

File No. 180772

Committee Item No. _____

Board Item No. 12

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: _____

Date: _____

Board of Supervisors Meeting

Date: October 23 2018

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Resolution |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Ordinance |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Legislative Digest |
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| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
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| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
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OTHER

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|--------------------------|-------------------------------------|---|
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Draft Infrastructure Financing Plan</u> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Planning Commission Motion No. 19976</u> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Planning Commission Reso No. 19978</u> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <u>BOS Reso Nos. 235-18, 234-18</u> |
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Prepared by: Lisa Lew

Date: October 11, 2018

Prepared by: Lisa Lew

Date: October 18, 2018

1 [Creating Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70) -
2 Adopting an Infrastructure Financing Plan]

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

7
8 **NOTE:** **Unchanged Code text and uncodified text** are in plain Arial font.
9 **Additions to Codes** are in *single-underline italics Times New Roman font*.
10 **Deletions to Codes** are in *strikethrough italics Times New Roman font*.
11 **Board amendment additions** are in double-underlined Arial font.
12 **Board amendment deletions** are in ~~strikethrough Arial font~~.
13 **Asterisks (* * * *)** indicate the omission of unchanged Code
14 subsections or parts of tables.

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

16 Section 1. The Board of Supervisors of the City and County of San Francisco hereby
17 finds, determines and declares based on the record before it that:

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

23 B. In the general election held on November 4, 2014, an initiative entitled, the
24 "Union Iron Works Historic District Housing, Waterfront Parks, Jobs and Preservation
25 Initiative" (Proposition F), was approved by the voters in the City.

26 C. Pursuant to Proposition F, the voters in the City approved a policy of the City,
27 that the City encourage the timely development of the Project Site with a development project

1 that includes certain major uses, including without limitation, new below market-rate homes
2 affordable to middle- and low-income families and individuals, representing 30 percent of all
3 new housing units (Affordable Housing).

4 D. To meet a part of this requirement, Forest City and the City anticipate that the
5 Mayor's Office of Housing and Community Development will undertake pursuant to the DDA
6 an obligation to construct three 100% affordable housing projects within the Project Site and
7 an area of land in the vicinity of the Project Site and within Pier 70 commonly known as Parcel
8 K South ("Parcel K South"), to satisfy the requirements for Affordable Housing under
9 Proposition F.

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

14 F. The IRFD Law provides that the legislative body of an infrastructure and
15 revitalization financing district may, at any time, add territory to a district or amend the
16 infrastructure financing plan for the district by conducting the same procedures for the
17 formation of a district or approval of bonds as provided in the IRFD Law, and the Board of
18 Supervisors wishes to establish the procedure for future annexation of property into the
19 proposed infrastructure district.

20 G. IRFD Section 53369.14(d)(5) provides that the legislative body of a proposed
21 infrastructure and revitalization financing district may specify, by ordinance, the date on which
22 the allocation of tax increment will begin, and the Board of Supervisors accordingly wishes to
23 specify the date on which the allocation of tax increment will begin for the proposed
24 infrastructure and revitalization financing district.

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

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

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

14 J. The Board of Supervisors also adopted its "Resolution authorizing and directing
15 the Executive Director of the Port of San Francisco, or designee thereof, to prepare an
16 infrastructure financing plan for City and County of San Francisco Infrastructure and
17 Revitalization Financing District No. 2 (Hoedown Yard, Pier 70); determining other matters in
18 connection therewith; and affirming the Planning Department's determination, and making
19 findings under the California Environmental Quality Act," ordering preparation of an
20 infrastructure financing plan for the IRFD (Infrastructure Financing Plan) consistent with the
21 requirements of the IRFD Law.

22 K. The Infrastructure Financing Plan includes a list of Facilities (as defined below)
23 to be financed by the IRFD.

24 L. As required by the IRFD Law, the Clerk of the Board of Supervisors caused to
25 be mailed a copy of the Resolution of Intention to Establish IRFD to each owner of land within

1 the proposed IRFD and each affected taxing entity (as defined in the IRFD Law).

2 M. As further required by the IRFD Law, the Executive Director of the Port prepared
3 and sent the Infrastructure Financing Plan, along with any report required by the California
4 Environmental Quality Act (CEQA) (California Public Resources Code Sections 21000 et seq.)
5 that pertains to the proposed Facilities or the proposed development project for which the
6 Facilities are needed ("CEQA Report"), to (i) each owner of land within the proposed IRFD
7 and (ii) each affected taxing entity; and the Executive Director of the Port of San Francisco
8 also sent the Infrastructure Financing Plan and the CEQA Report to the City's Planning
9 Commission and the Board of Supervisors.

10 N. The Clerk of the Board of Supervisors made the Infrastructure Financing Plan
11 available for public inspection.

12 O. As required by the IRFD Law, the Board of Supervisors, as the legislative body
13 of the City, which is the only affected taxing entity which is proposed to be subject to the
14 division of taxes pursuant the IRFD Law, considered and adopted its resolution "Resolution
15 approving infrastructure financing plan for City and County of San Francisco Infrastructure
16 and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70); determining other
17 matters in connection therewith; and affirming the Planning Department's determination, and
18 making findings under the California Environmental Quality Act," pursuant to which the Board
19 of Supervisors approved the Infrastructure Financing Plan.

20 P. Following publication of a notice consistent with the requirements of the IRFD
21 Law, this Board of Supervisors held a public hearing relating to the proposed IRFD and the
22 proposed Infrastructure Financing Plan.

23 Q. Subsequent to the hearing, the Board of Supervisors adopted resolutions
24 entitled (i) "Resolution proposing adoption of infrastructure financing plan and formation of
25 City and County of San Francisco Infrastructure and Revitalization Financing District No. 2

1 (Hoedown Yard, Pier 70); providing for future annexation; determining other matters in
2 connection therewith; and affirming the Planning Department's determination, and making
3 findings under the California Environmental Quality Act" (the Resolution Proposing
4 Formation), and (ii) "Resolution calling special election for City and County of San Francisco
5 Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70);
6 determining other matters in connection therewith; and affirming the Planning Department's
7 determination, and making findings under the California Environmental Quality Act," which
8 resolutions proposed formation of the IRFD, proposed approval of the Infrastructure Financing
9 Plan, proposed the process for future annexations of territory to the IRFD, proposed an
10 annual appropriations limit for the IRFD, proposed issuance of bonds and other debt (Bonds)
11 for the IRFD to finance certain facilities (the Facilities) and called a special election within the
12 IRFD.

13 R. A special election was held within the IRFD pursuant to which the eligible
14 landowner-electors approved the propositions presented at the election by the two-thirds vote
15 required by the IRFD Law.

16 Section 2. By the passage of this Ordinance, the Board of Supervisors hereby
17 declares the IRFD to be fully formed with full force and effect of law, approves the
18 Infrastructure Financing Plan, declares the IRFD to have an annual appropriations limit of
19 \$91.9 million, and declares that the Board of Supervisors has the authority to issue from time
20 to time Bonds in one or more series for the IRFD in the maximum aggregate principal amount
21 of (i) \$91.9 million (in 2017 dollars) plus (ii) the principal amount of Bonds approved by this
22 Board of Supervisors and the qualified electors of the annexation territory in connection with
23 the annexation of the annexation territory to the IRFD, so long as the Board makes the finding
24 specified in IRFD Law Section 53369.41(f), all as provided in the proceedings for the IRFD
25 and in the IRFD Law.

1 Territory may be annexed into the IRFD in the future, as described in the Resolution of
2 Intention to Establish IRFD and the Resolution Proposing Formation. It is hereby found that
3 all prior proceedings and actions taken by this Board of Supervisors with respect to the IRFD
4 were valid and in conformity with the IRFD Law.

5 Section 3. In accordance with IRFD Law Sections 53369.5(b) and 53369.14(d)(5), the
6 Board of Supervisors hereby establishes the date on which the allocation of tax increment
7 shall begin for the IRFD (the Commencement Date), with the Commencement Date being the
8 first day of the fiscal year following the fiscal year in which the IRFD has generated and the
9 City has received at least \$100,000 of tax increment.

10 Section 4. In the Resolution of Intention to Establish IRFD, the Board of Supervisors
11 made certain findings under the CEQA about the Final Environmental Impact Report for the
12 Pier 70 Mixed-Use District Project, and those findings are incorporated in this Ordinance as if
13 set forth in their entirety herein.

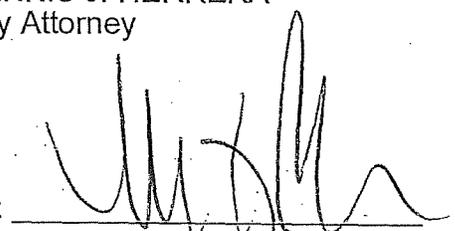
14 Section 5. If any section, subsection, sentence, clause, phrase, or word of this
15 ordinance, or any application thereof to any person or circumstance, is held to be invalid or
16 unconstitutional by a decision of a court of competent jurisdiction, such decision shall not
17 affect the validity of the remaining portions or applications of this ordinance, this Board of
18 Supervisors hereby declaring that it would have passed this ordinance and each and every
19 section, subsection, sentence, clause, phrase, and word not declared invalid or
20 unconstitutional without regard to whether any other portion of this ordinance or application
21 thereof would be subsequently declared invalid or unconstitutional.

22 Section 6. The Clerk of the Board of Supervisors shall cause this Ordinance to be
23 published within 5 days of its passage and again within 15 days after its passage, in each
24 case at least once in a newspaper of general circulation published and circulated in the City.

25 ///

1 Section 7. This ordinance shall become effective 30 days after enactment. Enactment
2 occurs when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or
3 does not sign the ordinance within 10 days of receiving it, or the Board of Supervisors
4 overrides the Mayor's veto of the ordinance.

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

9
10 By: 

11 MARK D. BLAKE
12 Deputy City Attorney
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REVISED LEGISLATIVE DIGEST

(Substituted, 9/4/2018)

[Creating Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70) - Adopting an Infrastructure Financing Plan]

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

Existing Law

This is new legislation.

Background Information

FC Pier 70, LLC ("Forest City") and the City, acting through the Port Commission, expect to enter into a Disposition and Development Agreement ("DDA"), which will govern the disposition and development of approximately 28 acres of land in the waterfront area of the City known as Pier 70 ("Project Site"). The Project Site will be developed in accordance with the development policy articulated by Proposition F, the "Union Iron Works Historic District Housing, Waterfront, Parks, Job and Preservation Initiative, adopted by the voters November 4, 2014, including in particular the development of below market rate homes affordable to middle-and-low-income housing.

Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California Government Code commencing with Section 53369 ("IRFD Law"), the Board of Supervisors can establish an infrastructure and revitalization financing district and to act as the legislative body for an infrastructure and revitalization financing district. The Board of Supervisors have taken several legislative steps under the IRFD to establish an IRFD at the Project Site.

By passage of this Ordinance, the Board of Supervisors will declare the IRFD to be fully formed and approve the Infrastructure Financing Plan, determine that the IRFD to have an annual appropriations limit of \$91.9 million, and determine that the Board of Supervisors has the authority to issue from time to time Bonds in one or more series for the IRFD in the maximum aggregate principal amount of (i) \$91.9 million (in 2017 dollars) plus (ii) the principal amount of Bonds approved by this Board of Supervisors and the qualified electors of the annexation territory in connection with the annexation of the annexation territory pursuant to the IRFD Law.

The Ordinance also provides that territory may be annexed into the IRFD in the future, as described in the Resolution of Intention to Establish IRFD and the Resolution Proposing Formation. Finally, the Ordinance establishes the date on which the allocation of tax

FILE NO. 180772

increment shall begin for the IRFD, being the first day of the fiscal year following the fiscal year in which the IRFD has generated and the City has received at least \$100,000 of tax increment.

The Board of Supervisors confirms CEQA findings of the Planning Department related to the IRFD.

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**CITY AND COUNTY OF SAN FRANCISCO
BOARD OF SUPERVISORS
BUDGET AND LEGISLATIVE ANALYST**

1390 Market Street, Suite 1150, San Francisco, CA 94102 (415) 552-9292
FAX (415) 252-0461

October 12, 2018

TO: Members of the Board of Supervisors
FROM: Budget and Legislative Analyst's Office.
SUBJECT: October 16, 2018 Board of Supervisors Meeting

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	18-0780	Approving Infrastructure and Revitalization Financing Plan - Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70)
	18-0772	Creating Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70) - Adopting an Infrastructure Financing Plan
	18-0782	Authorizing Issuance of Bonds Related to Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70) - Not to Exceed \$91,900,000
		1

Items 40, 41, 44 and 45 Files 18-0779, 18-0780, 18-0772 and 18-0782 <i>(Continued from September 11, 2018)</i>	Department: Port
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EXECUTIVE SUMMARY

Legislative Objectives

File 18-0779 is a resolution (a) proposing adoption of the Infrastructure Financing Plan and formation of the City and County of San Francisco Infrastructure and Revitalization Financing District (IRFD) No. 2 (Hoedown Yard); (b) providing for the future annexation of property into the Infrastructure and Revitalization District subject to conditions set forth in the Infrastructure Financing Plan; (c) providing for the Board of Supervisors to establish by ordinance the date on which the allocation of tax increment shall begin; (d) setting the annual appropriations limit at \$91.9 million, which will be submitted to the qualified electors; and (e) providing for the proposition to establish the IRFD, the proposition to approve the Infrastructure Financing Plan, and the appropriations limit to be submitted to the qualified voters

File 18-0780 is a resolution approving the Infrastructure Financing Plan for the Infrastructure and Revitalization Financing District No. 2.

File 18-0772 is an ordinance creating the City and County of San Francisco Infrastructure and Revitalization Financing District (IRFD) No. 2 (Hoedown Yard) to finance the construction of affordable housing within Pier 70 and Parcel K South.

File 18-0782 is a resolution authorizing issuance of IRFD bonds, paid by incremental property tax revenue allocated to the City and generated within the Hoedown Yard; in amounts not-to-exceed \$91,900,000. The proposed resolution approves the sale of bonds in one or more series, but the bonds shall not be issued until the Board of Supervisors has approved the terms of the sale, and has approved the associated documents.

Key Points

- The City has an option to purchase the Hoedown Yard, adjacent to Pier 70 and owned by PG&E, or sell the option to purchase to a third party, but the City has not exercised that option. In order for the proposed IRFD to be formed on the Hoedown Yard, PG&E will need to vote in favor of the IRFD.
- The Infrastructure Financing Plan assumes that the Hoedown Yard will be developed with condominium units, which will generate property tax increment revenue to fund affordable housing development. According to the Plan, 323 housing units would be developed, affordable to households with income at 60 percent of the Area Median Income.
- The Board of Supervisors approved legislation establishing the Board's intent to form an Infrastructure and Revitalization Financing District (IRFD) and issue bonds in July 2018.

Fiscal Impact

- The requested authorization of \$91.9 million is more than four times the anticipated bond issuance of \$22.2 million. The Port is requesting a higher bonding cap to allow for flexibility if the project generates more incremental property tax revenues or the cost of funds is lower than projected.

Recommendation

- Approve the proposed ordinance and resolutions.

