dining, public art, and interpretive elements. A public recreational dock is also proposed. The shoreline park will connect seamlessly to the neighboring Pier 70 shoreline park to create a unified Central Waterfront shoreline open space system. All public open spaces in the Project—with the exception of the Point and some areas directly along the shoreline, which are owned by the Port—will be privately owned. All open spaces, including those on Port property, will be maintained by the site master association(s) and managed for public use and benefit in perpetuity according to rules and procedures established in the Development Agreement.

## ENVIRONMENTAL REVIEW

On October 3, 2018, the Department published the Potrero Power Station Mixed-Use Project Draft Environmental Impact Report ("DEIR") for public review (Case No. 2017-011878ENV). The DEIR was available for public comment until November 19, 2018.

On November 8, 2018, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the DEIR.

On December 11, 2019, the Department published a Responses to Comments document, responding to comments made regarding the DEIR.

On January 30, 2020, the Commission will consider certification of the Final Environmental Impact Report ("FEIR") for the Project, and will determine if it is adequate, accurate and complete.

In addition, on January 30, 2020, the Commission must adopt the CEQA Findings for the FEIR, prior to the approval of the Project (See Case No. 2017-011878GPA PCA MAP DVA CWP).

## PUBLIC COMMENT

The Project Sponsor has engaged in a robust community outreach program throughout the development and refinement of the Project design over the past several years. Community engagement included

roughly 170 community meetings, including public site tours, workshops and presentations, Project Sponsor office hours, presentations to the Eastern Neighborhoods Community Advisory Committee, the Potrero Boosters, the Dogpatch Neighborhood Association, SPUR, the Housing Action Coalition, the Port, the Historic Preservation Commission, and the Planning Commission.

Community voices have played an important role in shaping the design of the Project, particularly related to the height of buildings and the retention of Station A. Initial proposals for the Project site included height limits that would have permitted one 300 foot tower (north end of Block 15) and three 180 foot towers (Block 1, Block 5, and Block 7). However, some community members expressed concerns about the impact that buildings of this height would have on viewsheds from Potrero Hill. In response, the Project Sponsor reduced the number of proposed towers, reconfigured their location, and lowered the greatest permitted heights on the site from 300 feet to 240 feet. The current proposal includes heights of 240 feet on Block 7, 220 feet on Block 5, and 180 feet on Block 1. In order to maintain the overall development program—including the number of proposed housing units—while accommodating this change, height limits on Block 13 and the south end of Block 15 were increased.

Regarding Station A, the building's retention and adaptive reuse have been a goal of the Planning Department and Project Sponsor since the earliest stages of planning for the Project. However, its construction type (unreinforced masonry) and state of disrepair due to a lack of ongoing maintenance by previous property owners mean its retention is challenging for both technical and economic reasons. As such, Station A's status within the Project was uncertain as the Project Sponsor studied whether the structure could be physically incorporated into a modern building and whether Project financing could support it along with other important Project priorities. Throughout the planning and design process for the Project, community members from the Dogpatch and Potrero Hill neighborhoods strongly advocated for the retention of Station A in community meetings, at Planning Commission hearings, and at Historic Preservation Commission hearings. As a result of the ongoing dialogue between the City, the Project Sponsor, and members of the community, the existing Station A structure is proposed for retention and adaptive reuse and will become an iconic element within the Project.

In addition to the public participation noted above, the Planning Department received one comment letter from the public prior to the publication of this case report relating to the Planning Commission's scheduled Project approval actions on January 30, 2020. The letter, dated November 25, 2019, was sent by the SPUR Project Review Advisory Board. It endorses the Project noting the appropriateness of its location on an underutilized brownfield site adjacent to transit, its land use mix, its development density, and its design as a walkable neighborhood with ample open space and active ground floor uses.

### **PLANNING COMMISSION REQUIRED ACTIONS FOR THE PROJECT**

As summarized above, the Commission must take several actions to approve the Project. These actions include:

#### Certification of the FEIR and adoption of CEQA Findings.

#### General Plan Consistency Findings

The Commission must adopt findings of General Plan consistency for all approval and implementation actions related to the project. These findings are included in the first approval action being considered by the Commission, which is consideration of the ordinance to amend the General Plan.



### General Plan

The Project site is currently referenced in the General Plan as designated for industrial and PDR use with a height limit of 40-feet, and as such, the Project could not be constructed under the current provisions of the General Plan. However, existing policies in the Central Waterfront Area Plan as well as the Settlement Agreement anticipated redevelopment of the Project site to accommodate a wider range of uses upon conclusion of a community planning and design process. The proposed General Plan Amendments reflect the Project that emerged from the community process. The subject General Plan Amendments would: (1) amend Objective 1.1, Policy 1.1.8, Map 2, and Objective 5.1 of the Central Waterfront Area Plan to reflect the mixed-use vision for the subject site; (2) amend Urban Design Element Maps 4 and 5 by establishing maximum height and bulk limits consistent with the proposal; (3) amend Commerce and Industry Element Maps 1 and 2 by reclassifying generalized land uses and densities consistent with the proposal; (4) amend the Recreation and Open Space Element Map 3 by adding new publicly accessible open spaces of significant size (6.9 acres) proposed for the site; (5) amend the Transportation Element Map 11 by adding the Bay Trail Recreational Loop proposed for the site, and; (6) amend the Land Use Index to reflect amendments to the maps described above in the Urban Design, Commerce and Industry, Recreation and Open Space, and Transportation Elements.

### Planning Code Map and Text Amendment – Potrero Power Station Special Use District (SUD)

On January 14, 2020, Supervisor Shamann Walton and Mayor London Breed initiated an ordinance that would amend the Planning Code to establish the Potrero Power Station SUD and make other conforming Code amendments.

The SUD will provide specific land use and development controls for the project site, which encompasses the subject property at 1201A Illinois Street, the public rights-of-way within the boundaries of the site and the associated open spaces. The Potrero Power Station SUD sets forth the zoning requirements for the site, including:

- Uses, including allowed uses per parcel and ground floor requirements;
- Building Standards, including Height and Bulk, Off-Street Parking, Bicycle Parking, Dwelling Unit Exposure, Open Space for Dwelling Units, Permitted Obstructions and Signage;
- Incorporation by reference of the Design for Development document, which contains additional standards and guidelines for development of the site

In addition, the SUD outlines the design review process for the Development Phases, Vertical Improvements and Minor/Major Modifications to Building Standards. The Design Review procedures include:

- Phase Approval: An overarching “Phase Application” will be submitted to the Department for approval in accordance with a Development Agreement (“DA”). The Phase approval would assure that the Master Developer is moving forward with infrastructure and community improvements at the same time as the development of the buildings (Vertical Improvements). The Phase approval is required before Planning can begin review on a specific Vertical Improvement.
- Design Review and Approval of Vertical Improvements and Privately-Owned Horizontal Improvements: Design review and applications for Vertical Improvements (new construction of a

building or any later expansion/major alteration or addition to a previously-approved building) and Privately-Owned Horizontal Improvements (e.g. Power Station Park, Stack Plaza, and other Project open spaces) will be submitted to Planning. Planning staff shall review these applications for consistency with the SUD and the D4D. The Planning Director shall have discretion over minor modifications (deviation of less than 10 percent from any dimensional or numerical standard in the SUD and the DSG), while the Planning Commission shall review and approve any major modification. Other than major modifications, the Planning Director would approve all Vertical Improvements and Privately-Owned Horizontal Improvements.

The SUD requires public meetings as an element of the design review process for buildings and Privately-Owned Community Improvements per the following: (1) For all buildings, Project Applicants must conduct a minimum of one pre-application public meeting at or near the Project site per the Planning Department's pre-application meeting procedures; (2) For buildings 200 feet or greater in height and for the rehabilitation and development of Station A on Block 15 and Unit 3 on Block 9, the Planning Director shall refer the Design Review Application to the Planning Commission for an informational hearing; and (3) For any parks or open space within the Power Station park system, Project Applicants must conduct a minimum of two community meetings at or near the Project site per the Planning Department's pre-application meeting procedures. Additional meetings related to the parks and open space design may be required at the discretion of the Planning Director.

#### Zoning Map Amendments

The same ordinance introduced on January 14, 2020, by Supervisor Shamann Walton and Mayor London Breed would also amend the Zoning Map and Height and Bulk District Map for the project site. As indicated above, the Site would be included within the new Potrero Power Station SUD, which would rezone the land currently zoned M-2 (Heavy Industrial) to PPS-MUD (Potrero Power Station Mixed-Use District) and P (Public) to reflect the intended mixed-use character of the site. The rezoning would also include rezoning portions of land under Port of San Francisco jurisdiction that are planned for open spaces uses from and PDR-1-G (Production, Distribution & Repair-1-General) to P (Public), which is the appropriate zoning designation for public park land. This rezoning also includes re-designating the height and bulk district within the SUD from 40-X and 65-X to 65/240-PPS.

The site is currently within the 40-X and 65-X Height and Bulk designations. It would be rezoned to a 65/240-PPS Height and Bulk District, which would, in turn, refer to the Potrero Power Station SUD for fine-grained height regulations.

#### Design for Development Document (D4D)

The D4D articulates a vision and goals for the character of the overall project, and provides specificity on aspects of land use, building frontage, historic preservation, open space, streets and streetscapes, parking and loading, buildings, lighting, and signage. The scope of the D4D is expansive and includes regulatory standards, supplementing the controls in the SUD, as well as guidelines for each topic area. The following is a summary of the main chapters of the D4D:

- *Land Use:* Allowable land uses on the site are designated by development block. Primarily residential blocks are distributed among primarily commercial blocks throughout the Project site in order to create a mixed-use environment and ensure that all areas of the site are active

throughout the day and into the evening. Certain ground floor land uses, such as retail, PDR, and other active uses, would also be required in some locations, particularly along the waterfront, Humboldt Street (which is envisioned as the site's main retail street), and 23<sup>rd</sup> Street (which is envisioned as a PDR-focused street).

- *Open Space Network:* The Project will create approximately 6.9 acres of new public open space including the Power Station Park, Stack Plaza, Waterfront Park, and several smaller plazas and pathways throughout the Project site. All open spaces in the Project—with the exception of the Point and some areas directly along the shoreline, which are owned by the Port—will be privately owned and publicly accessible. The D4D establishes minimum dimensions, amenities and general layout along with intentions for design and use of the space.
- *Streets and Streetscapes:* The Project will establish a new, multi-modal street network, which will connect the project site to Pier 70, the Dogpatch neighborhood, and the City at large. Streets will be designed in compliance with the D4D and Infrastructure Master Plan, both of which are adopted along with the DA.
- *Parking and Loading:* The SUD and D4D allow for the construction of a maximum of 2,622 parking spaces in a district parking structure and/or in below grade or fully wrapped parking structures. The parking is proposed to be provided in shared structures that will also provide public parking for commercial and retail uses on the site as well as the new open space resources.
- *Buildings:* The Project establishes standards and guidelines for massing and architecture, streetwall, building base and ground floor, facades and materiality, projections, roofs, residential building elements and open space, garages and service entry design, historic district compatibility, and sustainability. The D4D emphasizes design considerations for pedestrians by including robust requirements for activation, modulation, and scaling building frontages with respect to the scale and function of the adjacent street or open space.

In general, the Project's land uses and conceptual design are specifically established in the D4D. However, special circumstances require flexibility and/or the possibility of alternative development scenarios related to the following Project elements, which are all illustrated in the D4D:

- *PG&E Sub-Area:* PG&E owns and operates important power distribution switchyards just west of the Project site both north and south of Humboldt Street. PG&E has studied and is pursuing the option of consolidating the north and south switchyards such that they occupy a smaller footprint on its property south of Humboldt Street. As such, with permission from PG&E, the Project Sponsor included the area north of Humboldt— known as the PG&E Sub-Area and encompassing all of Project Block 13 and a portion of Project Block 1—in the Project master plan documents, entitlement, and EIR. However, in the scenario that PG&E does not consolidate its switchyard facilities and its property is not conveyed to the Project Sponsor or does not otherwise become party to the DA, the D4D provides a Project scenario that does not include the PG&E Sub-Area. The No-PG&E scenario differs from the proposed Project in that it contains approximately 500 fewer housing units, a reduction of approximately 20,000 sq ft of PDR space, and would not include Georgia Street or the segment of Humboldt Street between Georgia Lane and Illinois Street. The SUD zoning controls do not become operative for the PG&E Sub-Area until a Notice of Joinder to the Development Agreement is approved by the Board of Supervisors or until the PG&E Sub-Area, or any portion thereof, is conveyed to Developer.

- *District Parking Structure:* The Project permits, but does not require, a district parking structure to be constructed. The preferred location for the parking structure is on Block 5 due to its location adjacent to the existing PG&E southern switchyards, which will remain indefinitely in their current location. However, the D4D permits alternative locations of a district garage on Blocks 1 or 13 should PG&E's proposed switchyard consolidation require the use of land on either Block 5 or Block 13.
- *Station A:* The existing Station A structure on Block 15 is an important character-defining element of the base Project and its retention as part of an adaptive reuse effort is a high priority for the Project. However, as an unreinforced masonry building, it is prone to collapse in an earthquake. Should 70% or more of the existing Station A structure be severely damaged by an earthquake or other natural disaster—and thus unsalvageable—prior to construction of an adaptive reuse project for the structure, Block 15 may be constructed with a new commercial building. The D4D includes detailed design Standards, Guidelines, and Considerations for Block 15 to ensure a high caliber of design whether or not Station A is retained.
- *Unit 3:* Along with Station A, the existing Unit 3 structure on Block 9 is an important link to the Project site's industrial past and its retention for adaptive reuse as a hotel is included, although not required, in the proposed Project. Should the retention of Unit 3 as part of the Project prove infeasible, the D4D describes an alternative development scenario for Block 9 that includes a hotel and/or residential building with a smaller footprint than the scenario that retains Unit 3. This scenario without Unit 3 would result in an expanded Stack Plaza open space that would allow for uninterrupted views to the Bay from the Project's other main open space, Power Station Park.

#### Development Agreement (DA)

The Development Agreement (DA) is a contract between the City and the developer (California Barrel Company) that vests to the Developer master entitlement to construct the project in exchange for public benefit obligations of the developer above and beyond those provided by typical code-compliant projects. The DA "runs with the land" for a period of 30 years (i.e. transfers to any new parties, in case that California Barrel Company sells all or part of the land, including future HOAs). Among other things, the DA gives the master developer the right to develop the Project in phases in accordance with the DA, requires certain public benefits, describes the application of existing and future City laws, and establishes fees and exactions. Key provisions of the DA include:

- *Open Space:* Creation or improvement of approximately 6.9 acres of public open space, including the Power Station Park, Stack Plaza, Waterfront Park, and several smaller plazas and bicycle and pedestrian pathways throughout the Project site. The Project will also include a publicly accessible soccer field either on the roof of the district parking garage or another location (if no parking garage is built). All open spaces will be maintained in perpetuity by the Project.
- *Affordable Housing:* The Project will create a significant amount of affordable housing units. The affordable housing plan will facilitate development of 30% of all residential units built within the project site as below market rate units, inclusionary units, or in lieu fee units. A maximum of 258 affordable housing units (33% of total affordable units) may be constructed off-site through the payment of in lieu fees and such units must be located in Supervisor District 10. Inclusionary Rental Units will be restricted, on average, to a Housing Cost that is affordable to Households earning not more than 72% of Area Median Income ("AMI"). Inclusionary For-Sale Units will be

restricted, on average, to a Housing Cost that is affordable to Households earning not more than 99% of AMI.

- *Sustainability and Sea Level Rise Protection:* The Project will implement sustainability measures to enhance livability, health and wellness, mobility and connectivity, climate protection, resource efficiency, and ecosystem stewardship and provide funding sources through the formation of a Community Facilities (Special Tax) District that the City will use to implement protections along the Central Waterfront shoreline from future sea level rise.
- *Transportation:* In addition to constructing a new multi-modal street network connecting to the Dogpatch and Pier 70, the Project will provide a new bus stop and layover facilities for the proposed extension of the MUNI 55 bus service through the Pier 70 and Potrero Power Station sites, as well as shuttle service supplementing MUNI service and connecting the site to the BART system. Additionally, the Project will contribute approximately \$65 million in Transportation Sustainability Fees to a variety of purposes within the neighborhood and larger transportation system. The Project includes a robust Transportation Demand Management program with a requirement to reduce single occupancy vehicle trips by 11% from baseline metrics. This requirement was identified as part of the environmental review process.
- *Jobs & Workforce Development Program:* The DA includes a robust Workforce Agreement, which guarantees a significant financial contribution (\$1M) to training programs aimed at both construction and end-user employment opportunities onsite. As many future tenants in buildings within this Project will be life science and/or tech related, the development will provide unique opportunities for local employment in the fields of STEM. The DA also memorializes programmatic partnerships with future STEM employers to support job fairs, ongoing networking, technology-related career readiness, and curriculum development for further training efforts. The project will also comply with First Source Programs for construction and operational activities, as well as a Local Business Enterprise Utilization Plan.
- *Community Facilities:* The Project will include the construction of an on-site community recreation center of at least 25,000 gross square feet in size provided rent free to a community facility operator along with funding for tenant improvements. Additionally, the Project will provide funding or space to the San Francisco Public Library for a library to be located on the Project site or within ¼ mile from the Project site.
- *Childcare Facilities:* The Project will construct two childcare facilities on site totaling not less than 6,000 gross square feet in size each. These facilities will be available for lease to a licensed nonprofit operator without charge for rent, utilities, property taxes, building services, or repairs, with minimum terms of four years. After this initial term, they will be available to a licensed nonprofit operator for an additional period of four years, at a cost not to exceed actual operating and tenant improvement costs reasonably allocated to similar facilities in similar buildings.
- *Historic Preservation:* The Project will retain and adaptively reuse Station A and the Unit 3 Boiler Stack, two contributing structures in the Third Street Industrial District. The Boiler Stack will be rehabilitated to the Secretary of the Interior's Standards for Historic Rehabilitation.

In conjunction with the Development Agreement, other City agencies retain a role in reviewing and issuing later approvals for the Project (for example, subdivision of the site and construction of infrastructure and other public facilities), as memorialized in the DA and other implementing documents.

It is also proposed as part of approval of the DA that the City will consent to waive or modify certain procedures and requirements under existing Codes in consideration of alternative provisions in the DA.

## ISSUES AND OTHER CONSIDERATIONS

- *Southern Bayfront Strategy.* The Potrero Power Station Mixed-Use Project is a Southern Bayfront Strategy project. The Southern Bayfront Strategy is a framework the City has used to negotiate several large-scale master development sites that are being developed under development agreements. Staff has concluded that the DA negotiated with the Project Sponsor meets the goals of the Southern Bayfront Strategy to deliver community benefits that contribute to a high quality waterfront, community facilities, and affordable housing particularly suited for the Central Waterfront context.
- *SB 330 compliance – M-zone clean-up.* The subject rezoning to create the PPS SUD, which allows housing as a principally permitted use on the majority of blocks within the district, and to increase height limits up to 240 feet constitutes a substantial increase of zoned housing capacity in the southeast quadrant of the City. This upzoning would create capacity for approximately 2,600 units, estimated at approximately 1,900 units above the zoned capacity for housing under the existing M-1 and PDR zoning with a 40-foot height limit (noting that housing is not principally permitted in the M district and only allowed through discretionary action as a Conditional Use). Concurrent with this upzoning of M-zoned parcels to increase housing capacity at the Potrero Power Station site, the City is considering other zoning changes in the industrial portions of the southeastern sector of the city to convert approximately 215 of the remaining M-zoned parcels to PDR zoning in order to protect the City's remaining industrial areas for industrial uses in some cases and others to P zoning to reflect the underlying existing public ownership and public use. The M zone is an antiquated industrial district that has been mostly phased out of the City, other than on Port-owned properties, by rezoning industrial properties to PDR districts. All of these parcels currently zoned M are adjacent to and contiguous with industrial PDR districts, and includes various parcels in the Central Waterfront and Bayview area, including the Bayview Industrial Triangle, whose Redevelopment Plan is set to expire in June 2020. As noted, housing is not principally permitted on these M parcels, it is conditionally permitted on approximately 171 of the parcels. (Approximately 45 of these parcels are currently subject to the Bayview Industrial Triangle Redevelopment Plan, which does not permit housing on 44 of the subject parcels.) Approximately three-quarters of these 171 parcels are undevelopable for housing in any event due to a variety of factors, including: their active use as public freeway, roadway, and rail rights-of-way; their active use as critical publicly- and privately owned infrastructure (eg wastewater treatment plant, city dump/transfer station); their siting and dimensions rendering them undevelopable for housing (eg lacking street access and landlocked by surrounding PDR-zoned parcels). The theoretical maximum housing capacity of all those of the 171 parcels not encumbered by infrastructure and other confounding factors, if they were approved under Conditional Use at their maximum allowable density, is less than 1,000 units. The City is also concurrently proceeding with other substantial upzonings in 2020, including the Market Octavia Plan "Hub" area, Balboa Reservoir, and others, collectively representing several thousands of housing units of increased zoned capacity.

## REQUIRED COMMISSION ACTION

In order for the Project to proceed, the Commission must:

- 1) Certify the FEIR pursuant to the CEQA;
- 2) Adopt CEQA Findings, including a statement of overriding considerations and a "MMRP";
- 3) Recommend that the Board of Supervisors approve the ordinance amending the General Plan including amendments to the Central Waterfront Area Plan, the Urban Design Element, the Commerce and Industry Element, the Transportation Element, the Recreation and Open Space Element, and the Land Use Index of the General Plan, and adopt General Plan consistency and Planning Code Section 101.1 Consistency and Implementation finds for the Project as a whole;
- 4) Recommend that the Board of Supervisors approve the ordinance amending the Planning Code to establish the Potrero Power Station Special Use District, and amend the associated Zoning Maps;
- 5) Adopt the proposed the Potrero Power Station Design for Development document; and
- 6) Recommend that the Board of Supervisors approve the Development Agreement (DA) for the Project.

## BASIS FOR RECOMMENDATION

- The Project will add a substantial number of housing units, including affordable housing units in an underutilized site along the bay waterfront while improving and maintaining substantial waterfront acreage to augment the public open space system in an area lacking in such amenities and waterfront access.
- The site is currently underutilized, and the addition of new ground-floor retail spaces, new streets and public amenities, and publicly-accessible open spaces will enliven the streetscape and will provide new access to the waterfront.
- The Design for Development document will provide specific guidance for the character of the overall Project, resulting in high-quality architecture, extensive streetscape and public realm improvements, and abundant publicly-accessible open space.
- The Development Agreement will provide substantial public benefits in areas including affordable housing, funding for transportation improvements, workforce development, and historic preservation, among other benefits.
- The Project is, on balance, consistent with the Goals, Policies, and Objectives of the General Plan.

**RECOMMENDATION:** Recommend to the Board of Supervisors approval of the General Plan Amendments, Planning Code Text and Map Amendments, the DA (to be scheduled April 14, 2020), and adoption of approval of the D4D.

**Attachments:**

**CEQA Materials**

Draft FEIR Certification Motion  
DEIR Response to Comments (electronic only)  
CEQA Findings and Draft Adoption Motion  
Development Feasibility Analysis of Historic Preservation Alternatives  
Peer Review of Development Feasibility Analysis of Historic Preservation Alternatives

**General Plan Amendments**

Draft Resolution  
Draft Ordinance  
Exhibit: General Plan Maps with notated proposed changes

**Planning Code Text and Map Amendments**

Draft Resolution  
Draft Ordinance

**Development Agreement**

Draft DA Resolution  
Draft Ordinance  
Draft Design for Development Motion  
Project Sponsor Letter  
Draft Development Agreement  
Draft Development Agreement Exhibits including:

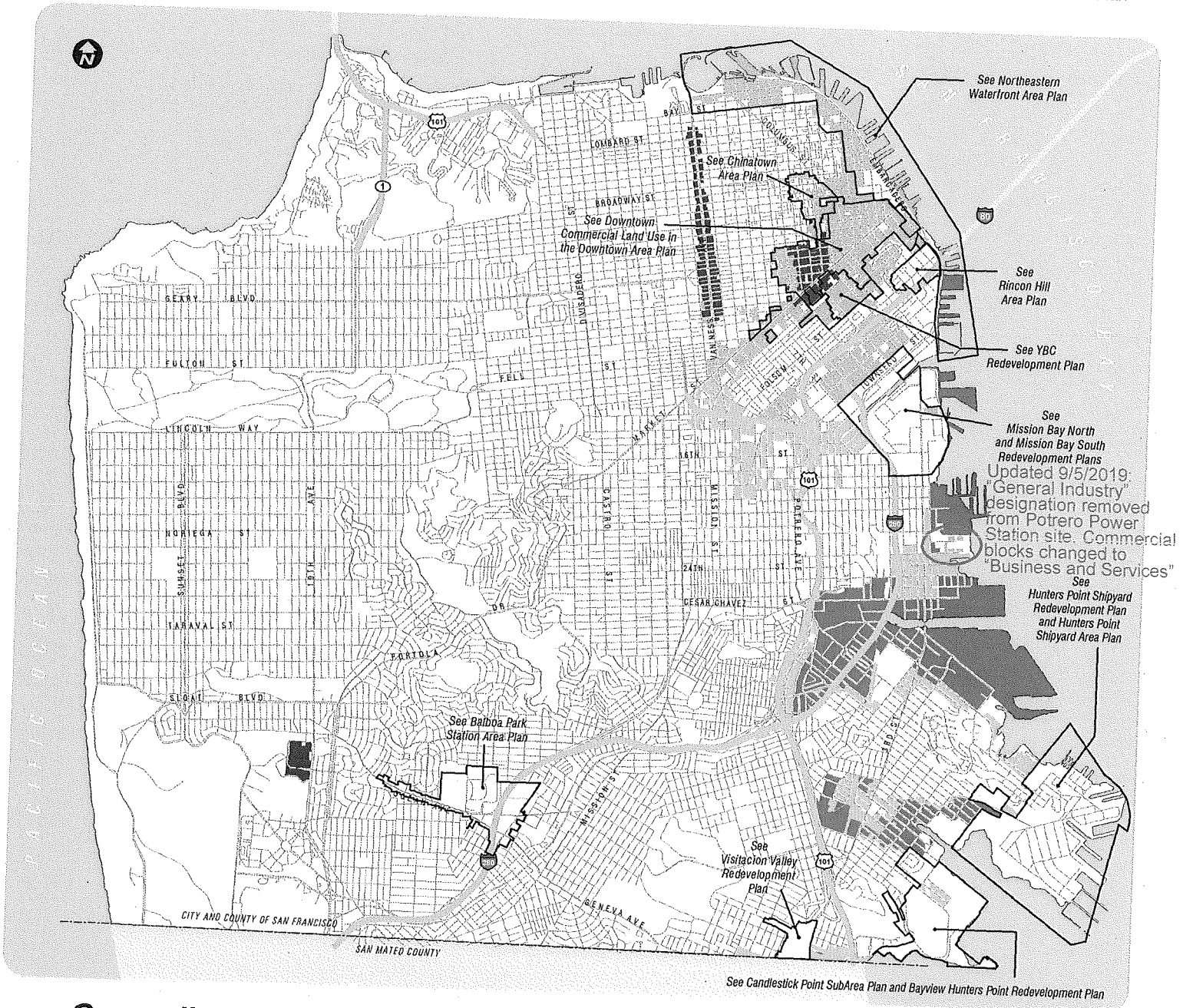
- Design for Development
- Infrastructure Master Plan
- Transportation Demand Management Plan

Redevelopment Fiscal Impact Analysis

**Public Comment Letters**

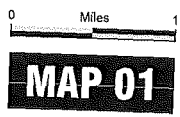
SPUR Project Review Advisory Board





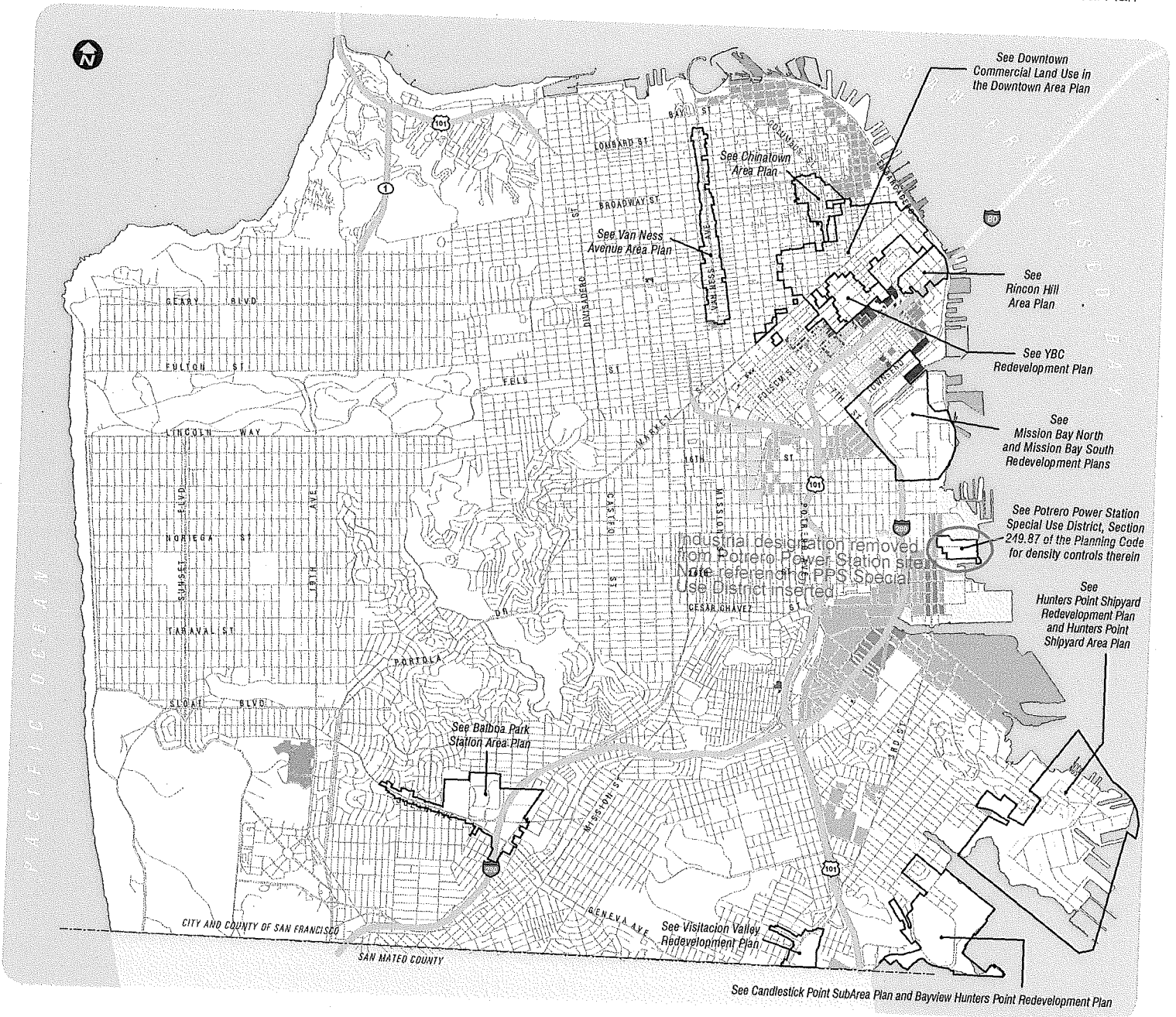
# Generalized Commercial and Industrial Land Use Plan

- Major Shopping
- Business and Services
- Light Industry
- General Industry

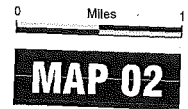


Note:  
For Neighborhood Commercial Areas, see Map 5: Generalized Neighborhoods Commercial Land Use and Density Plan.

