



San Francisco Public Works
General – Director’s Office
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San Francisco, CA 94103
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Public Works Order No: 205681

Re: Recommendation of formal acceptance of the irrevocable offer of dedication of a non-permanent 12-kilovolt power line and associated subsurface and overhead facilities (“12-kV Line”) servicing the Seawall Lot 337 and the Pier 48 Mixed-Use Project, dedication of the 12-kV Line for public use, designation of the 12-kV Line for public power purposes, and acceptance the 12-kV Line for City maintenance and liability purposes, subject to Subdivider’s agreement to install future undergrounded 12-kV Line in lieu of Overhead 12-kV Line and provide security regarding same.

WHEREAS, On January 30, 2018, the Port Commission through Resolution No. 18-03 approved the Disposition and Development Agreement by and between the Port of San Francisco (“Port”) and Seawall Lot 337 Associates, LLC (“DDA”) concerning the development of the Seawall Lot 337 and the Pier 48 Mixed-Use project (“Project”); and

WHEREAS, On February 27, 2018, the Board of Supervisors (“Board”) adopted Ordinance No. 33-18 approving a Development Agreement for the Project between the City and County of San Francisco and Seawall Lot 337 Associates, LLC (“DA”); and

WHEREAS, On February 27, 2018, the Board adopted Resolution No. 42-18 authorizing the approval of the DDA; and

WHEREAS, The Planning Department, in a letter dated October 10, 2019, determined that the tentative map covering the Project site (“Tentative Map”) is consistent with the General Plan and the Priority Policies of Planning Code Section 101.1(b), and that approval of the Tentative Map did not trigger the requirement for additional review under the California Environmental Quality Act (California Public Resources Code Section 21000 et seq.), which findings the Board of Supervisor adopted and incorporated by reference in Motion No. 20-60; and

WHEREAS, On December 13, 2019, the Public Works Director (together with the Acting Director and Interim Director, the “Director”) issued Public Works Order No. 202368 approving the Tentative Map subject to conditions of approval (“Tentative Map Conditions of Approval”); and

WHEREAS, On June 2, 2020, the Board approved the Project’s first phased final map, Final Map No. 9443, and the Project’s public improvement agreement (“Public Improvement Agreement”) pursuant to Motion No. M20-060; and

WHEREAS, The Subdivision Code, the Subdivision Regulations, Tentative Map Conditions of Approval, and the Public Improvement Agreement require Mission Rock Horizontal Sub (Phase 1), LLC (“Subdivider”) to complete all public improvements necessary to serve each Project phase and make offers of public dedication of such improvements for acceptance by the City; and

WHEREAS, the Public Improvement Agreement, as amended, sets forth the terms and conditions of the Board's acceptance of certain public improvements; and

WHEREAS, Public Works approved construction of certain public infrastructure improvements under the Mission Rock Phase 1 Improvement Plans Street Improvement Permit ("SIP"); and

WHEREAS, Public Works conditionally approved Instructional Bulletin (IB) #3 (dated March 10, 2021) and IB #3 Revision 1 (dated March 19, 2021) proposing amendments to the SIP (collectively "IB#3") to conditionally approve construction of a proposed non-permanent 12-kilovolt power line and associated subsurface and overhead facilities depicted in the SIP and IB#3 (the "12-kV Line") to provide power for construction and service to buildings within the Project's initial phase as described in IB#3; and

WHEREAS, On June 30, 2021, at the request of Subdivider, the Director issued Public Works Order No. 205068 authorizing exceptions from provisions of the San Francisco Subdivision Code, the San Francisco Subdivision Regulations, and certain Tentative Map Conditions of Approval, including:

- (a) An exception from Subdivision Code Section 1337(a) authorizing installation of an overhead electric line;
- (b) An exception to Subdivision Regulations Appendix A, Section VII.D.1 authorizing Subdivider to offer the 12-kV Line for acceptance and public dedication prior to the completion of new full, complete, and functional public streets;
- (c) An exception from Subdivision Regulations, Appendix A, Section VII.D.2 authorizing public dedication of the 12-kV Line without an accompanying irrevocable offer of a fee interest in real property or easement;
- (d) An exception to Tentative Map Condition of Approval - Public Works - Bureau of Street Use and Mapping - Division of Surveying and Mapping No. 20 authorizing Subdivider's offer of public dedication of the 12-kV Line subsequent to approval of the Project's first phased final map;
- (e) An exception to Tentative Map Condition of Approval - SFPUC Wastewater Enterprise No. 9, authorizing issuance of a Notice of Completion for temporary infrastructure; and
- (f) An exception to Tentative Map Condition of Approval - SFPUC Power Enterprise - Hetch Hetchy Power Condition No. 1, accounting for ongoing negotiation of an Electric Service Agreement between Subdivider and SFPUC; and
- (g) An exception to Tentative Map Condition of Approval – Public Works – Bureau of Street Use and Mapping – Division of Surveying and Mapping No. 21, authorizing Subdivider to seek a Notice of Completion ("NOC") for the 12kV Line notwithstanding that the 12kV Line is not part of a full, complete and functional public street;