MANDATE STATEMENT

California Government Code Section 53369 authorizes the Board of Supervisors to establish an Infrastructure and Revitalization Financing District (IRFD) on Port property and to act as the legislative body for the IRFD.

BACKGROUND

The Hoedown Yard comprises two parcels owned by the Pacific Gas and Electric Company (PG&E) totaling approximately 3 acres adjacent to the 28-acre Pier 70 Waterfront Site. The Board of Supervisors approved an option agreement between the City and PG&E in 2014 (File 14-0750) in which the City could exercise the option for approximately \$8,283,726, or sell the option through a competitive sale to a third party. The sale of the Hoedown Yard option to a third party is subject to future Board of Supervisors approval.

The Board of Supervisors approved several pieces of legislation to establish the Pier 70 Special Use District Project, which includes the Hoedown Yard, in October 2017.

DETAILS OF PROPOSED LEGISLATION

File 18-0779 is a resolution (a) proposing adoption of the Infrastructure Financing Plan and formation of the City and County of San Francisco Infrastructure and Revitalization Financing District (IRFD) No. 2 (Hoedown Yard); (b) providing for the future annexation of property into the Infrastructure and Revitalization District subject to conditions set forth in the Infrastructure Financing Plan; (c) providing for the Board of Supervisors to establish by ordinance the date on which the allocation of tax increment shall begin; (d) setting the annual appropriations limit at \$91.9 million, which will be submitted to the qualified electors; and (e) providing for the proposition to establish the IRFD, the proposition to approve the Infrastructure Financing Plan, and the appropriations limit to be submitted to the qualified voters.

File 18-0780 is a resolution approving the Infrastructure Financing Plan for the Infrastructure and Revitalization Financing District No. 2.

File 18-0772 is an ordinance creating the City and County of San Francisco Infrastructure and Revitalization Financing District (IRFD) No. 2 (Hoedown Yard) to finance the construction of affordable housing within Pier 70 and Parcel K South.

File 18-0782 is a resolution authorizing issuance of IRFD bonds, paid by incremental property tax revenue allocated to the City and generated within the Hoedown Yard, in amounts not-to-exceed \$91,900,000.

According to the proposed resolution, the Board of Supervisors may increase the maximum amount of the bonds by adopting a resolution. The bonds may be issued on behalf of the IFD or may be issued on behalf of a special tax district to be established at a later date.

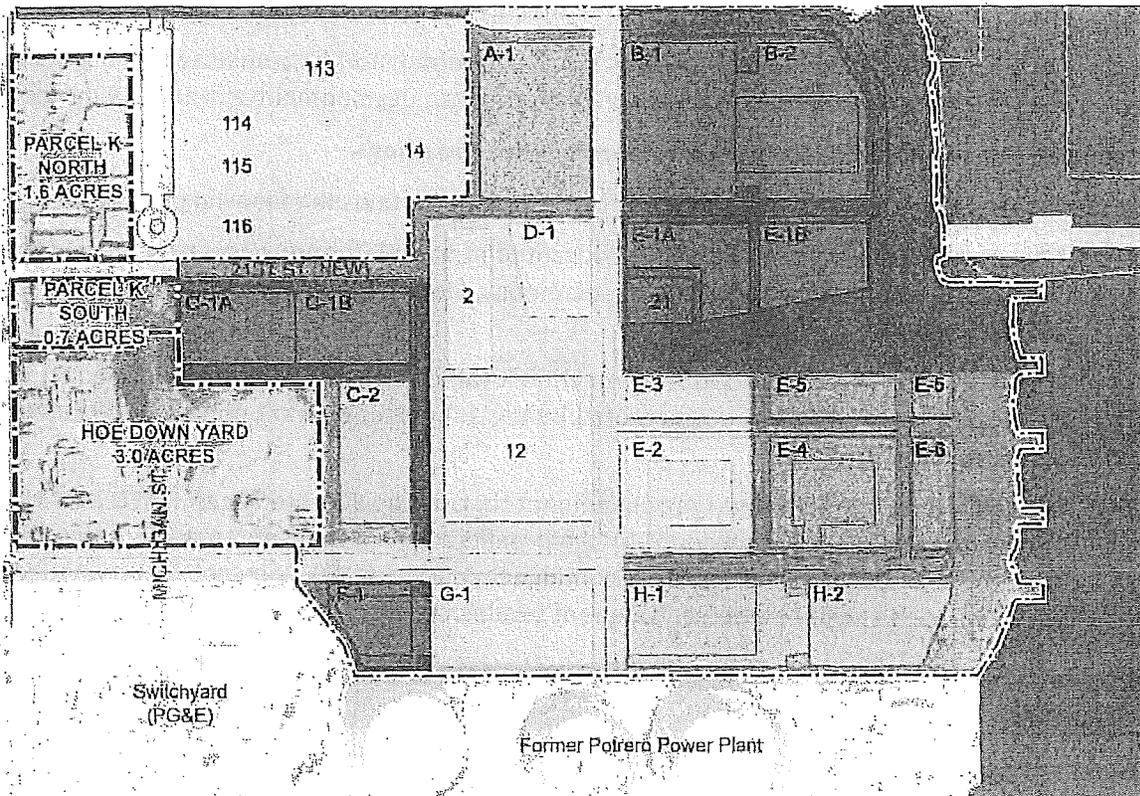
The proposed resolution approves the sale of bonds in one or more series, but the bonds shall not be issued until the Board of Supervisors has approved the terms of the sale, and has approved the associated documents.

The Board of Supervisors approved legislation establishing the Board's intent to form an Infrastructure and Revitalization Financing District (IRFD) and issue bonds in July 2018.

Hoedown Yard

The Hoedown Yard is bounded by Illinois Street on the west, 22nd Street on the south, Irish Hill and Parcel K South on the north, and the Waterfront Site on the east, as shown in Exhibit 1 below.

Exhibit 1: Hoedown Yard Site



The Infrastructure Financing Plan assumes that the Hoedown Yard will be developed with 330 condominium units, within 349,353 gross building square feet, which will generate property tax increment revenue under the IRFD to fund affordable housing development on the Waterfront Site and Parcel K South. Because affordable housing will not be developed on the Hoedown Yard site, the condominiums will also be assessed a 28 percent in-lieu fee payable to the Mayor's Office and Housing and Community Development (MOHCD) for development of affordable housing outside of the Pier 70 Special Use District.

Affordable Housing to be Funded by the IRFD

According to the Infrastructure Financing Plan, 323 affordable housing units would be developed as follows:

- 105 below market rate units on a portion of Parcel C-2 (Parcel C2A), affordable to households with income at 60 percent of the area median income. The projected development costs are \$32 million to \$33 million.
- 138 below market rate units on Parcel C1B, affordable to households with income at 60 percent of the area median income. The projected development costs are \$43 million.
- 80 below market rate units on Parcel K South, affordable to households with income at 60 percent of the area median income. The projected development costs are \$25 million.

Proposed Hoedown Yard Infrastructure Financing Plan Provisions

The proposed Hoedown Yard Infrastructure Financing Plan contains the following provisions:

- The property tax increment would be allocated to the IRFD for 40 years beginning in the fiscal year in which the property tax increment generated by Hoedown Yard equals at least \$100,000.
- The amount of the property tax increment allocated to the IRFD in each year would be 64.59 percent of the revenue generated by the 1.0 percent tax rate on the incremental assessed property value.
- The total limit on the property tax increment that can be allocated to the IRFD over the 40-year term is \$315.8 million. This limit reflects the projected total allocated tax increment of \$157.9 million plus a contingency factor of 100 percent to account for variables such as higher assessed values of taxable property due to resales.

FISCAL IMPACT**Sources and Uses of Funds**

Estimated sources and uses of IRFD funds are approximately \$88 million (2017 dollars), as shown in Exhibit 2 below.

Exhibit 2: Sources and Uses of Funds

	2017 Dollars
Sources	
Annual Tax Increment	\$70,170,000
Bond Proceeds	18,263,000
Total Sources	\$88,433,000
Uses	
Bond Debt Service	\$33,158,000
Affordable Housing	18,969,000
General Fund ^a	36,306,000
Total Uses	\$88,433,000

^a Excess tax increment is allocated to the General Fund

Source: Infrastructure Financing Plan

Timing of Sources and Uses

Beginning in FY 2023-24, the Infrastructure Financing Plan assumes that the Port will begin issuing IRFD bonds, secured by property tax increment generated by Hoedown Yard development, as discussed further below. Bond proceeds will be a source of funds to pay for affordable housing and related facilities and to re-pay bond debt. Excess tax increment revenue would be allocated to the City's General Fund.

Estimates of Annual Property Tax Increment Generated by Hoedown Yard

Incremental property taxes generated by development of Hoedown Yard depend on the assessed value of the development. A report prepared by Berkson Associates for the Port in August 2017 estimates that development of Hoedown Yard will result in total assessed value of \$225 million (2017 dollars), resulting in annual property tax increment of \$2.25 million (based on 1.0 percent property tax rate), of which 65 percent¹ equals \$1.46 million (2017 dollars). The actual assessed value and associated property taxes will depend on the number of residential properties and when each of these properties is completed and enrolled in the City's tax rolls.

The Infrastructure Financing Plan² estimates that Hoedown Yard would begin to generate incremental property taxes (which would be allocated to the IRFD) in FY 2024-25 and FY 2026-27, to coincide with the expected completion of two phases of development. However, according to the plan, the actual commencement date for when property tax increment would be allocated to the IRFD would depend on the fiscal year in which Hoedown Yard generated property tax increment of \$100,000 or more.

¹ Based on approximately 64.59 percent City allocation share.

² The Infrastructure Financing Plan for Hoedown Yard was prepared by the Port's consultant, Century Urban, and submitted to the Port in October 2017.

Bond Issuance

The proposed resolution (File 18-0782) authorizes the issuance bonds, secured by property tax increment, up to \$91,900,000. According to the Infrastructure Financing Plan, the Port anticipates issuing IRFD bonds for Hoedown Yard of up to \$22.2 million³. The requested bond authorization of up to \$91.9 million is more than four times the anticipated bond issuance to account for (a) property assessments that exceed projections and (b) interest rates that are lower than the underwritten level. According to the Port, the Port is requesting a higher bonding cap to allow for flexibility should the project generate more incremental property tax revenues or the cost of funds is lower than projected.

According to the Port's bond counsel, the proposed resolution limits the use of bonds to pay for the costs of authorized facilities, including acquisition, improvements, and associated costs.

POLICY CONSIDERATION

As noted above, Hoedown Yard is currently owned by PG&E and the City has an option to purchase the property or sell the option to purchase to a third party, but the City has not exercised that option as of September 2018. In order for the proposed IRFD to be formed on the Hoedown Yard, PG&E will need to vote in favor of the IRFD.

RECOMMENDATION

Approve the proposed ordinance and resolutions.

³ The Infrastructure Financing Plan assumes an interest rate of 7 percent, a term of 30 years, issuance costs/reserves of 13 percent, and an annual debt service cover ratio of 1.1:1 to 1.3:1. Estimated bond proceeds to be applied to affordable housing and debt service totals \$22.2 million.

CITY AND COUNTY OF SAN FRANCISCO
BOARD OF SUPERVISORS
BUDGET AND LEGISLATIVE ANALYST

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REVISED 9/7/2018

September 7, 2018

TO: Members of the Board of Supervisors

FROM: Budget and Legislative Analyst's Office

SUBJECT: September 11, 2018 Board of Supervisors Meeting

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<p>Items 14 and 15 Files 18-0773 and 18-0781</p>	<p>Department: Port</p>
<p>EXECUTIVE SUMMARY</p>	
<p>Legislative Objectives</p>	
<ul style="list-style-type: none"> • File 18-0773 is an ordinance establishing three subproject areas - Subproject Area G-2, Subproject Area G-3, and Subproject Area G-4 - in Port Infrastructure Financing District (IFD) No. 2; and approving Appendix G-2 to the Infrastructure Financing Plan. ▪ File 18-0781 is a resolution approving the issuance of Port Infrastructure Financing District Bonds, and the Indentures of Trust and Pledge Agreements. The Port Infrastructure Financing District Bonds would be paid by incremental property tax revenue allocated to the IFD and generated within each of the subproject areas in amounts not-to-exceed (a) \$273,900,000 for Subproject Area G-2; (b) \$196,100,000 for Subproject Area G-3; and (d) \$323,300,000 for Subproject Area G-4. <p>The proposed resolution approves the sale of bonds in one or more series, but the bonds shall not be issued until the Board of Supervisors has approved the terms of the sale, and has approved the associated documents.</p>	
<p>Key Points</p>	
<ul style="list-style-type: none"> • The Port's IFD No. 2 provides for incremental property tax revenues generated by development on Port property (including bonds secured by these revenues) to be used for construction of public improvements. The Board of Supervisors formed Port IFD No. 2 in February 2016, and approved the agreement between the Port and Forest City to develop the Pier 70 Waterfront Site in October 2017. The three proposed IFD subproject areas – G-2, G-3, and G-4 – are for phase 1, 2, and 3 respectively of the development of the Pier 70 Waterfront Site. Property tax increment will be allocated to public improvements within the three subproject areas, as well as to Pier 70-wide improvements. • 100 percent of the City and the Educational Revenue Augmentation Fund (ERAF) share of property tax increment will be allocated to the subproject areas. The total limit on the property tax increment that can be allocated to the IFD from the subproject areas over their 45-year terms is \$3.0 billion. 20 percent of the property tax increment must be set-aside for shoreline restoration, removal of bay fill, public access to the waterfront, and/or environmental remediation of the waterfront. 	
<p>Fiscal Impact</p>	
<ul style="list-style-type: none"> • The proposed resolution (File 18-0781) authorizes the issuance of bonds in a not-to-exceed amount of \$793.3 million, which is 3x the anticipated bond issuance of \$216 million. According to the Port, this authorization accounts for property assessments that exceed projections, lower interest rates, and new waterfront projects. According to the Port's bond counsel, the proposed resolution limits the use of bonds to pay for the costs of public improvements described in the Infrastructure Financing Plan. 	
<p>Recommendation</p>	
<ul style="list-style-type: none"> • Approve the proposed ordinance and resolution. 	

MANDATE STATEMENT / BACKGROUND**Mandate Statement**

California Government Code Section 53395.8 authorizes the establishment of an Infrastructure Financing District (IFD) on Port property. Section 53395.8(c)(3) designates the Board of Supervisors as the legislative body for the Port IFD.

Port IFD No. 2 and Pier 70

Pier 70 is an approximately 69-acre site on the Port's Central and Southern Waterfront, bounded by Mariposa, Illinois, and 22nd Streets. In 2014, Pier 70 was listed as the Union Iron Works Historic District on the National Register of Historic Places. Pier 70 includes the Ship Repair Facility¹, the Historic Core², Crane Cove Park³, Irish Hill⁴, and the Waterfront Site for mixed use development. On October 31, 2017, the Board of Supervisors approved several pieces of legislation to establish the Pier 70 Mixed-Use District Project, and provide for the development of the 28-acre Waterfront Site within Pier 70.