Note:  
This map does not illustrate mixed-use areas, which may also contain elements of commerce and industry.



## Generalized Commercial and Industrial Density Plan (Excludes Neighborhood Commercial Areas)



**Commercial (C-2)**

3.6:1 FAR

FAR = Floor Area Ratio

**Industrial (M-1, M-2, PDR)**

3.0:1 FAR

4.0:1 FAR

5.0:1 FAR

6.0:1 FAR

9.0:1 FAR

**Res/Com (MU, UMU, SoMa)**

2.5:1 FAR

3.0:1 FAR

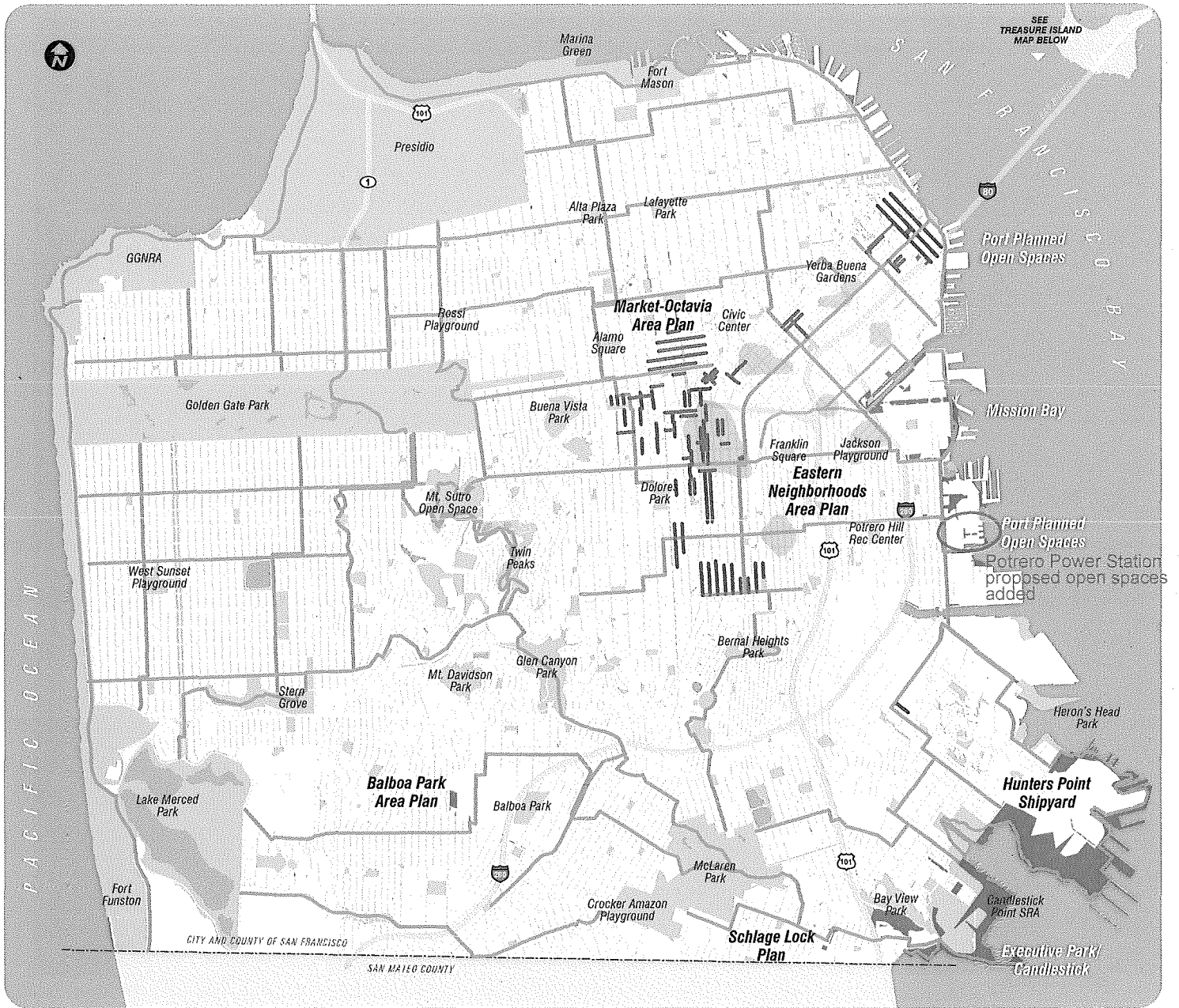
4.0:1 FAR

5.0:1 FAR







6.0:1 FAR

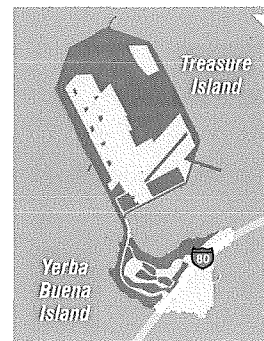
7.5:1 FAR

Note:  
In Commercial and Industrial districts, both FAR and dwelling unit density controls apply. In Mixed Residential Commercial districts, FAR limits apply to nonresidential uses and dwelling unit limits apply to residential uses. See Map 3 in the Housing Element for dwelling unit densities. an additional 25% FAR may be added on corner lots in non C-3 districts. Public use areas are excluded.



## Existing and Proposed Open Space

- |  |  |
|--|--|
|  Potential Living Alleys    |  Proposed Open Space  |
|  Potential Living Streets   |  Existing Open Space  |
|  Proposed Green Connections |  Acquire and develop sites for open space (Eastern Neighborhoods Area Plan) |
|  Off Street Multi-Use Paths |  |

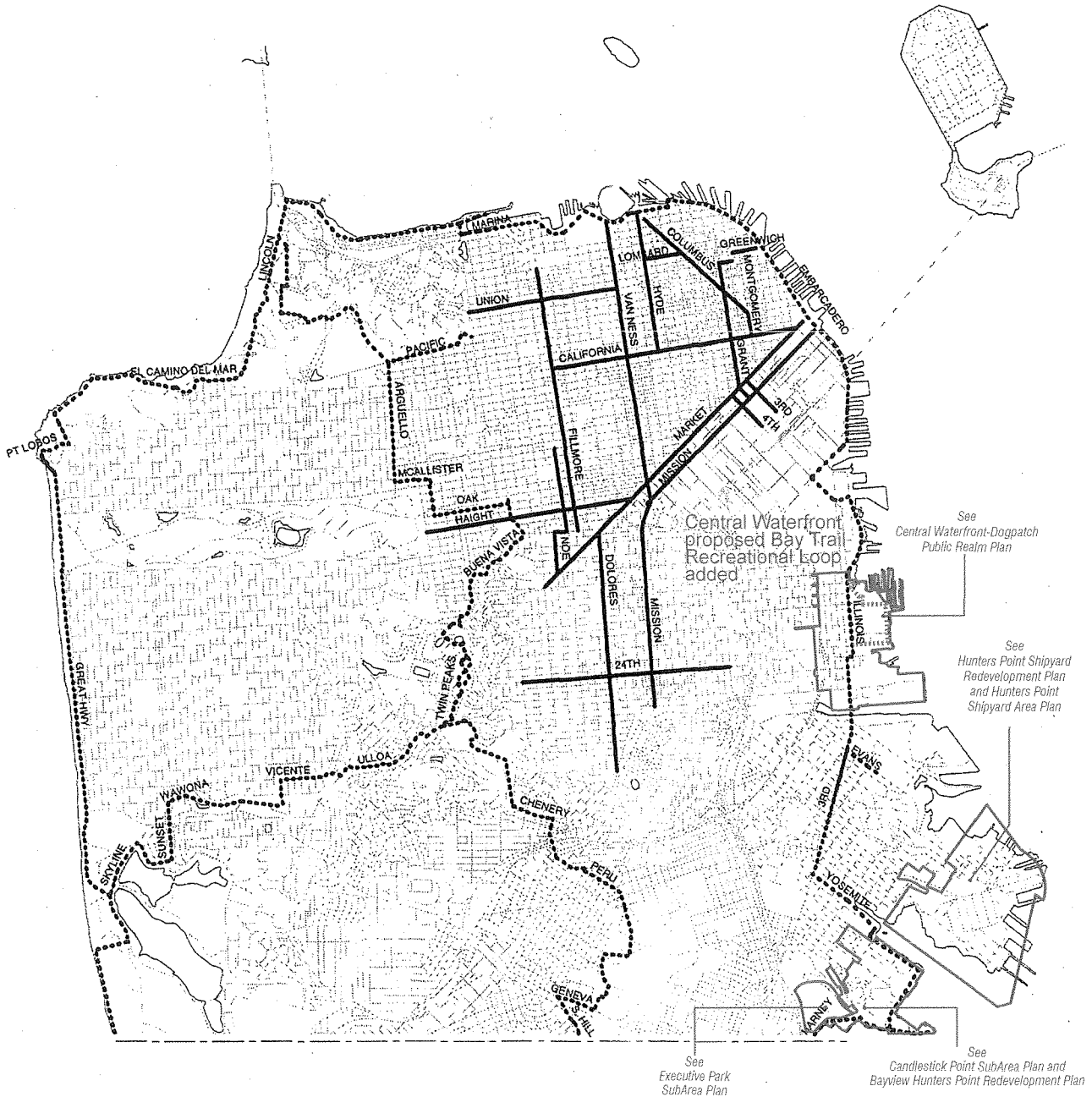


**MAP APPROVED BY THE BOARD OF SUPERVISORS**

The notation below in *italics* represents a recent amendment to the General Plan that has been approved by the Board of Supervisors after this map was originally adopted. The change will be added to the map during the next map update.

- Add a boundary area around the Hunters Point Shipyard area with a line that leads to a reference that states "See Hunters Point Redevelopment Plan and Hunters Point Shipyard Area Plan"
- Designate Folsom St between Embarcadero and Essex St and Second St in its entirety as part of the Citywide Pedestrian Network
- Revise map to show proposed SF Bay Trail running from Candlestick Point SRA through Hunters Point Shipyard, then to Third Street and north if this is only depicting Third Street MUNI Metro light rail

- Add a boundary area around Candlestick Point with a line that leads to a reference that states "See Candlestick Point SubArea Plan and Bayview Hunters Point Redevelopment Plan"
- Add a boundary area around Executive Park with a line that leads to a reference that states "See Executive Park Subarea Plan"
- **CENTRAL WATERFRONT-DOGPATCH PUBLIC REALM PLAN: The 2018 Public Realm Plan developed concept designs for Complete Streets and Open Spaces in this Public Realm Plan area. Please refer to that Public Realm Plan for more specific recommendations for implementation.**



**CITYWIDE PEDESTRIAN NETWORK**

**Map 11**

- Citywide Pedestrian Network Street
- ..... Bay, Ridge and Coast Trail
- - - - - Proposed Bay Trail Recreational Loop





See Mission Bay North and Mission Bay-South Redevelopment Plans

See Central Waterfront-Dogpatch Public Realm Plan

See Hunters Point Shipyard Redevelopment Plan and Hunters Point Shipyard Area Plan

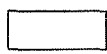

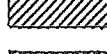


See Balboa Park Station Area Plan

See Redevelopment Plan for the Visitation Valley Schlage Lock Project

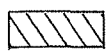
See Executive Park SubArea Plan

See Candlestick Point SubArea Plan and Bayview Hunters Point Redevelopment Plan

## URBAN DESIGN GUIDELINES FOR HEIGHT OF BUILDINGS



-  0-40 ft
-  41-88 ft
-  89-160 ft
-  161-240 ft
-  241-400 ft

 **OPEN SPACE**  
Any Development Subject To Review

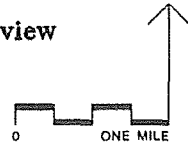
 **MAXIMUM HEIGHT**  
Elevation Of Freeway

 **POINT TOWERS IN VICINITY**

1. See Chinatown Area Plan
2. See Downtown Plan
3. See Rincon Hill Plan

 LOWER END OF RANGE  
 MIDDLE OR LOWER END OF RANGE

**Map 4**

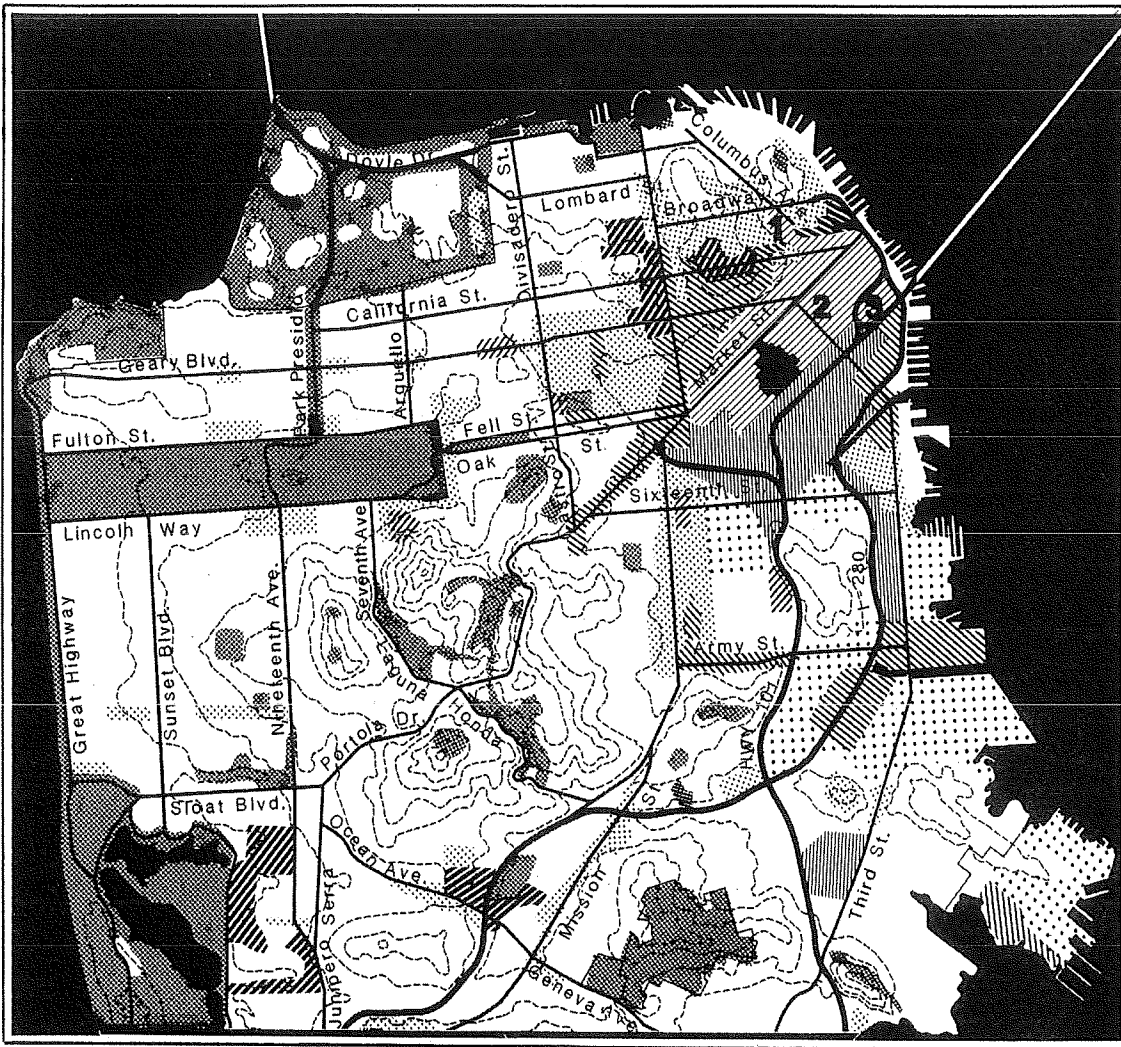


## MAP APPROVED BY THE BOARD OF SUPERVISORS

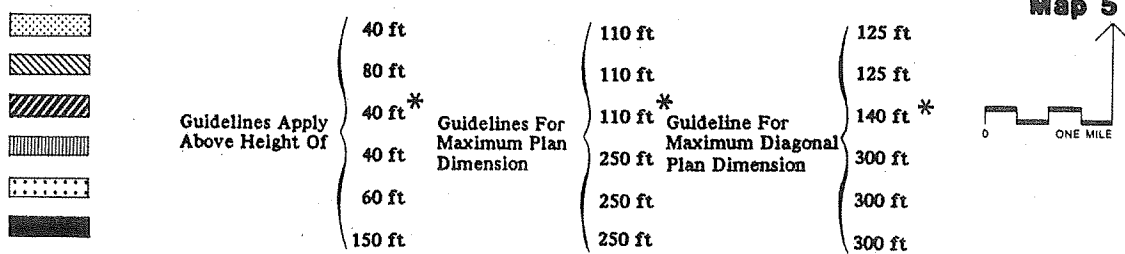
The notation below in italics represents a recent amendment to the General Plan that has been approved by the Board of Supervisors after this map was originally adopted. The change will be added to the map during the next map update.

- *Delete the shaded areas within the Mission Bay area and add a boundary around the Mission Bay area with a line that leads to a reference that states "See Mission Bay North and Mission Bay South Redevelopment Plans." For Assessor's Blocks 3796 (Lots 1 and 2), 3797(Lot 1), and a portion of 3880, place an asterisk on the parcels with a reference on the bottom of the page that states "See the Mission Bay Guidelines adopted by the Planning Commission"*
- *Add a boundary area around the Hunters Point Shipyard area with a line that leads to a reference that states "See Hunters Point Redevelopment Plan and Hunters Point Shipyard Area Plan"*
- *Add a boundary area around Candlestick Point with a line that leads to a reference that states "See Candlestick Point SubArea Plan and Bayview Hunters Point Redevelopment Plan"*
- *Add: "See Mission Bay Guidelines adopted by the Planning Commission"*
- *Add reference under #2 to Transbay: " See Downtown Plan and Transbay Redevelopment Development Controls and Design for Development Plan"*
- *Add a boundary area around the Balboa Park Station plan area with a line that leads to a reference that states "See the Balboa Park Station Area Plan"*
- *Add a boundary area around the Visitacion Valley Schlage Lock area with a line that leads to a reference that states "See Redevelopment Plan for the Visitacion Valley Schlage Lock Project"*
- *Add a boundary area around Executive Park with a line that leads to a reference that states "See Executive Park SubArea Plan"*
- *Add a shaded area with a new height designation with a range between 20-160 feet in the location of the Islais Creek area bordering Innes Avenue, Hawes and Griffith Streets.*
- *Add a shaded area for the 41-88 feet designation around the boundaries of the Sunnydale HOPE SF and Potrero HOPE SF Special Use Districts.*
- *Add a shaded area with a new height designation with a range between 65-240 feet in the location of the former Potrero Power Plant as shown in the Potrero Power Station Special Use District, Planning Code Section 249.87.*

Notation for new height designation at Potrero Power Station added



## URBAN DESIGN GUIDELINES FOR BULK OF BUILDINGS



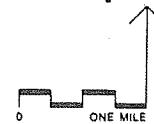
**Bulk Regulated By Height Controls**

**OPEN SPACE:** Any Development Subject To Review

1. See Chinatown Area Plan
2. See Downtown Plan
3. See Rincon Hill Plan

\* Also Applies To Point Towers Where Designated In Urban Design Guidelines For Height Of Buildings.

Map 5



### MAP APPROVED BY THE BOARD OF SUPERVISORS

The notation below in italics represents a recent amendment to the General Plan that has been approved by the Board of Supervisors after this map was originally adopted. The change will be added to the map during the next map update.

→ Delete the shaded areas within the Mission Bay area and add a boundary around the Mission Bay area with a line that leads to a reference that states "See Mission Bay North and Mission Bay South Redevelopment Plans." For Assessor's Blocks 3796 (Lots 1 and 2), 3797 (Lot 1), and a portion of 3880, place a "t" (cross shape) on the parcels with a similar "t" on the bottom of the page that states "See the Mission Bay Guidelines adopted by the Planning Commission."

→ Add a boundary area around the Hunters Point Shipyard area with a line that leads to a reference that states "See Hunters Point Redevelopment Plan."

→ Add reference under #2 to Transbay: See Downtown Plan and Transbay Redevelopment Development Controls and Design for Development Plan.

→ Delete shadings, add + at AB3796 (lots 1&2), 3797 (lot 7) and part of 3880; and add: "See Mission Bay North and South Redevelopment Plans."

→ Add asterisk and add: "See Candlestick Point Special Use District; see applicable planning code provisions."

→ Add + under "Also Applies..." and add: "See Mission Bay Guidelines adopted by the Planning Commission"

→ Add a boundary area around the Balboa Park Station plan area with a line that leads to a reference that states "See the Balboa Park Station Area Plan."

→ Add a boundary area around the Visitacion Valley Schlage Lock area with a line that leads to a reference that states "See Redevelopment Plan for the Visitacion Valley Schlage Lock Project."

→ Add a boundary area around Executive Park with a line that leads to a reference that states "See Executive Park SubArea Plan"

→ Delete Assessor's Block 5952, Lot 002 from shaded portion of map, and add a line that leads to a reference that states "See Jewish Home of San Francisco Special Use District, Planning Code Section 249.73, and San Francisco Zoning Map SU011."

Notation for new bulk designation at Potrero Power Station added

→ Add asterisk and add: "See Potrero Power Station Special Use District, Planning Code Section 249.87."



# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Resolution No. 20637

HEARING DATE: JANUARY 30, 2020

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

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415.558.6409

Planning  
Information:  
415.558.6377

*Case No.:* 2017-011878GPA  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Proposed Zoning:* P (Public)  
Potrero Power Station Mixed-Use District (PPS-MUD)  
*Proposed Height:* 65/240-PPS  
*Blocks/Lots:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and  
non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company – (415) 796-8945  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO THE CENTRAL WATERFRONT AREA PLAN, THE URBAN DESIGN ELEMENT, THE COMMERCE AND INDUSTRY ELEMENT, THE TRANSPORTATION ELEMENT, THE RECREATION AND OPEN SPACE ELEMENT, AND THE LAND USE INDEX OF THE GENERAL PLAN IN RELATION TO THE REDEVELOPMENT OF THE FORMER POTRERO POWER STATION AND MAKING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND PLANNING CODE 340.

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

WHEREAS, the General Plan consists of goals, policies and programs for the future physical development of the City and County of San Francisco that take into consideration social, economic and environmental factors; and

WHEREAS, the General Plan shall be periodically amended in response to changing physical, social, economic, environmental or legislative conditions; and

WHEREAS, Planning Code Section 340 provides that an amendment to the General Plan may be initiated by the Planning Commission upon an application by one or more property owners, residents or commercial lessees, or their authorized agents; and

WHEREAS, in 2011, the Potrero Power Plant ceased its power-generating operations subject to a Settlement Agreement ("Settlement Agreement") between then-owner Mirant Potrero LLC ("Mirant")



and the City. The Settlement Agreement provided Mirant or a future property owner the opportunity to work with the City and community on a redevelopment proposal for the site. In 2016, the California Barrel Company ("Project Sponsor") purchased the property from then-owner NRG Energy, and in 2017 began an extensive planning process with City agencies and the community to develop a master plan for the site that would implement the Potrero Power Station Mixed-Use Project ("Project"); and

WHEREAS, the site is currently referenced in the General Plan as designated for industrial and PDR use with a height limit of 40 feet, and as such, the Project could not be constructed under the current provisions of the General Plan. However, existing policies in the Central Waterfront Area Plan as well as the Settlement Agreement anticipated redevelopment of the Project site to accommodate a wider range of uses; and

WHEREAS, the Project site is located on roughly 29 acres of land at 1201A Illinois Street immediately south of Pier 70 and encompasses property currently owned by the Project Sponsor, PG&E, the Port of San Francisco, and the City and County of San Francisco. The Project proposal includes developing approximately 2.5 million square feet ("sq ft") of residential space (2,601 dwelling units), 1.8 million sq ft of commercial uses, including 100,000 sq ft of retail, 800,000 sq ft of office, 650,000 sq ft of life science/laboratory, 240,000 sq ft of hotel (250 rooms), and 35,000 sq ft of Production, Distribution, and Repair ("PDR") uses. Additionally, it includes 25,000 square feet of entertainment/assembly uses, 50,000 square feet of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space, including a new waterfront park. The proposal would also feature newly created public streets, pedestrian paths, cycle tracks, and the continuation of the Bay Trail. New buildings on the site are proposed to range from 65 feet to 240 feet in height and would generally step down from the middle of the site toward both the east and west. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse; and

WHEREAS, the Project Sponsor is proposing development of the Project and has submitted an application to the San Francisco Planning Department ("Department") for Environmental Review. The Project approvals include (1) General Plan Amendments, (2) Planning Code Text and Map Amendments, (3) the adoption of a Design for Development ("D4D") document to facilitate implementation, and (4) a Development Agreement ("DA") between the Project Sponsor and the City and County of San Francisco; and

WHEREAS, to implement the project, the Board of Supervisors must approve legislation amending the Planning Code (Planning Code Text and Planning Code Map amendments) by rezoning the underlying portions of the site from M-2 (Heavy Industrial) and PDR-1-G (Production, Distribution & Repair-1-General) to PPS-MUD (Potrero Power Station Mixed-Use District) and P (Public), rezoning the height district from 40-X and 65-X to 65/240-PPS, and establishing the Potrero Power Station Special Use District ("SUD") across the 1201A Illinois Street site; and

WHEREAS, on September 5, 2019, the Planning Commission passed Resolution 20511, which demonstrated the Commission's intent to amend the General Plan, and included by reference, the proposed General Plan Amendment necessary to implement the Project.

WHEREAS, the proposed General Plan Amendments contained in a draft ordinance attached hereto as Exhibit A would (1) amend Objective 1.1, Policy 1.1.8, Map 2, and Objective 5.1 of the Central Waterfront

Area Plan to reflect the mixed-use vision for the subject site; (2) amend Urban Design Element Maps 4 and 5 by establishing maximum height and bulk limits consistent with the proposal; (3) amend Commerce and Industry Element Maps 1 and 2 by reclassifying generalized land uses and densities consistent with the proposal, and Objective 4 to improve the equitable distribution of infrastructure; (4) amend the Recreation and Open Space Element Map 3 by adding new publicly accessible open spaces of significant size (6.9 acres) proposed for the site; (5) amend the Transportation Element Map 11 by adding the Bay Trail Recreational Loop proposed for the site, and; (6) amend the Land Use Index to reflect amendments to the maps described above in the Urban Design, Commerce and Industry, Recreation and Open Space, and Transportation Elements; and

**WHEREAS**, on January 30, 2020, the Planning Commission reviewed and considered the Final EIR ("FEIR") for the Project and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and certified the FEIR for the Project in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines and Chapter 31 by Motion No. 20635; and

**WHEREAS**, on January 30, 2020, the Commission by Motion No. 20636 approved CEQA Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2017-011878ENV, for approval of the Project, which findings and MMRP are incorporated by reference as though fully set forth herein; and

**WHEREAS**, on January 30, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed General Plan Amendments and has considered the information included in the File for these Amendments, the staff reports and presentations, public testimony and written comments, as well as the information provided about the Project from other City departments.

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

1. The General Plan Amendments would help implement the Potrero Power Station Mixed-Use Project development by making available currently under-utilized land for needed housing, commercial space, parks and open space, community facilities, and other related uses.
2. The General Plan Amendments would help implement the Project, which, in turn, would provide employment opportunities for local residents during construction and post-occupancy.
3. The General Plan Amendments would help implement the Project by enabling the creation of a mixed-use and sustainable neighborhood with new infrastructure. The new neighborhood would improve the site's connectivity to and integration with the surrounding City fabric and connect existing neighborhoods to the Central Waterfront.
4. The General Plan Amendments would enable the construction of a new vibrant, safe, and connected neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.
5. The General Plan Amendments would enable construction of new housing, including new on-site affordable housing, a wide mix of waterfront recreational opportunities, and other related uses,

including commercial uses. These new uses would strengthen and complement nearby neighborhoods.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds these General Plan Amendments are in general conformity with the General Plan, and that the Project and its approvals associated therein, all as more particularly described in Exhibit E to the Development Agreement on file with the Planning Department in Case No. 2017-011878DVA, are each on balance consistent with the General Plan, as it is proposed to be amended. These General Plan Findings are for the entirety of the Project and all related approval actions that, in addition to the General Plan Amendments, include but are not limited to Planning Code Text and Zoning Map Amendments, DA approval, D4D approval, and other subsequent approvals that are consistent with and further the Project.

**HOUSING ELEMENT**

**OBJECTIVE 1**

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

**POLICY 1.1**

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

**POLICY 1.8**

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

**POLICY 1.10**

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

The Project is a mixed-use development within walking distance of multiple high-frequency transit lines, including the T-Third light rail line and 22<sup>nd</sup> Street Caltrain Station with up to 2,601 dwelling units at full project build-out. The Project will include a wide range of housing options. As detailed in the Development Agreement, the Project exceeds the generally prevailing citywide affordable housing requirements of the Planning Code, by reaching a 30% affordability level.

**OBJECTIVE 4**

*FOSTER A HOUSING STOCK THAT MEETS THE NEEDS OF ALL RESIDENTS ACROSS LIFECYCLES.*

**POLICY 4.2**

*Provide a range of housing options for residents with special needs for housing support and services.*  
As described in the Development Agreement, the Project will provide preference to the Homeless Prenatal Program for up to 36 Inclusionary Units over all phases of the project build-out.