WHEREAS, On June 4, 2021, the San Francisco Public Utilities Commission (“SFPUC”) provided certain written authorizations (“SFPUC Authorization,” attached as Exhibit A) pursuant to SFPUC’s Rules and Regulations Governing Electric Service (“SFPUC Electric Rules”), including:

- (a) Authorization under SFPUC Electric Rule XV.7.C.2 allowing for SFPUC operation and maintenance of the 12-kV Line notwithstanding that portions of it will not be located within a street or public utility easement;
- (b) An exception from SFPUC Rule XV.7.C.3 allowing for SFPUC operation and ownership of the 12-kV Line notwithstanding that a portion of the line will be overhead; and
- (c) An exception from SFPUC Rule XV.I.5 confirming that SFPUC will operate and eventually own the 12-kV Line notwithstanding that the 12-kV Line will be energized before the City accepts the line, and upon acceptance, a portion of the line will temporarily be located outside of a public right-of-way accepted by the Board or a public utility easement; and

WHEREAS, On August 12, 2021, following detailed inspections and verifications stipulated by contract documents, the SFPUC provided Public Works with written confirmation that the 12-kV Line has been constructed in general conformance with construction documents and Mission Bay and CCSF Standard Plans and Specifications, and in compliance with all applicable laws, codes, and ordinances; and the issuance of a Notice of Completion of the 12-kV Line work scope in no way invalidates or relieves the developer and/or contractor of guarantees on quality of workmanship or warranties on work (see Exhibit B); and

WHEREAS, On August 19, 2021, following detailed inspections and verifications stipulated by contract documents, the Port of San Francisco provided Public Works with written confirmation that the 12-kV Line has been constructed in general conformance with construction documents and Mission Bay and CCSF Standard Plans and Specifications, and in compliance with all applicable laws, codes, and ordinances; and the issuance of a Notice of Completion of the 12-kV Line work scope in no way invalidates or relieves the developer and/or contractor of guarantees on quality of workmanship or warranties on work (see Exhibit C); and

WHEREAS, On September 16, 2021, Subdivider submitted a written request for a Plan Revision, as defined in the Public Improvement Agreement, to implement conditions of approval associated with the IB#3 and Subdivider agreed to replace the 12-kV Line with the permanent underground electrical line, consistent with the Infrastructure Plan and the SFPUC’s Rules and Regulations for Electric Service, and remove the 12-kV Line, at Subdivider’s sole cost, no later than the date that is ninety (90) days after the date the SFPUC has determined that the Permanent Power Line has been electrified and all other electrical service facilities to the 12-kV Line have been disconnected from the 12-kV Line and transferred to the Permanent Power Line (see Exhibit D); and

WHEREAS, On September 29, 2021, the SFPUC provided Public Works with written confirmation (attached as Exhibit E) that consistent with the SFPUC Authorization, the SFPUC’s letter to Public Works, dated August 12, 2021, and the SFPUC Electric Rules, the SFPUC is prepared to own and operate the 12-kV Line, upon the Board of Supervisors’ approval of the offer of dedication of the 12-kV Line, expressly contingent upon Subdivider’s replacement of the 12-kV Line with the permanent underground electrical line in an underground ductbank in the future Bridgeview Street running north from the terminus of the Bay Corridor Transmission Distribution

vault at Mission Rock Street and Terry Francois Boulevard within the Mission Rock project (“Permanent Power Line”), consistent with the Infrastructure Plan and the SFPUC’s Rules and Regulations for Electric Service, and removal of the 12-kV Line, at Subdivider’s sole cost, no later than the date that is ninety (90) days after the date the SFPUC has determined that the Permanent Power Line has been electrified and all other electrical service facilities to the 12-kV Line have been disconnected from the 12-kV Line and transferred to the Permanent Power Line (the “Permanent Power Line Requirements”); and