The Board of Supervisors formed the Port IFD No. 2 in February 2016 and adopted the Infrastructure Financing Plan (Ordinance 27-16).⁵ IFD No. 2 provides for project areas, including Project Area G on Pier 70. Project Area G currently has one subproject area – Subproject Area G-1 – covering the Pier 70 Historic Core. At that time, the Board of Supervisors approved the issuance of up to \$25.1 million in bonds to be repaid by the City's share of incremental property tax generated by development with the Pier 70 Historic Core (or Subproject Area G-1) to pay for street and sidewalk improvements, electrical improvements to Building 102, and improvements to Crane Cove Park. The Infrastructure Financing Plan provided for issuance of the bonds in FY 2021-22.

DETAILS OF PROPOSED LEGISLATION

File 18-0773: The proposed ordinance establishes three subproject areas - Subproject Area G-2, Subproject Area G-3, and Subproject Area G-4 - in Port Infrastructure Financing District No. 2; and approves Appendix G-2 to the Infrastructure Financing Plan.

File 18-0781: The proposed resolution approves the issuance of Port Infrastructure Financing District Bonds, and the Indentures of Trust and Pledge Agreements. The Port Infrastructure

¹ The Port issued a Request for Proposals in July 2017 to select a new operator for the ship repair facility.

² The Historic Core of the Union Iron Works Historic District consists of the Bethlehem Steel Main Office Building and Powerhouse, the Union Iron Works Administration building, and the Union Iron Works Machine Shop and Foundry. The Board of Supervisors approved a 66 year lease with Orton Development, Inc., in 2014 to rehabilitate the five buildings. Rehabilitation of these historic buildings (except for the Powerhouse) is anticipated to be completed and the buildings ready for occupancy between fall 2017 and late 2018.

³ Crane Cove Park is a 9-acre waterfront park; construction of phase 1 of the park, which is partially funded by 2008 Clean and Safe Neighborhood General Obligation Bonds, is expected to be completed in March 2018.

⁴ Irish Hill Park is a 1.5 acre site adjacent to Illinois Street planned for open space. Irish Hill is a contributing resource to the Historic District.

⁵ Infrastructure Financing District No. 1 was Rincon Hill Area, authorized by the Board of Supervisors in 2011.

Financing District Bonds would be paid by incremental property tax revenue allocated to the IFD and generated within each of the subproject areas in amounts not-to-exceed:

- \$273,900,000 for Subproject Area G-2;
- \$196,100,000 for Subproject Area G-3; and
- \$323,300,000 for Subproject Area G-4.

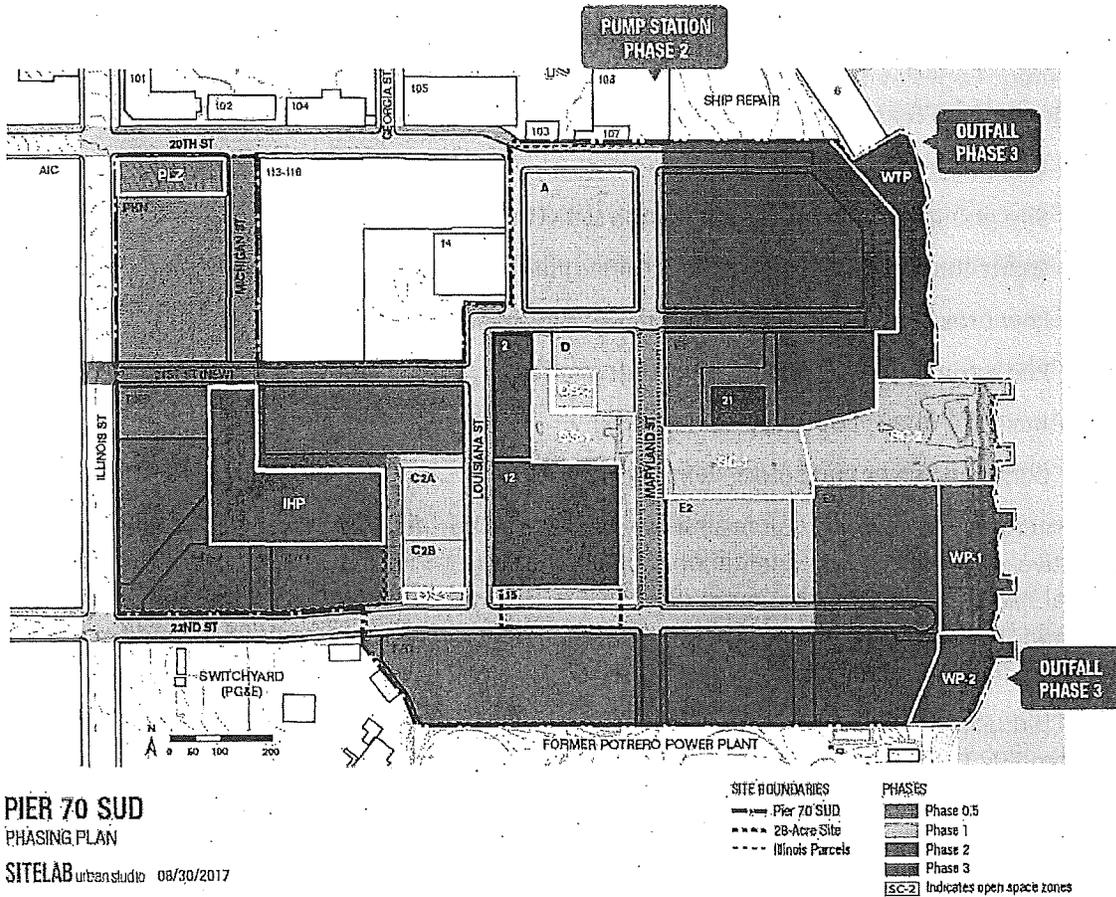
According to the proposed resolution, the Board of Supervisors may increase the maximum amount of the bonds by adopting a resolution. The bonds may be issued on behalf of the IFD or may be issued on behalf of a special tax district to be established at a later date.

The proposed resolution approves the sale of bonds in one or more series, but the bonds shall not be issued until the Board of Supervisors has approved the terms of the sale, and has approved the associated documents.

Subproject Areas

The Board of Supervisors approved the intent to establish the three IFD Subproject Areas G-2, G-3, and G-4 in July 2018. The three subproject areas encompass the 28-acre Waterfront Site project within the Union Iron Works Historic District, bounded by Illinois Street on the west, the Bay on the east, 20th Street on the north, and 22nd Street and the former Potrero Power Plant on the south, as shown in Exhibit 1 below.

Exhibit 1: Proposed Waterfront Site Project



The project is divided into three phases.

- Subproject Area G-2 incorporates phase 1 development. Phase 1 extends from approximately 2018 to 2021.
- Subproject Area G-3 incorporates phase 2 development from approximately 2022 to 2024.
- Subproject Area G-4 incorporates phase 3 development from approximately 2025 to 2028.

Public Improvements and Facilities to be Funded by the IFD Subproject Areas

Forest City is responsible to develop (or cause to be developed) horizontal infrastructure for the 28-acre Waterfront Site, subject to reimbursement with IFD tax increment and proposed Community Facilities Districts (CFD) assessments, including bonds issued against the IFD tax increment and CFD assessments. Horizontal infrastructure work consists of:

- Demolition and abatement
- Site grading, drainage, and utility infrastructure
- Geotechnical improvements for seismic stability
- Low pressure water system and non-potable water system
- Pedestrian, bicycle, and transportation access
- Auxiliary Water Supply System (AWSS)
- Combined sewer and storm water system

Infrastructure work in each of the phases consists of the following improvements within the respective subproject areas: demolition and abatement of existing structures; earthwork, soil disposal, and retaining walls; work on AWSS, low pressure water, reclaimed water, and combined sewer/storm water systems; street, park and open space improvements; and historical building rehabilitation.

Phase I (Subproject Area G-2) is from approximately 2018 to 2021. Phase II (Subproject Area G-3) is from 2022 to 2024. Phase III (Subproject Area G-4) is from 2025 to 2028.

Additional Pier 70-wide work to be funded by the proposed IFD subproject areas, subject to Board of Supervisors approval, include improvements to Irish Hill Park, rehabilitation of Buildings 106 and 111, shipyard electrical work and improvements, improvements to Crane Cove Park not funded by general obligation bonds, and public realm improvements.

Port IFD Guidelines

The Board of Supervisors approved guidelines in 2013 for establishment of the Port IFD (File 13-0264). These guidelines include (among other provisions):

- The Infrastructure Financing Plan to be developed by the Port must include a projection of revenues to the City's General Fund that will be generated by the project area.
- If the State's IFD law allows allocation of the State share of property tax increment to a waterfront district, then the City must allocate to the waterfront district the share of City property tax increment that maximizes the State allocation.
- Property tax increment allocated to public improvements should be sufficient to attract developer equity and market rate development in the project area.
- Property tax increment in excess of the allocation to public improvement in the project area will be allocated to the City's General Fund.

- Annual property tax increment will be allocated to maintain public infrastructure and improvements only if other sources are not available or sufficient.

Proposed Infrastructure Financing Plan Provisions

Approval of the proposed ordinance (File 18-0773) approves Appendix G-2 of the Infrastructure Financing Plan for Subproject Areas G-2, G-3, and G-4, which includes:

- The property tax increment would be allocated to the IFD from each subproject area for 45 years beginning in the fiscal year in which the property tax increment generated by the subproject area equals at least \$100,000.
- The amount of the property tax increment in each year would be the difference between the assessed taxable property value in FY 2015-16 and the assessed taxable property value in the tax year.
- The entire City and the Educational Revenue Augmentation Fund (ERAF) share of property tax increment generated in the subproject areas will be allocated to the subproject areas.
- The total limit on the property tax increment that can be allocated to the IFD from the subproject areas over their 45-year terms is \$3.0 billion, of which \$845 million is the limit on the ERAF share and \$2.15 billion is the limit on the City’s share, as shown below. These limits reflect projected total property tax increment plus a contingency factor of approximately 90 percent to account for variables such as higher assessed values of taxable property due to resales.

Subproject Area	City Share	ERAF	Total
G-2	\$747,000,000	\$293,000,000	\$1,040,000,000
G-3	553,500,000	217,000,000	770,500,000
G-4	855,000,000	335,000,000	1,190,000,000
Total	\$2,155,500,000	\$845,000,000	\$3,000,500,000

- 20 percent of the property tax increment must be set-aside for shoreline restoration, removal of bay fill, public access to the waterfront, and/or environmental remediation of the waterfront in accordance with California Government Code. The 20 percent allocation requirement applies to IFD Project Area G as a whole. Because the Infrastructure Financing Plan for IFD Subproject Area G-1 (covering the Historic Core of the Union Iron Works Historic District), approved by the Board of Supervisors in February 2016, allocates 64 percent of the property tax increment to Crane Park and other waterfront projects, the Port may allocate less than 20 percent of property tax increment generated by Subproject Areas G-2, G-3, and G-4.

- Bonds issued by the IFD and secured by the City's share of the property tax increment must be repaid within 45 years. The IFD cannot issue new bonds secured by the ERAF share of the property tax increment after 20 years.

FISCAL IMPACT

Sources and Uses of Funds

Estimated sources and uses of funds are \$1.0 billion (2017 dollars), as shown in Exhibit 2 below.

Exhibit 2: Sources and Uses of Funds

	2017 Dollars
Sources	
Annual Tax Increment	\$596,720,000
Bond Proceeds	137,429,000
Developer Capital	133,832,000
Advances of Land Proceeds	164,931,000
Total Sources	\$1,032,912,000
Uses	
Bond Debt Service	\$253,893,000
Interest on Advanced Funds	22,975,000
Repayment Developer Capital	121,166,000
Repayment Advances of Land Proceeds	101,663,000
Subproject Areas Public Improvements	287,909,000
Pier 70 Wide Public Improvements	53,041,000
Sea Level Rise Protection	130,379,000
Educational Revenue Augmentation Fund ⁶	61,886,000
Total Uses	\$1,032,912,000

Source: Infrastructure Financing Plan

Timing of Sources and Uses

The developer, Forest City, will contribute capital to pay for project costs, prior to property tax increment and other project funds becoming available. The Infrastructure Financing Plan assumes that the developer will contribute \$133.8 million in developer capital through FY 2028-29.

Beginning in FY 2018-19, the Infrastructure Financing Plan assumes that proceeds from the sale of land or prepayment of ground leases will become available to begin paying for project costs, including repayment of the developer capital.

⁶ The \$61.9 million allocation to ERAF is the estimated amount of ERAF tax increment that is not needed to pay ERAF-secured debt.

Beginning in FY 2019-20, the Infrastructure Financing Plan assumes that the Port will begin issuing bonds, secured by property tax increment generated by Subproject Area G-2. Bond proceeds will be a source of funds to pay for public project costs.

Estimates of Annual Property Tax Increment Generated by Subproject Areas G-2, G-3, G-4

Incremental property taxes generated by development of Subproject Areas G-2, G-3, and G-4 depend on the assessed value of this development. A report prepared by Berkson Associates for the Port in August 2017 estimates that development in Subproject Areas G-2, G-3, and G-4 will have an assessed value of \$1.7 billion (2017 dollars), resulting in annual property tax increment of \$17 million (based on 1.0 percent property tax rate), of which 90 percent⁷ equals \$15.6 million (2017 dollars). The actual assessed value and associated property taxes will depend on the mix of residential and commercial properties, and when each of these properties is completed and enrolled in the City's tax rolls.

The Infrastructure Financing Plan⁸ estimates that Subproject Areas G-2, G-3, and G-4 would begin to generate incremental property taxes (which would be allocated to the IFD) in FY 2023-24, FY 2028-29, and FY 2029-20 respectively. However, according to the plan, the actual commencement date for when property tax increment would be allocated to the IFD would depend on the fiscal year in which each subproject area generated property tax increment of \$100,000 or more.⁹

Bond Issuance

The proposed resolution (File 17-0879) provides for the intent to issue bonds, secured by property tax increment. The bond authorization would be for up to \$793.3 million, including

- \$273.9 million for Subproject Area G-2;
- \$196.1 million for Subproject Area G-3; and
- \$323.3 million for Subproject Area G-4.

According to the Infrastructure Financing Plan, the Port anticipates issuing IFD bonds for Subproject Areas G-2, G-3, and G-4 of up to \$216 million¹⁰. The Port is requesting bond authorization of up to \$793.3 million, or more than 3x the anticipated bond issuance, to account for (a) property assessments that exceed projections, (b) issuance of additional bonds to pay for sea level rise and other projects, and (c) interest rates that are lower than the underwritten level. According to the Port, the Port is requesting a higher bonding cap to allow for flexibility should the project generate more incremental property tax revenues or the cost of funds is lower than projected.

⁷Based on approximately 65 percent City share and 25 percent ERAF share

⁸ The Infrastructure Financing Plan for Subproject Areas G-2, G-3, and G-4 was prepared by the Port's consultant, Century Urban, and submitted to the Port in October 2017.

⁹ The Berkson report estimated annual property tax increment of \$15.6 million (2017 dollars).