**OBJECTIVE 11**

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

**POLICY 11.1**

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

**POLICY 11.7**

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

The Project, as described in the Development Agreement and the D4D, includes a program of development accompanied by substantial community benefits designed to revitalize an underutilized industrial site and complement the surrounding neighborhood with a mix of housing, commercial and open space uses. The Project includes the retention and adaptive reuse of two contributing buildings within the Third Street Industrial District, Station A and the Unit 3 Stack, and potentially the retention and adaptive reuse of a third, the Unit 3 Boiler. Additionally, the D4D includes standards and guidelines that ensure the design of new buildings on the site are consistent with the character of the Third Street Industrial District.

**OBJECTIVE 12**

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

**POLICY 12.1**

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

**POLICY 12.2**

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

**POLICY 12.3**

*Ensure new housing is sustainably supported by the City's public infrastructure systems.*

**OBJECTIVE 13**

*PRIORITIZE SUSTAINABLE DEVELOPMENT IN PLANNING FOR AND CONSTRUCTING NEW HOUSING.*

**POLICY 13.1**

*Support "smart" regional growth that locates new housing close to jobs and transit.*

**POLICY 13.3**

*Promote sustainable land use patterns that integrate housing with transportation in order to increase transit, pedestrian, and bicycle mode share.*

The Project appropriately balances the construction of new housing and commercial uses with new and improved infrastructure and related public benefits in a sustainable manner. For example, the Project will:

- Host the eastern terminal stop for the new 55 Muni bus line, thereby bringing a high frequency transit line directly onto the Project site for use by residents, workers, and visitors.
- Implement a Transportation Demand Management (TDM) Program to incentive the use of transit, walking, and bicycling as alternatives to the private automobile. This includes the provision of a free shuttle connecting Project residents, workers, and visitors to the 22nd Street Caltrain Station and the 16th Street BART Station.
- Construct a new grid of streets that connects the site to Pier 70, the Dogpatch neighborhood, and additional high frequency transit lines off-site like the T Third Muni and prioritizes safe and comfortable bicycle and pedestrian access.
- Construct and maintain nearly seven acres of new waterfront and upland open space for a variety of active and passive recreational activities.
- Make substantial additional quality-of-life contributions to the Central Waterfront District including space for an indoor recreational center, childcare, and a potential library.

#### COMMERCE AND INDUSTRY ELEMENT

##### **OBJECTIVE 3**

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

##### **POLICY 3.2**

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

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

##### **OBJECTIVE 5**

*REALIZE SAN FRANCISCO'S FULL MARITIME POTENTIAL.*

##### **POLICY 5.1**

*Encourage maritime activity which complements visitor activity and resident recreation.*

##### **POLICY 5.11**

*Pursue permitted non-maritime development on port properties.*

The Project includes a proposed dock that could host small watercraft and function as a stop on a future water taxi service. Port properties within the Project site will be developed as open spaces that provide San Franciscans with enhanced opportunities to connect to and enjoy San Francisco Bay.

**OBJECTIVE 6**

**MAINTAIN AND STRENGTHEN VIABLE NEIGHBORHOOD COMMERCIAL AREAS EASILY ACCESSIBLE TO CITY RESIDENTS.**

**POLICY 6.4**

*Encourage the location of neighborhood shopping areas throughout the city so that essential retail goods and personal services are accessible to all residents.*

The Project will construct over 100,000 square feet of retail use concentrated on Humboldt Street, the waterfront, and on certain key corners throughout the site, which will serve the daily needs of residents, employees, and visitors of the site and of the surrounding community. As described in the DA, the Project will make good faith efforts to tenant a portion of its retail space with a full-service grocer.

**TRANSPORTATION ELEMENT**

**OBJECTIVE 1**

**MEET THE NEEDS OF ALL RESIDENTS AND VISITORS FOR SAFE, CONVENIENT AND INEXPENSIVE TRAVEL WITHIN SAN FRANCISCO AND BETWEEN THE CITY AND OTHER PARTS OF THE REGION WHILE MAINTAINING THE HIGH QUALITY LIVING ENVIRONMENT OF THE BAY AREA.**

**POLICY 1.3**

*Give priority to public transit and other alternatives to the private automobile as the means of meeting San Francisco's transportation needs, particularly those of commuters.*

The Project will host the eastern terminal stop for the new 55 Muni bus line, thereby bringing a high frequency transit line directly onto the Project site for use by residents, workers, and visitors, as well as a shuttle between the Project site and 16<sup>th</sup> Street BART station. The Project is also a short walk to the T Third Muni line, which offers high frequency service and connections to Downtown, the Bayview, and other City and regional destinations.

**OBJECTIVE 2**

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

**POLICY 2.1**

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

**POLICY 2.5**

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

The Project is located on underutilized land and will contribute to the creation of new local transportation services. Specifically, the Project will host the eastern terminal stop and Muni operator restroom facility for the new 55 Muni bus line, thereby bringing a high frequency transit line directly onto the Project site for use by residents, workers, and visitors. Additionally, the Project will contribute to the transit service by providing new intersection signals and pedestrian crosswalks on Illinois Street and a shuttle service for those living, working, and visiting the Project running from the site to the 22<sup>nd</sup> Street Caltrain Station and the 16<sup>th</sup> Street BART station. Shuttle service would be offered until such transit service is available.

The Project includes a detailed TDM program, including various performance measures, physical improvements and monitoring and enforcement measures designed to create incentives for transit and other alternative to the single occupancy vehicle for both residential and commercial buildings. In addition, the Project's design, including its streetscape elements, is intended to promote and enhance walking and bicycling. The Project features parking-protected bike lanes on 23<sup>rd</sup> Street, dedicated lanes on 23<sup>rd</sup> and Maryland Streets, and a new section of the Bay Trail along the waterfront.

**OBJECTIVE 8**

*MAINTAIN AND ENHANCE REGIONAL PEDESTRIAN, HIKING AND BIKING ACCESS TO THE COAST, THE BAY AND RIDGE TRAILS.*

**POLICY 8.1**

*Ensure that the Coast Trail, the Bay Trail and the Ridge Trail remain uninterrupted and unobstructed where they pass through San Francisco.*

The Project will construct a key section of the Bay Trail in the Central Waterfront, therefore helping to knit together the currently fragmented segments of the regional trail amenity within San Francisco.

**OBJECTIVE 14**

*DEVELOP AND IMPLEMENT A PLAN FOR OPERATIONAL CHANGES AND LAND USE POLICIES THAT WILL MAINTAIN MOBILITY AND SAFETY DESPITE A RISE IN TRAVEL DEMAND THAT COULD OTHERWISE RESULT IN SYSTEM CAPACITY DEFICIENCIES.*

**POLICY 14.4**

*Reduce congestion by encouraging alternatives to the single occupant auto through the reservation of right-of-way and enhancement of other facilities dedicated to multiple modes of transportation.*

**POLICY 14.8**

*Implement land use controls that will support a sustainable mode split and encourage development that limits the intensification of automobile use.*

The Project will include a network of streets that are designed with robust bicycle, pedestrian, and transit infrastructure to encourage residents, employees, and visitors of the site to use modes of transportation other than the automobile. The mixed-use nature of the Project will also support an environment of reduced automobile use by ensuring jobs, homes, retail, open space, and community uses are all in close proximity to each other.

**OBJECTIVE 16**

*DEVELOP AND IMPLEMENT PROGRAMS THAT WILL EFFICIENTLY MANAGE THE SUPPLY OF PARKING AT EMPLOYMENT CENTERS THROUGHOUT THE CITY SO AS TO DISCOURAGE SINGLE-OCCUPANT RIDERSHIP AND ENCOURAGE RIDESHARING, TRANSIT AND OTHER ALTERNATIVES TO THE SINGLE-OCCUPANT AUTOMOBILE.*

**POLICY 16.1**

*Reduce parking demand through the provision of comprehensive information that encourages the use of alternative modes of transportation.*

**POLICY 16.6**

*Encourage alternatives to the private automobile by locating public transit access and ride-share vehicle and bicycle parking at more close-in and convenient locations on-site, and by locating parking facilities for single-occupant vehicles more remotely.*

The Project's land use controls, which do not require any parking, would limit off-street auto parking to a maximum one space for every 1,500 square feet of commercial use and 0.6 spaces per residential unit, thereby encouraging use of transit, cycling and other means of travel. The Project would meet generally prevailing citywide standards for bicycle and car share parking and amenities.

**OBJECTIVE 18**

*ESTABLISH A STREET HIERARCHY SYSTEM IN WHICH THE FUNCTION AND DESIGN OF EACH STREET ARE CONSISTENT WITH THE CHARACTER AND USE OF ADJACENT LAND.*

**POLICY 18.4**

*Discourage high-speed through traffic on local streets in residential areas through traffic "calming" measures that are designed not to disrupt transit service or bicycle movement, including.*

As described in the D4D, the Project will construct a network of multi-modal neighborhood streets to complement adjacent uses. Given the local character of the streets, they are designed to include multiple traffic calming strategies including raised crosswalks, narrow travel lanes, street parking, among others, to discourage high traffic speeds.

**OBJECTIVE 23**

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



**POLICY 23.1**

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

**POLICY 23.2**

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

**POLICY 23.6**

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

The Project will establish a new street and open space network and provide pedestrian improvements and streetscape enhancement measures as described in the D4D document and reflected in the MMRP and Transportation Plan in the Development Agreement. All project sidewalks will be designed to provide ample space for pedestrians and streets will provide safe pedestrian crossings. Project open spaces will provide additional pedestrian access through the Project site. Each of the new streets will include sidewalk and streetscape improvements consistent with the Better Streets Plan.

**OBJECTIVE 24**

**IMPROVE THE AMBIANCE OF THE PEDESTRIAN ENVIRONMENT.**

**POLICY 24.2**

*Maintain and expand the planting of street trees and the infrastructure to support them.*

As described in the D4D, the Project will include a robust tree planting program along nearly all development blocks utilizing a tree palette that includes native and climate-adaptive species.

**URBAN DESIGN ELEMENT**

**OBJECTIVE 1**

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

**POLICY 1.2**

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

The Project will extend the existing street pattern from the Dogpatch and the planned street pattern from the Pier 70 development, while also adding streets to reduce block sizes and enhance connectivity throughout the site. As described in the D4D, street types on the Project site (and their associated dimensions) generally conform to those described in the Better Streets Plan. The D4D also establishes streetwall heights that are intended to provide a consistent sense of enclosure that complements the nature and character of adjacent streets and adjacent open spaces.

**OBJECTIVE 2**

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

**POLICY 2.4**

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

The Project includes the retention and adaptive reuse of two contributing buildings within the Third Street Industrial District, Station A and the Unit 3 Stack, and potentially the preservation of a third, the Unit 3 Boiler. Additionally, the D4D includes standards and guidelines that ensure the design of new buildings on the site are consistent with the character of the Third Street Industrial District.

**OBJECTIVE 3**

*MODERATION OF MAJOR NEW DEVELOPMENT TO COMPLEMENT THE CITY PATTERN, THE RESOURCES TO BE CONSERVED, AND THE NEIGHBORHOOD ENVIRONMENT.*

**POLICY 3.6**

*Relate the bulk of buildings to the prevailing scale of development to avoid an overwhelming or dominating appearance in new construction.*

The Project's Design for Development document includes an extensive set of height and bulk standards that will help ensure that new development on the Project site complements adjacent development and the Dogpatch neighborhood overall. For example, upper story setbacks above the building podium will be required on almost every block on the Project site, creating streetwalls ranging from 50 to 90 feet in height, depending on the character of the street they face. The blocks along the proposed Craig Lane, which forms the boundary between the Project and the Pier 70 site to the north, will be required to provide building setbacks above 50 feet in order to transition to the lower height development at Pier 70 (generally 90 feet) and to allow for more light to reach the street below. Additionally, the tallest permitted building heights are generally located toward the middle of the Project site near the intersection of Humboldt Street and Georgia Lane and step down in all directions in order to transition to the waterfront and to the lower prevailing heights on properties surrounding the Project site.

**RECREATION AND OPEN SPACE ELEMENT**

**OBJECTIVE 2**

*INCREASE RECREATION AND OPEN SPACE TO MEET THE LONG-TERM NEEDS OF THE CITY AND BAY REGION.*

**POLICY 2.2**

*Provide and promote a balanced recreation system which offers a variety of high quality recreational opportunities for all San Franciscans.*

**POLICY 2.4**

*Support the development of signature public open spaces along the shoreline.*

The Project will add 6.9 acres of publicly accessible open space to the Central Waterfront, including significant shoreline parks such as The Point and Stack Plaza. Project parks will provide a wide range of active and passive recreation amenities that meet the needs of San Francisco's diverse population such as a rooftop soccer field, multi-use lawns, picnic areas, a playground, and a civic plaza. The Project will also include an indoor community recreational facility to complement the site's outdoor recreational facilities.

**OBJECTIVE 3**

**IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.**

**POLICY 3.3**

*Develop and enhance the City's recreational trail system, linking to the regional hiking and biking trail system and considering restoring historic water courses to improve stormwater management.*

**POLICY 3.4**

*Encourage non-auto modes of transportation—transit, bicycle and pedestrian access—to and from open spaces while reducing automobile traffic and parking in public open spaces.*

The Project will contribute to the City's recreational trail system by building a new segment of the Bay Trail along the shoreline and provide ample access to new open spaces on the site via transit, shuttle, bicycle, and walking.

**OBJECTIVE 4**

**PROTECT AND ENHANCE THE BIODIVERSITY, HABITAT VALUE, AND ECOLOGICAL INTEGRITY OF OPEN SPACES AND ENCOURAGE SUSTAINABLE PRACTICES IN THE DESIGN AND MANAGEMENT OF OUR OPEN SPACE SYSTEM.**

**POLICY 4.3**

*Integrate the protection and restoration of local biodiversity into open space construction, renovation, management and maintenance.*

**POLICY 4.4**

*Include environmentally sustainable practices in construction, renovation, management and maintenance of open space and recreation facilities.*

The D4D includes standards and guidelines for integrating local biodiversity into Project open spaces—thereby furthering City biodiversity goals—by, for example, establishing a robust native and climate-adaptive plant palette and minimum requirements for native plant use. D4D standards and guidelines also include requirements for sustainable practices in the construction, management and maintenance of open space facilities, such as the required use of non-potable water for irrigation and the consideration to use sustainable and recycled materials for site furnishings and paving materials.

**ENVIRONMENTAL PROTECTION ELEMENT**

**OBJECTIVE 7**

ASSURE THAT THE LAND RESOURCES IN SAN FRANCISCO AND USED IN WAYS THAT BOTH RESPECT AND PRESERVE THE NATURAL VALUES OF THE LAND AND SERVE THE BEST INTERESTS OF ALL THE CITY'S CITIZENS.

**POLICY 7.1**

*Preserve and add to public open space in accordance with the objectives and policies of the Recreation and Open Space Element.*

See policies related to the Recreation and Open Space Element.

**OBJECTIVE 14**

PROMOTE EFFECTIVE ENERGY MANAGEMENT PRACTICES TO MAINTAIN THE ECONOMIC VITALITY OF COMMERCE AND INDUSTRY.

**POLICY 14.4**

*Promote commercial office building design appropriate for local climate conditions.*

**POLICY 14.5**

*Encourage use of integrated energy systems.*

Standards, guidelines, and considerations related to the sustainable development of the Project site are embedded throughout the entire D4D document. Important among them is the requirement that all Project buildings achieve a certification of LEEDv4 Gold or better, thus helping the City to meet its global commitment to be a net-zero carbon city by 2050 and keeping the City's commercial enterprises at a competitive advantage in a changing economic and climate environment. Additionally, the Project may elect to construct shared thermal energy plants within the project site if feasible. These plants would use shared thermal energy plants within the project site to recover waste heat from commercial buildings for use in space heating and domestic hot water production in residential buildings in order to reduce the project's overall energy and water demands.

**OBJECTIVE 15**

INCREASE THE ENERGY EFFICIENCY OF TRANSPORTATION AND ENCOURAGE LAND USE PATTERNS AND METHODS OF TRANSPORTATION WHICH USE LESS ENERGY.

**POLICY 15.3**

*Encourage an urban design pattern that will minimize travel requirements among working, shopping, recreation, school and childcare areas.*

A defining characteristic of the Project's urban design framework is its highly integrated land use mix, which will provide opportunities for residents to work, shop, recreate, and access community amenities and services on site. The Project site's location walking distance from the

Dogpatch neighborhood and Pier 70 will further help to reduce travel requirements for residents and employees.

**COMMUNITY FACILITIES ELEMENT**

**OBJECTIVE 3**

*ASSURE THAT NEIGHBORHOOD RESIDENTS HAVE ACCESS TO NEEDED SERVICES AND A FOCUS FOR NEIGHBORHOOD ACTIVITIES.*

**POLICY 3.1**

*Provide neighborhood centers in areas lacking adequate community facilities.*

**POLICY 3.3**

*Develop centers to serve an identifiable neighborhood.*

**POLICY 3.4**

*Locate neighborhood centers so they are easily accessible and near the natural center of activity.*

**POLICY 3.5**

*Develop neighborhood centers that are multipurpose in character, attractive in design, secure and comfortable, and inherently flexible in meeting the current and changing needs of the neighborhood served.*

**POLICY 3.7**

*Program the centers to fill gaps in needed services, and provide adequate facilities for ill-housed existing services.*

As described in the DA, the Project will include two new childcare facilities, each of at least 6,000 square feet in size; a new indoor community recreation center of at least 25,000 square feet, and a public library onsite or funding for a public library within  $\frac{3}{4}$  of a mile of the Project site. These facilities will greatly enhance the Central Waterfront district and help fill a facilities gap in the neighborhood, which is one of the City's fastest growing.

**CENTRAL WATERFRONT AREA PLAN**

**Land Use**

**OBJECTIVE 1.1**

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

**POLICY 1.1.2**

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

The Project will convert an underutilized industrial site, home of the former Potrero Power Plant, into a mixed-use neighborhood with large amounts of housing interspersed with commercial, laboratory, life science, retail, open space, and community uses. Additionally, the Project will continue the long tradition of industrial uses in the Central Waterfront by creating 35,000 square feet of new space for light industrial uses.

**OBJECTIVE 1.2**

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

**POLICY 1.2.2**

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

**POLICY 1.2.3**

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

**POLICY 1.2.4**

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

The Project's land use plan has a strong focus on residential and all blocks on the Project site will be required to provide active uses on the ground floor, including retail, PDR, residential entries, and community uses. Given the need for additional housing citywide, permitted building heights on the Project site are significantly greater than as currently zoned and residential density is regulated via height and bulk controls rather than prescribed density limits.

**OBJECTIVE 1.4**

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

**POLICY 1.4.2**

*Allow medical office and life science uses in portions of the Central Waterfront where it is appropriate.*

**POLICY 1.4.3**

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

**POLICY 1.4.4**

*Identify portions of the Central Waterfront where it would be appropriate to allow other research and development uses that support the Knowledge Sector.*

The Development Agreement requires that at least one development block on the Project site be dedicated to laboratory and/or life science uses, although nearly half the blocks permit these uses.

The Project's close proximity to the UCSF Mission Bay campus position it well to help support the expansion of "knowledge sector" uses in the Central Waterfront.

**OBJECTIVE 1.7**

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

**POLICY 1.7.3**

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

PDR uses are permitted on development blocks throughout the Project site, but, as described in the D4D, are required in "Priority PDR Frontages" along 23<sup>rd</sup> Street and Illinois Street where the site faces existing significant PDR uses. At least 30% of ground floor spaces in Priority PDR Frontages are required to have floor-to-floor ground floor heights of 17 feet while the remainder must be at least 15 feet in height. All Project blocks will include ample loading facilities for PDR businesses.

**OBJECTIVE 2.1**

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

**POLICY 2.1.1**

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

**POLICY 2.1.2**

*Provide land and funding for the construction of new housing affordable to very low and low-income households.*

**POLICY 2.1.3**

*Provide units that are affordable to households at moderate and "middle incomes" – working households earning above traditional below-market-rate thresholds but still well below what is needed to buy a market priced home, with restrictions to ensure affordability continues.*

**POLICY 2.1.4**

*Allow single-resident occupancy hotels (SROs) and "efficiency" units to continue to be an affordable type of dwelling option, and recognize their role as an appropriate source of housing for small households.*

As described in the Development Agreement, 30% of the residential units produced by the Project will be affordable housing units. This requirement will be met through inclusionary units within market-rate projects at the Project site, conveyance of development parcels, at no cost, to affordable housing developers for the construction of 100% affordable units, and payment of the in-lieu fee to the Mayor's Office of Housing and Community Development for construction of affordable housing in Supervisorial District 10, on not more than 258 (33% of total affordable units) residential units in the aggregate. Inclusionary rental units will be restricted, on average, to

a housing cost that is affordable to households earning not more than 72% of area median income (AMI), while inclusionary for-sale units will be restricted, on average, to a housing cost that is affordable to households earning not more than 99% of AMI. Additionally, the Project will provide preference to the Homeless Prenatal Program for up to 36 Inclusionary Units over all phases of the project build-out. SRO and "efficiency" units are permitted on the Project site.

**OBJECTIVE 2.3**

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

**POLICY 2.3.3**

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

**POLICY 2.3.4**

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

As described in the D4D, no less than 30 percent of the total number of proposed dwelling units in each building or phase shall contain at least two bedrooms. Furthermore, no less than 10 percent of the total number of proposed dwelling units in each building shall contain at least three bedrooms; units counted towards this requirement may also count towards the requirement for units with two or more bedrooms. Group Housing, Inclusionary or below-market-rate dwelling units, Single Room Occupancy (SRO) Units, Student Housing, or housing specifically and permanently designated for seniors or persons with physical disabilities are exempt from these requirements.

Family-supportive elements of the Project include two childcare facilities, 6.9 acres of open space, a playground, a community recreation facility, and potentially an on-site public library.

**OBJECTIVE 2.5**

*PROMOTE HEALTH THROUGH RESIDENTIAL DEVELOPMENT DESIGN AND LOCATION.*

**POLICY 2.5.3**

*Require new development to meet minimum levels of "green" construction.*

Standards, guidelines, and considerations related to the sustainable development of the Project site are embedded throughout the entire D4D document. Important among them is the requirement that all Project buildings achieve a certification of LEEDv4 Gold or better, thus helping the City to meet its global commitment to be a net-zero carbon city by 2050.



**Built Form**

**OBJECTIVE 3.1**

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

**POLICY 3.1.9**

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

**POLICY 3.1.11**

*Establish and require height limits along alleyways to create the intimate feeling of being in an urban room.*

The Project includes the retention and adaptive reuse of two contributing buildings within the Third Street Industrial District, Station A and the Unit 3 Stack, and potentially the preservation of a third, the Unit 3 Boiler. Additionally, the D4D includes standards and guidelines that ensure the design of new buildings on the site are consistent with the character of the Third Street Industrial District.

The Project's Design for Development document includes an extensive set of height and bulk standards that will help ensure that new development on the Project site complements adjacent development and the Dogpatch neighborhood overall. In particular, development adjacent to alleys and narrow streets on the Project site such as Craig Lane, Georgia Lane, Louisiana Street, and the northernmost block of Delaware Street, will be required to have upper story setbacks above the building podium that are generally lower—starting at 50 or 65 feet in height—than on most other blocks. This creates a lower overall street wall and an intimate setting that also permits greater access to daylight.

**OBJECTIVE 3.2**

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

**POLICY 3.2.2**

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

**POLICY 3.2.3**

*Minimize the visual impact of parking.*

**POLICY 3.2.4**

*Strengthen the relationship between a building and its fronting sidewalk.*

PDR uses are permitted on development blocks throughout the Project site, but, as described in the D4D, are required in "Priority PDR Frontages" along 23<sup>rd</sup> Street and Illinois Street. At least 30% of ground floor spaces in Priority PDR Frontages are required to have floor-to-floor ground floor heights of 17 feet while the remainder must be at least 15 feet in height. As described in the

D4D, all ground floor frontages are encouraged to provide a strong visual and physical connection between the sidewalk and interior spaces to ensure a lively and safe public realm. Accessory podium parking is required to be completely wrapped with primary building uses so that it is not visible from the street. The district parking garage must include active ground floor uses and upper story parking levels must be architecturally or artistically screened.

**OBJECTIVE 3.3**

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

**POLICY 3.3.4**

*Compliance with strict environmental efficiency standards for new buildings is strongly encouraged. Standards, guidelines, and considerations related to the sustainable development of the Project site are embedded throughout the entire D4D document. Important among them is the requirement that all Project buildings achieve a certification of LEEDv4 Gold or better, thus helping the City to meet its global commitment to be a net-zero carbon city by 2050.*

**Transportation**

**OBJECTIVE 4.1**

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

**POLICY 4.1.6**

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

The Project will host the eastern terminal stop for the new 55 Muni bus line, thereby bringing a high frequency transit line directly onto the Project site for use by residents, workers, and visitors, as well as a shuttle between the Project site and 16<sup>th</sup> Street BART station. The Project is also a short walk to the T Third Muni line, which offers high frequency service and connections to Downtown, the Bayview, and other City and regional destinations.

**OBJECTIVE 4.3**

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

**POLICY 4.3.5**

*Permit construction of public parking garages in Mixed Use districts only if they are part of shared parking arrangements that efficiently use space, are appropriately designed, and reduce the overall need for off-street parking in the area.*

There are no off-street parking minimums on the Project site. A district parking garage is proposed near the entrance of the Project on Humboldt Street, which would be a shared facility for residents, employees, retail patrons, and visitors. Its location at western edge of the Project site will help reduce automobile traffic on neighborhood streets.

**OBJECTIVE 4.4**

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

**POLICY 4.4.2**

*Continue to require off-street facilities for freight loading and service vehicles in new large non-residential developments.*

All development blocks on the Project site will include off-street facilities for freight loading and service vehicles.

**OBJECTIVE 4.5**

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

**POLICY 4.5.4**

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

Currently, the only streets on the 29-acre Project site are Humboldt Street, which is currently gated near its intersection with Illinois Street as a private right of way, and 23<sup>rd</sup> Street. The Project will create a new network of streets with compact blocks that extends the City's street grid all the way to the Bay to the east.

**OBJECTIVE 4.6**

SUPPORT WALKING AS A KEY TRANSPORTATION MODE BY IMPROVING PEDESTRIAN CIRCULATION WITHIN CENTRAL WATERFRONT AND TO OTHER PARTS OF THE CITY.

**POLICY 4.6.5**

*Facilitate completion of the sidewalk network in Central Waterfront, especially where new development is planned to occur.*

**POLICY 4.6.6**

*Explore opportunities to identify and expand waterfront recreational trails and opportunities including the Bay Trail.*

The Project will create a new network of streets with robust pedestrian facilities that connect seamlessly to the existing City street grid. It will also complete a large section of the Bay Trail along the shoreline.

**OBJECTIVE 4.7**

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

**POLICY 4.7.1**

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

**POLICY 4.7.3**

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

The Project will create a new network of streets with robust pedestrian facilities that connect seamlessly to the existing City street grid. It will also complete a large section of the Bay Trail/Blue-Greenway along the shoreline.

**Streets & Open Space**

**OBJECTIVE 5.1**

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

**POLICY 5.1.1**

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

**POLICY 5.1.2**

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

The Project will add 6.9 acres of publicly accessible open space to the Central Waterfront, including significant shoreline parks such as The Point and Stack Plaza. Project parks will provide a wide range of active and passive recreation amenities that meet the needs of San Francisco's diverse population such as a rooftop soccer field, multi-use lawns, picnic areas, a playground, and a civic plaza.

**OBJECTIVE 5.2**

**ENSURE THAT NEW DEVELOPMENT INCLUDES HIGH QUALITY PRIVATE OPEN SPACE.**

**POLICY 5.2.1**

*Require new residential and mixed-use residential development to provide on-site private open space designed to meet the needs of residents.*

**POLICY 5.2.3**

*Encourage private open space to be provided as common spaces for residents and workers of the building wherever possible.*

As described in the D4D, new residential development must provide useable open space at a ratio of 36 square feet of private open space (e.g. balcony) per dwelling unit or 48 square feet of common open space (e.g. common courtyard or rooftop) per dwelling unit. The 6.9 acres of open space on the site will provide additional passive and recreational opportunities for residents, employees, and visitors of the site.

**OBJECTIVE 5.3**

ENSURE THAT NEW DEVELOPMENT INCLUDES HIGH QUALITY PRIVATE OPEN SPACE.

**POLICY 5.3.2**

*Maximize sidewalk landscaping, street trees and pedestrian scale street furnishing to the greatest extent feasible.*

**POLICY 5.3.4**

*Enhance the pedestrian environment by requiring new development to plant street trees along abutting sidewalks. When this is not feasible, plant trees on development sites or elsewhere in the plan area.*

**POLICY 5.3.9**

*Explore opportunities to identify and expand waterfront recreational trails and opportunities including the Bay Trail and Blue-Greenway.*

As described in the D4D, the Project will include a robust tree planting and greening program along nearly all development blocks utilizing tree and plant palettes that include native and climate-adaptive species. The Project will construct a new portion of the Bay Trail along the shoreline.

**OBJECTIVE 5.4**

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

**POLICY 5.4.1**

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

**POLICY 5.4.3**

*Encourage public art in existing and proposed open spaces.*

The D4D includes standards and guidelines for integrating local biodiversity into Project open spaces—thereby furthering City biodiversity goals—by, for example, establishing a robust native and climate-adaptive plant palette and minimum requirements for native plant use. The D4D also includes standards requiring adherence to stormwater management best practices and design to ensure the open spaces are high functioning ecologically.

Public art will be encouraged in all Project open space and the D4D includes a map of recommended locations.

**Community Facilities**

**OBJECTIVE 7.1**

PROVIDE ESSENTIAL COMMUNITY SERVICES AND FACILITIES.

**POLICY 7.1.3**

*Ensure childcare services are located where they will best serve neighborhood workers and residents.*

As described in the DA, the Project will include two new childcare facilities, each of at least 6,000 square feet in size.

**OBJECTIVE 7.2**

**ENSURE CONTINUED SUPPORT FOR HUMAN SERVICE PROVIDERS THROUGHOUT THE EASTERN NEIGHBORHOODS.**

**POLICY 7.2.5**

*Encourage the creation of new social and cultural facilities in the Central Waterfront area.*

As described in the DA, the Project will include a new community center of at least 25,000 square feet as well as a public library onsite or funding for a public library within ¾ of a mile of the site.

**Historic Preservation**

**OBJECTIVE 8.2**

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

**POLICY 8.2.1**

*Protect individually significant historic and cultural resources and historic districts in the Central Waterfront area plan from demolition or adverse alteration, particularly those elements of the Maritime and Industrial Area east of Illinois Street.*

The Project will include the retention and adaptive reuse of the Unit 3 Stack, in compliance with the Secretary of the Interior's Standards for Rehabilitation, and the retention and adaptive reuse of Station A, which are contributing structures to the Third Street Historic District.