WHEREAS, Following consultation with the SFPUC and the Port, the City Engineer has issued a Notice of Completion determining that the 12-kV Line has been constructed in accordance with the Project’s Plans and Specifications, and any authorized revisions or contract changes thereto, related to the construction of the Project and all applicable City codes, regulations, and standards and is ready for its intended use, subject to the Permanent Power Line Requirements (see Exhibit F); and

WHEREAS, Subdivider has irrevocably offered to dedicate the 12-kV Line, which is necessary to implement the Project pursuant to the DA and the DDA, to the City as set forth in the Offer of Dedication of Improvements (12-kV Distribution Line) dated as of September 16, 2021 (“Offer of Dedication of Improvements (12-kV Line),” attached as Exhibit G); and

WHEREAS, On November 5, 2021, at the request of Subdivider, the Director issued Public Works Order No. 205670 authorizing exceptions from provisions of the San Francisco Subdivision Code and the San Francisco Subdivision Regulations, including:

- (a) Exception from Subdivision Code Section 1312 and Subdivision Regulations Section IV.I.2 authorizing deferral of security to a future development phase for construction of replacement underground permanent power facilities (substructures) and removal of the 12kV overhead line once substructures are completed;

WHEREAS, The Director and the City Engineer make the recommendation that the Board of Supervisors accept the 12-kV Line as shown on IB#3, dedicate the 12-kV Line to public use, and designated the 12-kV Line for public power use by the SFPUC. Further, the Director and the City Engineer recommend that the Board of Supervisors accept the 12-kV Line for City maintenance and liability purposes in accordance with Streets and Highways Code Sections 1806 and San Francisco Administrative Code 1.51 et seq. and subject to the exceptions, authorizations, and requirements specified herein; and

WHEREAS, The Director and the City Engineer hereby certify the following:

- 1) The Subdivider has irrevocably offered the 12-kV Line to the City;
- 2) The Subdivider has submitted a copy of a Notice of Completion, an Assignment of Warranties, and evidence of acceptability of the 12-kV Line (all attached as Exhibit H);
- 3) Public Works has performed all applicable inspections, obtained test results, ensured compliance with permit conditions and mitigation measures, resolved punch list items, determined SIP and IB#3 terms have been or will be met, and received as-built drawings of the 12-kV Line;

- 4) Subdivider shall be required to comply with all the conditions and requirements set forth in the Phase 1 SIP and IB#3, including the Subdivider's obligation to hold harmless, defend, and indemnify the City as specified in the Phase 1 SIP and IB#3;
- 5) Public Works has determined that as of the date listed on the Public Works Notice of Completion, subject to Public Works Order No. 205068 and the SFPUC Authorization, and expressly contingent upon Subdivider's obligation to replace the 12-kV Line with the Permanent Power Line and remove the 12-kV Line as set forth herein, the 12-kV Line is ready for its intended use and has been completed substantially in conformity with the Plans and Specifications for the Project, approved by or on behalf of the Director, and any authorized revision thereto, and that the 12-kV Line has been constructed in accordance with all City codes, regulations, standards, and Project plans and documents governing the Project;

NOW, THEREFORE:

By this Order, the Director approves all of the following documents either attached hereto or referenced herein:

1. Second Amendment to Public Improvement Agreement (Exhibit I)
2. Ordinance to Accept Offer of Dedication of 12-kV Line (Exhibit J)
3. Offer of Dedication of Improvements (12-kV Line) (Exhibit G)

The Director recommends that the Board of Supervisors approve the ordinance to accept the Offer of Dedication of Improvements (12-kV Line). Hereinafter, the Director's recommendation also includes the City Engineer's certification of actions under the City Engineer's authority.

The Director further recommends that the Board of Supervisors approve the ordinance to dedicate the 12-kV Line to public use, designate 12-kV Line as public infrastructure for public power purposes by the SFPUC, and accept 12-kV Line for City maintenance and liability purposes subject to the following:

1. Subdivider shall comply with the Permanent Power Line Requirements described herein.
2. Subdivider shall comply with all the conditions and requirements set forth in the Phase 1 SIP and IB#3, including the Subdivider's obligation to hold harmless, defend, and indemnify the City as specified in the Phase 1 SIP and IB#3.
3. Subdivider shall comply with the applicable Public Improvement Agreement, as amended, and the Subdivision Code and Subdivision Regulations, and obtain all required exceptions therefrom.

X

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Manager, Infrastructure Task Force

X

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Short, Carla
Interim Director