¹⁰ The Infrastructure Financing Plan assumes an interest rate of 7 percent, a term of 30 years, issuance costs/reserves of 13 percent, and an annual debt service cover ratio of 1:1 to 1:3. Estimated net loan proceeds to be applied to projects is \$169.6 million. The amount of \$216 million is included on Table 4; page 37 of the Infrastructure Financing Plan.

According to the Port's bond counsel, the proposed resolution limits the use of bonds to pay for the costs of public improvements described in the Infrastructure Financing Plan, as noted below:

- Bond authorization for Subproject Area G-2 is 273.9 million and the estimated cost of facilities in Appendix G-2 for Subproject Area G-2 is \$141.3 million;
- Bond authorization for Subproject Area G-3 is \$196.1 million and the estimated cost of facilities in Appendix G-3 for Subproject Area G-3 is \$72.97 million; and
- Bond authorization for Subproject Area G-4 is \$323.3 million and the estimated cost of facilities in Appendix G-3 for Subproject Area G-3 is \$46.3 million.

The bond authorization under the proposed resolution may also be applied to Pier 70-wide projects, in addition to the projects in the three subproject areas, subject to future Board of Supervisors approval.

POLICY CONSIDERATION

According to the Infrastructure Financing Plan, bonds may be issued by the IFD or by CFDs formed within the Pier 70 IFD Subproject Areas G-2, G-3, and G-4. While the proposed legislation states the City's intention to issue IFD bonds, the Infrastructure Financing Plan assumes that IFD or CFD bonds may be issued, and that property tax increment will be used to repay the bonds. The type of bond to be issued will be determined based on market conditions at the time of issuance. The Infrastructure Financing Plan provides for bonds to be issued in FY 2019-20, although Subproject Area G-2 may not generate property tax increment until FY 2023-24 to secure the bonds. Legislation to approve formation of CFDs within the three Pier 70 subproject areas has not been introduced.

RECOMMENDATION

Approve the proposed ordinance and resolution.

<p>Items 17, 18, 21 and 22 Files 18-0779, 18-0780, 18-0772 and 18-0782</p>	<p>Department: Port</p>
<p>EXECUTIVE SUMMARY</p>	
<p style="text-align: center;">Legislative Objectives</p>	
<p>File 18-0779 is a resolution (a) proposing adoption of the Infrastructure Financing Plan and formation of the City and County of San Francisco Infrastructure and Revitalization Financing District (IRFD) No. 2 (Hoedown Yard); (b) providing for the future annexation of property into the Infrastructure and Revitalization District subject to conditions set forth in the Infrastructure Financing Plan; (c) providing for the Board of Supervisors to establish by ordinance the date on which the allocation of tax increment shall begin; (d) setting the annual appropriations limit at \$91.9 million, which will be submitted to the qualified electors; and (e) providing for the proposition to establish the IRFD, the proposition to approve the Infrastructure Financing Plan, and the appropriations limit to be submitted to the qualified voters</p>	
<p>File 18-0780 is a resolution approving the Infrastructure Financing Plan for the Infrastructure and Revitalization Financing District No. 2.</p>	
<p>File 18-0772 is an ordinance creating the City and County of San Francisco Infrastructure and Revitalization Financing District (IRFD) No. 2 (Hoedown Yard) to finance the construction of affordable housing within Pier 70 and Parcel K South.</p>	
<p>File 18-0782 is a resolution authorizing issuance of IRFD bonds, paid by incremental property tax revenue allocated to the City and generated within the Hoedown Yard, in amounts not-to-exceed \$91,900,000. The proposed resolution approves the sale of bonds in one or more series, but the bonds shall not be issued until the Board of Supervisors has approved the terms of the sale, and has approved the associated documents.</p>	
<p style="text-align: center;">Key Points</p>	
<ul style="list-style-type: none"> • The City has an option to purchase the Hoedown Yard, adjacent to Pier 70 and owned by PG&E, or sell the option to purchase to a third party, but the City has not exercised that option. In order for the proposed IRFD to be formed on the Hoedown Yard, PG&E will need to vote in favor of the IRFD. • The Infrastructure Financing Plan assumes that the Hoedown Yard will be developed with condominium units, which will generate property tax increment revenue to fund affordable housing development. According to the Plan, 323 housing units would be developed, affordable to households with income at 60 percent of the Area Median Income. • The Board of Supervisors approved legislation establishing the Board's intent to form an Infrastructure and Revitalization Financing District (IRFD) and issue bonds in July 2018. 	
<p style="text-align: center;">Fiscal Impact</p>	
<ul style="list-style-type: none"> ▪ The requested authorization of \$91.9 million is more than four times the anticipated bond issuance of \$22.2 million. The Port is requesting a higher bonding cap to allow for flexibility if the project generates more incremental property tax revenues or the cost of funds is lower than projected. 	
<p style="text-align: center;">Recommendation</p>	
<ul style="list-style-type: none"> ▪ Approve the proposed ordinance and resolutions. 	

MANDATE STATEMENT

California Government Code Section 53369 authorizes the Board of Supervisors to establish an Infrastructure and Revitalization Financing District (IRFD) on Port property and to act as the legislative body for the IRFD.

BACKGROUND

The Hoedown Yard comprises two parcels owned by the Pacific Gas and Electric Company (PG&E) totaling approximately 3 acres adjacent to the 28-acre Pier 70 Waterfront Site. The Board of Supervisors approved an option agreement between the City and PG&E in 2014 (File 14-0750) in which the City could exercise the option for approximately \$8,283,726, or sell the option through a competitive sale to a third party. The sale of the Hoedown Yard option to a third party is subject to future Board of Supervisors approval.

The Board of Supervisors approved several pieces of legislation to establish the Pier 70 Special Use District Project, which includes the Hoedown Yard, in October 2017.

DETAILS OF PROPOSED LEGISLATION

File 18-0779 is a resolution (a) proposing adoption of the Infrastructure Financing Plan and formation of the City and County of San Francisco Infrastructure and Revitalization Financing District (IRFD) No. 2 (Hoedown Yard); (b) providing for the future annexation of property into the Infrastructure and Revitalization District subject to conditions set forth in the Infrastructure Financing Plan; (c) providing for the Board of Supervisors to establish by ordinance the date on which the allocation of tax increment shall begin; (d) setting the annual appropriations limit at \$91.9 million, which will be submitted to the qualified electors; and (e) providing for the proposition to establish the IRFD, the proposition to approve the Infrastructure Financing Plan, and the appropriations limit to be submitted to the qualified voters.

File 18-0780 is a resolution approving the Infrastructure Financing Plan for the Infrastructure and Revitalization Financing District No. 2.

File 18-0772 is an ordinance creating the City and County of San Francisco Infrastructure and Revitalization Financing District (IRFD) No. 2 (Hoedown Yard) to finance the construction of affordable housing within Pier 70 and Parcel K South.

File 18-0782 is a resolution authorizing issuance of IRFD bonds, paid by incremental property tax revenue allocated to the City and generated within the Hoedown Yard, in amounts not-to-exceed \$91,900,000.

According to the proposed resolution, the Board of Supervisors may increase the maximum amount of the bonds by adopting a resolution. The bonds may be issued on behalf of the IFD or may be issued on behalf of a special tax district to be established at a later date.

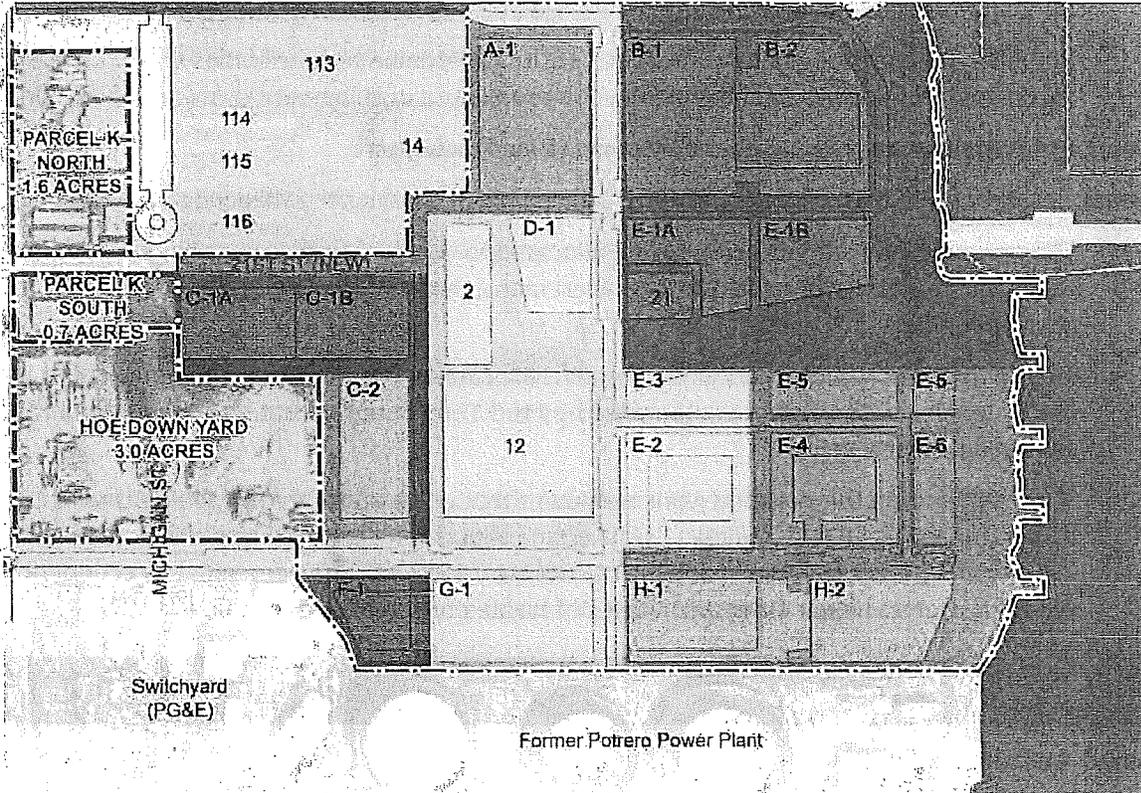
The proposed resolution approves the sale of bonds in one or more series, but the bonds shall not be issued until the Board of Supervisors has approved the terms of the sale, and has approved the associated documents.

The Board of Supervisors approved legislation establishing the Board’s intent to form an Infrastructure and Revitalization Financing District (IRFD) and issue bonds in July 2018.

Hoedown Yard

The Hoedown Yard is bounded by Illinois Street on the west, 22nd Street on the south, Irish Hill and Parcel K South on the north, and the Waterfront Site on the east, as shown in Exhibit 1 below.

Exhibit 1: Hoedown Yard Site



The Infrastructure Financing Plan assumes that the Hoedown Yard will be developed with 330 condominium units, within 349,353 gross building square feet, which will generate property tax increment revenue under the IRFD to fund affordable housing development on the Waterfront Site and Parcel K South. Because affordable housing will not be developed on the Hoedown Yard site, the condominiums will also be assessed a 28 percent in-lieu fee payable to the Mayor’s Office and Housing and Community Development (MOHCD) for development of affordable housing outside of the Pier 70 Special Use District.

Affordable Housing to be Funded by the IRFD

According to the Infrastructure Financing Plan, 323 affordable housing units would be developed as follows:

- 105 below market rate units on a portion of Parcel C-2 (Parcel C2A), affordable to households with income at 60 percent of the area median income. The projected development costs are \$32 million to \$33 million.
- 138 below market rate units on Parcel C1B, affordable to households with income at 60 percent of the area median income. The projected development costs are \$43 million.
- 80 below market rate units on Parcel K South, affordable to households with income at 60 percent of the area median income. The projected development costs are \$25 million

Proposed Hoedown Yard Infrastructure Financing Plan Provisions

The proposed Hoedown Yard Infrastructure Financing Plan contains the following provisions:

- The property tax increment would be allocated to the IRFD for 40 years beginning in the fiscal year in which the property tax increment generated by Hoedown Yard equals at least \$100,000.
- The amount of the property tax increment allocated to the IRFD in each year would be 64.59 percent of the revenue generated by the 1.0 percent tax rate on the incremental assessed property value.
- The total limit on the property tax increment that can be allocated to the IRFD over the 40-year term is \$315.8 million. This limit reflects the projected total allocated tax increment of \$157.9 million plus a contingency factor of 100 percent to account for variables such as higher assessed values of taxable property due to resales.

FISCAL IMPACT**Sources and Uses of Funds**

Estimated sources and uses of IRFD funds are approximately \$88 million (2017 dollars), as shown in Exhibit 2 below.

Exhibit 2: Sources and Uses of Funds

	2017 Dollars
Sources	
Annual Tax Increment	\$70,170,000
Bond Proceeds	18,263,000
Total Sources	\$88,433,000
Uses	
Bond Debt Service	\$33,158,000
Affordable Housing	18,969,000
General Fund ^a	36,306,000
Total Uses	\$88,433,000

^a Excess tax increment is allocated to the General Fund

Source: Infrastructure Financing Plan

Timing of Sources and Uses

Beginning in FY 2023-24, the Infrastructure Financing Plan assumes that the Port will begin issuing IRFD bonds, secured by property tax increment generated by Hoedown Yard development, as discussed further below. Bond proceeds will be a source of funds to pay for affordable housing and related facilities and to re-pay bond debt. Excess tax increment revenue would be allocated to the City's General Fund.

Estimates of Annual Property Tax Increment Generated by Hoedown Yard

Incremental property taxes generated by development of Hoedown Yard depend on the assessed value of the development. A report prepared by Berkson Associates for the Port in August 2017 estimates that development of Hoedown Yard will result in total assessed value of \$225 million (2017 dollars), resulting in annual property tax increment of \$2.25 million (based on 1.0 percent property tax rate), of which 65 percent¹ equals \$1.46 million (2017 dollars). The actual assessed value and associated property taxes will depend on the number of residential properties and when each of these properties is completed and enrolled in the City's tax rolls.

The Infrastructure Financing Plan² estimates that Hoedown Yard would begin to generate incremental property taxes (which would be allocated to the IRFD) in FY 2024-25 and FY 2026-27, to coincide with the expected completion of two phases of development. However, according to the plan, the actual commencement date for when property tax increment would be allocated to the IRFD would depend on the fiscal year in which Hoedown Yard generated property tax increment of \$100,000 or more.

¹ Based on approximately 64.59 percent City allocation share.

² The Infrastructure Financing Plan for Hoedown Yard was prepared by the Port's consultant, Century Urban, and submitted to the Port in October 2017.

Bond Issuance

The proposed resolution (File 18-0782) authorizes the issuance bonds, secured by property tax increment, up to \$91,900,000. According to the Infrastructure Financing Plan, the Port anticipates issuing IRFD bonds for Hoedown Yard of up to \$22.2 million³. The requested bond authorization of up to \$91.9 million is more than four times the anticipated bond issuance to account for (a) property assessments that exceed projections and (b) interest rates that are lower than the underwritten level. According to the Port, the Port is requesting a higher bonding cap to allow for flexibility should the project generate more incremental property tax revenues or the cost of funds is lower than projected.

According to the Port's bond counsel, the proposed resolution limits the use of bonds to pay for the costs of authorized facilities, including acquisition, improvements, and associated costs.