**OBJECTIVE 8.6**

**FOSTER PUBLIC AWARENESS AND APPRECIATION OF HISTORIC AND CULTURAL RESOURCES WITHIN THE CENTRAL WATERFRONT AREA PLAN.**

**POLICY 8.6.2**

*Foster education and appreciation of historic and cultural resources within the Central Waterfront plan area among business leaders, neighborhood groups, and the general public through outreach efforts.*

The Project D4D includes an Interpretive Vision for the Project site that will serve as a framework for a site-wide interpretive masterplan to be developed in coordination with the Planning Department per Project EIR Mitigation Measure M-CR-5c. The masterplan and Mitigation Measure will ensure that salvaged materials of historical interest on the site are be utilized as part of the interpretative program for the site and help explain to and guide visitors through the long history of industrial uses on the Project site.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds these General Plan Amendments are in general conformity with the Planning Code Section 101.1, and the Project and its approvals associated therein, all as more particularly described in Exhibit B to the Development Agreement on file with the Planning Department in Case No. 2017-011878DVA, are each on balance, consistent with the following Objectives and Policies of the General Plan, as it is proposed to be amended as described herein, and as follows:

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

No neighborhood-serving retail uses are currently present on the Project site. Once constructed, the Project will contain new retail, PDR, and other commercial uses that would provide opportunities for employment and ownership of retail businesses in the community. These new uses would serve nearby residents and the surrounding community. The Development Agreement includes commitments related to local hiring. The construction of the Project will provide opportunities to generate thousands of annual construction jobs and hundreds of permanent jobs at project completion, encouraging participation by small and local business enterprises through a comprehensive employment and contracting policy.

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

The Project would provide at full build-out up to 2,601 new residential units, including affordable housing; no housing is currently present on the Project site. The Project is designed to revitalize an underutilized site that most recently hosted a coal-fired power station and to provide a varied land use program that would enhance the surrounding neighborhood. The Project provides a new neighborhood complete with residential, office, retail, PDR, and hotel uses, along with new transit and street infrastructure, and public open space. The Project design provides a desirable, pedestrian-friendly experience with interactive and engaged ground floors. Thus, the Project would preserve and contribute to housing within the surrounding neighborhood and the larger City and would otherwise preserve and be consistent with the neighborhood's unique context.

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

The Project would enhance the City's supply of affordable housing through its affordable housing commitments in the Development Agreement. As detailed in the Development Agreement, the Project exceeds the inclusionary affordable housing requirements of the Planning Code, by reaching a 30% affordability level.

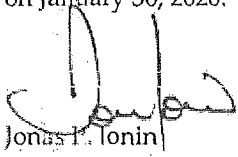
- 4) *That commuter traffic not impede Muni transit service or overburden our streets or neighborhood parking;*

The Project would not impede transit service or overburden streets and neighborhood parking. The Project includes a robust transportation program with an on-site Transportation Demand Management (TDM) program, facilities to support a new bus line on site, provision of a shuttle

with the proposal; (3) amend Commerce and Industry Element Maps 1 and 2 by reclassifying generalized land uses and densities consistent with the proposal, and Objective 4 to improve the equitable distribution of infrastructure; (4) amend the Recreation and Open Space Element Map 3 by adding new publicly accessible open spaces of significant size (6.9 acres) proposed for the site; (5) amend the Transportation Element Map 11 by adding the Bay Trail Recreational Loop proposed for the site, and; (6) amend the Land Use Index to reflect amendments to the maps described above in the Urban Design, Commerce and Industry, Recreation and Open Space, and Transportation Elements.

**AND BE IT FURTHER RESOLVED**, that pursuant to Planning Code Section 340, the Planning Commission Adopts a Resolution to Recommend to the Board of Supervisors to approve the Draft Ordinance.

I hereby certify that the foregoing Resolution was ADOPTED by the San Francisco Planning Commission on January 30, 2020.



Jonas L. Ionin  
Commission Secretary

AYES: Diamond, Fung, Koppel, Melgar, Moore

NOES: None

ABSENT: Johnson, Richards

ADOPTED: January 30, 2020





# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Resolution No. 20639

HEARING DATE: JANUARY 30, 2020

*Case No.:* 2017-011878 PCA MAP  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
 PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Proposed Zoning:* P (Public)  
 Potrero Power Station Mixed-Use District (PPS-MUD)  
*Proposed Height:* 65/240-PPS  
*Blocks/Lots:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and  
 non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company – (415) 796-8945  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

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**RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO THE PLANNING CODE TO: (1) ESTABLISH THE POTRERO POWER STATION SPECIAL USE DISTRICT; (2) ESTABLISH THE POTRERO POWER STATION MIXED USE DISTRICT; (3) AMEND ZONING MAP 08 TO REZONE THE PROJECT SITE FROM M-2 (HEAVY INDUSTRIAL) AND PDR-1-G (PRODUCTION, DISTRIBUTION, AND REPAIR 1 GENERAL) TO PPS-MU (POTRERO POWER STATION-MIXED USE); (4) AMEND PLANNING CODE HEIGHT AND BULK MAP 08 TO INCREASE THE HEIGHT LIMIT AT THE PROJECT SITE FROM 40-X / 65-X TO 65-PPS / 240-PPS; (5) AMEND PLANNING CODE SPECIAL USE DISTRICT MAP 08 BY ZONING THE PROJECT SITE AS POTRERO POWER STATION SPECIAL USE DISTRICT; AND (6) ADOPT FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1 AND FINDINGS UNDER PLANNING CODE SECTION 302, AND FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.**

**WHEREAS**, on January 14, 2020, Supervisor Shamann Walton and Mayor London Breed introduced an ordinance (Board File 200039) for Planning Code Amendments to establish the Potrero Power Station Special Use District (herein "SUD"), and for Zoning Map Amendments by amending Zoning Maps ZN08, SD08 and HT08, for the Assessor's Blocks and Lots as listed above.

**WHEREAS**, The Planning Code and Zoning Map Amendments would enable the development of the Potrero Power Station Mixed-Use Project ("Project"). California Barrel Company ("Project Sponsor), the owner of roughly 29 acres at 1201A Illinois Street, submitted an application to the San Francisco Planning Department ("Department") for environmental review on September 15, 2017. The Project is immediately south of Pier 70 and encompasses property currently owned by the Project Sponsor, PG&E, the Port of San Francisco, and the City and County of San Francisco. The Project proposal includes developing approximately 2.5 million square feet ("sq ft") of residential space (2,601 dwelling units), 1.8 million sq ft of commercial uses, including 100,000 sq ft of retail, 800,000 sq ft of office, 650,000 sq ft of life science/laboratory, 240,000 sq ft of hotel (250 rooms), and 35,000 sq ft of Production, Distribution, and

Repair ("PDR") uses. Additionally, it includes 25,000 square feet of entertainment/assembly uses, 50,000 square feet of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space, including a new waterfront park. The proposal would also feature newly created public streets, pedestrian paths, cycle tracks, and the continuation of the Bay Trail. New buildings on the site are proposed to range from 65 feet to 240 feet in height and would generally step down from the middle of the site toward both the east and west. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse; and

WHEREAS, approvals required for the Project include (1) certification of an Environmental Impact Report ("EIR"), (2) Planning Code Zoning Map amendments, (3) General Plan Amendments, (4) Planning Code Text and Map Amendments, (5) the adoption of a Design for Development ("D4D") document to facilitate implementation, and (6) a Development Agreement ("DA") between the Project Sponsor and the City and County of San Francisco; and

WHEREAS, these Planning Code Text Amendments would establish the PPS-MU zoning district, establish the Potrero Power Station SUD, would outline the land use controls for the Project site through the SUD, and would rezone the land currently zoned M-2 (Heavy Industrial) to PPS-MUD (Potrero Power Station Mixed-Use District) and P (Public) designations that are more appropriate for the area and that allow the implementation of the Project. The rezoning would also include rezoning portions of land under Port of San Francisco jurisdiction that are planned for open spaces uses from PDR-1-G (Production, Distribution & Repair-1-General) to P (Public), which is the appropriate zoning designation for public park land. This rezoning also includes re-designating the height and bulk districts within the SUD from 40-X and 65-X to 65/240-PPS; and

WHEREAS, on January 30, 2020, the Planning Commission reviewed and considered the Final EIR ("FEIR") for the Project and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and certified the FEIR for the Project in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines and Chapter 31 by Motion No. 20635; and

WHEREAS, on January 30, 2020, the Commission by Motion No. 20636 approved CEQA Findings, including adoption of a statement of overriding considerations and a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2017-011878ENV, for approval of the Project, which findings, statement of overriding considerations and MMRP are incorporated by reference as though fully set forth herein; and

WHEREAS, on January 30, 2020, the Commission by Resolution No. 20637 found that the Project, including the actions contemplated in this Resolution, is on balance consistent with the General Plan, as it is proposed to be amended, and the eight Priority Policies of Planning Code Section 101.1. That Resolution is incorporated by reference as though fully set forth herein; and

WHEREAS, on January 30, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed Planning Code Text and Map Amendments and has considered the information included in the File for these Amendments, the staff reports and presentations, public

testimony and written comments, as well as the information provided about the Project from other City departments; and

WHEREAS, a draft ordinance, substantially in the form attached hereto as Exhibit A, approved as to form, would establish the Potrero Power Station SUD, and make other related Planning Code Map amendments.

WHEREAS, on January 30, 2020, the Commission recommended the following amendments to the SUD (additions underlined, deletions in ~~striketrough~~ text):

- Section 249.87(n)(5)(A) **Buildings and Privately-Owned Community Improvements Seeking No Modifications**. Within 10 days after the delivery and posting of the staff report on the Design Review Application, the Planning Director shall approve or disapprove the design based on its compliance with the Planning Code, including this Section 249.87, the Design for Development, and the General Plan. If the Design Review Application is consistent with the numeric standards set forth in this Section 249.87 and the Design for Development, the Planning Director's discretion to approve or disapprove the Design Review Application shall be limited to the Application's consistency with the non-numeric elements of the Design for Development and the General Plan. Prior to approval of a Design Review Application for any building and/or Privately-Owned Community Improvement that is 200 feet or more in height, or for the rehabilitation and development of Station A on Block 15 or of Unit 3 on Block 9, the Planning Director shall refer the Design Review Application to the Planning Commission for an informational hearing. Such informational hearing shall consider any pedestrian bridge proposed for attachment to Station A, regardless of whether such bridge is initially proposed as part of the Station A building or an adjacent building that proposes a bridge that would ultimately connect to Station A. In accordance with San Francisco Administrative Code Section 71.5, any Mills Act contract application would also require approval by the Historic Preservation Commission.
- Table 249.87-1. Add new footnote (16) to each row in the column labelled "Retail Sales and Service:" (16) Self Storage uses are conditionally permitted.
- Section 249.87(h)(2)(C): The dwelling unit mix requirement in this subsection (h)(2) shall not apply to buildings for which 100% of the Residential Uses are: ~~Group Housing,~~ Dwelling Units that are restricted to a maximum sales or rental price that is affordable to households earning 150% of Area Median Income or less for Owned Units and 130% of Area Median Income for Rental Units, Single Room Occupancy (SRO) Units, Student Housing, or housing specifically and permanently designated for seniors or persons with physical disabilities, including units to be occupied by staff serving any of the foregoing Residential Uses.

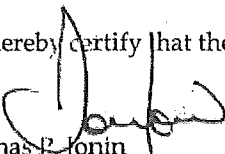
**NOW THEREFORE BE IT RESOLVED**, that the Planning Commission hereby finds that the Planning Code Text Amendments and Zoning Map Amendments promote the public welfare, convenience and necessity for the following reasons:

1. The Planning Code Amendments would help implement the Potrero Power Station Mixed-Use Project development, thereby evolving currently under-utilized land for needed housing, parks and open space, community facilities and amenities, and other related uses.
2. The Planning Code Amendments would help implement the Potrero Power Station Project, which in turn will provide employment opportunities for local residents during construction and occupancy, as well as community facilities and parks for new and existing residents.
3. The Planning Code Amendments would help implement the Potrero Power Station Project by enabling the creation of a mixed-use and sustainable neighborhood, with new infrastructure. The new neighborhood would improve the site's connectivity, and connect existing neighborhoods to the Central Waterfront.
4. The Planning Code Amendments would enable the construction of a new vibrant, safe, and connected neighborhood, including new parks and open spaces. The Planning Code Amendments would help ensure a vibrant neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.
5. The Planning Code Amendments would enable construction of new housing, including new on-site affordable housing, a wide mix of Bayfront waterfront recreational opportunities and other related uses. These new uses would create a new mixed-use neighborhood that would strengthen and complement nearby neighborhoods.

**AND BE IT FURTHER RESOLVED**, that the Commission finds the Potrero Power Station Planning Code Amendments are in conformity with the General Plan, as it is proposed to be amended, and Planning Code Section 101.1 as set forth in Resolution No. 20637.

**AND BE IT FURTHER RESOLVED**, that the Commission hereby recommends that the Board of Supervisors adopt the Potrero Power Station Planning Code and Zoning Map Amendments, in substantially the form attached hereto as Exhibit A.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on January 30, 2020.

  
Jonas P. Jonin  
Commission Secretary

AYES: Diamond, Fung, Koppel, Melgar, Moore

NOES: None

ABSENT: Johnson, Richards

ADOPTED: January 30, 2020

1 [Planning Code, Zoning Map - Potrero Power Station Special Use District]

2  
3 Ordinance amending the Planning Code and Zoning Map to establish the Potrero  
4 Power Station Special Use District, generally bound by 22nd Street and the southern  
5 portion of the newly created Craig Lane to the north, the San Francisco Bay to the east,  
6 23rd Street to the south and Illinois Street to the west; and making findings under the  
7 California Environmental Quality Act, findings of consistency with the General Plan and  
8 the eight priority policies of Planning Code, Section 101.1, and findings of public  
9 necessity, convenience, and welfare under Planning Code, Section 302.

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

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

18 Section 1. Planning and Environmental Findings.

19 (a) In companion legislation adopting a Development Agreement associated with  
20 the Potrero Power Station Mixed-Use Project, the Board of Supervisors adopted  
21 environmental findings pursuant to the California Environmental Quality Act (CEQA)  
22 (California Public Resources Code Sections 21000 et seq.), the CEQA Guidelines (14 Cal.  
23 Code Reg. Sections 15000 et seq.), and Chapter 31 of the Administrative Code. The Board  
24 adopts these environmental findings as though fully set forth herein in relation to this  
25 ordinance. A copy of said companion legislation is in Board of Supervisors File No.  
\_\_\_\_\_ and it and its environmental findings are incorporated herein by reference.

1 (b) In companion legislation adopting General Plan amendments associated with  
2 the Potrero Power Station Mixed-Use Project, the Board of Supervisors adopted findings that  
3 the actions contemplated in this ordinance are consistent, on balance, with the City's General  
4 Plan and eight priority policies of Planning Code Section 101.1. The Board incorporates these  
5 findings by reference and adopts these findings as though fully set forth herein in relation to  
6 this ordinance. A copy of said companion legislation is in Board of Supervisors File No.

7 \_\_\_\_\_  
8 (c) Pursuant to Planning Code Section 302, this Board finds that this Planning Code  
9 amendment will serve the public necessity, convenience, and welfare for the reasons set forth  
10 in Planning Commission Resolution No. \_\_\_\_\_ and adopted on \_\_\_\_\_, 2019, and the  
11 Board adopts such reasons as its own. A copy of said resolution is on file with the Clerk of  
12 the Board of Supervisors in File No. \_\_\_\_\_ and is incorporated herein by reference.

13  
14 Section 2. The Planning Code is hereby amended by adding Section 249.87, to read  
15 as follows:

16 **SEC. 249.87. POTRERO POWER STATION SPECIAL USE DISTRICT.**

17 (a) Purpose and Boundaries. A Special Use District entitled the "Potrero Power Station  
18 Special Use District" (the SUD) is hereby established, generally bounded by 22nd Street and the  
19 southern portion of the newly created Craig Lane to the north, the San Francisco Bay to the east, 23rd  
20 Street to the south, and Illinois Street to the west, in the southeast part of San Francisco. The precise  
21 boundaries of the SUD are shown on Sectional Map SU08 of the Zoning Map. The purpose of the SUD  
22 is to implement the land use controls for the Potrero Power Station Mixed-Use Project, which is subject  
23 to a Development Agreement, approved by the Board of Supervisors in the ordinance contained in  
24 Board File No. \_\_\_\_\_ . The Project will provide several benefits to the City, such as a significant  
25 amount of publicly accessible open space and Community Facilities, increased public access to the

1 waterfront, neighborhood-serving retail, extensive infrastructure improvements, and affordable  
2 housing, while creating jobs, housing, and a vibrant community.

3 (b) **Role of the Port.** Within the SUD, certain open space properties are subject to the  
4 jurisdiction of the Port of San Francisco. The Developer will develop, operate and maintain the public  
5 parks and open spaces subject to the Public Trust in accordance with a lease with the Port. A copy of  
6 the lease with the Port is on file with the Clerk of the Board of Supervisors in Board File No.

7 \_\_\_\_\_  
8 (c) **Relationship to Other Planning Code Provisions.** Applicable provisions of the  
9 Planning Code shall control except as otherwise provided in this Section 249.87. If there is a conflict  
10 between other provisions of the Planning Code and this Section 249.87, this Section 249.87 shall  
11 prevail.

12 (d) **Relationship to Design for Development.** The Design for Development, adopted by the  
13 Planning Commission by Motion \_\_\_\_\_ on January 30, 2020, and as may be periodically amended,  
14 sets forth design and land use standards and guidelines applicable within the SUD. A copy of the  
15 Design for Development is on file with the Clerk of the Board of Supervisors in Board File No.  
16 \_\_\_\_\_ . Any capitalized term in this Section 249.87, and not otherwise defined in this Section or  
17 elsewhere in the Planning Code shall have the meaning ascribed to it in the Design for Development.  
18 This Section, remainder of the the Planning Code, and the Design for Development shall be read and  
19 construed together so as to avoid any conflict to the greatest extent possible. If there is a conflict  
20 between the Design for Development and either this Section or the remainder of the Planning Code,  
21 this Section or the other provision of the Planning Code shall prevail. Subject to Section 249.87(c), if a  
22 later amendment to any provision of the Planning Code, including this Section 249.87, results in a  
23 conflict with the Design for Development, such amended Planning Code provision shall prevail.  
24 Amendments to the Design for Development may be made by the Planning Commission, but if there is a  
25 conflict between an amendment to the Design for Development and this Section or the remainder of the

1 Planning Code, as applicable, this Section or other provision of the Planning Code shall prevail unless  
2 and until such time as this Section or the remainder of the Planning Code is amended to be consistent  
3 with the amendment to the Design for Development.

4 (e) Relationship to the Development Agreement. This Section 249.87 shall be read and  
5 construed consistent with the Development Agreement, and all development within the Project Site that  
6 is subject to the Development Agreement shall satisfy the requirements of the Development Agreement  
7 for so long as the Development Agreement remains in effect.

8 (f) Definitions. For purposes of this Section 249.87, the following definitions shall apply.  
9 If not expressly superseded by definitions set forth in this subsection (f), all definitions of the Planning  
10 Code shall apply.

11 “Apparent Face, Maximum” means the maximum length of any unbroken plane of a given  
12 building elevation.

13 “Base (Podium)” means the lower portion of a midrise or highrise tower that extends vertically  
14 to a height of up to 90 feet.

15 “Bicycle Cage / Storage Room” means a location that provides bicycle storage within an  
16 enclosure accessible only to building residents, non-residential occupants, and employees.

17 “Block” means an area of land bounded by public or private Right-of-Way and/or park.

18 “Building Project” or “Building” means the construction of a building or group of buildings  
19 undertaken as a discrete project distinct from and not a part of the overall Project.

20 “Building Standards” means the standards applicable to Building Projects and any associated  
21 privately-owned open spaces within the SUD, consisting of the standards specified in subsection (h)  
22 below and the standards and guidelines identified as such in the Design for Development. It does not  
23 mean Building Code requirements under either the California, the San Francisco, or the Port Building  
24 Codes, which this Section 249.87 and the Design for Development do not override.



1           “Cart” means a mobile structure used in conjunction with food service and/or retail uses, that  
2 operates intermittently in a publicly accessible open space, and that is removed daily from such open  
3 space during non-business hours.

4           “City” means the City and County of San Francisco.

5           “Community Facility” has the meaning as set forth in Planning Code Section 102 as amended  
6 from time to time, except that it also includes transit support facilities.

7           “Corner” means the first 30 feet extending from the intersection of two right-of-ways or a right-  
8 of-way and an open space along the Frontage of a building.

9           “Developer” means the California Barrel Company, LLC, a Delaware limited liability  
10 company, or its successor(s).

11           “Development Agreement” means the Development Agreement by and between the City and the  
12 Developer, relative to the Project, approved by the Board of Supervisors by the ordinance in Board  
13 File No. \_\_\_\_\_, as the Development Agreement may be amended from time to time.

14           “Floorplate” means the gross area of a given floor of a building as bounded by the exterior  
15 walls of a floor, without any exclusions or deductions otherwise permitted under the definition of Gross  
16 Floor Area.

17           “Frontage” means the vertical exterior face or wall of a building and its linear extent that is  
18 adjacent to or fronts on a street, right-of- way, or open space.

19           “Gross Floor Area” has the meaning set forth in Planning Code Section 102 for C-3 districts,  
20 except that the following exemptions from that definition shall not apply to any new construction, and  
21 shall apply only to existing buildings on the Project Site that are rehabilitated or reused as part of the  
22 Project such as Unit 3 or Station A: (1) ground floor area devoted to building or pedestrian circulation  
23 and building service, and (2) space devoted to personal services, restaurants, and retail sales of goods  
24 intended to meet the convenience shopping and service needs of area workers and residents, not to  
25

1 exceed 5,000 occupied square feet per use and, in total, not to exceed 75% of the area of the ground  
2 floor of the building plus the ground level, on-site open space.

3 “Kiosk” means a Building or other structure that is set upon the ground and is not attached to a  
4 foundation, such as a shipping container, trailer, or similar structure, from which food service and/or  
5 retail business is conducted. A Kiosk operates in a publicly accessible open space, and remains in  
6 place until the business operation is terminated or relocated.

7 “Major Modification” means a deviation of 10% or more from any dimensional or numerical  
8 standard in the Planning Code, this Section 249.87 or in the Design for Development, except as  
9 explicitly prohibited per subsection (k) below.

10 “Micro-Retail” is defined as Retail Sales and Service Uses that are 1,000 square foot or  
11 smaller.

12 “Mid-Block Alley” means a publicly-accessible alley that runs the entire length of the Block,  
13 generally located toward the middle of the subject Block, and perpendicular to the subject Frontage,  
14 and connecting to any existing streets and alleys. A Mid-Block Alley may be open to both pedestrian  
15 and vehicular traffic, and must have at least 60% of the area of the alley open to the sky.

16 “Mid-Block Passage” means a publicly-accessible passage that runs the entire length of the  
17 building, generally located toward the middle of the subject Block face, perpendicular to the subject  
18 Frontage, or diagonal across the Block, and connecting to any existing streets and alleys. A Mid-Block  
19 Passage is accessible only to pedestrians and may be completely covered.

20 “Minor Modification” means a deviation of less than 10% from any dimensional or numerical  
21 standard in the Planning Code, this Section 249.87 or in the Design for Development, except as  
22 explicitly prohibited per subsection (k) below, or any deviation from any non-numerical standard in the  
23 Design for Development. Minor Modification also includes a deviation of greater than 10%  
24 necessitated as a result of changes to the following Planning Code sections enacted after the Effective  
25 Date of the Development Agreement: the car share parking requirements per Section 166; freight

1 loading requirements per Section 154; bicycle parking requirements per Section 155; and shower and  
2 locker requirements of Section 155.4, if such deviation is commensurate with the avoided (i)  
3 displacement of any required ground floor uses (including PDR) per subsection (g)(8), (ii) the  
4 displacement of building or mechanical service areas necessary for the operation of the building, or  
5 (iii) new obligation that would require the construction of a subsurface floor that would otherwise not  
6 be constructed.

7 “Power Station Design for Development” or “Design for Development” shall mean the  
8 Potrero Power Station Design for Development adopted by Planning Commission Motion [ \_\_\_\_\_ ], as  
9 may be amended from time to time. The Design for Development is incorporated into this Section  
10 249.87 by reference.

11 “Privately-Owned Community Improvement,” means those facilities and services that are  
12 privately-owned and privately-maintained, at no cost to the City (other than any public financing set  
13 forth in the Financing Plan, Exhibit C to the Development Agreement), for the public benefit, but not  
14 dedicated to the City. Privately-Owned Community Improvements include certain pedestrian paths,  
15 alleys (such as Craig Lane), storm drainage facilities, open spaces, and community or recreation  
16 facilities to be built on land owned by Developer, or on land owned by the City subject to the  
17 appropriate permits.

18 “Project” means the Potrero Power Station Mixed-Use Project.

19 “Project Site” means the approximately 29-acre site comprised of the various subareas shown  
20 on Figure 249.87-1 that is within the Special Use District.

21 “Projection” means a part of a building surface that extends outwards from the primary façade  
22 plane. Projections may include balconies, bay windows and other architectural features. Projections  
23 may extend into the building Setback or the public Right-of-Way. A Projection that extends into the  
24 public right-of-way is also an Encroachment.

1 “Public Trust” refers to tidal and submerged lands subject to jurisdiction of the Port and held  
2 in trust for the common use by the people for commerce, navigation, and fisheries.

3 “Setback” means the required or actual distance between the vertical edges of a building above  
4 a specified height, or between the vertical edge of a building and the property line. The Setback may  
5 either start at grade creating an open space provided between the property line and the primary built  
6 structure, or it may start above a specified height for the purpose of bulk reduction in the mass of the  
7 building. The ground area created by a Setback imposed at the ground floor level may be dedicated for  
8 public use or may be private space between the public Right-of-Way and the building mass.

9 “Social Spaces” are areas that are communal and shared within a building used by building  
10 users, such as fitness rooms, workshops for hands-on projects and to conduct repairs, leasing offices,  
11 shared kitchens, resident libraries or reading rooms, community rooms, children’s playrooms and  
12 classrooms, which may also serve as general assembly rooms, communal kitchens, conferences rooms,  
13 employee break rooms, and waiting areas.

14 “Streetwall” means a continuous façade of a building and/or buildings along a street  
15 Frontage.

16 “Transparent Frontage” means the condition in which glass, glazing, window, or other  
17 building feature allows visibility into the building interior. Does not include heavily tinted or highly  
18 mirrored glass.

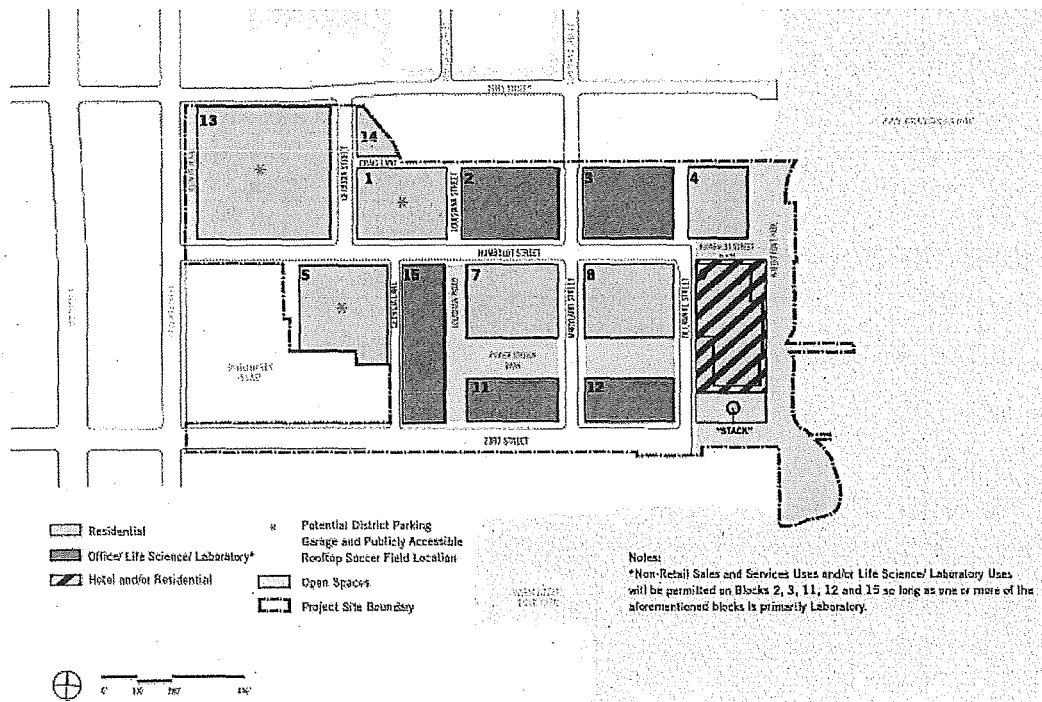
19 “Upper Building (Tower)” is the portion of a midrise or highrise tower above the Base.

20 (g) Uses.

21 (1) **Potrero Power Station Special Use District Zoning Designations.** As shown on  
22 the Zoning Map, the Potrero Power Station Special Use District is co-terminus with the Potrero Power  
23 Station Mixed Use District (PPS-MU), and the Public Trust Property zoned Public (P). This Special  
24 Use District in Section 249.87 and other Sections referenced herein establish all zoning controls for the  
25 PPS-MU district.

1 (2) Permitted Uses. The following Uses set forth in Table 249.87-1: Potrero Power  
 2 Station Uses shall be permitted within the different Blocks of the SUD shown in Figure 249.87-1, where  
 3 P means Permitted Use and NP means Non-permitted Use.

6 **Figure 249.87-1 Potrero Power Station Land Use Plan**



**Table 249.87-1: Potrero Power Station Land Uses\***

Power Station Blocks	Residential Uses	Institutional Uses	Retail Sales and Service Uses	Non-Retail Sales and Service (including Office Uses)	Entertainment, Arts, and Recreation Uses	PDR Uses	Laboratory Uses	Life Science Uses	Utility and Infrastructure Uses	Parking Garage, Public
Block 1	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	P(14)
Block 2	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(5)	P(13)	P(13)	NP(12)	NP
Block 3	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(5)	P(13)	P(13)	NP(12)	NP
Block 4	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	NP
Block 5	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(4)	NP	NP	NP(12)(6)	P(14)
Block 6	Block Omitted from Land Use Plan									
Block 7	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	NP
Block 8	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	NP
Block 9	P	P(1)	P(10)	P(8)	P(3)(11)	P(5)	NP	NP	NP(12)	NP
Block 10	Block Omitted from Land Use Plan									
Block 11	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(4)	P(13)	P(13)	NP(12)	NP
Block 12	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(4)	P(13)	P(13)	NP(12)	NP
Block 13	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(4)	NP	NP	NP(12)(6)	P(14)
Block 14	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	NP
Block 15	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(5)	P(13)	P(13)	NP(12)	NP
The Stack	NP	NP	P(2)	NP	P(3)	NP	NP	NP	NP(12)	NP
Public and Private Open Space	NP	NP	P(15)	NP	NP	NP	NP	NP	NP	NP

Notes:

*\* This Special Use District shall not become operative as to Block 13, Block 14, and a portion of Block 1, until the occurrence of a specified condition set forth in Section 6 of the ordinance in Board File No. \_\_\_\_\_, enacting this Section 249.87.*

*(1) Hospital is NP. P at basement, ground floor, and mezzanine only for majority Residential buildings; provided that Residential Care Facility and Child Care Facility are permitted on all floors.*

- 1 (2) Hotel is NP.
- 2 (3) Livery Stables are NP.
- 3 (4) Automobile Assembly, Agricultural and Beverage Processing 1, Arts Activities, Business Services,  
4 Catering, Light Manufacturing, Metal Working, Trade Shop, Wholesale Sales are P at the basement  
5 level, ground floor, 2nd floor, and mezzanine only. Other PDR Uses are NP.
- 6 (5) Agricultural and Beverage Processing 1, Light Manufacturing, Arts Activities, Business Services,  
7 Catering, Trade Shop Wholesale Sales are P at the basement level, ground floor, 2nd floor, and  
8 mezzanine only.
- 9 (6) Public Utility Yard and Storage Yards are P.
- 10 (7) P at the basement level, ground floor, mezzanine, and 2nd floor only; on Blocks 2, 3, 11, 12, and 15,  
11 and Block 9 if Block 9 is majority non-residential, Bar, Tourist Oriented Gift Store, Specialty Grocery,  
12 Gym, Liquor Store, Limited Restaurant, General Restaurant, Instructional Service, and Retail Personal  
13 Service Uses are P on rooftops; other Retail Uses are NP on rooftops.
- 14 (8) P at the basement level, ground floor, and mezzanine only.
- 15 (9) P at the basement level, ground floor, mezzanine, and 2nd floor; on Blocks 2, 3, 11, 12, and 15, and  
16 Block 9 if Block 9 is majority non-residential, Arts Activities, General Entertainment, Nighttime  
17 Entertainment, Open Recreation Area, Outdoor Entertainment, and Passive Outdoor Recreation Uses  
18 are P on rooftops; other Entertainment, Arts, and Recreation Uses are NP on rooftops.
- 19 (10) Hotel is P. Bar, Tourist Oriented Gift Store, Specialty Grocery, Gym, Liquor Store, Limited  
20 Restaurant, General Restaurant, Instructional Service, and Retail Personal Service Uses are P on  
21 rooftops; other Retail Uses are NP on rooftops. Only one rooftop bar shall be permitted on Block 9. If  
22 building is majority Residential, P at the basement level, ground floor, mezzanine, 2nd floor and 3rd  
23 floor only.
- 24 (11) If building is majority non-residential, P on all floors and rooftop, provided that only Arts  
25 Activities, General Entertainment, Nighttime Entertainment, Open Recreation Area, Outdoor

1 Entertainment, and Passive Outdoor Recreation Uses P on rooftops; other Entertainment, Arts, and  
2 Recreation Uses are NP on rooftops. If building is majority Residential, P at the basement level,  
3 ground floor, mezzanine, 2nd floor, and 3rd floor only.

4 (12) Wireless Telecommunications Services (WTS) Facility, Macro and Wireless Telecommunications  
5 Services (WTS) Facility, Micro are P.

6 (13) Consistent with the Phasing Plan of the Development Agreement, one or more of Blocks 2, 3, 11,  
7 12, or 15 must be deed restricted for Life Science/Laboratory Uses.

8 (14) Up to one District Parking Garage is permitted but not required and may be located only on  
9 Blocks 1, 5, or 13. The maximum amount of parking that may be located in the Garage is subject to the  
10 parking maximums for the Project as built, less the amount of parking that is developed in each  
11 individual building. The maximum height of the Parking Garage shall be 90 feet. The rooftop of the  
12 District Parking Garage shall be used as a publicly accessible recreational sports field.

13 (15) Only Carts and Kiosks permitted.

14 (3) Temporary Uses. Temporary Uses are permitted consistent with Planning Code  
15 Sections 205.1 through 205.4, subject to the following:

16 (A) Temporary Uses listed in Section 205.1(d) may be authorized for a period  
17 of up to 180 days. Retail Sales and Service Uses as well as Entertainment, Arts, and Recreation Uses  
18 that are permitted as a principal Use pursuant to Table 249.87-1 may be authorized for a period of up  
19 to 180 days as a Temporary Use.

20 (B) Temporary uses listed in Section 205.3 may be authorized for a period up  
21 to 72 hours per event for up to 12 events per year.

22 (C) Carts may be permitted as Temporary Uses pursuant to Section 205.4.

23 (4) Carts and Kiosks. Any approved Carts and Kiosks shall only be permitted in the  
24 numbers reflected in Table 249.87-2, shall not block accessible paths of travel or areas for Emergency  
25



1 Vehicle Access, and shall have a footprint of 200 square feet or less. Kiosks are permitted in the same  
 2 manner as other permanent uses.

3 **Table 249.87-2 Standards for Location of Carts and Kiosks**

4 USE/LOCATION	LOUISIANA PASEO	POWER STATION PARK	HUMBOLDT STREET PLAZA	BLOCK 9 OPEN SPACE	STACK PLAZA	WATERFRONT PARK
5 Cart (not larger than 200 square feet)	Limit of 1 in this open space	Limit of 2 in this open space	Limit of 1 in this open space	Not permitted	Not permitted	Limit of 3 in this open space
6 Kiosk (not larger than 200 square feet)	Limit of 1 in this open space	Limit of 1 in this open space	Limit of 1 in this open space	Not permitted	Not permitted	Limit of 1 in this open space

7  
 8 (5) Interim Uses. Prior to completion of the Project, certain interim uses may be  
 9 authorized for a period not to exceed five years by the Planning Director, without a public hearing if  
 10 the Planning Director finds that such Interim Use will not impede orderly development consistent with  
 11 this Section 249.87, the Design for Development, and the Development Agreement. Any authorization  
 12 granted pursuant to this subsection 249.87(g)(5) shall not exempt Applicant from obtaining any other  
 13 permit required by law. Additional time for such uses may be authorized upon a new application for  
 14 the proposed Interim Use. Permitted Interim Uses shall include, but are not limited to:

15 (A) Retail Sales and Services;

16 (B) Entertainment, Arts, and Recreation, including but not limited to  
 17 temporary art installations, exhibits, and sales, recreational facilities and uses (such as play and  
 18 climbing structures and outdoor fitness classes), and temporary structures to accommodate events  
 19 (such as stages, seating, and support facilities for patrons and operations);

20 (C) Public and Private Parking Lots, if accessory to other permitted,  
 21 temporary, or interim uses;

22 (D) PDR;

23 (E) Educational activities, including but not limited to after-school day camp  
 24 and activities;

1. (F) Site management service, administrative functions, and customer  
2 amenities and associated loading;

3 (G) Rental or sales offices incidental to new development; and

4 (H) Trailers, recreational vehicles, or other temporary housing for  
5 construction workers, seasonal labor, or other workforce employment needs.

6 (6) Outdoor Activity Areas.

7 (A) Outdoor Activity Areas as defined in Section 102 are permitted.

8 (B) Waterfront Outdoor Food Service Areas. Permanent, semi-permanent  
9 and movable furnishings such as tables, chairs, umbrellas, heat lamps, and fire pits for eating and  
10 drinking use shall be permitted on the east side of the buildings constructed on Blocks 4 and 9. The  
11 shaded areas in Figure 249.87-2 indicate potential locations for this use. Food service areas must  
12 remain clear of the Blue Greenway at all times. Within these areas, up to 60% of the area may be  
13 reserved for exclusive use by eating and drinking establishments during business hours. This reserved  
14 area may be contiguous. The remainder of these areas shall also feature similar seating amenities,  
15 shall be open to the public and shall not require patronage of any eating and drinking establishment.  
16 Public seating should be of high quality and differentiated from reserved seating at adjacent eating and  
17 drinking establishments. Signage shall be provided to clearly indicate that public seating is open to the  
18 public without having to patronize the eating and drinking establishment.

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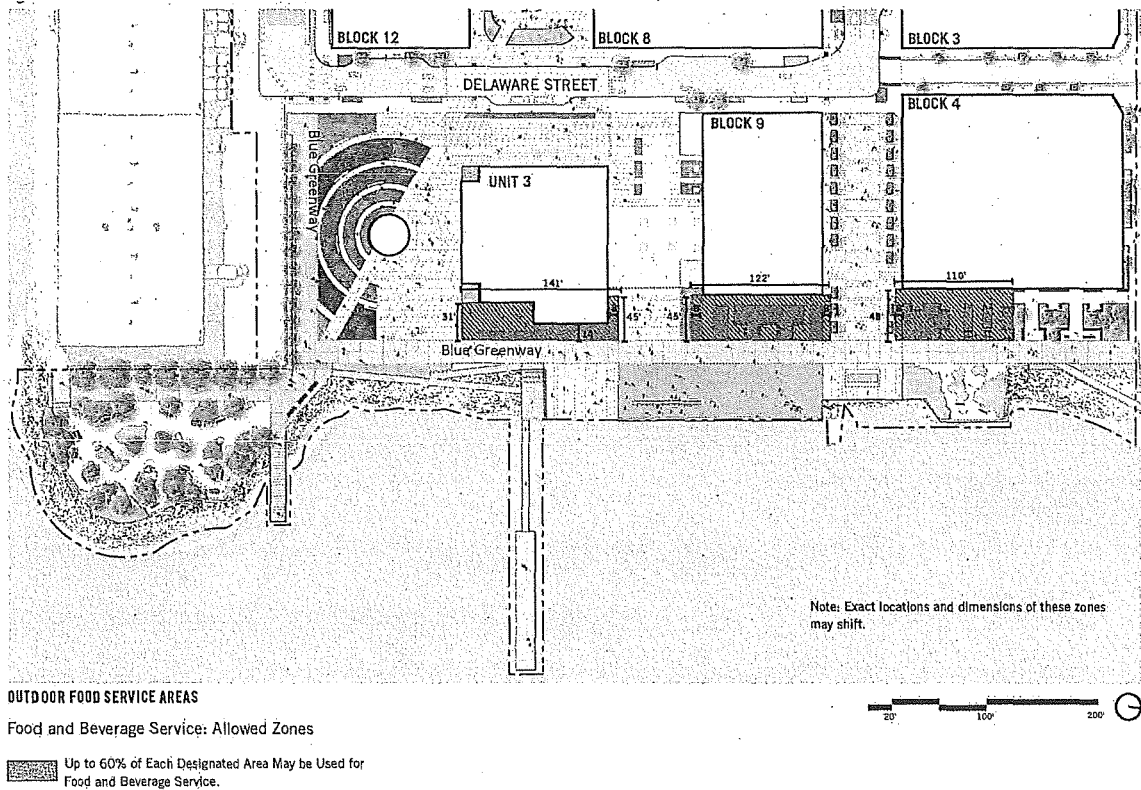
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1 **Figure 249.87-2 Waterfront Park Outdoor Food Service Areas**



(7) Nonconforming Uses. *Nonconforming uses and structures may be continued and are otherwise subject to Sections 181-183 and 188 of the Planning Code.*

(8) Ground Floor Use Requirements. *Within this SUD, only the ground floor controls contained in the SUD shall apply. Ground Floor Uses shall be consistent with Section 145.1, subject to the following:*

(A) Active Uses: *Consistent with subsection (g)(8)(C), only the following Uses shall be considered a active uses: Retail, Sales and Service Use; PDR Use; Institutional Use; Entertainment, Arts, and Recreation Use; Non-Retail, Sales and Service Use; and Residential Use; and Lobbies up to 40 feet in width or 25% of building frontage, whichever is larger. With the exception of*

1 space for parking and loading access, building egress, and access to mechanical systems, space for  
2 active uses must be provided within the first 25 feet of building depth on the ground floor for 100% of  
3 the shaded Active Use, Priority Retail, and Priority PDR Frontage zones identified in Figure 249.87-3,  
4 unless specified otherwise in subsection (g)(8)(C).

5 (B) Active Use for Lane Frontages. In addition to the active uses permitted  
6 under subsection (g)(8)(A), the following shall be considered an active uses for areas shown as Lane  
7 Frontages in Figure 249.87-3: building insets of at least 4 feet in depth at the ground floor for  
8 pedestrian amenities, including permanent, semi-permanent, and movable furnishings such as tables,  
9 chairs, umbrellas; and Public Art, such as a wall mural, at least 15 feet in height measured from  
10 ground level.

11 (C) Active Use Requirements:

12 (i) Non-Retail, Sales and Service Use may occupy up to a maximum  
13 of 50% of the building Frontage including, any accessory mail rooms and bicycle storage rooms, which  
14 must have direct access to the street or lobby space.

15 (ii) Non-Retail, Sales and Service Use and Institutional Use shall  
16 provide Social Spaces (as defined in this Section 249.87).

17 (iii) Residential Uses shall have dwelling units with direct access to a  
18 street or public open space.

19 (iv) Micro-Retail Uses shall be provided within the first 10 feet of  
20 building depth.

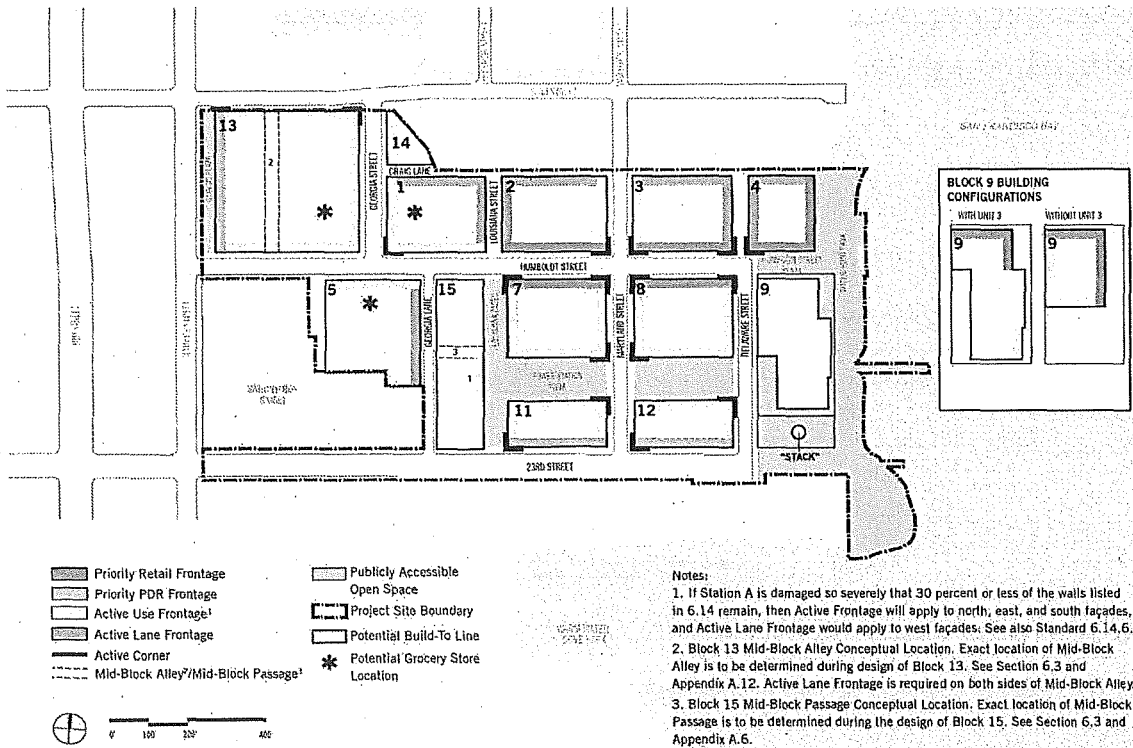
21 (v) Social Spaces, including those provided pursuant to subsection  
22 (g)(C)(ii) shall be provided within the first 15 feet of building depth, at the front of the space, and  
23 oriented toward the street.

24 (vi) Within Priority Retail Frontage zones, a minimum of 50% of the  
25 active uses shall be Retail, Sales and Service Uses to a depth of 40 feet.

1 (vii) Within Priority PDR Frontage zones, a minimum of 75% of the  
 2 active uses shall be PDR Uses to a depth of 40 feet, except that if Childcare and/or Community  
 3 Facilities are provided within the subject Priority PDR Frontage(s), then a minimum of 50% of the  
 4 active uses shall be limited to PDR uses.

5 (viii) Within Active Corners, as shown in Figure 249.87-3, only the  
 6 following active uses are permitted for a minimum of 30 feet of the Frontage from each corner: (1)  
 7 Retail, Sales, and Service Use; (2) Entertainment, Arts, and Recreation Use; and (3) Community  
 8 Facility Use.

9 **Figure 249.87-3: Ground Floor Uses**



23 (h) **Building Standards.** Building Standards shall be as follows, unless modified in  
 24 accordance with subsection (k) below.

1                   (1) Dwelling Unit Density. There shall be no residential density limit or maximum  
2 floor area ratio within the SUD.

3                   (2) Required Residential Dwelling Unit Mix.

4                   (A) No less than 30% of the total number of proposed dwelling units in each  
5 building or phase in a Development Phase Approval shall contain at least two bedrooms. Any fraction  
6 resulting from this calculation shall be rounded to the nearest whole number of dwelling units.

7                   (B) No less than 10% of the total number of proposed dwelling units in each  
8 building or phase in a Development Phase Approval shall contain at least three bedrooms. Any fraction  
9 resulting from this calculation shall be rounded to the nearest whole number of dwelling units. Units  
10 counted towards this requirement may also count towards the requirement for units with two or more  
11 bedrooms as described in subsection (A) above.

12                   (C) The dwelling unit mix requirement in this subsection (h)(2) shall not  
13 apply to buildings for which 100% of the Residential Uses are: Group Housing, Dwelling Units that  
14 are restricted to a maximum sales or rental price that is affordable to households earning 150% of  
15 Area Median Income or less, Single Room Occupancy (SRO) Units, Student Housing, or housing  
16 specifically and permanently designated for seniors or persons with physical disabilities, including  
17 units to be occupied by staff serving any of the foregoing Residential Uses.

18                   (3) Building Height Limits.

19                   (A) Measurement of Height. Building heights are to be measured from the  
20 highest point of finished grade along the property line of the parcel on which the building is located, up  
21 to the highest point of the uppermost structural slab in the case of a flat roof; or up to the average  
22 height of the rise in the case of a pitched or stepped roof, or similarly sculptured roof form.

23                   (B) Maximum Building Height. For purposes of the SUD, the height limits  
24 shall be as set forth in Section Map HT08 of the Zoning Map and as further limited and detailed in  
25 Figure 249.87-4: Building Height Maximums, and as further governed by this Section 249.87. The

1 following rooftop elements may project above given height limits without regard to horizontal area  
2 with the condition that:

3 (i) On rooftops between 45 feet and 100 feet in height, rooftop  
4 elements greater than four feet in height must be set back at a minimum ratio of 1.2 feet in a horizontal  
5 dimension from the roof edge for every one foot that they exceed the maximum height limit;

6 (ii) On Upper Building rooftops, mechanical features must be  
7 screened or enclosed;

8 (iii) Enclosed structures designed for human occupancy may not  
9 exceed 25% of the total roof area of a building (including roof areas of the same building at different  
10 elevations);

11 (iv) The sum of the horizontal areas of the following rooftop elements  
12 may not exceed 40% of the total horizontal area of the roof of the building, and may project for the  
13 number of feet above the permitted height limit as follows:

14 a. Elevator, stair and mechanical penthouses, and other  
15 mechanical equipment and appurtenances necessary to the operation or maintenance of the building or  
16 structure itself, such as chimneys, ventilators, plumbing vent stacks, and/or cooling towers together  
17 with visual screening for any such features, all up to 20 feet in height. Elevators, stair and mechanical  
18 penthouses may exceed 20 feet in height as required by the California Code of Regulations.

19 b. On the roof of majority Residential buildings, structures  
20 related to the recreational use of the rooftop (e.g. greenhouses, sheds for the storage of furniture or  
21 equipment, hot tub enclosures, changing rooms, etc.) up to 16 feet in height.

22 c. On the roof of majority non-residential buildings, Retail  
23 structures up to 16 feet in height containing one or more of the uses permitted in Table 249.87-1. Any  
24 enclosed space for these uses shall not exceed 5,000 square feet of Gross Floor Area and, other than on  
25

1 Block 9, shall be accompanied by one square foot of Publicly Accessible Open Space for each square  
2 foot of Gross Floor Area.

3 d. Enclosed restrooms up to 10 feet in height.

4 (v) On buildings that contain majority Laboratory Use, mechanical  
5 features necessary to building operations related to Laboratory facilities may exceed 40% of the  
6 horizontal area of the roof provided they do not contain space for human occupancy;

7 (vi) The following rooftop elements may project above given height  
8 limits without regard to horizontal area:

9 a. Non-occupied architectural features, including non-  
10 permeable wind screens, up to 10 feet in height on buildings between 45 and 100 feet (with a minimum  
11 Setback of five feet from the roof edge) and up to 20 feet on Upper Buildings above the maximum  
12 permitted building height, except on Block 7, where these features may extend up to 10% vertically  
13 above the maximum permitted building height;

14 b. Unenclosed structures related to unroofed publicly  
15 accessible recreation facilities, such as sports fields and swimming pools, including lighting required  
16 for the nighttime enjoyment of rooftop fields, all up to 60 feet in height, and/or fencing, goal boxes and  
17 other sports equipment, netting or other semi-transparent enclosure necessary for the safe enjoyment of  
18 unroofed recreation facilities, all up to 30 feet in height;

19 c. Furniture and other unenclosed features intended to allow  
20 for the habitable use of the rooftop, including, but not limited to tables, chairs, umbrellas, lighting,  
21 canopies, lattices, sunshades, and trellises, all up to a height of 10 feet;

22 d. Photovoltaic panels;

23 e. Equipment and appurtenances necessary to Living Roofs  
24 as defined in Planning Code Section 149;



1 f. Wireless Telecommunications Services Facilities and  
2 other antennas, dishes and towers and related screening elements;

3 g. Landscaping features, with a maximum height of 48 inches  
4 for planters or other non-plant materials;

5 h. Trees and plants;

6 i. Decking, up to three feet in height;

7 j. Flagpoles and flags;

8 k. Cranes, scaffolding and batch plants erected temporarily  
9 at active construction sites; and

10 l. Railings, parapets and catwalks, up to four feet in height.

11 (vii) Permitted above-grade pedestrian connections for Turbine Plaza.

12 (C) Height of Existing Structures. The existing heights for Unit 3 (131 feet)  
13 and the Stack (300 feet) are permitted. In the event that the Stack collapses or is otherwise damaged  
14 beyond repair, permitted heights shall be those applicable to open space. Should Unit 3 be demolished,  
15 the height limit for Block 9 shall be 125/85 feet, as set forth on Sectional Map HT08 of the Zoning Map  
16 and as further limited and detailed in Figure 249.87-4.

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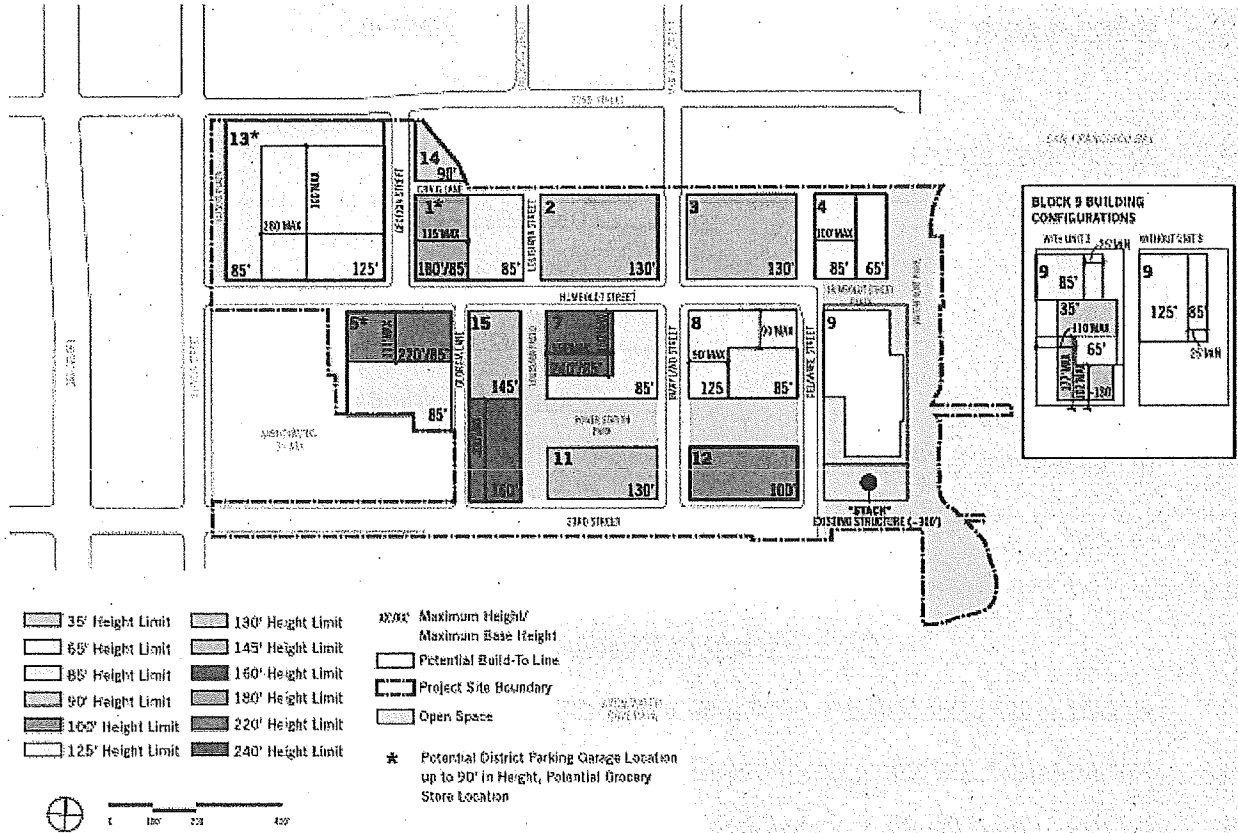
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**Figure 249.87-4: Building Heights Maximum**



(4) **Bulk.** The following bulk controls, summarized in Table 249.87-3, apply only to building heights greater than 145 feet: the Upper Buildings of the midrise towers on Block 1, and the highrise towers on Blocks 5 and 7. For purposes of this subsection a midrise tower is a building between 146 and 180 feet in height and a highrise tower is a building between 181 and 240 feet in height. Unless otherwise stated, these controls do not apply to Block 15 with or without Station A.

(A) The maximum average Floorplate of the Upper Building is defined as the sum of the area of all of the Floorplates of the Upper Building, divided by the number of floors in the Upper Building.

(B) The Maximum Plan Dimension of an Upper Building is the greatest plan dimension parallel to the longest side of the building at any given level of the Upper Building. The

1 Maximum Diagonal Dimension of an Upper Building is the greatest horizontal distance between two  
2 opposing points at any level of the Upper Building. Maximum Plan and Maximum Diagonal Dimension  
3 do not apply to balconies, cornices, decorative Projections, unenclosed building elements, or other  
4 unenclosed obstructions permitted by Planning Code Section 136.

5 (C) The Maximum Apparent Face shall be a maximum of 120 feet of the  
6 Upper Building. The Maximum Apparent Face shall be offset with a change in plane of at least five feet  
7 in depth. This change in plane must be accompanied by a change in height of the roof form (which may  
8 be a reduction or increase in the height of the roof screen) of at least five feet and/or a change in  
9 material. The required change in plane may occur by curving the face of the building.

10 (D) For buildings with curved façades, on those portions of the façade that  
11 are curved, the Maximum Apparent Face shall be measured as the plan dimension between the end  
12 points of each arc. If the building is a circle or ellipse, the Maximum Apparent Face shall be measured  
13 as the longest diameter of the circle or ellipse.

14 (E) For Block 15 without Station A, the building above the 65-foot setback  
15 shall achieve a 15% average reduction in square footage for all floors. The reduction shall apply  
16 relative to a baseline floorplate of 47,089 square feet (i.e. the footprint of Station A) for construction  
17 up to 145 feet and a baseline floorplate of 24,955 square feet for construction between 145 feet and 160  
18 feet.

19 (F) Sculpting of Vertical Addition to Station A on Block 15. New  
20 construction of a vertical addition to Station A on Block 15 is subject to the building height maximums  
21 for Block 15 shown on Figure 249.87-4, and shall achieve a 15% reduction in overall exterior volume  
22 for all mass above the existing Station A walls. The reduction shall apply relative to a baseline  
23 floorplate of 47,089 square feet (i.e. the footprint of Station A) for construction up to a height of 145  
24 feet, and a baseline floorplate of 24,955 square feet for construction between 145 feet and 160 feet in  
25 height.

1 (i) Assuming the existing Station A walls are an average of 65 feet in  
 2 height, the overall volume allowed above shall be calculated as follows:

3		
4	A	Floorplate up to 145' x height between Station A walls and 145' = volume A
5	B	Floorplate above 145' x height above 145' = volume B
6	C	A + B = total volume
7	D	C x 0.85 = maximum buildable volume
8	E	C x 0.15 = required volumetric reduction

9 (ii) The 15% reduction may be achieved by providing setbacks, a  
 10 Vertical Hyphen, or a combination of these or other sculpting strategies. Where a Vertical Hyphen is  
 11 utilized as a design element, it shall be at least 10 feet in depth and at least one story in height  
 12 beginning at the height of the cornice of the existing walls of Station A.

13 (iii) A project applicant may request and the Planning Director may  
 14 grant a waiver from the 15% reduction requirement if the Planning Director determines that new  
 15 construction on Block 15 above the height of the Station A walls demonstrates superior design quality  
 16 consistent with the provisions of this Section 249.87 and with the following sculpting purposes:

17 a. Differentiation in mass from the existing Station A  
 18 structure below;

19 b. Reduction in mass to ensure that development on Block 15  
 20 does not overwhelm adjacent open spaces and sensitively responds to its immediate context, including  
 21 adjacent structures, streets, open spaces, and to the existing walls of Station A itself, and;

22 c. Sculpting of the mass with an architectural expression that  
 23 distinguishes Block 15 as a high-quality, character-defining element of the site's urban design.