POLICY CONSIDERATION

As noted above, Hoedown Yard is currently owned by PG&E and the City has an option to purchase the property or sell the option to purchase to a third party, but the City has not exercised that option as of September 2018. In order for the proposed IRFD to be formed on the Hoedown Yard, PG&E will need to vote in favor of the IRFD.

RECOMMENDATION

Approve the proposed ordinance and resolutions.

³ The Infrastructure Financing Plan assumes an interest rate of 7 percent, a term of 30 years, issuance costs/reserves of 13 percent, and an annual debt service cover ratio of 1.1:1 to 1.3:1. Estimated bond proceeds to be applied to affordable housing and debt service totals \$22.2 million.

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

INFRASTRUCTURE FINANCING PLAN

Originally adopted:

Date: , 20 Ordinance No.:

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

IRFD. The Board of Supervisors (the “**Board of Supervisors**”) of the City and County of San Francisco (the “**City**”), pursuant to the provisions of Government Code Section 53369 et seq. (the “**IRFD Law**”), and for the public purposes set forth therein, proposes to adopt a Resolution of Intention (the “**Resolution of Intention**”), pursuant to which it declares its intention to conduct proceedings to establish the “City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)” (the “**IRFD**”).

In the Resolution of Intention, the type of facilities proposed to be financed by the IRFD pursuant to the IRFD Law consists of new buildings, along with supporting infrastructure and amenities, in which 100% of the residential units (with the exception of a manager’s unit) would be below-market-rate units to be located within the approximately 28 acres of land in the waterfront area of the City known as Pier 70 (the “**Project Site**”) and an area of land in the vicinity of the Project Site and within Pier 70 commonly known as “**Parcel K South**” as more particularly described in Attachment 1 hereto and hereby incorporated herein (the “**Facilities**”). The Facilities are authorized to be financed by the IRFD by IRFD Law Sections 53369.2 and 53369.3.

Additionally, the Board of Supervisors proposes to adopt a Resolution Authorizing Executive Director of the Port of San Francisco to Prepare an Infrastructure Financing Plan Related to an Infrastructure and Revitalization Financing District, pursuant to which it authorizes and directs the Executive Director of the Port of San Francisco, or designee, to prepare an infrastructure financing plan for the IRFD and to determine other matters in connection therewith. Pursuant to Section 53369.14 of the IRFD Law and the Board of Supervisors’ proposed resolution, the infrastructure financing plan must be consistent with the general plan of the City and include the following:

- a) A map and legal description of the proposed IRFD.
- b) A description of the facilities required to serve the development proposed in the area of the IRFD including those to be provided by the private sector, the facilities to be provided by governmental entities without assistance under the IRFD Law, the facilities to be financed with assistance from the proposed IRFD, and the facilities to be provided jointly. The description shall include the proposed location, timing, and costs of the facilities.
- c) A finding that the facilities are of communitywide significance.
- d) A financing section, which shall contain all of the following information:
 - 1) A specification of the maximum portion of the incremental tax revenue of the City and of each affected taxing entity (as defined in the IRFD Law) proposed to be committed to the IRFD for each year during which the IRFD will receive incremental tax revenue; provided however such portion of incremental tax revenue need not be the same for all affected taxing entities, and such portion may change over time.
 - 2) A projection of the amount of tax revenues expected to be received by the IRFD in each year during which the IRFD will receive tax revenues, including an estimate of the amount of tax revenues attributable to each affected taxing entity proposed to be

committed to the IRFD for each year. If applicable, the plan shall also include a specification of the maximum portion of the net available revenue of the City proposed to be committed to the IRFD for each year during which the IRFD will receive revenue, which portion may vary over time.

- 3) A plan for financing the facilities, including a detailed description of any intention to incur debt.
- 4) A limit on the total number of dollars of taxes that may be allocated to the IRFD pursuant to the plan.
- 5) A date on which the IRFD will cease to exist, by which time all tax allocation to the IRFD will end. The date shall not be more than 40 years from the date on which the ordinance forming the IRFD is adopted, or a later date, if specified by the ordinance, on which the allocation of tax increment will begin.
- 6) An analysis of the costs to the City of providing facilities and services to the IRFD while the area within the IRFD is being developed and after the area within the IRFD is developed. The plan shall also include an analysis of the tax, fee, charge, and other revenues expected to be received by the City as a result of expected development in the area of the IRFD.
- 7) An analysis of the projected fiscal impact of the IRFD and the associated development upon each affected taxing entity that is proposed to participate in financing the IRFD.
- 8) A plan for financing any potential costs that may be incurred by reimbursing a developer of a project that is both located entirely within the boundaries of the IRFD and qualifies for the Transit Priority Project Program, pursuant to Government Code Section 65470, including any permit and affordable housing expenses related to the project.
- 9) If any dwelling units occupied by persons or families of low or moderate income are proposed to be removed or destroyed in the course of private development or facilities construction within the area of the IRFD, a plan providing for replacement of those units and relocation of those persons or families consistent with the requirements of Section 53369.6 of the IRFD Law.

This Infrastructure Financing Plan for the IRFD, including all exhibits and attachments (the "IFP"), is intended to comply with the requirements of the IRFD Law. The Board of Supervisors may, at various times, amend or supplement this IFP by ordinance to address the unique details of the Hoedown Yard, Facilities, Project Site, or Parcel K South and for other purposes permitted by the IRFD Law.

A. Boundaries of Proposed IRFD

The boundaries of the proposed IRFD are described in the map attached to this IFP as Attachment 2. The legal description of the IRFD is also attached to this IFP as Attachment 2.

As of the date of adoption of this IFP, certain property that is intended to be included in the IRFD is owned by the City and cannot initially be included in the IRFD under the IRFD Law ("Annexation Property"). The Annexation Property is marked as the diagonally hatched

portion of "Existing Michigan Street" on the map included as Attachment 2. The City intends to sell the Annexation Property for private development in the future. After formation of the IRFD and sale of the Annexation Property for private development, the City will provide for annexation of the Annexation Property to the IRFD in the manner set forth below. Because the map and legal description included as Attachment 2 include the Annexation Property and the remainder of this IFP assumes that the Annexation Property is included in the IRFD, no amendment of this IFP will be required in connection with the annexation of the Annexation Property to the IRFD.

In the Resolution of Intention, the Board of Supervisors establishes the following procedures for annexation of the Annexation Property to the IRFD:

1. The Board of Supervisors adopts a resolution of intention to annex the Annexation Property into the IRFD;
2. The resolution of intention is mailed to the owner of the Annexation Property and each affected taxing entity in the annexation territory, if any, in substantial compliance with Sections 53369.11 and 53369.12 of the IRFD Law;
3. The Board of Supervisors directs the Executive Director of the Port to prepare an amendment to the IFP, if necessary, and the Executive Director of the Port prepares any such amendment, in substantial compliance with Sections 53369.13 and 53369.14 of the IRFD Law;
4. Any amendment to the IFP is sent to each owner of the Annexation Property and each affected taxing entity (if any) within the Annexation Property, in substantial compliance with Sections 53369.15 and 53369.16 of the IRFD Law;
5. The Board of Supervisors notices and holds a public hearing on the proposed annexation in substantial compliance with Sections 53369.17 and 53369.18 of the IRFD Law;
6. The Board of Supervisors adopts a resolution proposing the adoption of any amendment to the IFP and annexation of the Annexation Property to the IRFD, and submits the proposed annexation to the qualified electors in the Annexation Property, in substantial compliance with Sections 53369.20-53369.22 of the IRFD Law, with the ballot measure to include the questions of the proposed annexation of the Annexation Property into the IRFD, approval of the appropriations limit for the Annexation Property and approval of the issuance of bonds for the Annexation Property; and
7. After canvass of returns of any election, and if two-thirds of the votes cast upon the question are in favor of the ballot measure, the Board of Supervisors may, by ordinance, adopt the amendment to the Infrastructure Financing Plan, if any, and approve the annexation of the Annexation Property to the IRFD, in substantial compliance with Section 53369.23 of the IRFD Law.

B. Description of Facilities

The IRFD Law requires an infrastructure financing plan to contain the following information with respect to the IRFD.

1. Facilities to be provided by the private sector.

Developers of Hoedown Yard parcels will be responsible for public improvements and facilities serving the parcels including but not limited to, parks, streets, and utilities. These costs will not be financed with tax increment generated in the IRFD.

2. Facilities to be provided by governmental entities without assistance under the IRFD Law.

There are no facilities in the IRFD that will be provided only by governmental entities.

3. Facilities to be financed with assistance from the IRFD:

The Facilities that will be funded with Allocated Tax Increment (as defined below) that is allocated to the IRFD consist of the affordable housing projects and supporting infrastructure and amenities described above and more particularly described in Attachment 1.

4. Facilities to be provided jointly by the private sector and governmental entities

The Facilities will be jointly provided by the private sector and governmental entities.

C. Finding of Communitywide Significance

The construction of the Facilities will serve a significant communitywide benefit in helping to alleviate the regional housing crisis, particularly the significant need for affordable housing located near job centers. The proposed Resolution of Intention includes a finding by the Board of Supervisors that the Facilities are of communitywide significance.

D. Base Year; Commencement of Tax Increment Allocation

The "Base Year" for the IRFD is the fiscal year in which the assessed value of taxable property in the IRFD was last equalized prior to the effective date of the ordinance adopted to create the IRFD or a subsequent fiscal year. The Base Year for the IRFD is FY 2017-2018.

Tax increment may begin to be allocated to the IRFD beginning in the fiscal year in which at least \$100,000 of Gross Tax Increment (as defined below) is generated in the IRFD and received by the City.

E. Allocation of Tax Increment

1. The annual allocation of tax increment generated in the IRFD for purposes of Section 53369 of the IRFD Law will be the amount appropriated in each fiscal year by the Board of Supervisors for deposit in the special fund established for the IRFD.
2. The Board of Supervisors will appropriate 100 percent of the Allocated Tax Increment (as defined below) for allocation to the IRFD until the final day of the 40th fiscal year after the fiscal year in which Allocated Tax Increment is first allocated to the IRFD.
3. For purposes of this IFP, capitalized terms are defined as follows:

"Gross Tax Increment" is 100% of the revenue produced by the application of the 1% ad valorem tax rate to the Incremental Assessed Property Value of property within the IRFD;

"Incremental Assessed Property Value" is, in any year, the difference between the assessed value of the property within the IRFD for that fiscal year and the assessed value of the property within the IRFD in the Base Year, to the extent that the difference is a positive number;

"Allocated Tax increment" is 64.588206% of Gross Tax Increment.

F. Maximum Portion of Tax Increment Revenue of San Francisco and Affected Taxing Agencies to be Committed to the IRFD

100% of Allocated Tax Increment shall be allocated to the IRFD. Tax Increment from no other taxing agency is allocated to the IRFD.

G. Projection of Allocated Tax Increment Received by the IRFD

The financing section must include a projection of the amount of tax increment expected to be allocated to the IRFD.

The projection of Allocated Tax Increment that will be generated in the IRFD and allocated to the IRFD is attached as Rider #1 to this IFP.

H. Plan for Financing Facilities

The financing section must include the projected sources of financing for the Facilities, including debt to be repaid with Allocated Tax Increment.

The plan for financing the Facilities is presented in Table 1 of this IFP. As summarized in Exhibit A below, it is anticipated that the Facilities will be financed with a combination of Allocated Tax Increment from the IRFD used on a pay-go basis and bond proceeds secured and payable from Allocated Tax Increment. Table 1 and Exhibit A address the portion of the Facilities to be financed by tax increment and do not address any other sources of funding that may be applied to the Facilities.

Assessed values and property tax amounts are projected in Table 2 of this IFP.

Exhibit A

Anticipated Sources and Uses of Funds		
	2017/18 Dollars	Nominal Dollars
Anticipated Sources of Funds		
Annual Tax Increment	\$70,170,000	\$157,922,000
Bond Proceeds	\$18,263,000	\$22,210,000
Total Sources	\$88,433,000	\$180,132,000
Anticipated Uses of Funds		
Bond Debt Service	\$33,158,000	\$61,718,000
Affordable Housing	\$18,969,000	\$23,091,000
General Fund [1]	\$36,306,000	\$95,323,000
Total Uses	\$88,433,000	\$180,132,000

Notes

[1] Excess tax increment is allocated to the General Fund.

This IFP does not project the anticipated costs of administering the IRFD, but the Port of San Francisco, as agent of the IRFD, expects to pay the costs of administering the IRFD with Allocated Tax Increment from the IRFD.

I. Tax Increment Limit

The financing section must include a limit on the total number of dollars of tax increment that may be allocated to the IRFD pursuant to the IFP, subject to amendment of the IFP.

The tax increment limit for the IRFD is initially established at \$315.8 million. This limit reflects the projected total Allocated Tax Increment of \$157.9 million plus a contingency factor of 100% to account for variables such as higher assessed values of taxable property due to resales.

J. Time Limits

The financing section must include the following time-limits:

A date on which the effectiveness of the infrastructure financing plan and all tax increment allocations to the IRFD will end not to exceed 40 years from the date the ordinance forming the IRFD is adopted or a later date specified in the ordinance on which the tax increment allocation will begin.

For the IRFD, the following is the applicable time limit:

- Date on which the effectiveness of the infrastructure financing plan with respect to the IRFD and all tax increment allocations to IRFD will end: ***the final day of the 40th fiscal year after the fiscal year in which Allocated Tax Increment is first allocated to the IRFD.***

K. Cost, Revenue , and Fiscal Impact Analysis

The financing section must include an analysis of: (a) the costs to the City's General Fund for providing facilities and services to the IRFD while the IRFD is being developed and after it is developed and (b) the taxes, fees, charges, and other revenues expected to be received by the City's General Fund as a result of expected development in the IRFD.

1. Costs to the City's General Fund for providing facilities and services to the IRFD while it is being developed and after the IRFD is developed.

Estimates of costs to the City's General Fund for providing facilities and services to the IRFD, while it is being developed and after it is developed are detailed in Attachment 3: "Fiscal and Economic Impact Analysis Update – Pier 70 Mixed Use Development Project" and summarized in the following Exhibit B and Exhibit C, which are sourced from Attachment 3. As shown, the annual cost to the City's General Fund to provide services to the IRFD is estimated to approximate \$138,000 in 2017 dollars. Service costs during the construction period are also estimated at \$138,000 annually in 2017 dollars. General Fund costs are comprised of costs to provide police, fire, and emergency medical services to the project. The cost of maintaining and operating parks, open spaces, and roads will not be funded by the General Fund. These costs will be funded by a CFD services tax.

2. Taxes, fees, charges and other revenues expected to be received by the City's General Fund as a result of expected development in the IRFD.

Taxes, fees, charges and other revenues expected to be received by the City's General Fund as a result of expected development in the IRFD are detailed in Attachment 3: "Fiscal and Economic Impact Analysis Update – Pier 70 Mixed Use Development Project" and summarized in the following Exhibit C. As shown, upon stabilization, the IRFD is anticipated to generate annually \$386,400 of revenue to the City's General Fund.

As shown in Exhibit C, it is estimated that the IRFD will annually generate a net fiscal surplus to the City's General Fund of \$248,400 per year expressed in 2017 dollars.

L. Plan for Financing Potential Costs for Projects Located in IRFD and Qualified for Transit Priority Project Program

Currently, the projects to be developed within the boundaries of the IRFD have not been qualified for the Transit Priority Project Program. However, to the extent that, in the future, one or more of these projects is qualified for the Transit Priority Project Program, a plan for financing any potential costs that may be incurred by reimbursing a developer of a project may be established at that point in time.

M. Plan for Providing Replacement of Removed or Destroyed Low- or Moderate-Income Dwelling Units and Relocation of Low- or Moderate-Income Persons or Families

There are no existing dwelling units within the area of the IRFD. Accordingly, inclusion of a plan for providing replacement of dwelling units and relocation of persons or families is not applicable to this IFP.

Exhibit B: Annual Service Costs During Development (2017 \$)

Area/Service	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
IFD											
Pier 70 28-acre Waterfront Site											
Parks and Open Space	<i>Funded by Project Assessments</i>										
Roads	<i>Funded by Project Assessments</i>										
Police	(33,364)	(117,608)	(200,072)	(228,817)	(228,817)	(377,175)	(466,786)	(532,781)	(699,767)	(744,419)	(849,000)
Fire/EMS	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>	<u>(853,000)</u>
Total, Pier 70	(886,364)	(970,608)	(1,053,072)	(1,081,817)	(1,081,817)	(1,230,175)	(1,319,786)	(1,385,781)	(1,552,767)	(1,597,419)	(1,702,000)
20th/Illinois											
Parks and Open Space	<i>Funded by Project Assessments</i>										
Roads	<i>Funded by Project Assessments</i>										
Police	(52,000)	(52,000)	(52,000)	(52,000)	(52,000)	(52,000)	(52,000)	(52,000)	(52,000)	(52,000)	(52,000)
Fire/EMS	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>	<u>(52,000)</u>
Total, 20th/Illinois	(104,000)	(104,000)	(104,000)	(104,000)	(104,000)	(104,000)	(104,000)	(104,000)	(104,000)	(104,000)	(104,000)
TOTAL IFD	(990,364)	(1,074,608)	(1,157,072)	(1,185,817)	(1,185,817)	(1,334,175)	(1,423,786)	(1,489,781)	(1,656,767)	(1,701,419)	(1,806,000)
IRFD											
Hoedown Yard											
Parks and Open Space	<i>Funded by Project Assessments</i>										
Roads	<i>Funded by Project Assessments</i>										
Police	(69,000)	(69,000)	(69,000)	(69,000)	(69,000)	(69,000)	(69,000)	(69,000)	(69,000)	(69,000)	(69,000)
Fire/EMS	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>	<u>(69,000)</u>
Total, 20th/Illinois	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)
TOTAL IRFD	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)	(138,000)
TOTAL, SERVICE COSTS	(1,128,364)	(1,212,608)	(1,295,072)	(1,323,817)	(1,323,817)	(1,472,175)	(1,561,786)	(1,627,781)	(1,794,767)	(1,839,419)	(1,944,000)

6/31/17

Exhibit C: Estimated Annual Net General Revenues and Expenditures (2017 \$)

Item	IFD				
	Pier 70 28-acre Waterfront Site	20th/Illinois St.	IFD Annual Total	IRFD Hoedown Yard	SUD Annual Total
Annual General Revenue					
Property Tax in Lieu of VLF	\$1,729,000	\$225,000	1,954,000	\$310,000	2,264,000
Property Transfer Tax	2,231,000	\$204,000	2,435,000	\$0	2,435,000
Sales Tax	772,000	\$96,000	868,000	\$129,000	997,000
Parking Tax (City 20% share)	0	\$0	0	\$0	0
Gross Receipts Tax	7,007,000	\$2,000	7,009,000	\$44,000	7,053,000
Subtotal, General Revenue	\$11,739,000	\$527,000	\$12,266,000	\$483,000	\$12,749,000
(less) 20% Charter Mandated Baseline	(\$2,347,800)	(\$105,400)	(\$2,453,200)	(\$96,600)	(\$2,549,800)
Net to General Fund	\$9,391,200	\$421,600	\$9,812,800	\$386,400	\$10,199,200
Public Services Expenditures					
Parks and Open Space			<i>Funded by Project Assessments</i>		
Roads			<i>Funded by Project Assessments</i>		
Police	(849,000)	(52,000)	(901,000)	(69,000)	(969,000)
Fire/EMS (net of fees and charges)	(853,000)	(52,000)	(905,000)	(69,000)	(974,000)
Subtotal, Services	(\$1,702,000)	(\$104,000)	(\$1,806,000)	(\$138,000)	(\$1,943,000)
NET General Revenues	\$7,689,200	\$317,600	\$8,006,800	\$248,400	\$8,256,200
Annual Other Dedicated and Restricted Revenue					
Public Safety Sales Tax	\$386,000	\$48,000	434,000	\$65,000	499,000
SF Cnty Transportation Auth'y Sales Tax	\$386,000	\$48,000	434,000	\$65,000	499,000
Subtotal	\$772,000	\$96,000	\$868,000	\$130,000	\$998,000
Possessory Interest/Property Taxes (1)	\$17,328,000	\$2,253,000	\$19,581,000	\$3,111,000	\$22,692,000
TOTAL, Net General + Other Revenues	\$25,789,200	\$2,666,600	\$28,455,800	\$3,489,400	\$31,946,200

(1) Until project infrastructure costs are fully paid, the full \$0.65 per property tax dollar generated from the site will be utilized to fund bond debt service and on a pay-go basis fund infrastructure costs through an IFD/IRFD approved by the Board of Supervisors. The \$0.65 represents the General Fund and dedicated funds share; total IFD revenues available for infrastructure will also include the State's share that currently is distributed to ERAF. The IRFD (Hoedown Yard parcels) will only receive the General Fund share to pay for Project costs.

8/31/17

Rider #1
PROJECTION OF ALLOCATED TAX INCREMENT, IRFD (HOEDOWN YARD)

FY 2017/18	Base Year - \$0
FY 2024/25 ¹	\$1,830,000
FY 2025/26	\$1,867,000
FY 2026/27	\$2,748,000
FY 2027/28	\$2,803,000
FY 2028/29	\$2,859,000
FY 2029/30	\$2,917,000
FY 2030/31	\$2,975,000
FY 2031/32	\$3,034,000
FY 2032/33	\$3,095,000
FY 2033/34	\$3,157,000
FY 2034/35	\$3,220,000
FY 2035/36	\$3,285,000
FY 2036/37	\$3,350,000
FY 2037/38	\$3,417,000
FY 2038/39	\$3,486,000
FY 2039/40	\$3,555,000
FY 2040/41	\$3,626,000
FY 2041/42	\$3,699,000
FY 2042/43	\$3,773,000
FY 2043/44	\$3,848,000
FY 2044/45	\$3,925,000
FY 2045/46	\$4,004,000
FY 2046/47	\$4,084,000
FY 2047/48	\$4,166,000
FY 2048/49	\$4,249,000
FY 2049/50	\$4,334,000

¹ For purposes of illustration only. The actual commencement date for Allocated Tax Increment to the IRFD will be the date the ordinance forming the IRFD is adopted or a later date specified in the ordinance on which the tax increment allocation will begin.

Rider #1 Continued

FY 2050/51	\$4,421,000
FY 2051/52	\$4,509,000
FY 2052/53	\$4,599,000
FY 2053/54	\$4,691,000
FY 2054/55	\$4,785,000
FY 2055/56	\$4,881,000
FY 2056/57	\$4,978,000
FY 2057/58	\$5,078,000
FY 2058/59	\$5,179,000
FY 2059/60	\$5,283,000
FY 2060/61	\$5,389,000
FY 2061/62	\$5,496,000
FY 2062/63	\$5,606,000
FY 2063/64	\$5,718,000
Cumulative Total, Rounded	\$157,919,000

**Table 1
Sources and Uses of Funds
Infrastructure Financing Plan
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco**

	Total 2017/18 Dollars	Total Nominal Dollars	Base Year FY 17/18	Year 1 FY 18/19	Year 2 FY 19/20	Year 3 FY 20/21	Year 4 FY 21/22	Year 5 FY 22/23	Year 6 FY 23/24	Year 7 FY 24/25
Available Property /Possessory Interest Tax Increment Revenue to IRFD										
General Fund 100%	\$70,169,875	\$157,921,600	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$1,830,400
Annual Total	\$70,169,875	\$157,921,600	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$1,830,400
IRFD Sources of Funds										
Annual Tax Increment	\$70,169,875	\$157,921,600	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$1,830,400
Bond Proceeds	\$18,263,334	\$22,209,740	\$0	\$0	\$0	\$0	\$0	\$0	\$15,200,399	\$0
Total Sources of Funds	\$88,433,209	\$180,131,340	\$0	\$0	\$0	\$0	\$0	\$0	\$15,200,399	\$1,830,400
IRFD Uses of Funds										
Bond Debt Service	\$33,158,008	\$61,717,349	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$1,407,983
Affordable Housing	\$18,969,149	\$23,091,174	\$0	\$0	\$0	\$0	\$0	\$0	\$15,200,399	\$422,417
General Fund [1]	\$36,306,052	\$95,322,818	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total Uses of Funds	\$88,433,209	\$180,131,340	\$0	\$0	\$0	\$0	\$0	\$0	\$15,200,399	\$1,830,400
Net IRFD Fund Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Notes

[1] Excess tax increment is allocated to the General Fund.

Table 1
Sources and Uses of Funds
Infrastructure Financing Plan
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco

	Year 8 FY 25/26	Year 9 FY 26/27	Year 10 FY 27/28	Year 11 FY 28/29	Year 12 FY 29/30	Year 13 FY 30/31	Year 14 FY 31/32	Year 15 FY 32/33	Year 16 FY 33/34	Year 17 FY 34/35	
Available Property /Possessory Interest Tax Increment Revenue to IRFD											
General Fund	100%	\$1,867,000	\$2,748,400	\$2,803,300	\$2,859,400	\$2,916,600	\$2,974,900	\$3,034,400	\$3,095,100	\$3,157,000	\$3,220,100
Annual Total		\$1,867,000	\$2,748,400	\$2,803,300	\$2,859,400	\$2,916,600	\$2,974,900	\$3,034,400	\$3,095,100	\$3,157,000	\$3,220,100
IRFD Sources of Funds											
Annual Tax Increment		\$1,867,000	\$2,748,400	\$2,803,300	\$2,859,400	\$2,916,600	\$2,974,900	\$3,034,400	\$3,095,100	\$3,157,000	\$3,220,100
Bond Proceeds		\$7,009,342	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total Sources of Funds		\$8,876,342	\$2,748,400	\$2,803,300	\$2,859,400	\$2,916,600	\$2,974,900	\$3,034,400	\$3,095,100	\$3,157,000	\$3,220,100
IRFD Uses of Funds											
Bond Debt Service		\$1,407,983	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245
Affordable Housing		\$7,468,359	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
General Fund [1]		\$0	\$691,155	\$746,055	\$802,155	\$859,355	\$917,655	\$977,155	\$1,037,855	\$1,099,755	\$1,162,855
Total Uses of Funds		\$8,876,342	\$2,748,400	\$2,803,300	\$2,859,400	\$2,916,600	\$2,974,900	\$3,034,400	\$3,095,100	\$3,157,000	\$3,220,100
Net IRFD Fund Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Notes

[1] Excess tax increment is allocated to the General Fund.

**Table 1
Sources and Uses of Funds
Infrastructure Financing Plan
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco**

	Year 18 FY 35/36	Year 19 FY 36/37	Year 20 FY 37/38	Year 21 FY 38/39	Year 22 FY 39/40	Year 23 FY 40/41	Year 24 FY 41/42	Year 25 FY 42/43	Year 26 FY 43/44	Year 27 FY 44/45	
Available Property /Possessory Interest Tax Increment Revenue to IRFD											
General Fund	100%	\$3,284,600	\$3,350,200	\$3,417,200	\$3,485,600	\$3,555,300	\$3,626,400	\$3,698,900	\$3,772,900	\$3,848,400	\$3,925,300
Annual Total		\$3,284,600	\$3,350,200	\$3,417,200	\$3,485,600	\$3,555,300	\$3,626,400	\$3,698,900	\$3,772,900	\$3,848,400	\$3,925,300
IRFD Sources of Funds											
Annual Tax Increment		\$3,284,600	\$3,350,200	\$3,417,200	\$3,485,600	\$3,555,300	\$3,626,400	\$3,698,900	\$3,772,900	\$3,848,400	\$3,925,300
Bond Proceeds		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total Sources of Funds		\$3,284,600	\$3,350,200	\$3,417,200	\$3,485,600	\$3,555,300	\$3,626,400	\$3,698,900	\$3,772,900	\$3,848,400	\$3,925,300
IRFD Uses of Funds											
Bond Debt Service		\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245
Affordable Housing		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
General Fund [1]		\$1,227,355	\$1,292,955	\$1,359,955	\$1,428,355	\$1,498,055	\$1,569,155	\$1,641,655	\$1,715,655	\$1,791,155	\$1,868,055
Total Uses of Funds		\$3,284,600	\$3,350,200	\$3,417,200	\$3,485,600	\$3,555,300	\$3,626,400	\$3,698,900	\$3,772,900	\$3,848,400	\$3,925,300
Net IRFD Fund Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Notes

[1] Excess tax increment is allocated to the General Fund.

Table 1
Sources and Uses of Funds
Infrastructure Financing Plan
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco

	Year 28 FY 45/46	Year 29 FY 46/47	Year 30 FY 47/48	Year 31 FY 48/49	Year 32 FY 49/50	Year 33 FY 50/51	Year 34 FY 51/52	Year 35 FY 52/53	Year 36 FY 53/54	Year 37 FY 54/55	
Available Property /Possessory Interest Tax Increment Revenue to IRFD											
General Fund	100%	\$4,003,800	\$4,083,900	\$4,165,600	\$4,248,900	\$4,333,900	\$4,420,600	\$4,509,000	\$4,599,200	\$4,691,100	\$4,785,000
Annual Total		\$4,003,800	\$4,083,900	\$4,165,600	\$4,248,900	\$4,333,900	\$4,420,600	\$4,509,000	\$4,599,200	\$4,691,100	\$4,785,000
IRFD Sources of Funds											
Annual Tax Increment		\$4,003,800	\$4,083,900	\$4,165,600	\$4,248,900	\$4,333,900	\$4,420,600	\$4,509,000	\$4,599,200	\$4,691,100	\$4,785,000
Bond Proceeds		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total Sources of Funds		\$4,003,800	\$4,083,900	\$4,165,600	\$4,248,900	\$4,333,900	\$4,420,600	\$4,509,000	\$4,599,200	\$4,691,100	\$4,785,000
IRFD Uses of Funds											
Bond Debt Service		\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$2,057,245	\$649,262
Affordable Housing		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
General Fund [1]		\$1,946,555	\$2,026,655	\$2,108,355	\$2,191,655	\$2,276,655	\$2,363,355	\$2,451,755	\$2,541,955	\$2,633,855	\$4,135,738
Total Uses of Funds		\$4,003,800	\$4,083,900	\$4,165,600	\$4,248,900	\$4,333,900	\$4,420,600	\$4,509,000	\$4,599,200	\$4,691,100	\$4,785,000
Net IRFD Fund Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Notes

[1] Excess tax increment is allocated to the General Fund.