24 (iv) Projections in new construction above the existing Station A walls are  
 25 permitted per Planning Code Section 136 for Streets, Alleys, and Useable Open Space, except that such

1 projections shall be measured from the outer face of the existing Station A wall that faces a street,  
 2 alley, or open space.

3 (v) To allow for the possibility of a design response that results in a superior  
 4 design consistent with the provisions of this Section 249.87, particularly Section 249.87(h)(4)(F)(iii), the  
 5 Planning Director may approve projections on the eastern wall of Station A (facing Louisiana Paseo and  
 6 Power Station Park) that deviate from Planning Code Section 136 provided that no projection extends  
 7 farther than 10 feet beyond the outer face of the existing Station A walls, and projections are limited to  
 8 no more than 25% of the square footage of the building face above the existing Station A walls.

9 **Table 249.87-3: Summary of Bulk Controls and Separation Requirements**

	LOWRISE & MIDRISE BUILDINGS (UP TO 145' IN HEIGHT)	MIDRISE TOWER ON BLOCK 1 (146'-180' IN HEIGHT)	MIDRISE TOWER ON BLOCK 15 (146'-160' IN HEIGHT)	HIGHRISE TOWERS ON BLOCKS 5 AND 7 (181'-240' IN HEIGHT)
<b>UPPER BUILDING BULK CONTROLS</b>				
Maximum Average Floorplate	N/A	12,000 gross square feet	See D4D Standard 6.5.1	12,000 gross square feet
Maximum Plan	N/A	150'	N/A	140'
Maximum Diagonal	N/A	190'	N/A	160'
Maximum Apparent Face	N/A	120'	N/A	120'
Upper Building Separation	N/A	85'	115'	115'

15 (5) Upper Building Separation. The applicable Upper Building separation  
 16 requirements shall be as set forth in Table 249.87-3. Separation shall be measured horizontally from  
 17 the building face of the subject Upper Building to the nearest building face of the closest Upper  
 18 Building, exclusive of permitted obstructions pursuant to Planning Code Section 136.

19 (6) Streetwalls. New buildings must provide a Streetwall for at least 65% of each  
 20 Frontage from sidewalk grade to the required maximum Streetwall height as established in Figure  
 21 249.87-5. The Streetwall requirements of this subsection do not apply to the following:

22 (A) Existing buildings on the Project Site that are rehabilitated or reused as  
 23 part of the Project (such as Unit 3 or Station A), including additions to such existing buildings;

24 (B) Pocket parks that extend at least 10 feet horizontally inward from the  
 25 property line; or

1                                    (C) The Frontage of any new building facing Waterfront Park (including  
2 Humboldt Street Plaza), Power Station Park, or Louisiana Paseo, provided that deviations from the  
3 minimum 65% standard shall contribute to differentiated architecture.

4                                   (7) Setbacks. All building mass shall be set back from the building's Streetwall  
5 above a certain height, as summarized in Figure 249.87-5 and further regulated below.

6                                   (A) Setbacks are not required along Mid-Block Alleys, except that, on  
7 Frontages facing the Mid-Block Alley on Block 13, buildings shall be set back at least 10 feet from the  
8 Streetwall at a height of 70 feet.

9                                   (B) The Setback requirements do not apply to the highrise tower on Block 7.  
10 Instead the highrise tower must be set back at least 15 feet in the horizontal dimension for at least 60%  
11 of the Upper Building's Frontages along Humboldt Street or Louisiana Paseo.

12                                   (C) Setbacks are not required for the District Parking Garage.

13                                   (D) If the eastern wall of Station A is not retained, at least 60% of the eastern  
14 façade of Block 15 framed by the southern façade of Block 7 and the northern façade of Block 11  
15 should include a volumetric projection of approximately 10 feet in plan from the primary façade of the  
16 building and that is at least 5 stories. The projection must provide a pedestrian passage way between  
17 Louisiana Paseo and Georgia Lane that is no less than 20 feet wide and 30 feet tall. If the projection  
18 reaches the ground floor, it must be permeable and open to pedestrians. Any building constructed  
19 within the Mid-Block Alley on Block 15 without Station A shall be set back at least five feet from the  
20 eastern and western faces of the building.

21     ///

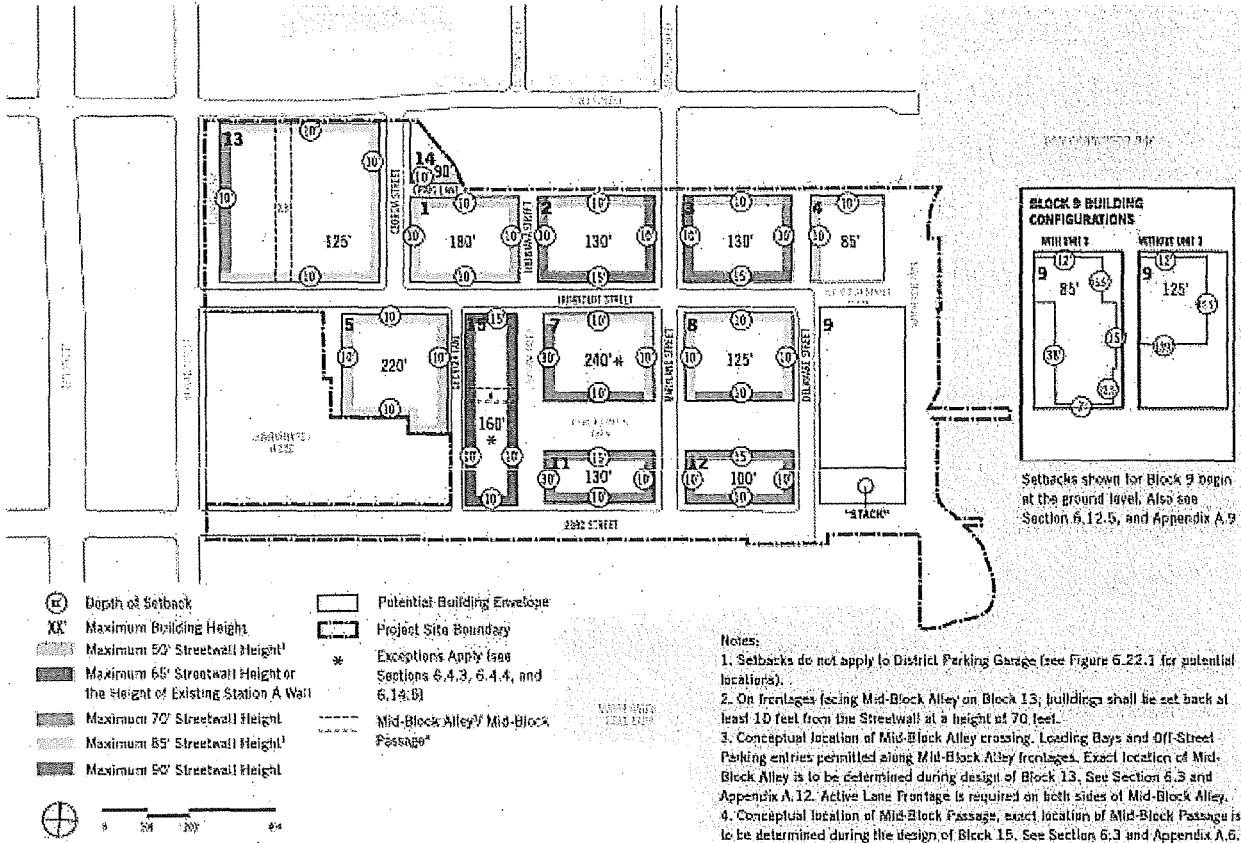
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**Figure 249.87-5: Setbacks**



(8) **Rear Yard.** *There shall be no rear yard requirement within the Potrero Power Station Special Use District.*

(9) **Usable Open Space.** *Usable open space shall be required for Residential Uses as follows: For each dwelling unit there shall be: (i) a minimum of 36 square feet of open space if private, or (ii) 48 square feet of open space if common. For Group Housing or Single Room Occupancy units, the minimum open space requirements shall be one-third the amount specified in this subsection for a dwelling unit. Required open space shall be on the same development block as the units it serves. To count as usable open space, the area credited on a deck, balcony, porch, or roof must either face a street, or face or be within an open area per Subsection 249.87(h)(10).*

1                    (A) Common Open Space. All common open space shall have a minimum 10  
2 feet in every horizontal dimension and be unobstructed and open to the sky, except for obstructions  
3 permitted under Planning Code Section 136. Mid-Block Alleys may count as common open space  
4 provided that the Alley does not allow vehicular access. Common Open Space may be publicly accessible.

5                    (B) Private Open Space. Private open space shall have a minimum dimension  
6 of six feet in every horizontal dimension. Private open space shall be directly accessible from the dwelling  
7 unit it serves.

8                    (10) Minimum Dwelling Unit Exposure. All dwelling units shall face onto a public or  
9 private right- of-way, or onto an open area, defined as:

10                    (A) A public street, publicly accessible alley, or Mid-Block Passage (public or  
11 private) at least 20 feet in width that is unobstructed and at least 60% open to the sky;

12                    (B) An outer court or terrace that is open to a public street, public alley, Mid-  
13 Block Alley (public or private), or public open space and at least 25 feet in width;

14                    (C) An inner court which is unobstructed (except for obstructions permitted in  
15 Planning Code sections 136(c)(14), (15), (16), (19), and (20)) and is no less than 40 feet in one horizontal  
16 dimension and 25 feet in the other horizontal dimension at the lowest two floors which have dwelling  
17 units facing onto the inner court. The horizontal dimension that is at least 25 feet shall increase five feet  
18 at each subsequent floor;

19                    (D) For below grade units, an open space at the same grade as the units, that  
20 is no less than 7.5 feet wide in every horizontal dimension, at least 136 square feet in area, and 60%  
21 open to the sky. Such open spaces shall face onto a street, alley or open space. Below grade units shall  
22 be maximum 6 feet below the grade of the street, alley or public open space.

23 ///

24 ///

25 ///



1                    (11) Ground Floor Design.

2                    (A) Ground Floor Height. All non-residential ground floor spaces shall have  
3 a minimum floor-to-floor height of 15 feet as measured from grade. At least 30% of the cumulative PDR  
4 space pursuant to Figure 249.87-3 shall contain floor-to-floor heights of 17 feet.

5                    (B) Awnings and Canopies. Awnings and canopies must be at least eight feet  
6 above sidewalk grade. Awnings that are more than 100 feet in length must be at least 15 feet above  
7 sidewalk grade. Awnings or canopies that are between eight and 15 feet above sidewalk grade may  
8 project up to 10 feet beyond the building facade (including into the public right of way). Awnings or  
9 canopies that are higher than 15 feet above sidewalk grade may project up to 15 feet beyond the building  
10 facade (including into the public right of way). In no instance shall any awning or canopy project beyond  
11 the width of the sidewalk they cover. Awnings and canopies shall be designed so as not to interfere with  
12 street tree canopy.

13                    (C) Transparent Frontages. Portions of frontages that contain active uses per  
14 section 249.87(g)(8), other than Residential Units or PDR Uses, shall be fenestrated with transparent  
15 windows and doorways for not less than 60% of the street frontage at between two feet and 12 feet vertical  
16 above grade, and must allow visibility of at least four feet in depth inside of the building. PDR frontages  
17 shall be fenestrated with transparent windows or doors for no less than 50% of the street frontage from  
18 sidewalk grade up to 12 feet vertical above grade, and must allow visibility of at least four feet in depth  
19 inside of the building. The use of dark, mirrored, or opaque glass shall not count toward the required  
20 transparent area. Ground-floor transparent frontage standards shall not apply to historic or adaptively-  
21 reused buildings.

22                    (12) Maximum Off-Street Parking. The location and design standards for off-street  
23 automobile parking shall be governed by the Design for Development. Off-Street parking is not required  
24 and shall be limited to the following maximum ratios:

25                    ///

**Table 249.87-4: Maximum Off-Street Parking Ratios per Land Use\***

<u>Land Use</u>	<u>Off-Street Parking Ratio</u>
<u>Residential</u>	<u>0.6 space: 1 unit</u>
<u>Non-Retail Sales and Service, Industrial, PDR, Laboratory, or Life Science Uses</u>	<u>1 space: 1,500 gross square feet of Occupied Floor Area</u>
<u>Hotel</u>	<u>1 space: 16 Hotel guest rooms, plus 1 space for a hotel manager</u>
<u>General Grocery or Special Grocery Uses</u>	<u>3 spaces: 1,000 gross square feet of Occupied Floor Area</u>
<u>All Other Uses</u>	<u>No off-street parking permitted</u>

\*Pursuant to subsection (n)(4), parking amounts may be greater on a Parcel-by-Parcel basis than otherwise allowed by Table 249.87-4.

(13) **Signage.** All signs shall be defined as described by Article 6 of the San Francisco Planning Code. The provisions of Section 607.2 ("Mixed-Use Districts") of the San Francisco Planning Code applicable to Urban Mixed Use ("UMU") Districts shall apply such that a sign that is permitted or prohibited in a UMU District shall likewise be permitted or prohibited in the Potrero Power Station SUD. All signs shall be defined as described by Article 6 of the San Francisco Planning Code. Provided further that:

(A) **Concealed Electrical Signage Elements.** All electrical signage elements such as wires, exposed conduits, junction boxes, transformers, ballasts, switches, and panel boxes shall be concealed from view.

(B) **Portable Signage.** Portable signs, such as sandwich boards and valet parking signs, are permitted and limited to one per business. All portable signage shall be located within frontage or furnishing zones on sidewalks, or within open spaces fronting the businesses.

1                                    (C) Temporary Sale or Lease Signs. No permit shall be required for  
2 temporary Sale or Lease Signs. Such signs are permitted only when all of the following criteria are  
3 met:

4                                    (i) No more than two such signs are permitted at any one time on any  
5 building;

6                                    (ii) The area of each sign is no larger than 40 square feet;

7                                    (iii) The height of each sign is no higher than 10 feet;

8                                    (iv) The sign is a wall sign or a window sign;

9                                    (v) The sign is not directly illuminated;

10                                   (vi) The sign indicates the availability of a particular space within the  
11 building on or in which the sign is placed; and

12                                   (vii) The sign directs attention to a space which is available for  
13 immediate sale or lease.

14                                   (D) Signage Along the Waterfront and Power Station Park. Signage for  
15 buildings fronting Power Station Park or the Bay Trail (including the eastern Frontage of Blocks 4, 9,  
16 12 and a portion of 15 directly facing Power Station Park; northern Frontage of Blocks 11 and 12; and  
17 Southern Frontage of Blocks 7 and 8 shall:

18                                   (i) Be 50 square feet or less and its highest point may not reach a  
19 height greater than 35 feet;

20                                   (ii) Consist only of indirect illumination, pursuant to Section 602 of  
21 this Code, including but not limited to halo-style lighting.

22                                   (14) Mid-Block Alleys and Mid-Block Passages.

23                                   (A) Mid-Block Alleys. There shall be a Mid-Block Alley on Block 13. Any Mid-  
24 Block Alley shall:

1 (i) Be located as close to the middle portion of the subject block as possible,  
2 and connect to existing adjacent streets and alleys;

3 (ii) Have a minimum width of 20 feet at all points, exclusive of those  
4 obstructions allowed within Setbacks pursuant to San Francisco Planning Code Section 136;

5 (iii) Provide public pedestrian access with dual sidewalks each of not less  
6 than six feet in width with not less than four feet minimum clear walking width, unless the alley is  
7 designed as a shared street;

8 (iv) Have at least 60% of the area of the Alley open to the sky. Obstructions  
9 permitted within Setbacks pursuant to Planning Code Section 136 may be located within the portion of  
10 the alley or pathway that is required to be open to the sky. All portions of the Alley not open to the sky  
11 shall have a minimum clearance height from grade of 15 feet at all points;

12 (v) Provide such ingress and egress as will make the area easily accessible  
13 to the general public;

14 (vi) Have appropriate paving, furniture, and other amenities that encourage  
15 pedestrian use;

16 (vii) Be landscaped;

17 (viii) Have sufficient pedestrian lighting to ensure pedestrian comfort and  
18 safety;

19 (ix) Be free of any changes in grade or steps not required by the underlying  
20 natural topography and average grade; and

21 (x) Be fronted by Active Lane Uses.

22 (B) Mid-Block Passage. There shall be a Mid-Block Passage on Block 15. The  
23 Mid-Block Passage shall:

1                    (i) Be located as close to the middle portion of the subject block as possible,  
2 connect to existing adjacent streets and alleys, and can be either perpendicular to the subject Frontage  
3 or diagonal across the Block;

4                    (ii) Provide publicly accessible east-west access through the entire depth of  
5 Block 15 on the ground floor with at least 20 feet of continuous clear width and 15 feet of continuous  
6 clear height; and may be completely enclosed to facilitate preservation of the existing Station A walls;  
7 and shall be pedestrian only. If Station A is damaged such that 30% or less of the eastern wall  
8 remains, a Mid-Block Alley shall be provided pursuant to the standards set forth in subsection  
9 (h)(14)(A), except that the pathway shall be pedestrian only, and if the pathway is enclosed it shall have  
10 a continuous clear height of 30 feet.

11                    (C) Relationship to Open Space Requirements. Any non-vehicular portions of such  
12 a Passage or Alley, including sidewalks or other walking areas, seating areas, or landscaping, are  
13 permitted to count toward any open space requirements that include or require publicly accessible  
14 open space on the same block where the Passage or Alley is located.

15                    (i) Compliance with Article 4 of the Planning Code.

16                    (A) Inclusionary Housing Requirements. Proposed Building Projects in areas of  
17 the Special Use District that are subject to a Development Agreement shall comply with the affordable  
18 housing requirements of the Development Agreement. Proposed Building Projects in areas of the  
19 Special Use District that are not subject to a Development Agreement shall comply with the affordable  
20 housing requirements as set forth in Section 415.1 et seq. Upon expiration or termination of the  
21 Development Agreement as applied to a portion of the Project Site not yet permitted for construction,  
22 the then-applicable affordable housing requirements of the Planning Code shall apply to that portion of  
23 the Project Site, without reference to the date of any earlier environmental evaluation or development  
24 application.

1                    (B) Other Impact Fees. For so long as the Development Agreement remains in effect  
2 with respect to a portion of the Project Site, the developer impact fees payable for any Vertical  
3 Development on that portion of the Project Site will be determined in accordance with the Development  
4 Agreement. Upon expiration or termination of the Development Agreement as applied to a portion of  
5 the Project Site, the then-applicable developer impact fees in the Planning Code shall apply to that  
6 portion of the Project Site.

7                    (j) Relationship to State or Local Density Bonus Programs. In exchange for the benefits  
8 expressed in the Development Agreement and this Section 249.87, and as set forth in the Development  
9 Agreement, any Building Projects within the SUD shall not be eligible for additional density or  
10 modifications to development standards allowed in any state or local law allowing additional density  
11 or modifications to development in exchange for on-site affordable housing, including but not limited to  
12 the State Density Bonus Law (California Government Code § 65915 et seq), the Affordable Housing  
13 Bonus Program (Planning Code section 206 et seq.), and Planning Code Sections 207.

14                    (k) Modifications to Building Standards and Use Requirements.

15                    (1) No Modifications or Variances. No variances, exceptions, modifications or  
16 other deviations from the requirements and standards of the Planning Code, including this SUD, and of  
17 the Design for Development are permitted except through the procedures for granting of Minor and  
18 Major Modifications established in this SUD. No modifications or variances are permitted for  
19 permitted Uses (with the exception of numerical standards related to Ground Floor Uses), maximum  
20 building height, or maximum automobile parking spaces.

21                    (2) Modification of Other Building Standards and Use Requirements. A  
22 dimensional or numerical standard for Building Standards and Ground Floor Use Requirements may  
23 only be modified as provided in subsections (k)(3) and (k)(4), on a project-by-project basis. In order to  
24 grant a modification, the Director or Commission must find that the proposed modification achieves  
25

1 equal or superior design quality and public benefit as strict compliance with the applicable standard  
2 and meets the intent of the SUD and the Design for Development.

3 (3) **Minor Modifications.** The Planning Director may approve a Minor  
4 Modification administratively in accordance with the procedures set forth in subsection (n).

5 (4) **Major Modifications.** The Planning Commission may approve any application  
6 for a Major Modification in accordance with the procedures set forth in subsection (n).

7 (l) **Development Phase Approval.** Consistent with the Development Agreement, the  
8 Developer shall submit Development Phase Plan to the Planning Director for approval, and no  
9 development may be approved within a Development Phase until after the Planning Director issues a  
10 Development Phase Approval. The Development Phase Approval process, as set forth in the  
11 Development Agreement, is to ensure that all Community Improvements and Building Projects within a  
12 Development Phase are consistent with the Development Agreement and this SUD. Planning shall  
13 review Development Phase Applications within 30 days of receipt in order to determine completeness.  
14 If the Planning Director fails to respond within such 30-day period, the Development Phase  
15 Application will be deemed complete. The Planning Director shall act on a Development Phase  
16 Application within 60 days after submittal of a complete Development Phase Application. Changes  
17 proposed by the Planning Department will be reasonably considered by Developer, and changes  
18 proposed by Developer will be reasonably considered by the Planning Department. If there are no  
19 objections, or upon resolution of any differences, the Planning Director shall approve the Development  
20 Phase Application with such revisions, comments, or requirements as may be permitted in accordance  
21 with the terms of the Development Agreement and the Phasing Plan.

22 (m) **Design Review and Approval.** The Planning Department shall approve only those  
23 applications for individual Building Projects that are consistent with a Development Phase Approval.  
24 To ensure that Buildings and Privately-Owned Community Improvements meet the requirements of the  
25 Planning Code, including this Section 249.87, and the Design for Development, an Applicant shall

1 submit a Design Review Application and receive approval from the Planning Director, or the Planning  
2 Commission if required, before obtaining any permits for the applicable construction. Standards and  
3 limitations on design review approval are set forth in subsection (n), below. Nothing in this Section  
4 249.87 limits the Charter authority of any City department or commission or the rights of City agencies  
5 to review and approve proposed infrastructure as set forth in the Development Agreement.

6 (n) Design Review Applications and Process.

7 (1) Applications. Each Design Review Application shall include the documents and  
8 other materials necessary to determine consistency with the Planning Code, including this Section  
9 249.87, and the Design for Development, including site plans, floor plans, sections, elevations,  
10 renderings, landscape plans, and exterior material samples to illustrate the overall concept design of  
11 the proposed buildings. If an Applicant requests a Major or Minor Modification, the application shall  
12 describe proposed changes in reasonable detail, and to the satisfaction of the Planning Director,  
13 including narrative and supporting images, if appropriate, and a statement of the purpose or benefits of  
14 the proposed modification(s).

15 (2) Completeness. Planning Department staff shall review the application for  
16 completeness and advise the Applicant in writing of any deficiencies within 30 days of the date of the  
17 application.

18 (3) Design Review of Buildings and Privately-Owned Community Improvements.

19 (A) Building Pre-Application Meeting. Prior to submittal of a Design  
20 Review Application, the Applicant shall conduct a minimum of one pre-application public meeting. The  
21 meeting shall be conducted at, or within a one-mile radius of, the Project Site, but otherwise subject to  
22 the Planning Department's pre-application meeting procedures, including but not limited to the  
23 submittal of required meeting documentation. A Planning Department representative shall be invited to  
24 such meeting.



1                                    (B) Parks and Open Space Outreach. Prior to the Planning Department's  
2 approval of any Design Review Application for any parks or open space within the Power Station park  
3 system, the Applicant shall conduct a minimum of two community meetings; additional meetings may be  
4 required at the discretion of the Planning Director. The meetings shall be conducted at, or within a  
5 one-mile radius of, the Project Site, but otherwise subject to the Planning Department's pre-application  
6 meeting procedures, including but not limited to the submittal of required meeting documentation. A  
7 Planning Department representative shall be invited to such meetings.

8                                    (C) Design Review Process. Following submittal of the Design Review  
9 Application, upon a determination of completeness, Planning Department staff shall conduct design  
10 review and prepare a staff report determining compliance with this Section 249.87, the Planning Code,  
11 and the Design for Development, including a recommendation regarding any modifications sought.  
12 The staff report shall be delivered to the Applicant and any third parties requesting notice in writing,  
13 shall be kept on file, and shall be posted on the Department's website for public review, within 60 days  
14 of the determination of completeness. If Planning Department staff determines that the design is not  
15 compliant with this Section 249.87, the Planning Code, or the Design for Development, the Applicant  
16 may resubmit the Application, in which case the requirements of this subsection (n) for determination  
17 of completeness, staff review and determination of compliance, and delivery, filing, and posting of the  
18 staff report, shall apply anew.

19                                    (4) Off-Street Parking. Design Review Applications for Buildings shall include the  
20 requested number of off-street parking spaces sought for the Building. It is the intent of Section 249.87  
21 that at full build-out of all Parcels in the SUD, the total number of off-street parking spaces within the  
22 SUD shall not exceed the applicable maximum parking ratios specified in Table 249.87-4. The  
23 maximum parking ratios shall not apply to individual Buildings or Parcels, but shall be considered  
24 cumulatively for the Buildings within the SUD as a whole, as set forth in the Development Agreement.  
25 In the event an individual Building results in parking that exceeds the applicable maximum parking

1 ratios for the then cumulative development on the Project Site, the excess parking shall not be put into  
2 operation and shall be excluded from the available parking supply until such time as additional  
3 development within the Project Site occurs and the then applicable maximum parking ratios no longer  
4 are exceeded. Each application shall include both the individual request for off-street parking related  
5 to the specific location and the cumulative number of off-street parking spaces previously approved.

6 (5) Approvals and Public Hearings for Buildings and Privately-Owned

7 Community Improvements.

8 (A) Buildings and Privately-Owned Community Improvements Seeking No  
9 Modifications. Within 10 days after the delivery and posting of the staff report on the Design Review  
10 Application, the Planning Director shall approve or disapprove the design based on its compliance  
11 with the Planning Code, including this Section 249.87, the Design for Development, and the General  
12 Plan. If the Design Review Application is consistent with the numeric standards set forth in this  
13 Section 249.87 and the Design for Development, the Planning Director's discretion to approve or  
14 disapprove the Design Review Application shall be limited to the Application's consistency with the  
15 non-numeric elements of the Design for Development and the General Plan. Prior to approval of a  
16 Design Review Application for any building and/or Privately-Owned Community Improvement that is  
17 200 feet or more in height, or for the rehabilitation and development of Station A on Block 15 or of  
18 Unit 3 on Block 9, the Planning Director shall refer the Design Review Application to the Planning  
19 Commission for an informational hearing.

20 (B) Buildings and Privately-Owned Community Improvements Seeking  
21 Minor Modifications. Within 10 days after the delivery and posting of the staff report on the Design  
22 Review Application including a Minor Modification, the Planning Director, shall approve or  
23 disapprove any Minor Modification based on its compliance with the Planning Code, including this  
24 Section 249.87, the Design for Development, and the General Plan. Notwithstanding any other  
25 provisions of this Section 249.87, the Planning Director may, at his or her discretion, refer any

1 Application that proposes a Minor Modification to the Planning Commission if the Planning Director  
2 determines that the proposed Modification does not meet the intent of the Design for Development or  
3 the SUD.

4 (C) Buildings and Privately-Owned Community Improvements Seeking  
5 Minor or Major Modifications. If an application for Design Review seeks one or more Major  
6 Modifications, or if a Design Review Application that proposed a Minor Modification is otherwise  
7 referred to the Planning Commission, the Planning Commission shall calendar the item for a public  
8 hearing, subject to any required noticing. The Planning Commission's review shall be limited to the  
9 proposed Major Modification or the modifications referred by the Planning Director for failure to meet  
10 the Design for Development standards. The Planning Commission shall consider all comments from the  
11 public and the recommendations of the staff report and the Planning Director in making a decision to  
12 approve or disapprove the Design Review Application, including the granting of any Major  
13 Modifications.

14 (D) Notice of Hearings. In addition to complying with the notice  
15 requirements of the Brown Act and the Sunshine Ordinance, notice of Planning Commission hearings  
16 shall be provided as follows:

17 (i) by mail not less than 20 days prior to the date of the hearing, to  
18 the Applicant, to residents within 300 feet of the exterior boundaries of the property that is the subject  
19 of the application, using for this purpose the names and addresses as shown on the citywide assessment  
20 roll in the Office of the Tax Collector, and to any person who has requested such notice; and

21 (ii) by posting on the subject property not less than 10 days prior to  
22 the date of the hearing.

23 (o) Building Permits. Each building permit application submitted to the Department of  
24 Building Inspection for Buildings shall be forwarded to the Planning Department. The applicable  
25 department shall review the building permit application for consistency with the authorizations granted

1 pursuant to this Section 249.87. For improvements to be built upon Port property, the Chief Harbor  
2 Engineer shall review all permit applications on behalf of the Port.

3 (p) **Change of Use.** No building permit may be issued for any building and/or Privately-  
4 Owned Community Improvement or for a Certificate of Occupancy or Certificate of Temporary  
5 Occupancy that would authorize a new use unless the Planning Department determines such permit or  
6 Certificate is consistent with the controls in this Section 249.87. Upon expiration or termination of the  
7 Development Agreement, any new development, other than replacement of what was built under the  
8 Development Agreement, shall require a conditional use approval under Section 303 of this Code.

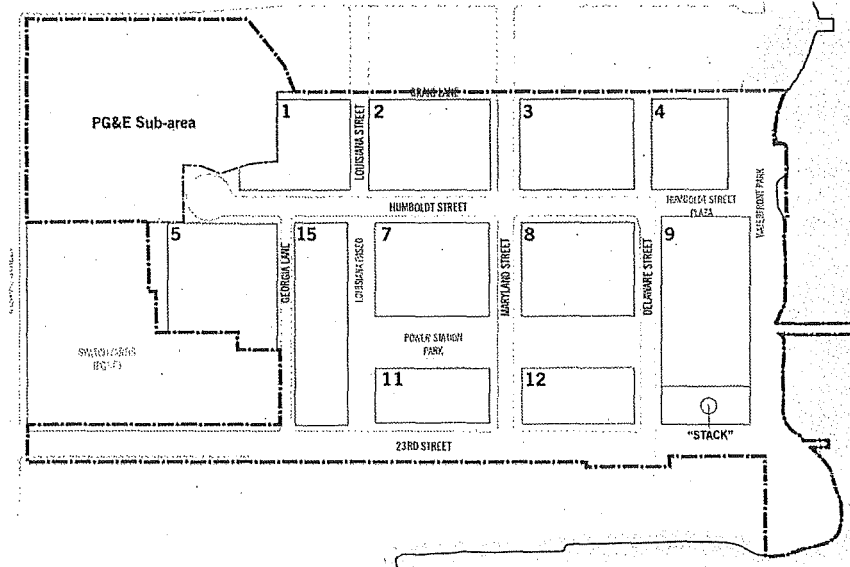
9 (q) **Discretionary Review.** No requests for discretionary review shall be accepted by the  
10 Planning Department or heard by the Planning Commission for any Building in the SUD.