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**Table 1
Sources and Uses of Funds
Infrastructure Financing Plan
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco**

	Year 38 FY 55/56	Year 39 FY 56/57	Year 40 FY 57/58	Year 41 FY 58/59	Year 42 FY 59/60	Year 43 FY 60/61	Year 44 FY 61/62	Year 45 FY 62/63	Year 46 FY 63/64
Available Property /Possessory Interest Tax Increment Revenue to IRFD									
General Fund 100%	\$4,880,700	\$4,978,300	\$5,077,800	\$5,179,400	\$5,283,000	\$5,388,700	\$5,496,400	\$5,606,400	\$5,718,500
Annual Total	\$4,880,700	\$4,978,300	\$5,077,800	\$5,179,400	\$5,283,000	\$5,388,700	\$5,496,400	\$5,606,400	\$5,718,500
IRFD Sources of Funds									
Annual Tax Increment	\$4,880,700	\$4,978,300	\$5,077,800	\$5,179,400	\$5,283,000	\$5,388,700	\$5,496,400	\$5,606,400	\$5,718,500
Bond Proceeds	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total Sources of Funds	\$4,880,700	\$4,978,300	\$5,077,800	\$5,179,400	\$5,283,000	\$5,388,700	\$5,496,400	\$5,606,400	\$5,718,500
IRFD Uses of Funds									
Bond Debt Service	\$649,262	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Affordable Housing	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
General Fund [1]	\$4,231,438	\$4,978,300	\$5,077,800	\$5,179,400	\$5,283,000	\$5,388,700	\$5,496,400	\$5,606,400	\$5,718,500
Total Uses of Funds	\$4,880,700	\$4,978,300	\$5,077,800	\$5,179,400	\$5,283,000	\$5,388,700	\$5,496,400	\$5,606,400	\$5,718,500
Net IRFD Fund Balance	\$0								

Notes

[1] Excess tax increment is allocated to the General Fund.

Table 2
Assessed Value and Property Tax Projection
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco

Property Tax Projection		NPV	FY 24/25	FY 25/26	FY 26/27	FY 27/28	FY 28/29	FY 29/30	FY 30/31	FY 31/32	FY 32/33	FY 33/34
Incremental AV on Tax Roll (\$1,000s)			\$283,388	\$289,054	\$425,515	\$434,015	\$442,700	\$451,556	\$460,582	\$469,794	\$479,192	\$488,775
Property Tax Increment at 1%	1.0%	\$108,638,914	\$2,833,875	\$2,890,540	\$4,255,148	\$4,340,146	\$4,427,001	\$4,515,560	\$4,605,821	\$4,697,941	\$4,791,918	\$4,887,754
Property Tax Distributed to IRFD												
General Fund	64.59%	\$70,169,875	\$1,830,400	\$1,867,000	\$2,748,400	\$2,803,300	\$2,859,400	\$2,916,600	\$2,974,900	\$3,034,400	\$3,095,100	\$3,157,000
Total	64.59%	\$70,169,875	\$1,830,400	\$1,867,000	\$2,748,400	\$2,803,300	\$2,859,400	\$2,916,600	\$2,974,900	\$3,034,400	\$3,095,100	\$3,157,000

Table 2
Assessed Value and Property Tax Projection
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco

Property Tax Projection		NPV	FY 34/35	FY 35/36	FY 36/37	FY 37/38	FY 38/39	FY 39/40	FY 40/41	FY 41/42	FY 42/43	FY 43/44
Incremental AV on Tax Roll (\$1,000s)			\$498,545	\$508,531	\$518,687	\$529,060	\$539,650	\$550,441	\$561,449	\$572,674	\$584,131	\$595,820
Property Tax Increment at 1%	1.0%	\$108,638,914	\$4,985,447	\$5,085,307	\$5,186,871	\$5,290,602	\$5,396,501	\$5,504,412	\$5,614,491	\$5,726,738	\$5,841,307	\$5,958,198
Property Tax Distributed to IRFD												
General Fund	64.59%	\$70,169,875	\$3,220,100	\$3,284,600	\$3,350,200	\$3,417,200	\$3,485,600	\$3,555,300	\$3,626,400	\$3,698,900	\$3,772,900	\$3,848,400
Total	64.59%	\$70,169,875	\$3,220,100	\$3,284,600	\$3,350,200	\$3,417,200	\$3,485,600	\$3,555,300	\$3,626,400	\$3,698,900	\$3,772,900	\$3,848,400

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Table 2
Assessed Value and Property Tax Projection
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco

Property Tax Projection		NPV	FY 44/45	FY 45/46	FY 46/47	FY 47/48	FY 48/49	FY 49/50	FY 50/51	FY 51/52	FY 52/53	FY 53/54
Incremental AV on Tax Roll (\$1,000s)			\$607,726	\$619,879	\$632,281	\$644,930	\$657,826	\$670,986	\$684,409	\$698,096	\$712,061	\$726,289
Property Tax Increment at 1%	1.0%	\$108,638,914	\$6,077,257	\$6,198,792	\$6,322,805	\$6,449,296	\$6,578,263	\$6,709,862	\$6,844,094	\$6,980,957	\$7,120,607	\$7,262,889
Property Tax Distributed to-IRFD												
General Fund	64.59%	\$70,169,875	\$3,925,300	\$4,003,800	\$4,083,900	\$4,165,600	\$4,248,900	\$4,333,900	\$4,420,600	\$4,509,000	\$4,599,200	\$4,691,100
Total	64.59%	\$70,169,875	\$3,925,300	\$4,003,800	\$4,083,900	\$4,165,600	\$4,248,900	\$4,333,900	\$4,420,600	\$4,509,000	\$4,599,200	\$4,691,100

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Table 2
Assessed Value and Property Tax Projection
Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)
Port of San Francisco

Property Tax Projection		NPV	FY 54/55	FY 55/56	FY 56/57	FY 57/58	FY 58/59	FY 59/60	FY 60/61	FY 61/62	FY 62/63	FY 63/64
Incremental AV on Tax Roll (\$1,000s)			\$740,827	\$755,643	\$770,754	\$786,159	\$801,889	\$817,928	\$834,293	\$850,968	\$867,998	\$885,354
Property Tax Increment at 1%	1.0%	\$108,638,914	\$7,408,268	\$7,556,433	\$7,707,540	\$7,861,588	\$8,018,888	\$8,179,285	\$8,342,932	\$8,509,676	\$8,679,981	\$8,853,538
Property Tax Distributed to IRFD												
General Fund	64.59%	\$70,169,875	\$4,785,000	\$4,880,700	\$4,978,300	\$5,077,800	\$5,179,400	\$5,283,000	\$5,388,700	\$5,496,400	\$5,606,400	\$5,718,500
Total	64.59%	\$70,169,875	\$4,785,000	\$4,880,700	\$4,978,300	\$5,077,800	\$5,179,400	\$5,283,000	\$5,388,700	\$5,496,400	\$5,606,400	\$5,718,500

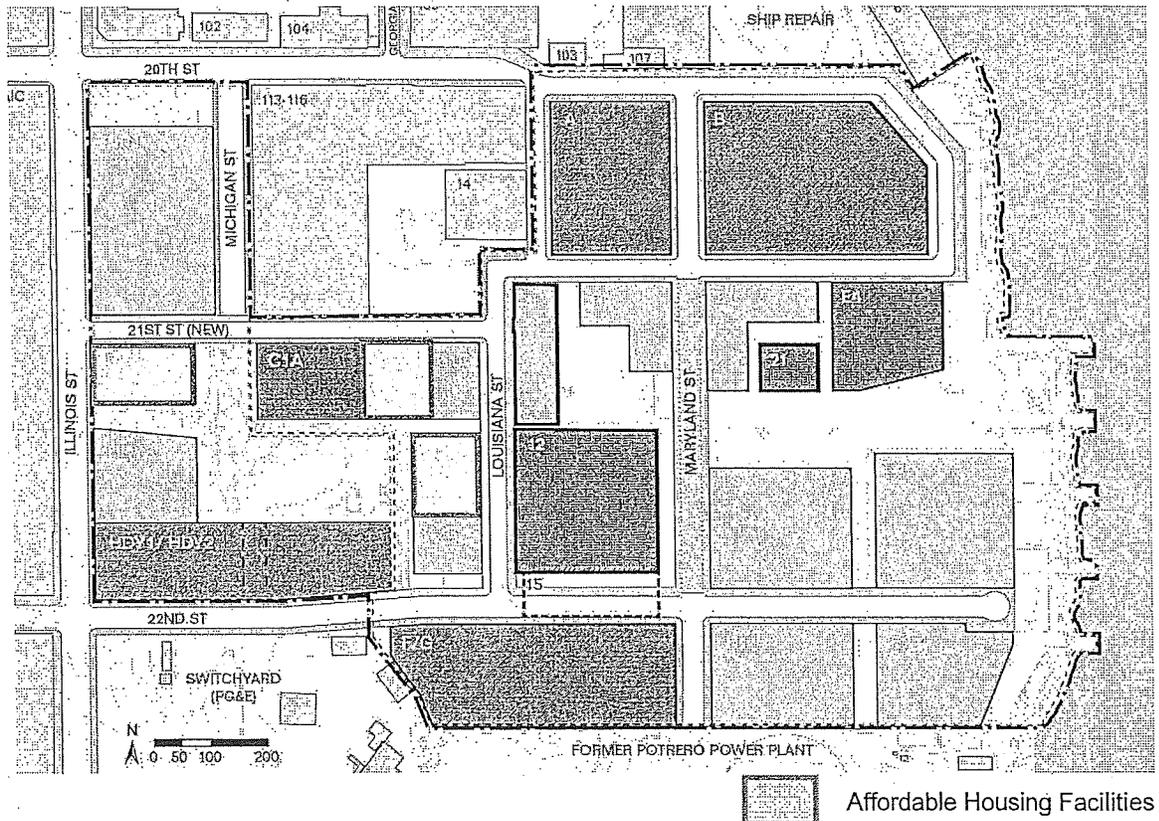
Attachment 1:

Facilities Map and Description

Facilities Map

Under the Disposition and Development Agreement between the City and County of San Francisco and FC Pier 70, LLC (“Developer”), the Developer must deliver three completed affordable housing parcels suitable to accommodate new residential buildings, and supporting infrastructure and amenities, that will accommodate not less than 321 below-market-rate (“BMR”) residential units. The Developer has preliminarily selected, and the Port and the Mayor’s Office of Housing and Community Development (“MOHCD”) have approved Parcel C1B, Parcel C2A, and Parcel K South as the affordable housing parcels. If the Port and MOHCD subsequently approve other parcels as the affordable housing parcels, then Attachment 1 shall be deemed to have been amended to reflect such alternative parcels.

Pier 70 Parcelization Plan



Description of Facilities

Parcel C2A:

- New residential building with supporting infrastructure and amenities designed to accommodate 105 BMR residential units and to support typical affordable housing unit

sizes, an appropriate mix of bedrooms, and requirements for additional supportive space at the ground floor.

- Projected Affordability Level: Units will be affordable to households at 60% of area median income or below
- Delivery Term: Phase I of Pier 70 mixed-use project (estimated 2018-2019)
- Estimated Cost: \$32-\$33 million (in 2017 \$)

Parcel K South (PKS):

- New residential building with supporting infrastructure and amenities designed to accommodate 80 BMR residential units and to support typical affordable housing unit sizes, an appropriate mix of bedrooms, and requirements for additional supportive space at the ground floor.
- Projected Affordability Level: Units will be affordable to households at 60% of area median income or below
- Delivery Term: Phase II of Pier 70 mixed-use project (estimated 2022-2024)
- Estimated Cost: \$25 million (in 2017 \$)

Parcel C1B:

- New residential building with supporting infrastructure and amenities designed to accommodate 138 BMR residential units and to support typical affordable housing unit sizes, an appropriate mix of bedrooms, and requirements for additional supportive space at the ground floor.
- Projected Affordability Level: Units will be affordable to households at 60% of area median income or below
- Delivery Term: Phase III of Pier 70 mixed-use project (estimated 2026-2028)
- Estimated Cost: \$43 million (in 2017 \$)

The timing, affordability levels, costs, and unit counts described are preliminary and may change; no amendment of this IFP shall be required to reflect any such changes as long as the Facilities meet the requirements of Section 53369.3(c) of the IRFD Law.

Attachment 2:

**Infrastructure and Revitalization Financing District Boundary Map and Legal Description
(See Attached)**

Attachment 3:

**Fiscal and Economic Impact Analysis Update – Pier 70 Mixed Use Development Project
(See Attached)**



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 19976

HEARING DATE: AUGUST 24, 2017

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

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

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

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

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

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

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

Motion No. 19976
August 24, 2017

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

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



Jonas P. Ionin
Commission Secretary

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

NOES: None

ABSENT: Fong

ADOPTED: August 24, 2017



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Resolution No. 19978

HEARING DATE: AUGUST 24, 2017

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

Reception:
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415.558.6409

Planning
Information:
415.558.6377

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HOUSING ELEMENT

OBJECTIVE 1

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

POLICY 1.1

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

POLICY 1.8

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

POLICY 1.10

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

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

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

OBJECTIVE 11

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

POLICY 11.1

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

POLICY 11.2

Ensure implementation of accepted design standards in project approvals.

POLICY 11.7

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

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

OBJECTIVE 12

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

POLICY 12.1

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

POLICY 12.2

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

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

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

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

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

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

COMMERCE AND INDUSTRY ELEMENT

OBJECTIVE 1

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

POLICY 1.1

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

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

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

OBJECTIVE 2

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

POLICY 2.1

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

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

OBJECTIVE 3

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

POLICY 3.2

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

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

TRANSPORTATION ELEMENT

OBJECTIVE 2

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

POLICY 2.1

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

POLICY 2.5

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

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

OBJECTIVE 23

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

POLICY 23.1

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

POLICY 23.2

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

POLICY 23.6

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

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

URBAN DESIGN ELEMENT

OBJECTIVE 1

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

POLICY 1.1

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

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

POLICY 1.2

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

POLICY 1.3

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

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

OBJECTIVE 2

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

POLICY 2.4

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

POLICY 2.5

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

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

RECREATION AND OPEN SPACE ELEMENT

OBJECTIVE 1

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

POLICY 1.1

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

POLICY 1.7

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

The Project would build a network of waterfront parks, playgrounds and recreational facilities on the 28-Acre Site that, with development of the Illinois Street Parcels, will more than triple the amount of parks in the neighborhood. The Project will provide over nine acres of new open space for a variety of activities, including an Irish Hill playground, a market square, a central commons, a minimum 1/2 acre active recreation on the rooftop of buildings, and waterfront parks along 1,380 feet of shoreline. In addition, the Project would provide new private open space for each of the new dwelling units.

POLICY 1.12

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

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

OBJECTIVE 3

IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.

POLICY 3.1

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

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

CENTRAL WATERFRONT AREA PLAN

Objectives and Policies

Land Use

OBJECTIVE 1.1

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

POLICY 1.1.2

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

POLICY 1.1.7

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

POLICY 1.1.10

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

OBJECTIVE 1.2

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

POLICY 1.2.1

Ensure that infill housing development is compatible with its surroundings.

POLICY 1.2.2

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

POLICY 1.2.3

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

POLICY 1.2.4

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

OBJECTIVE 1.4

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

POLICY 1.4.1

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

POLICY 1.4.3

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

OBJECTIVE 1.7

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

POLICY 1.7.3

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

Housing

OBJECTIVE 2.1

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

POLICY 2.1.1

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

OBJECTIVE 2.3

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

POLICY 2.3.1

Target the provision of affordable units for families.

POLICY 2.3.2

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

POLICY 2.3.3

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

POLICY 2.3.4

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

Built Form

OBJECTIVE 3.1

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

POLICY 3.1.1

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

POLICY 3.1.2

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

POLICY 3.1.6

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

POLICY 3.1.9

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

OBJECTIVE 3.2

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

POLICY 3.2.1

Require high quality design of street-facing building exteriors.

POLICY 3.2.2

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

POLICY 3.2.5

Building form should celebrate corner locations.

OBJECTIVE 3.3

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

POLICY 3.3.1

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

POLICY 3.3.3

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

Transportation

OBJECTIVE 4.1

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

POLICY 4.1.4

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

POLICY 4.1.6

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

OBJECTIVE 4.3

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

POLICY 4.3.1

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

POLICY 4.3.2

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

OBJECTIVE 4.4

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

POLICY 4.4.3

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

OBJECTIVE 4.5

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

POLICY 4.5.2

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

POLICY 4.5.4

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

OBJECTIVE 4.7

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

POLICY 4.7.1

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

POLICY 4.7.2

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

POLICY 4.7.3

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

Streets & Open Space

OBJECTIVE 5.1

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

POLICY 5.1.1

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

POLICY 5.1.2

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

OBJECTIVE 5.4

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

POLICY 5.4.1

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

POLICY 5.4.3

Encourage public art in existing and proposed open spaces.

Historic Preservation

OBJECTIVE 8.2

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

POLICY 8.2.2

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

OBJECTIVE 8.3

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

POLICY 8.3.1

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

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

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

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

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

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

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

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

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

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

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

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

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

5) *That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.*

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

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

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

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

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

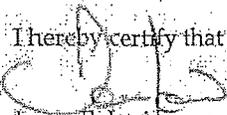
The Project would preserve and rehabilitate a portion of the Union Iron Works Historic District and three of its contributing resources: Buildings 2, 12 and 21. In addition, the Project includes standards and guidelines for new construction adjacent to and within the Union Iron Works Historic District,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

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

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

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

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


Jonas P. Ionin
Commission Secretary

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

1 [Resolution Authorizing Executive Director of the Port of San Francisco to Prepare an
2 Infrastructure Financing Plan - Infrastructure and Revitalization Financing District No.2
(Hoedown Yard, Pier 70)]

3 **Resolution authorizing and directing the Executive Director of the Port of San**
4 **Francisco, or designee thereof, to prepare an infrastructure financing plan for City and**
5 **County of San Francisco Infrastructure and Revitalization Financing District No. 2**
6 **(Hoedown Yard, Pier 70); determining other matters in connection therewith; and**
7 **affirming the Planning Department's determination, and making findings under the**
8 **California Environmental Quality Act.**

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

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

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

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

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

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

9 WHEREAS, Section 53369.14(d)(5) of the IRFD Law provides that the legislative body
10 of a proposed infrastructure and revitalization financing district may specify, by ordinance, the
11 date on which the allocation of tax increment will begin, and the Board of Supervisors
12 accordingly wishes to specify the date on which the allocation of tax increment will begin for
13 the proposed infrastructure district; and

14 WHEREAS, On the date hereof, pursuant to the IRFD Law and a resolution entitled
15 "Resolution of intention to establish City and County of San Francisco Infrastructure and
16 Revitalization Financing District No. 2 (Hoedown Yard) on land within the City and County of
17 San Francisco commonly known as the Hoedown Yard to finance the construction of
18 affordable housing within Pier 70 and Parcel K South; to call a public hearing on September
19 11, 2018 on the formation of the district and to provide public notice thereof; determining other
20 matters in connection therewith; and affirming the Planning Department's determination, and
21 making findings under the California Environmental Quality Act" (the Resolution of Intention),
22 this Board of Supervisors declared its intention to conduct proceedings to establish the "City
23 and County of San Francisco Infrastructure and Revitalization Financing District No. 2
24 (Hoedown Yard)" (the IRFD), pursuant to the IRFD Law; and
25

1 WHEREAS, The IRFD Law requires this Board of Supervisors, after adopting the
2 Resolution of Intention, to designate and direct the City engineer or other appropriate official
3 to prepare an infrastructure plan; now, therefore, be it

4 RESOLVED, That the Executive Director of the Port of San Francisco (Executive
5 Director), or the designee of the Executive Director, is hereby authorized and directed to
6 prepare, or cause to be prepared, a report in writing for the IRFD (the Infrastructure Financing
7 Plan), which is consistent with the general plan of the City and includes all of the following:

8 (a) A map and legal description of the proposed IRFD.

9 (b) A description of the Affordable Housing and related facilities required to serve
10 the development proposed in the area of the IRFD including those to be provided by the
11 private sector, the Affordable Housing and related facilities to be provided by governmental
12 entities without assistance under the IRFD Law, the Affordable Housing and related facilities
13 to be financed with assistance from the proposed IRFD, and the Affordable Housing and
14 related facilities to be provided jointly (the Facilities). The description shall include the
15 proposed location, timing, and costs of the Facilities.

16 (c) A finding that the Facilities are of communitywide significance, are consistent
17 with the authority reuse plan and will be approved by the military base reuse authority, if
18 applicable, will not supplant facilities already available within the boundaries of the IRFD
19 (except for those that are essentially nonfunctional, obsolete, hazardous, or in need of
20 upgrading or rehabilitation) and will supplement existing facilities as needed to serve new
21 developments.

22 (d) A financing section, which shall contain all of the following information:

23 (1) A specification of the maximum portion of the incremental tax revenue of the
24 City and of each affected taxing entity (as defined in the IRFD Law) proposed to be committed
25 to the IRFD for each year during which the IRFD will receive incremental tax revenue;

1 provided however such portion of incremental tax revenue need not be the same for all
2 affected taxing entities, and such portion may change over time.

3 (2) A projection of the amount of tax revenues expected to be received by the IRFD
4 in each year during which the IRFD will receive tax revenues, including an estimate of the
5 amount of tax revenues attributable to each affected taxing entity proposed to be committed to
6 the IRFD for each year. If applicable, the plan shall also include a specification of the
7 maximum portion of the net available revenue of the City proposed to be committed to the
8 IRFD for each year during which the IRFD will receive revenue, which portion may vary over
9 time.

10 (3) A plan for financing the Facilities, including a detailed description of any
11 intention to incur debt.

12 (4) A limit on the total number of dollars of taxes that may be allocated to the IRFD
13 pursuant to the plan.

14 (5) A date on which the IRFD will cease to exist, by which time all tax allocation to
15 the IRFD will end. The date shall not be more than 40 years from the date on which the
16 ordinance forming the IRFD is adopted; or a later date, if specified by the ordinance, on which
17 the allocation of tax increment will begin.

18 (6) An analysis of the costs to the City of providing facilities and services to the
19 IRFD while the area within the IRFD is being developed and after the area within the IRFD is
20 developed. The plan shall also include an analysis of the tax, fee, charge, and other revenues
21 expected to be received by the City as a result of expected development in the area of the
22 IRFD.

23 (7) An analysis of the projected fiscal impact of the IRFD and the associated
24 development upon each affected taxing entity that is proposed to participate in financing the
25 IRFD.

1 (8) A plan for financing any potential costs that may be incurred by reimbursing a
2 developer of a project that is both located entirely within the boundaries of the IRFD and
3 qualifies for the Transit Priority Project Program, pursuant to Government Code Section
4 65470, including any permit and affordable housing expenses related to the project.

5 (9) If any dwelling units occupied by persons or families of low or moderate income
6 are proposed to be removed or destroyed in the course of private development or facilities
7 construction within the area of the IRFD, a plan providing for replacement of those units and
8 relocation of those persons or families consistent with the requirements of Section 53369.6 of
9 the IRFD Law.

10 This Board of Supervisors reserves the right to approve supplements or amendments
11 to the Infrastructure Financing Plan in accordance with the IRFD Law; and, be it

12 FURTHER RESOLVED, That the Executive Director, or the designee of the Executive
13 Director, shall send the Infrastructure Financing Plan to (i) the planning commission of the
14 City, (ii) this Board of Supervisors, (iii) each owner of land within the proposed IRFD and (iv)
15 each affected taxing entity (if any). The Executive Director, or the designee of the Executive
16 Director, shall also send to the owners of land within the proposed IRFD and the affected
17 taxing entities (if any) any report required by the California Environmental Quality Act (Division
18 13 (commencing with Section 21000) of the Public Resources Code) that pertains to the
19 proposed Facilities or the proposed development project for which the Facilities are needed.

20 The Clerk of the Board of Supervisors shall make the Infrastructure Financing Plan
21 available for public inspection; and, be it

22 FURTHER RESOLVED, That the Executive Director, or the designee of the Executive
23 Director, shall consult with each affected taxing entity, and, at the request of any affected
24 taxing entity, shall meet with representatives of the affected taxing entity; and, be it

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

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

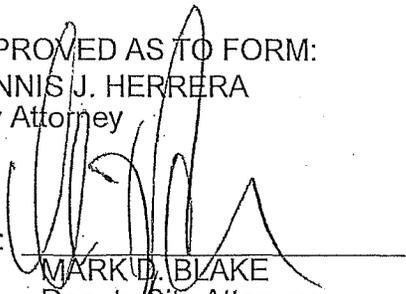
13 FURTHER RESOLVED, That the Mayor, the Controller, the Director of the Office of
14 Public Finance, the Clerk of the Board of Supervisors, the Executive Director and any and all
15 other officers of the City are hereby authorized, for and in the name of and on behalf of the
16 City, to do any and all things and take any and all actions, including execution and delivery of
17 any and all documents, assignments, certificates, requisitions, agreements, notices, consents,
18 instruments of conveyance, warrants and documents, which they, or any of them, may deem
19 necessary or advisable in order to effectuate the purposes of this Resolution; provided
20 however that any such actions be solely intended to further the purposes of this Resolution,
21 and are subject in all respects to the terms of the Resolution and provided that no such
22 actions shall increase the risk to the City or require the City to spend any resources not
23 otherwise granted herein; and, be it

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

5 FURTHER RESOLVED, That this Resolution shall take effect upon its adoption.
6
7

8 APPROVED AS TO FORM:
9 DENNIS J. HERRERA
10 City Attorney

11 By:

12 
13 MARK D. BLAKE
14 Deputy City Attorney

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City and County of San Francisco
Tails
Resolution

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

File Number: 170881

Date Passed: July 24, 2018

Resolution authorizing and directing the Executive Director of the Port of San Francisco, or designee thereof, to prepare an infrastructure financing plan for City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70); determining other matters in connection therewith; and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act.

November 09, 2017 Budget and Finance Committee - RECOMMENDED

November 28, 2017 Board of Supervisors - CONTINUED

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

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

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

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

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

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

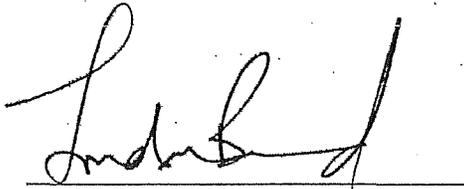
July 12, 2018 Budget and Finance Sub-Committee - RECOMMENDED AS AMENDED

July 24, 2018 Board of Supervisors - ADOPTED

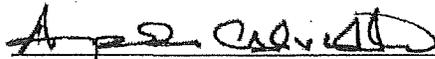
Ayes: 9 - Cohen, Brown, Kim, Mandelman, Peskin, Ronen, Safai, Stefani and Yee
Excused: 2 - Fewer and Tang

File No. 170881

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



London N. Breed
Mayor



Angela Calvillo
Clerk of the Board

7/26/18

Date Approved

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

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

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

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

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

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

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

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

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

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

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

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

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

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

19 WHEREAS, IRFD Law Section 53369.14(d)(5) provides that the legislative body of a
20 proposed infrastructure and revitalization financing district may specify, by ordinance, the date
21 on which the allocation of tax increment will begin, and the Board of Supervisors accordingly
22 wishes to specify the date on which the allocation of tax increment will begin for the proposed
23 infrastructure district; now, therefore, be it
24
25

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

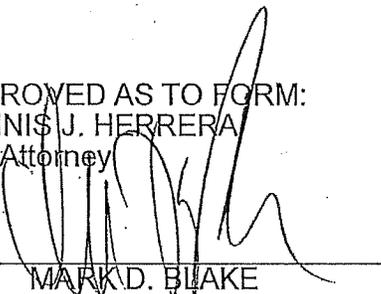
1 intended to further the purposes of this Resolution, and are subject in all respects to the terms
2 of the Resolution; and, be it

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

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

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

14 By:


15 MARK D. BLAKE
16 Deputy City Attorney

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EXHIBIT A

DESCRIPTION OF FACILITIES

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

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City and County of San Francisco

Tails

Resolution

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

File Number: 170880

Date Passed: July 24, 2018

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

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

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

November 28, 2017 Board of Supervisors - CONTINUED

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

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

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

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

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

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

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

July 24, 2018 Board of Supervisors - ADOPTED

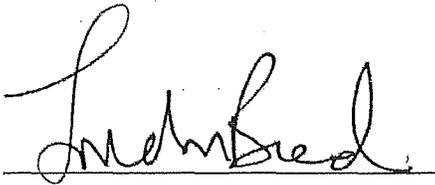
Ayes: 9 - Cohen, Brown, Kim, Mandelman, Peskin, Ronen, Safai, Stefani and Yee
Excused: 2 - Fewer and Tang

File No. 170880

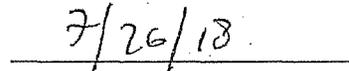
I hereby certify that the foregoing
Resolution was ADOPTED on 7/24/2018 by
the Board of Supervisors of the City and
County of San Francisco.



Angela Calvillo
Clerk of the Board



London N. Breed
Mayor



Date Approved

OFFICE OF THE MAYOR
SAN FRANCISCO



LONDON N. BREED
MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: Mayor London Breed *LNB*
RE: Substitute (File No. 180772) Ordinance Creating Infrastructure and
Revitalization Financing District No. 2 (Hoedown Yard, Pier 70) and
Adopting an Infrastructure Financing Plan
DATE: September 4, 2018

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

Should you have any questions, please contact Kanishka Karunaratne Cheng 415-269-1819.

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2018 SEP -4 PM 3:12
BY _____

OFFICE OF THE MAYOR
SAN FRANCISCO



LONDON N. BREED
MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM:  Mayor London Breed
RE: Ordinance Creating Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70) and Adopting an Infrastructure Financing Plan
DATE: July 24, 2018

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

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

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