11 (r) **Waiver of Planning Code Section 138.1.** The streetscape design set forth in the Design  
12 for Development attached to the Development Agreement shall set forth sufficient standards for  
13 pedestrian and streetscape improvements for so long as the Development Agreement remains in effect.

14 (s) **Compliance with Planning Code Section 169.** The TDM provisions included in the  
15 Development Agreement shall govern in this SUD.

16 (t) **Operative Date for the PG&E Sub-Area.** The zoning controls expressed in this Section  
17 249.87 shall not become operative as to the PG&E Sub-Area, as shown on Map 249.87-1, or any  
18 portion thereof, until a Notice of Joinder to the Development Agreement approved by the Board of  
19 Supervisors in Board file No. \_\_\_\_\_ has been recorded, or until the PG&E Sub-Area, or any portion  
20 thereof, is conveyed to Developer. Copies of the Development Agreement, including a form of the  
21 Notice of Joinder, and a legal description of the PG&E Sub-Area is on file with the Clerk of the Board  
22 of Supervisors in Board File No. \_\_\_\_\_.

Map 249.87-1



Section 3. The Planning Code is hereby amended in accordance with Planning Code Section 106 by revising Sectional Map ZN[08], Height Map HT[08], and Special Use District Map SU[08] of the Zoning Map, as follows:

(a) To change the Zoning Map (ZN[X08]) as follows:

Assessor's Parcels (Blocks/Lot Numbers)	Current Zoning to be Superseded	Proposed Zoning to be Approved
4175/002; 4175/017; 4175/018 (partial), 4232/001; 4232/006 and non-assessed Port and City and County of San Francisco properties, the legal descriptions of which are found in Exhibits A-1, A-2, A-4	M-2	PPS-MU

1	through A-7 to the Development		
2	Agreement (District 10)		
3	Non-assessed Port properties, the	M-2 and PDR-1-G	P
4	legal description for which is found in		
5	Exhibit A-3 to the Development		
6	Agreement (District 10)		

7 (b) To change the Height and Bulk Map (HT[08]) from 40-X and 65-X to 65-PPS  
8 and 240-PPS.

9	Assessor's Parcels	Height and Bulk	New Height and Bulk
10	(Blocks/Lot Numbers)	District	District
11		Superseded	
12	4175/002; 4175/017; 4175/018	40-X / 65-X	65-PPS / 240-PPS
13	(partial), 4232/001; 4232/006 and		
14	non-assessed Port and City and		
15	County of San Francisco properties,		
16	the legal descriptions for which are		
17	found in Exhibits A-1 through A-7 to		
18	the Development Agreement (District		
19	10)		

20 (c) To change the Special Use District Map (SU[08]) by creating the new Potrero  
21 Power Station Special Use District and assigning the following Parcels to be within the Potrero  
22 Power Station Special Use District:

23	Assessor's Parcels (Blocks/Lot Numbers)	Special Use District
24	4175/002; 4175/017; 4175/018 (partial), 4232/001;	Potrero Power Station
25	4232/006 and non-assessed Port and City and County of	Special Use District

<p>1 San Francisco properties, the legal descriptions for which  2 are found in Exhibits A-1 through A-7 to the Development  3 Agreement (District 10)</p>	
--	--

4  
5 Section 4. The Planning Code is hereby amended to revise Section 201 as follows:

6 To add the Potrero Power Station Special Use District, after the "Mission Rock Mixed  
7 Use District", as follows:

<p>8 <u>Potrero Power Station Mixed Use District</u>  9 <u>(Also see Sec. 249.87)</u></p>	
<p>10 <u>PPS-MU</u></p>	<p>11 <u>Potrero Power Station Mixed Use District</u>  12 <u>(Defined in Sec. 249.87(g)(1))</u></p>

13  
14 Section 5: The Figures presented in this ordinance (Figures 249.87-1 through 249.87-  
15 5) have been placed in Board of Supervisors File No. \_\_\_\_\_, and are incorporated herein by  
16 this reference.

17  
18 Section 6. Effective and Operative Dates.

19 (a) This ordinance shall become effective 30 days after enactment. Enactment  
20 occurs when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or  
21 does not sign the ordinance within ten days of receiving it, or the Board of Supervisors  
22 overrides the Mayor's veto of the ordinance.

23 (b) This ordinance shall become operative on its effective date or on the effective  
24 date of the Development Agreement for the Potrero Power Station Mixed-Use Project,  
25 enacted by the ordinance in Board of Supervisors File No. \_\_\_\_\_, whichever date occurs

1 later; provided, that this ordinance shall not become operative if the ordinance regarding the  
2 Development Agreement is not approved.

3 (c) Notwithstanding subsection (b) above, this ordinance shall not become  
4 operative as to the areas labeled as "PG&E Sub-Area" on Map 249.87-1, or any portion  
5 thereof, until the conditions in Section 249.87(t) have been satisfied. A copy of the Map, and  
6 a legal description of the area subject to this subsection (c) is on file with the Clerk of the  
7 Board of Supervisors in Board File No. \_\_\_\_\_.

8

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

11 By: \_\_\_\_\_  
12 AUSTIN M. YANG  
13 Deputy City Attorney

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# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Resolution No. 20640

HEARING DATE: JANUARY 30, 2020

*Case No.:* 2017-011878DVA  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
 PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Proposed Zoning:* P (Public)  
 Potrero Power Station Mixed-Use District (PPS-MU)  
*Proposed Height:* 65/240-PPS  
*Blocks/Lots:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company, LLC – (415) 796-8945  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

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RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE A DEVELOPMENT AGREEMENT BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND CALIFORNIA BARREL COMPANY, A DELAWARE LIMITED LIABILITY COMPANY, FOR A CERTAIN REAL PROPERTY GENERALLY BOUNDED BY 22<sup>ND</sup> STREET TO THE NORTH, THE SAN FRANCISCO BAY TO THE EAST, 23<sup>RD</sup> STREET TO THE SOUTH, AND ILLINOIS STREET TO THE WEST, FOR A 30-YEAR TERM AND ADOPTING VARIOUS FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1.

WHEREAS, Chapter 56 of the San Francisco Administrative Code sets forth the procedure by which a request for a development agreement will be processed and approved in the City and County of San Francisco; and

WHEREAS, the Development Agreement would enable the Potrero Power Station Mixed-Use Project ("Project"). The Project proposal includes developing approximately 2.5 million square feet ("sq ft") of residential space (2,601 dwelling units), 1.8 million sq ft of commercial uses, including 100,000 sq ft of retail, 800,000 sq ft of office, 650,000 sq ft of life science/laboratory, 240,000 sq ft of hotel (250 rooms), and 35,000 sq ft of Production, Distribution, and Repair ("PDR") uses. Additionally, it includes 25,000 sq ft of entertainment/assembly uses, 50,000 sq ft of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space, including a new waterfront park. The proposal would also feature newly created public streets, pedestrian paths, cycle tracks, and the continuation of the Bay Trail. New buildings on the site are proposed to range from 65 feet to 240 feet in height and would generally step down from the middle of the site toward both the east and west. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse; and

WHEREAS, the Project, as described in the Development Agreement, would provide certain public benefits including affordable housing (30% of all units), 6.9 acres of open space, a community center of 25,000 sq ft, two childcare facilities of 6,000 sq ft each, and funding or space (up to 5,000 sq ft for a public library); and

WHEREAS, the Board will be taking a number of actions in furtherance of the Project, including the adoption of Planning Code amendments to establish the Potrero Power Station Special Use District ("SUD") which refers to an associated Design for Development document ("D4D"), and Zoning Map amendments, which together outline land use controls and design guidance for both horizontal and vertical development improvements to the site; and

WHEREAS, in furtherance of the Project and the City's role in subsequent approval actions relating to the Project, the City and California Barrel Company, LLC ("Project Sponsor") negotiated a development agreement for development of the Project site, a copy of which is attached as Exhibit A (the "Development Agreement"); and

WHEREAS, the City has determined that as a result of the development of the Project site in accordance with the Development Agreement, clear benefits to the public will accrue that could not be obtained through application of existing City ordinances, regulations, and policies, as more particularly described in the Development Agreement. The Development Agreement will eliminate uncertainty in the City's land use planning for the Project site and secure orderly development of the Project site consistent with the D4D; and

WHEREAS, the Development Agreement shall be executed by the Director of Planning, and City Attorney subject to prior approval by multiple City Commissions and the Board of Supervisors; and

WHEREAS, on January 30, 2020, the Planning Commission reviewed and considered the Final EIR ("FEIR") for the Project and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and certified the FEIR for the Project in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines and Chapter 31 by Motion No. 20635; and

WHEREAS, on January 30, 2020, the Commission by Motion No. 20636 approved CEQA Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2017-011878ENV, for approval of the Project, which findings and MMRP are incorporated by reference as though fully set forth herein; and

WHEREAS, on January 30, 2020, by Resolution No. 20639 the Commission adopted findings in connection with its consideration of, among other things, the adoption of amendments to the Planning Code, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth; and

WHEREAS, on January 30, 2020, by Resolution No. 20637, the Commission adopted findings regarding the Project's consistency with the General Plan as it is proposed to be amended, and Planning Code Section 101.1, including all other approval actions associated with the project therein, which findings are hereby incorporated herein by this reference as if fully set forth; and

WHEREAS, on January 30, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed Development Agreement; and

WHEREAS, on January 30, 2020, the Commission recommended the following amendments to the Development Agreement (additions underlined, deletions in ~~strikethrough~~ text):

- Section 7.5 "Mills Act": At Developer's request, Developer and the City agree to use good faith efforts to pursue the approval of a Mills Act contract under the California Mills Act (California Government Code, Article 12, Sections 50280 et seq., California Revenue and Taxation Code, Article 1.9, Sections 439 et seq.) for the rehabilitation of any building on the Project Site eligible for such contract under the California Mills Act. The City finds that the approval of Mills Act contracts for the rehabilitation of the Station A and Unit 3 buildings to be a critical component to the viability of the preservation of these buildings, given their dilapidated condition. So long as the term of any such Mills Act contract does not exceed twenty (20) years, the City agrees to waive any limitation under City Law regarding the tax assessment value of the building under San Francisco Administrative code 71.2(b), as well as the maximum amount of tax revenue loss that may result from any such Mills Act contract. In consideration for the City's efforts to pursue the approval of a Mills Act contract for Station A, Unit 3, and/or the Stack, Developer agrees to nominate Station A, Unit 3, and/or the Stack as a City historic landmark(s) under Article 10 of the Planning Code no later than Developer's submittal of an application for a Mills Act contract for Station A, Unit 3, and/or the Stack, respectively.
- Exhibit D "Affordable Housing Plan"
  - Section I. This Affordable Housing Plan is designed to ensure that thirty percent (30%) of the Residential Units produced by the Project are affordable housing units. The Affordable Housing Plan satisfies this goal by requiring Developer to build Inclusionary Units within Market-Rate Projects and/or to convey Development Parcels, at no cost, to Affordable Housing Developer, for the construction of 100% Affordable Units. In addition, Developer may partially satisfy the requirements of this Affordable Housing Plan by paying the Power Station Affordable Housing In-Lieu Fee, ~~or by causing the construction of 100% Affordable Units at locations proximate to the Project Site.~~ All proceeds of the Power Station Affordable Housing In-Lieu Fee will be paid to MOHCD and applied by MOHCD to affordable housing in Supervisorial District 10.
  - Section III(A)(1). Upon Final Completion of all Residential Projects, Developer shall have met the following "Final Completion Requirements": the sum of Inclusionary Unit Credits, In-Lieu Fee Credits, and 100% Affordable Unit Credits earned by Developer shall equal or exceed thirty percent (30%) of the total number of Residential Units constructed on the Project Site ~~and any 100% Affordable Units constructed outside of the Project Site~~ (the "Final Affordable Percentage");
  - Section IV(C). Developer shall receive two-third (2/3) of an "100% Affordable Unit Credit" for each Minimum 100% Affordable Unit upon (i) conveyance of the 100% Affordable Housing Parcel to Affordable Housing Developer or execution of an Affordable Housing Conveyance Agreement and (ii) recordation of a

Notice of Special Restrictions memorializing the requirements of such Affordable Housing Conveyance Agreement as well as the affordability restrictions.

Upon issuance of a First Certificate of Occupancy for each 100% Affordable Project, Developer shall (i) receive one (1) 100% Affordable Unit Credit for each 100% Affordable Unit constructed within an 100% Affordable Project, subtracted by (ii) the total number of 100% Affordable Unit Credits previously earned by Developer for such 100% Affordable Project as described in the previous paragraph (i.e., any "2/3" credits), such that the total number of 100% Affordable Unit Credits earned by Developer are the same as the number of 100% Affordable Units actually constructed in the 100% Affordable Project.

Developer may earn no more than two-hundred fifty-eight (258) In-Lieu Fee Credits and ~~100% Affordable Unit Credits for 100% Affordable Housing Projects constructed outside of the Project Site, in the aggregate~~, which is intended to represent approximately 33% of the Project's affordable housing requirement. No numerical limit applies to the number of 100% Affordable Unit Credits that Developer may earn for 100% Affordable Housing Projects constructed on the Project Site.

- Section VI(C). Developer shall receive one "In-Lieu Fee Credit" for each Market Rate Unit for which Developer has paid the Power Station Affordable Housing In-Lieu Fee, or upon payment of each One Hundred Ninety-Nine Thousand and Five Hundred Dollars (\$199,500) paid as the Power Station Proportionality In-Lieu Fee (as described in Section VII(D)(1)). Developer may earn no more than two-hundred fifty-eight (258) In-Lieu Fee Credits and ~~100% Affordable Unit Credits for 100% Affordable Housing Projects constructed outside of the Project Site in the aggregate~~, which is intended to represent approximately 33% of the Project's affordable housing requirement.
- Section VII(d). Within 45 days after any Affordable Housing Proportionality Event, Developer shall notify MOHCD in writing of the number of Inclusionary Unit Credits, In-Lieu Fee Credits, or 100% Affordable Unit Credits that Developer has obtained or will obtain to satisfy the Proportionality Requirement ("Developer's Proportionality Election"). Developer's Proportionality Election shall be at Developer's sole discretion; provided, however, that Developer may not earn more than two-hundred fifty-eight (258) In-Lieu Fee Credits and ~~100% Affordable Unit Credits for 100% Affordable Housing Projects constructed outside of the Project Site, in the aggregate~~, consistent with the requirements of Section IV(C) and Section VI(C).
- Exhibit I "Transportation Plan": Section I(B).
  - Safe streets around Jackson Park: Transportation-related elements that support safe streets around a renovated Jackson Park, once it is an approved City project. ~~Up to \$2.5~~ Two-and-a-half million dollars will be used to support any of the following improvements, if warranted: street and sidewalk improvements,

accessibility improvements, upgraded crosswalks, striping, traffic signals or signage, traffic calming such as speed humps, and/or corner bulbouts.

- 18th Street Bridge Safety Enhancements: Propose conceptual designs to enhance safety on the existing 18th Street overpass over Highway 280.
- Exhibit M-1 "Phasing Plan": Section 3.1 Child Care Facilities. Developer shall construct two childcare facilities, each no smaller than six thousand (6,000) gross square feet in size (the "On-Site Child Care Facility"). Each On-Site Child Care Facility shall be located in the Development Phase set forth in the Phasing Plan. The Development Phase Application shall specify in which Building an On-Site Child Care Facility shall be located. Each On-Site Child Care Facility shall have sufficient protected outdoor space to meet the requirements of California law, and be available for lease to a licensed nonprofit operator 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 a minimum term of four years. Thereafter, each On-Site Child Care Facility must be available to a licensed nonprofit operator for an additional period of four years, at a cost not to exceed actual operating ~~and the original tenant improvement costs~~ (those incurred during the initial three-year term) reasonably allocated to similar facilities in similar buildings, amortized over the remaining term of the lease. In consideration of these requirements, Planning Code sections 414.1-414.15 and sections 414A.1-414A.8 shall not apply to the Project.
- Exhibit M-1-1: Substitution of Exhibit M-1-1 "Phasing Table" with an updated version of the same table, attached here as Exhibit B. An outdated version of the table was inadvertently submitted with the Project Case Packet.
- Exhibit Z: Inclusion of proposed Exhibit Z, attached here as Exhibit C, which describes proposed standards related to how the Port of San Francisco and various other City agencies will work together on the processing permits and the implementation of the Project, if approved.

**NOW THEREFORE BE IT RESOLVED**, that the Planning Commission hereby recommends that the Board of Supervisors approve the Development Agreement, in substantially the form attached hereto as Exhibit A.

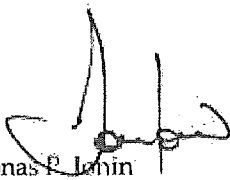
**AND BE IT FURTHER RESOLVED**, that the Commission finds that the application, public notice, Planning Commission hearing, and Planning Director reporting requirements regarding the Development Agreement negotiations contained in Administrative Code Chapter 56 required of the Planning Commission and the Planning Director have been substantially satisfied in light of the regular meetings held for the last two and a half years, the multiple public informational hearings provided by the Planning Department staff at the Planning Commission, the information contained in the Director's Report regarding the Potrero Power Station Development Agreement negotiations, and the mailed and published notice issued for the Development Agreement.

Resolution No. 20640  
January 30, 2020

CASE NO. 2017-011878 DVA  
Potrero Power Station Mixed-Use Project

AND BE IT FURTHER RESOLVED, that the Commission authorizes the Planning Director to take such actions and make such changes as deemed necessary and appropriate to implement this Commission's recommendation of approval and to incorporate recommendations or changes from the Port Commission, San Francisco Municipal Transportation Agency ("SFMTA") Board of Directors, the San Francisco Public Utilities Commission ("SFPUC"), and/or the Board, provided that such changes taken as a whole do not materially increase any obligations of the City or materially decrease any benefits to the City contained in the Development Agreement attached as Exhibit A.

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on Thursday, January 30, 2020.



Jonas P. Lohin

Commission Secretary

AYES: Diamond, Fung, Koppel, Melgar, Moore

NAYS: None

ABSENT: Johnson, Richards

ADOPTED: January 30, 2020

1 [Development Agreement - California Barrel Company LLC - Potrero Power Station Mixed-  
2 Use Project]

3 Ordinance approving a Development Agreement between the City and County of San  
4 Francisco and California Barrel Company LLC, a California limited liability company,  
5 for the Potrero Power Station Mixed-Use Project at the approximately 29-acre site  
6 generally bound by 22nd Street to the north, the San Francisco Bay to the east, 23rd  
7 Street to the south and Illinois Street to the west, in the southeast part of San  
8 Francisco, with various public benefits, including 30% affordable housing and  
9 approximately 6.9 acres of publicly-accessible parks and open space; making findings  
10 under the California Environmental Quality Act, findings of conformity with the General  
11 Plan, and with the eight priority policies of Planning Code, Section 101.1 (b); making  
12 public trust findings in accordance with the approval of a ground lease of Port-owned  
13 land; approving specific development impact fees and waiving any conflicting  
14 provision in Planning Code, Article 4, or Administrative Code, Article 10; confirming  
15 compliance with or waiving certain provisions of Administrative Code, Chapters 14B,  
16 23, 56, and and 82, and 99 and Planning Code, Sections 169 and 138.1, Public Works  
17 Code, Section 806(d), and Subdivision Code, Section 1348, and ratifying certain actions  
18 taken in connection therewith, as defined herein.

19 NOTE: Unchanged Code text and uncodified text are in plain Arial font.  
20 Additions to Codes are in *single-underline italics Times New Roman font*.  
21 Deletions to Codes are in ~~*strikethrough italics Times New Roman font*~~.  
22 Board amendment additions are in double-underlined Arial font.  
23 Board amendment deletions are in ~~strikethrough Arial font~~.  
24 Asterisks (\* \* \* \*) indicate the omission of unchanged Code  
25 subsections or parts of tables.

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

1 Section 1. Project Findings.

2 The Board of Supervisors makes the following findings:

3 (a) California Government Code Sections 65864 et seq. authorizes any city, county, or  
4 city and county to enter into an agreement for the development of real property within the  
5 jurisdiction of the city, county, or city and county.

6 (b) Pursuant to California Government Code Section 65865, Chapter 56 of the San  
7 Francisco Administrative Code ("Chapter 56") sets forth certain procedures for the processing  
8 and approval of development agreements in the City and County of San Francisco (the  
9 "City").

10 (c) California Barrel Company LLC, a California limited liability company ("Developer")  
11 owns approximately 21.0 acres of developed and undeveloped land located in the City that is  
12 generally bound by 22nd Street to the north, the San Francisco Bay to the east, 23rd Street to  
13 the south and Illinois Street to the west, as more particularly described on Exhibit A-1 to the  
14 Development Agreement (the "Developer Property"). Existing structures on the Developer  
15 Property consist primarily of vacant buildings and facilities associated with the former power  
16 station use of the Developer Property.

17 (d) Pacific Gas & Electric Company, a California corporation ("PG&E"), owns  
18 approximately 4.8 acres of land located in the City that is adjacent to the Developer Property,  
19 as more particularly described on Exhibit A-2 to the Development Agreement (the "PG&E  
20 Sub-Area").

21 (e) The City, through the Port of San Francisco (the "Port"), owns approximately 2.9  
22 acres of land located in the City that is comprised of the following three noncontiguous sites in  
23 the vicinity of the Developer Property (collectively, the "Port Sub-Area"): (i) approximately 1.5  
24 acres of land located between the Developer Property and the San Francisco Bay, as more  
25 particularly described on Exhibit A-3 to the Development Agreement (the "Port Open Space");



1 (ii) approximately 1.3 acres of land located along 23rd Street between the Developer Property  
2 and Illinois Street, as more particularly described on Exhibit A-4 to the Development  
3 Agreement (the "Port 23<sup>rd</sup> St. Property"); and (iii) less than 0.1 acres of land located near the  
4 northeast corner of the Developer Property and adjacent to the San Francisco Bay, as more  
5 particularly described on Exhibit A-5 to the Development Agreement (the "Port Bay Property").  
6 Developer and the Port intend to enter into a ground lease on or about the Reference Date set  
7 forth in the Development Agreement (the "Port Lease") for the Port Open Space and the Port  
8 Bay Property in order to allow Developer to occupy and develop the Port Open Space and the  
9 Port Bay Property and include the same in the Waterfront Park (as defined in the  
10 Development Agreement). The Port 23<sup>rd</sup> St. Property will be subject to a license allowing  
11 Developer to construct Public Improvements, as more particularly described therein.

12 (f) The City also owns less than 0.1 acres of land located in the City that is between the  
13 Developer Property and the Port 23<sup>rd</sup> Street Property, as more particularly described on  
14 Exhibit A-7 to the Development Agreement (the "City Sub-Area" and, collectively with the  
15 Developer Property, the Port Sub-Area, and the PG&E Sub-Area, the "Project Site").

16 (g) On December \_\_\_\_, 2019, Developer filed an application with the City's Planning  
17 Department for approval of a development agreement relating to the Project Site (the  
18 "Development Agreement") under Chapter 56. A copy of the Development Agreement is on  
19 file with the Clerk of the Board in File No. \_\_\_\_\_. Developer also filed applications with  
20 the Department for certain activities described in Exhibit B to the Development Agreement  
21 (collectively, the "Project").

22  
23 (h) While the Development Agreement is between the City, acting primarily through the  
24 Planning Department, and Developer, other City agencies retain a role in reviewing and  
25 issuing certain later approvals for the Project. Later approvals include all approvals required

1 under the Project SUD or as otherwise set forth in the Municipal Code, Design Review  
2 Applications or Development Phase Applications, demolition permits, grading permits, site  
3 permits, building permits, sewer and water connection permits, major and minor  
4 encroachment permits, sidewalk modification legislation, street improvement permits, permits  
5 to alter, certificates of occupancy, transit stop relocation permits, street dedication approvals  
6 and ordinances, public utility easement vacation approvals and ordinances, public  
7 improvement agreements, subdivision maps, improvement plans, lot mergers, lot line  
8 adjustments and re-subdivisions and any amendment to the foregoing or to any Initial  
9 Approval. As a result, affected City agencies have consented to the Development Agreement.

10 (i) The Project is a phased, mixed use development on the Project Site that will include  
11 up to approximately 2,601 dwelling units, 1.5 million gross square feet (gsf) of office and/or life  
12 science / laboratory use, 241,574 gsf of hotel (250 rooms), 50,000 gsf of community facilities,  
13 35,000 gsf PDR, 25,000 gsf assembly space, 99,464 gsf of retail, 1,862 bicycle parking  
14 spaces, 2,686 parking spaces and the development and improvement of 6.9 acres of publicly  
15 accessible open space, in addition to new streets, sidewalks, and bicycle lanes throughout the  
16 site, all as more particularly described in the Development Agreement.

17 (j) The Project is anticipated to generate an annual average of approximately 230  
18 construction jobs during construction and, upon completion, approximately 5,211 net new  
19 permanent on-site jobs, and an approximately \$24 million annual increase in general fund  
20 revenues to the City. In addition to the significant housing, jobs, urban revitalization, and  
21 economic benefits to the City from the Project, the City has determined that development of  
22 the Project under the Development Agreement will provide additional benefits to the public  
23 that could not be obtained through application of existing City ordinances, regulations, and  
24 policies. Additional public benefits to the City from the Project include: (i) affordable housing  
25 contributions in amounts that exceed the amounts required pursuant to existing City

1 ordinances, regulations and policies and that are intended to constitute thirty percent (30%) of  
2 the total number of housing units for the Project; (ii) workforce obligations, including significant  
3 training, employment and economic development opportunities, related to the development  
4 and operation of the Project; (iii) construction and maintenance of publicly accessible open  
5 space, totaling approximately 6.9 acres, including (a) a series of contiguous, integrated  
6 waterfront parks, including extension of the Blue Greenway and Bay Trail and creation of a  
7 3.6-acre Waterfront Park, (b) a 1.2-acre central green space in the interior of the Project Site,  
8 (c) a 0.7-acre plaza type open space and (d) a publicly accessible soccer field; (iv) delivery of  
9 child care spaces totaling not less than 12,000 gross square feet; (v) sea level rise  
10 improvements as part of the development of the Project; and (vi) a design of the Project  
11 prioritizing and promoting travel by walking, biking and transit for new residents, tenants,  
12 employees and visitors; all as further described in the Development Agreement. The  
13 Development Agreement will eliminate uncertainty in the City's land use planning for the  
14 Project Site and secure orderly development.

15 (k) Concurrently with this Ordinance, the Board is taking a number of actions in  
16 furtherance of the Project, as generally described in the Development Agreement, including  
17 Exhibit B to the Development Agreement (the "Initial Approvals").

18 Section 2. CEQA Findings. On \_\_\_\_\_, by Motion No. \_\_\_\_\_, the Planning Commission  
19 certified as adequate, accurate and complete the Final Environmental Impact Report ("FEIR")  
20 for the Project pursuant to the California Environmental Quality Act (California Public  
21 Resources Code Section 21000 et seq.) ("CEQA"). A copy of Planning Commission Motion  
22 No. \_\_\_\_\_ is on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_. Also, on \_\_\_\_\_, by  
23 Motion No. \_\_\_\_\_, the Planning Commission adopted findings, including a rejection of  
24 alternatives and a statement of overriding considerations (the "CEQA Findings") and a  
25 Mitigation Monitoring and Reporting Program ("MMRP"). These Motions are on file with the

1 Clerk of the Board of Supervisors in File No. \_\_\_\_\_. In accordance with the actions  
2 contemplated herein, this Board has reviewed the FEIR and related documents, and adopts  
3 as its own and incorporates by reference as though fully set forth herein the CEQA Findings,  
4 including the statement of overriding considerations, and the MMRP.

5 Section 3. General Plan and Planning Code Section 101.1 (b) Findings.

6 (a) The Board of Supervisors shall consider companion legislation that adopts public  
7 necessity findings of Planning Code Section 302 and General Plan amendments. A copy of  
8 the companion legislation is on file with the Clerk of the Board of Supervisors in File No.  
9 \_\_\_\_\_ and is incorporated herein by reference.

10 (b) For purposes of this Ordinance, the Board of Supervisors finds that the  
11 Development Agreement will serve the public necessity, convenience and general welfare for  
12 the reasons set forth in the companion legislation identified in subsection (a).

13 (c) For purposes of this Ordinance, the Board of Supervisors finds that the  
14 Development Agreement is in conformity with the General Plan, as proposed to be amended,  
15 and the eight priority policies of Planning Code Section 101.1 for the reasons set forth in the  
16 companion legislation identified in subsection (a).

17 Section 4. Public Trust Findings.

18 At a public hearing on February 25, 2020, the Port Commission consented to the  
19 Development Agreement and approved the Port Lease, subject to Board of Supervisors'  
20 approval, finding that the Project would be consistent with and further the purposes of the  
21 common law public trust and statutory trust under the Burton Act (Stats. 1968, ch. 1333) by  
22 Resolution No. \_\_\_\_\_, a copy of which is in Board File No. \_\_\_\_\_. The Board of  
23 Supervisors adopts and incorporates in this Ordinance the Port Commission's public trust  
24 findings.

25 Section 5. Development Agreement.

1 (a) The Board of Supervisors approves all of the terms and conditions of the  
2 Development Agreement, in substantially the form on file with the Clerk of the Board of  
3 Supervisors in File No. \_\_\_\_\_

4 (b) The Board of Supervisors approves and authorizes the execution, delivery and  
5 performance by the City of the Development Agreement as follows: (i) the Director of Planning  
6 and (other City officials listed thereon) are authorized to execute and deliver the Development  
7 Agreement, with signed consents of those City departments, agencies, boards, commissions,  
8 and bureaus that have subdivision or other permit, entitlement or approval authority or  
9 jurisdiction over development of the Project, or any improvement located on or off the Project  
10 Site, including the San Francisco Municipal Transportation Agency, the San Francisco Public  
11 Utilities Commission, the Port Commission, and the San Francisco Fire Department; and (ii)  
12 the Director of Planning and other applicable City officials are authorized to take all actions  
13 reasonably necessary or prudent to perform the City's obligations under the Development  
14 Agreement in accordance with the terms of the Development Agreement.

15 (c) The Director of Planning, at his or her discretion and in consultation with the City  
16 Attorney, is authorized to enter into any additions, amendments or other modifications to the  
17 Development Agreement that the Director of Planning determines are in the best interests of  
18 the City and that do not materially increase the obligations or liabilities of the City or materially  
19 decrease the benefits to the City as provided in the Development Agreement.

20 Section 6. Development Impact Fees.

21 By approving the Development Agreement, the Board of Supervisors authorizes the  
22 Controller and City Departments to accept the funds paid by Developer as set forth therein,  
23 and to appropriate and use the funds for the purposes described therein. The Board  
24 expressly approves the use of the development impact fees as set forth in the Development  
25 Agreement, and waives or overrides any provision in Article 4 of the City Planning Code and

1 Article 10 of the City Administrative Code that would conflict with the uses of these funds as  
2 described in the Development Agreement.

3 Section 7. City Administrative Code Chapter 56 Conformity.

4 The Development Agreement shall prevail in the event of any conflict between the  
5 Development Agreement and City Administrative Code Chapter 56, and without limiting the  
6 generality of the foregoing, the following provisions of City Administrative Code Chapter 56  
7 are waived or deemed satisfied as follows:

8 (a) California Barrel Company LLC shall constitute a permitted "Applicant/Developer"  
9 for purposes of Chapter 56, Section 56.3(b).

10 (b) The Project comprises approximately 29 acres and is the type of large multi-phase  
11 and/or mixed-use development contemplated by the City Administrative Code and therefore  
12 satisfies the provisions of Chapter 56, Section 56.3(g).

13 (c) The provisions of Development Agreement and the Workforce Agreement attached  
14 to the Development Agreement as Exhibit F shall apply in lieu of the provisions of City  
15 Administrative Code Chapter 56, Section 56.7(c).

16 (d) The provisions of the Development Agreement regarding any amendment or  
17 termination, including those relating to "Material Change," shall apply in lieu of the provisions  
18 of Chapter 56, Section 56.15 and Section 56.18.

19 (e) The provisions of Chapter 56, Section 56.20 have been satisfied by the  
20 Memorandum of Understanding between Developer and the Office of Economic and  
21 Workforce Development for the reimbursement of City costs, a copy of which is on file with the  
22 Clerk of the Board of Supervisors in File No. \_\_\_\_\_

23 (f) The Board of Supervisors waives the applicability of Section 56.4 (Application, 18  
24 Forms, Initial Notice, Hearing) and Section 56.10 (Negotiation Report and Documents).

25 ///

1 Section 8. Chapter 56 Waiver; Ratification.

2 (a) In connection with the Development Agreement, the Board of Supervisors finds that  
3 the City has substantially complied with the requirements of Administrative Code Chapter 56,  
4 and waives any procedural or other requirements if and to the extent not strictly complied with.

5 (b) All actions taken by City officials in preparing and submitting the Development  
6 Agreement to the Board of Supervisors for review and consideration are hereby ratified and  
7 confirmed, and the Board of Supervisors hereby authorizes all subsequent action to be taken  
8 by City officials consistent with this Ordinance.

9 Section 9. Planning Code Waivers; Ratification.

10 (a) The Board of Supervisors finds that the impact fees and other exactions due under  
11 the Development Agreement will provide greater benefits to the City than the impact fees and  
12 exactions under Planning Code Article 4 and waives the application of, and to the extent  
13 applicable exempts the Project from, impact fees and exactions under Planning Code Article 4  
14 on the condition that Developer pays the impact fees and exactions due under the  
15 Development Agreement.

16 (b) The Board of Supervisors finds that the Transportation Demand Management Plan  
17 ("TDM Plan") attached to the Development Agreement and other provisions that meet the  
18 goals of the City's Transportation Demand Management Program in Planning Code Section  
19 169 and waives the application of Section 169 to the Project on the condition that Developer  
20 implements and complies with the TDM Plan.

21 (c) The Board of Supervisors finds that the Design for Development attached to the  
22 Development Agreement sets forth sufficient standards for streetscape design and waives the  
23 requirements of Planning Code Section 138.1 (Streetscape and Pedestrian Improvements).

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1           Section 10. Other Administrative Code Waivers.

2           The requirements of the Workforce Agreement attached to the Development  
3 Agreement shall apply and shall supersede, to the extent of any conflict, the provisions of  
4 Administrative Code: (i) Chapter 82.4 (Coverage); (ii) Chapter 23, Article II (Interdepartmental  
5 Transfer of Real Property); and (iii) Chapter 23, Article VII (Prevailing Wage, Apprenticeship,  
6 and Local Hire Requirements), but only to the extent any of the foregoing provisions are  
7 applicable to the conveyance of vacated streets from the City to Developer and the other land  
8 conveyances contemplated by the Development Agreement.

9           Section 11. Subdivision Code Waivers.

10          A Public Improvement Agreement, if applicable and as defined in the Development  
11 Agreement, shall include provisions consistent with the Development Agreement and the  
12 applicable requirements of the Municipal Code and the Subdivision Regulations regarding  
13 extensions of time and remedies that apply when improvements are not completed within the  
14 agreed time. Accordingly, the Board of Supervisors waives the application to the Project of  
15 Subdivision 4 Code Section 1348 (Failure to Complete Improvements within Agreed Time).

16          Section 12. Public Works Code Waivers.

17          The Board of Supervisors finds that the Design for Development attached to the  
18 Development Agreement sets forth sufficient standards for streetscape design and waives the  
19 requirements of Planning Code Section 138.1 (Streetscape and Pedestrian Improvements)  
20 and Public Works Code Section 806(d) (Required Street Trees for Development Projects).

21          Section 13. Effective and Operative Date. This Ordinance shall become effective 30  
22 days from the date of passage. This Ordinance shall become operative only on (and no rights  
23 or duties are affected until) the later of (a) 30 days from the date of its passage, or (b) the date  
24 that Ordinance \_\_\_\_\_, Ordinance \_\_\_\_\_, and Ordinance \_\_\_\_\_ have become effective.



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Copies of these Ordinances are on file with the Clerk of the Board of Supervisors in File Nos.

\_\_\_\_\_

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

By: \_\_\_\_\_  
HEIDI J. GEWERTZ  
Deputy City Attorney

n:\spec\as2020\1800405\01418969.docx



EXHIBIT M-1-1

Phasing Table	Phase	Delivered With Block or GSF	Primary Document	Section	Other Reference	Horizontal Improvement	Vertical Improvement	Public Improvement	Privately-Owned Community Improvement	Notes
<b>Infrastructure Improvements</b>										
Sea Level Rise Improvements	All	n/a	IP	Section 5		X		X		Vertical Developer of Block 9 may have some SLR obligations if Unit 3 is rehabilitated
AWSS Connection to 3rd Street at 23rd Street	1	n/a	IP	Figure 1.3		X		X		
AWSS Connection to 3rd Street at 22nd Street	6	13	IP	Figure 1.3		X		X		Required only in the event Pier 70 has not implemented at time of Phase 6 application
Stormwater Outfall	1	n/a	IP	Figure 1.3		X		X		
Sanitary Sewer Pump Station	1	n/a	IP	Figure 1.3		X		X		Required only if SFPUC determines the pump station is necessary as part of Development Phase Approval
Recycled Water Infrastructure	All	n/a	IP	Section 12	D4D 6.18.3	X	X		X	Collection and/or distribution pipes in streets and open spaces are Horizontal Improvements. Pipes in buildings and treatment equipment are Vertical Improvements.
23rd/Illinois Intersection Improvements and Signal	1	n/a	IP	8.1.3	D4D 5.7.2, Figure 5.2.2 Figure 5.7.1	X		X		In the event the area of Block 13 is not subject to PPS DA at time of Phase 4 application, this improvement will be constructed with Block 5
Sidewalk on the east side of Illinois between Humboldt and 22nd Streets	6 or 4	13 or 5	IP	8.1.3	D4D 5.25 Figure 5.2.2	X		X		Required only if there is a single vehicular access route to and from the Project site via 23rd Street at the time of Phase 4 application.
Sidewalk on the east side of Illinois between 23rd and Humboldt Streets	4	5	IP	19	Appendix E	X		X		In the event the area of Humboldt Street is not subject to PPS DA at time of Phase 4 application, this improvement will be constructed with Block 5. This may be an interim improvement until such time as the area of Humboldt Street becomes subject to the DA.
Humboldt Street Fire Turnaround	4	5	IP	19	Appendix E	X		X		
Humboldt/Illinois Intersection Improvements and Signal	6	13	IP	8.1.3	D4D 5.7.2; Figure 5.2.2 Figure 5.7.1	X		X		In the event the area of Humboldt Street is not subject to PPS DA at time of Phase 6 application, the signal will not be constructed with these intersection improvements.
<b>Open Spaces</b>										
The Point	1	*	D4D	4.20		X			X	* Prior to the City's issuance of the First Certificate of Occupancy for the Building representing 500,000 square feet of total development. Developer is not required to construct the Bay Overlook at 23rd Street in any phase.
Waterfront Park South	1	*	D4D	4.16-4.19		X			X	* Prior to the City's issuance of the First Certificate of Occupancy for the Building representing 3 million square feet of total development. Developer is not required to construct the Recreational Dock in any phase.
Stack Plaza	1	9	D4D	4.21		X			X	
Humboldt Street Plaza	1	*	D4D	4.24		X			X	* Prior to the City's issuance of the First Certificate of Occupancy for the Building representing 3 million square feet of total development.
Power Station Park East	1	12	D4D	4.28		X			X	
Block 9 POPO (includes Turbine Plaza) and Restroom	1	9	D4D	4.16-4.22			X		X	Public restroom to be provided on Block 9.
Power Station Park West	2	11	D4D	4.29		X			X	
Waterfront Park North	3	4	D4D	4.16-4.19		X			X	
Waterfront Park West	3	4	D4D	4.16-4.19		X			X	
Louisiana Pasco	4	15	D4D	4.30		X			X	
Soccer Field and Restroom	4, 5, or 6	1, 5, or 13	D4D	4.31			X		X	Soccer field to be provided on either the roof of the district parking structure on one of Blocks 1, 5, or 13 or in another location, as further described in the Phasing Plan and Design for Development. Public restroom to be provided on the same block as soccer field.
Illinois Street Plaza	6	13	D4D	4.32		X			X	
<b>Streets and Infrastructure</b>										
All public and private streets (including sidewalks, and bike facilities within such streets) within the boundaries of the Development Phase as shown in the D4D and IP	All		D4D, IP	D4D Section 5		X		X	X	Public Improvement if public street; POI if private street
All utilities within the boundaries of the Development Phase as shown in the IP	All		IP			X		X	X	
<b>Transit Facilities</b>										
Bus Layover	1	12	D4D	5.5.1, 6.10.1		X		X	X	Whether Public Improvement depends on whether City takes ownership of 23rd Street
Bus Shelter and Transit Operator Restroom	1	12	D4D	5.5.2, 6.10.1			X		X	
<b>Development Agreement, Phasing Plan (Exhibit M-1)</b>										
\$1.5 million AWSS Payment Fair Share Contribution	5	1	IP			N/A	N/A	N/A	N/A	Payment will be due at the earlier of either SFPUC's Notice to Proceed for the system-wide improvements or City's acceptance of the final public street in Development Phase 5.
Childcare (6,000 GSF)	2	11	DA	Exhibit M-1			X		X	
La Cocina (1,500 GSF)	6 or 2	13 or 11	DA	Exhibit M-1			X		X	If the entity that owns Block 13 is not a party to the Development Agreement prior to the City's approval of the Development Phase 2 application, Developer shall locate this space on Block 11.
Childcare (6,000 GSF)	4	15	DA	Exhibit M-1			X		X	
Community Center (25,000 GSF)	6, 5, or 4	1, 5, or 13	DA	Exhibit M-1			X		X	If the entity that owns Block 13 is not a party to the Development Agreement prior to the City's approval of the Development Phase 4 Application, Developer shall specify a Building on a Non-PG&E Sub Area Block in which the Community Facilities Space shall be located, which Building may be located in Development Phase 4 or Development Phase 5.
\$2.5 M Library Payment	N/A	N/A	DA	Exhibit M-1		N/A	N/A	N/A	N/A	
Option For Public Library (5,000 GSF)	4	15	DA	Exhibit M-1			X		X	
Grocery Store	6, 5, or 4	1, 5, or 13	DA	Exhibit M-1			X		X	



EXHIBIT M-1-1

Phasing Table	Phase	Delivered With Block or GSF	Primary Document	Section	Other Reference	Horizontal Improvement	Vertical Improvement	Public Improvement	Privately-Owned Community Improvement	Notes
SFPUC Pump Station	N/A	N/A	DA	Exhibit M-1		N/A	N/A	N/A	N/A	
The following items are not Associated Community Improvements and not subject to the Phasing Plan, but are provided for informational purposes for implementation.										
<b>Transportation Demand Management Plan</b>										
Improved Walking Connections	All	All	TDM	Active-1	D4D, Sections 5 and 6	X		N/A	N/A	
Bicycle Parking	All	All	TDM	Active-2	D4D 5.4		X	N/A	N/A	As provided in the D4D, the Planning Code's bike parking requirements apply as they change over time.
Showers and Lockers for Employees	Any	Any	TDM	Active-3	D4D 6.21.6		X	N/A	N/A	As provided in the D4D, the Planning Code's shower and locker requirements apply as they change over time.
Bicycle Repair Stations	All	All	TDM	Active-5a	D4D 6.21.6		X	N/A	N/A	
On-Site Car Share Parking	All	All	TDM	CShare-1	D4D 6.20.4		X	N/A	N/A	As provided in the D4D, the Planning Code's car share requirements apply as they change over time.
Delivery Supportive Amenities	All	All	TDM	Delivery-1	D4D 6.18		X	N/A	N/A	
On-Site Child Care	2 and 4	11 and 15	TDM	Family-2	DA Phasing	X	X	N/A	N/A	
Shuttle Bus Service	All	All	TDM	HOV-2	D4D 5.6	X		N/A	N/A	
Multimodal Wayfinding Signage	All	All	TDM	Info-1	D4D 7.5		X	N/A	N/A	
Real-Time Transportation Information Displays	All	All	TDM	Info-2	D4D 6.18.5		X	N/A	N/A	
Tailored Transportation Marketing Services	All	All	TDM	Info-3		X		N/A	N/A	
On-Site Affordable Housing	All	All	TDM	LU-2	DA Housing	X	X	N/A	N/A	Per Housing Plan, certain requirements are Vertical Improvements (on site units) and certain requirements may be Horizontal Improvements (i.e., land dedication)
Unbundle Parking	All	All	TDM	PKG-1			X	N/A	N/A	
Parking Pricing	All	All	TDM	PKG-2			X	N/A	N/A	Short-Term Daily Parking Provision
Parking Supply	All	All	TDM	PKG-4	D4D 6.20.2		X	N/A	N/A	
TDM Coordinator	All	All	TDM	Ops		X		N/A	N/A	
<b>CEQA Mitigation Measures</b>										
Historic Architectural Resources Documentation	0	N/A	EIR	M-CR-5a		X		N/A	N/A	Prior to demolition of individual historical resource or contributor
Historic Architectural Resources Video Recordation	0	N/A	EIR	M-CR-5b		X		N/A	N/A	Prior to demolition of individual historical resource or contributor
Historic Architectural Resources Public Interpretation and Salvage	All	All	EIR	M-CR-5c	D4D 2, 7.5	X		N/A	N/A	Project will submit an Interpretive Master Plan prior to demolition of historical resource or contributor
Rehabilitation of the Boiler Stack	1	N/A	EIR	M-CR-5d	D4D 6.12	X		N/A	N/A	
Historic Preservation Plan and Review Process for Alteration of the Boiler Stack	1	N/A	EIR	M-CR-5e		X		N/A	N/A	
Design Controls for New Construction	All	All	EIR	M-CR-6	D4D 6.11	X	X	N/A	N/A	
Construction Management Plan and Public Updates	All	All	EIR	I-TR-A			X	N/A	N/A	
Monitoring and Abatement of Queues	All	All	EIR	I-TR-B			X	N/A	N/A	If recurring queuing occurs, owner/operator will employ abatement methods
Implement Measures to Reduce Transit Delay	All	All	EIR	M-TR-5		X		N/A	N/A	Only required if annual monitoring report finds Maximum PM Peak Hour Vehicle Trips are exceeded in any Phase
Improve Pedestrian Facilities at the Intersection of Illinois Street/22nd Street	6	5 or 13	EIR	M-TR-7		X		N/A	N/A	Only required in the event that Pier 70 has not completed the improvement prior to PPS Phase 6 application. In the event the area of Block 13 is not subject to PPS DA at time of Phase 5 application, this improvement will be constructed with Block 5.
Construction Noise Control Measures	All	All	EIR	M-NO-1		X	X	N/A	N/A	
Avoidance of Residential Streets	All	All	EIR	M-NO-A		X	X	N/A	N/A	
Construction Vibration Monitoring	Any	Any	EIR	M-NO-4a		X	X	N/A	N/A	Development of Construction Vibration Monitoring program is a Horizontal Improvement. Compliance with the program is a Vertical Improvement.
Vibration Control Measures During Controlled Blasting and Pile Driving	Any	Any	EIR	M-NO-4b		X	X	N/A	N/A	
Vibration Control Measures During Use of Vibratory Equipment	Any	Any	EIR	M-NO-4c		X	X	N/A	N/A	
Stationary Equipment Noise Controls	All	All	EIR	M-NO-5			X	N/A	N/A	
Design of Future Noise-Sensitive Uses	Any	Any	EIR	M-NO-8			X	N/A	N/A	
Construction Emissions Minimization	Any	Any	EIR	M-AQ-2a		X	X	N/A	N/A	Development of the Construction Emissions Minimization Plan is a Horizontal Improvement. Compliance with the program is a Vertical Improvement.
Diesel Backup Generator Specifications	Any	Any	EIR	M-AQ-2b			X	N/A	N/A	
Promote Use of Green Consumer Products	Any	Any	EIR	M-AQ-2c		X		N/A	N/A	
Electrification of Loading Docks	Any	Any	EIR	M-AQ-2d			X	N/A	N/A	
Additional Mobile Source Control Measures	Any	Any	EIR	M-AQ-2e			X	N/A	N/A	
Offset Construction and Operational Emissions	1	N/A	EIR	M-AQ-2f		X		N/A	N/A	Horizontal Improvement is to fund or implement a specific offset project or pay fee to BAAQMD prior to issuance of CFO of last building in Phase 1
Siting of Uses that Emit Toxic Air Contaminants	All	All	EIR	M-AQ-4			X	N/A	N/A	
Wind Reduction Features for Block 1	5	1	EIR	I-WS-1			X	N/A	N/A	
Identification and Mitigation of Interim Wind Impacts	All	All	EIR	M-WS-2			X	N/A	N/A	
Nesting Bird Protection Measures	All	All	EIR	M-B1-1		X	X	N/A	N/A	
Avoidance and Minimization Measures for Bats	All	All	EIR	M-B1-3		X	X	N/A	N/A	Initial survey is a Horizontal Improvement. Compliance is a Vertical Improvement.
Fish and Marine Mammal Protection During Pile Driving	All	All	EIR	M-B1-4			X	N/A	N/A	
Compensation for Fill of Jurisdictional Waters	1	9	EIR	M-B1-7		X		N/A	N/A	



EXHIBIT M-1-1

Phasing Table	Phase	Delivered With Block or GSF	Primary Document	Section	Other Reference	Horizontal Improvement	Vertical Improvement	Public Improvement	Privately-Owned Community Improvement	Notes
Archeological Testing	All	All	Initial Study	M-CR-1		X	X	N/A	N/A	Archeological testing program is Horizontal Improvement. All Developers will comply with archeological monitoring program, if necessary. If an archeological deposit is encountered, the Developer who made the discovery is responsible for developing archeological data recovery plan and program.
Tribal Cultural Resources Interpretive Program	Any	Any	Initial Study	M-CR-3		X	X	N/A	N/A	If a tribal cultural resource is encountered, the Developer who made the discovery is responsible for developing tribal cultural resources interpretive program.
Paleontological Resources Monitoring and Mitigation Program	Any	Any	Initial Study	M-GE-6		X	X	N/A	N/A	Development of Paleontological Resources monitoring and Mitigation Program, if necessary, is a Horizontal improvement. All Developers are responsible for complying with the program. If a paleontological resource is discovered, the Developer who made the discovery is responsible for any additional work conducted at the direction of the City's environmental review officer.





## EXHIBIT Z

### City and Port Implementation of Later Approvals for Port Sub-Area

#### A. Cooperation

The Port and the other City Agencies shall aid each other, cooperate with and amongst all City Agencies and undertake and complete all actions or proceedings reasonably necessary or appropriate to expeditiously and with due diligence implement the Project in accordance with the Plan Documents and the Approvals.

#### B. Maintenance and Repair of 23<sup>rd</sup> Street and Subsurface Utilities

Upon satisfaction of map conditions and acceptance, and execution of a future Memorandum of Understanding (MOU) between relevant City Departments, Public Works shall operate, maintain and repair the Port 23<sup>rd</sup> Street Property for use as a public street at no cost to the Port or Developer and accepts sole responsibility for the operation, maintenance, repair and liability of the Port 23<sup>rd</sup> Street Property for use as a public street. If PG&E vacates or otherwise terminates its existing utility easement located on the portion of 23<sup>rd</sup> Street on the Developer Property and more particularly described on Figure Z-1 (the “Existing PG&E Easement”), then Public Works shall operate, maintain and repair the Developer 23<sup>rd</sup> Street Property for use as a public street at no cost to Developer and shall accept sole responsibility for the operation, maintenance, repair and liability of the Developer 23<sup>rd</sup> Street Property for use as a public street. If the Existing PG&E Easement is not removed, the Developer 23<sup>rd</sup> Street Property may remain private property, as further detailed in Exhibit G Infrastructure Plan.

Upon execution of a future MOU detailing permitting and maintenance roles and responsibilities, the San Francisco Public Utilities Commission (“PUC”) will accept the utilities underlying 23<sup>rd</sup> Street, as further detailed in Exhibit G.

#### C. Port Review of Later Approvals

The Port Chief Harbor Engineer shall be responsible for reviewing and issuing all Later Approvals in accordance with the Development Agreement for certain shoreline and waterfront improvements (the “Shoreline Improvements”) located within the Port Sub-Area. The Shoreline Improvements anticipated as of the Reference Date are more particularly shown on Figure Z-2, including the storm drain outfall (itself subject to PUC review and acceptance), potential retrofit of the Station A intake structure (for use as an overlook of the San Francisco Bay), improvement of riprap, construction of wharfs and seawalls, and potential recreational dock and associated dredging. The Port’s design review of open spaces and streets under its jurisdiction will be in accordance with this Development Agreement, including Exhibit O, Development Phase Application Procedures and Requirements and Exhibit E, Design for Development.

#### D. City Review of Later Approvals on Port Sub-Area

The City Agencies other than the Port (including the Planning Department, DBI, Public Works, and SFMTA) shall be responsible for reviewing and issuing all Later Approvals (including building permits, Subdivision Maps, street improvement permits, and Design Review Applications) for all improvements (including Public Improvements and Infrastructure) on the Port



Sub-Area other than the Shoreline Improvements. Each such Later Approval shall be reviewed and issued by the City Agency that would otherwise be responsible for the issuance of such Later Approval if the proposed improvement was located within the City's jurisdiction (and outside of Port jurisdiction), except that the Planning Department shall confer with the Port and obtain its recommendations as to the design of Waterfront Park and the Point prior to approving a Design Review Application for those two subareas. The Port delegates to the City its authority (if any) to approve any and all Later Approvals pertaining to any portion of the Project Site not located within the Port Sub-Area and not subject to the Public Trust.

**E. Amendment**

The terms of this Exhibit Z may be amended with at any time by mutual written consent of Developer and the Executive Director of the Port, and the Planning Director, Director of DPW, or the General Manger of the SFPUC, depending on the nature of the proposed amendment. Material Changes to this Exhibit may require Planning Commission review, the Port Commission's Consent, or both.

BOARD of SUPERVISORS



City Hall  
1 Dr. Carlton B. Goodlett Place, Room 244  
San Francisco 94102-4689  
Tel. No. 554-5184  
Fax No. 554-5163  
TDD/TTY No. 554-5227

## NOTICE OF PUBLIC HEARING

### BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO LAND USE AND TRANSPORTATION COMMITTEE

NOTICE IS HEREBY GIVEN THAT the Land Use and Transportation Committee will hold a public hearing to consider the following proposals and said public hearing will be held as follows, at which time all interested parties may attend and be heard:

**Date:** Monday, March 16, 2020

**Time:** 1:30 p.m.

**Location:** Legislative Chamber, Room 250, located at City Hall  
1 Dr. Carlton B. Goodlett Place, San Francisco, CA

**Subjects:** Potrero Power Station Mixed-Use Project


**File No. 200174.** Ordinance amending the General Plan to revise the Central Waterfront Plan, the Commerce and Industry Element, the Recreation and Open Space Element, the Transportation Element, the Urban Design Element, and the Land Use Index, to reflect the Potrero Power Station Mixed-Use Project; adopting findings under the California Environmental Quality Act; making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1; and adopting findings of public necessity, convenience, and welfare under Planning Code, Section 340.

**File No. 200039.** Ordinance amending the Planning Code and Zoning Map to establish the Potrero Power Station Special Use District, generally bound by 22nd Street and the southern portion of the newly created Craig Lane to the north, the San Francisco Bay to the east, 23rd Street to the south, and Illinois Street to the west; and making findings under the California Environmental Quality Act, findings of consistency with the General Plan, the eight priority policies of Planning Code, Section 101.1, and findings of public necessity, convenience, and welfare under Planning Code, Section 302.

**File No. 200040.** Ordinance approving a Development Agreement between the City and County of San Francisco and California Barrel Company LLC, a California limited liability company, for the Potrero Power Station Mixed-Use Project at the approximately 29-acre site generally bounded by 22nd Street to the north, the San Francisco Bay to the east, 23rd Street to the south, and Illinois Street to the west, in the southeast part of San Francisco, with various public benefits, including 30% affordable housing and approximately 6.9 acres of publicly-accessible parks and open space; making findings under the California Environmental Quality Act, findings of conformity with the General Plan, and with the eight

priority policies of Planning Code, Section 101.1(b); making public trust findings in accordance with the approval of a ground lease of Port-owned land; approving specific development impact fees and waiving any conflicting provisions in Planning Code, Article 4, or Administrative Code, Article 10; confirming compliance with or waiving certain provisions of Administrative Code, Chapters 14B, 23, 56, 82, and 99, Planning Code, Sections 169 and 138.1, Public Works Code, Section 806(d), and Subdivision Code, Section 1348; and ratifying certain actions taken in connection therewith, as defined herein.

In accordance with Administrative Code, Section 67.7-1, persons who are unable to attend the hearing on this matter may submit written comments to the City prior to the time the hearing begins. These comments will be made part of the official public record in these matters and shall be brought to the attention of the members of the Committee. Written comments should be addressed to Angela Calvillo, Clerk of the Board, City Hall, 1 Dr. Carlton B. Goodlett Place, Room 244, San Francisco, CA 94102. Information relating to this matter can be found in the Legislative Research Center at [sfgov.legistar.com/legislation](http://sfgov.legistar.com/legislation). Meeting agenda information relating to this matter will be available for public review on Friday, March 13, 2020.

  
Angela Calvillo, Clerk of the Board

DATED/PUBLISHED/MAILED/POSTED: March 6, 2020

PLEASE FOLLOW LINKS FOR THE SUPPORTING DOCS:

- [PLN Transmittal 022120](#)
- [Gen Comm & Industrial Land Use Pln](#)
- [DRAFT FEIR VOL 1](#)
- [DRAFT FEIR Vol. 2](#)
- [DRAFT FEIR Vol. 3 Response to Comments](#)
- [DRAFT Dev Agmt](#)



# SAN FRANCISCO PLANNING DEPARTMENT

RECEIVED  
BOARD OF SUPERVISORS  
SAN FRANCISCO

2020 FEB 21 PM 4:52

BY BJ

February 21, 2020

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

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

Reception:  
415.558.6378

Fax:  
415.558.6409

Planning  
Information:  
415.558.6377

**Re: Transmittal Packet of Planning Department Case Number:  
2017-011878 ENV/GPA/PCA/MAP/DVA  
Potrero Power Station Mixed-Use Project  
BOS File Nos: 200039, 200040  
Planning Commission Recommendation: Approval**

Dear Ms. Calvillo and Supervisor Walton,

On January 30, 2020 the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to consider the proposed General Plan Amendment Ordinance, Planning Code and Map Amendment Ordinance, and Development Agreement Ordinance for the Potrero Power Station Mixed-Use Project (the "Project"). This submittal packet includes the official transmittal of the Planning Commission's actions on these ordinances.

The proposed General Plan Amendments, Planning Code and Map Amendments, and Development Agreement were analyzed in the *Potrero Power Station Mixed-Use Project EIR* (the "EIR"). On January 30, 2020, the Commission certified the EIR with Motion No. 20635 and adopted CEQA findings with Motion No. 20636. The Draft EIR and the Response to Comments document on the Draft EIR are included as attachments to this transmittal.

Also included as an attachment to this transmittal for informational purposes is the Project Design for Development document (the "D4D"), which describes the Project's design standards and guidelines. The D4D was approved by the Commission on January 30, 2020, with Motion No. 20638.

At the January 30, 2020, hearing the Commission voted to recommend approval of the proposed General Plan Amendments, Planning Code and Map Amendments, and Development Agreement. Please find attached documents relating to the Commission's actions. The original redlined version of the ordinances not already introduced at the Board will be delivered to the Clerk's office following this transmittal. Please note that the Board has 90 days to act on General Plan Amendments once they have been received by the Clerk of the Board.

If you have any questions or require further information, please do not hesitate to contact me.

Sincerely,



Aaron D. Starr  
Manager of Legislative Affairs

cc: Percy Burch, Aide to Supervisor Walton  
Austin Yang, Deputy City Attorney  
Erica Major, Office of the Clerk of the Board  
Jon Lau, Office of Economic and Workforce Development  
Joshua Switzky, Planning Department  
John M. Francis, Planning Department

Attachments (one copy of the following):

Planning Commission Hearing Staff Executive Summary  
Planning Commission Resolution No. 20637 regarding General Plan Amendments  
Draft Ordinance for the General Plan Amendments  
Planning Commission Resolution No. 20639 regarding Planning Code and Map Amendments  
Draft Ordinance for the Planning Code and Map Amendments  
Planning Commission Resolution No. 20640 regarding the Development Agreement  
Draft Ordinance for the Development Agreement (Board File No: 180681)  
Draft Development Agreement (includes Design for Development as Exhibit E)  
Draft EIR  
Response to Comments on the Draft EIR