File No. 130458 Committee Item No. 6
Board Item No. 43

COMMITTEE/BOARD OF SUPERVISORS

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Committee: Land Use and Economic Development **Date** June 17, 2013

Board of Supervisors Meeting **Date** June 25, 2013

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☒	☒	CEQA Findings
☒	☒	Notice of Public Hearing

Completed by: Alisa Miller **Date** June 13, 2013
Completed by: Alisa Miller **Date** June 20, 2013

FILE NO. 130458 ORDINANCE NO.

[Redevelopment Plan Amendment - Mission Bay South]

Ordinance approving an amendment to the Mission Bay South Redevelopment Plan, which modifies the land use designation for certain property to add residential as a permitted use and to increase the permitted residential density in the Plan Area, but does not increase the allocation of tax increment under a pre-existing enforceable obligation; making environmental findings under the California Environmental Quality Act; and making findings pursuant to the General Plan and Planning Code, Section 101.1(b).

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

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

Section 1. FINDINGS. The Board of Supervisors of the City and County of San Francisco (the "Board of Supervisors" or "Board") hereby finds, determines and declares, based on the record before it, including but not limited to information contained in the Report to the Board of Supervisors on the Proposed Amendment to Redevelopment Plan for the Mission Bay South Redevelopment Project Area ("Report on the Redevelopment Plan Amendment"), that:

(a) On September 17, 1998, by Resolution No. 190-98, the Redevelopment Agency of the City and County of San Francisco ("Agency" or "Redevelopment Agency") approved the Mission Bay South Redevelopment Plan (the "Plan") for the Mission Bay South Redevelopment Project Area (the "Plan Area"). On the same date, the Agency adopted

related documents, including Resolution No. 193-98 authorizing execution of an Owner Participation Agreement ("South OPA") and related documents between Catellus Development Corporation, a Delaware corporation, and the Agency applicable to the Plan Area. FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL"), entered into an Assignment, Assumption and Release Agreement, dated November 22, 2004, under which FOCIL assumed the rights and obligations of the prior owner under the South OPA.

(b) The Board of Supervisors approved and adopted the Plan for the Plan Area by Ordinance No. 335-98 on November 2, 1998.

(c) Assembly Bill No. 1x 26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session), as amended by Assembly Bill No. 1484 (Chapter 25, Statutes of 2011-12, Regular Session) (collectively referred to in this Ordinance as "AB 26") and the California Supreme Court's decision in California Redevelopment Association v. Matosantos, 53 Cal.4th 231 (2011):

(1) Dissolved by operation of law all redevelopment agencies in the State of California ("State") as of February 1, 2012;

(2) Required the transfer of their affordable housing assets and functions to certain designated successor housing agencies and their non-affordable housing assets and obligations to certain designated successor agencies, which AB 26 charged with satisfying enforceable obligations of the former redevelopment agencies, preserving their assets for the benefit of taxing entities and winding up their affairs under the supervision of a new oversight board and review by the State Department of Finance and State Controller;

(3) Provided that a successor agency is a separate legal entity from the public agency that provides for its governance and the successor agency retains the liabilities of the dissolved redevelopment agency;

(4) Placed certain actions of the successor agencies under the supervision of oversight boards, which have a fiduciary duty to the holders of enforceable obligations and the taxing entities; and

(5) Authorized redevelopment plan amendments consistent with the terms and conditions of AB 26.

(d) In accordance with AB 26, by Ordinance 215-12, the Board of Supervisors, as the legislative body of the Successor Agency, named the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency"), as the successor agency to the Redevelopment Agency; created the Successor Agency Commission; and delegated to the Successor Agency Commission, among other powers, the authority to act in place of the former redevelopment agency to implement, modify, enforce and complete surviving redevelopment projects, including, without limitation, three major integrated, multiphase revitalization projects, which are the Mission Bay North and Mission Bay South Projects, the Hunters Point Shipyard/Candlestick Point Project, and the Transbay Transit Center Project (collectively, the "Major Approved Development Projects"), and which are subject to enforceable obligations requiring the implementation and completion of those projects. The Mission Bay South Redevelopment Plan Project encompasses the Plan Area.

(e) With respect to the Major Approved Development Projects, Ordinance 215-12 granted the Successor Agency Commission authority to approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development and design approval authority for the Major Approved Development Projects. The authority of the Successor Agency Commission, with respect to the Major Approved Development Projects includes the authority to approve amendments to redevelopment plans as allowed under AB 26, subject to adoption

of such plan amendments by the Board of Supervisors and any required approval by the Oversight Board, consistent with applicable enforceable obligations.

(f) Ordinance 215-12 acknowledged that the Successor Agency has retained enforceable obligations for the development of affordable housing required to fulfill the Major Approved Development Projects.

(g) As required by AB 26, by Resolution No. 11-12, the Board of Supervisors timely established a seven-member oversight board of the Successor Agency (the "Oversight Board"). The Mayor appointed, and the Board confirmed, four members to the Oversight Board. The Bay Area Rapid Transit District, the Chancellor of the California Community Colleges, and the County Superintendent of Education, each appointed one of the remaining three members of the Oversight Board.

(h) As set forth more fully in Section 1, subparagraph (k) of this Ordinance, the Successor Agency Commission recommends approval of a proposed amendment to the Plan (the "Plan Amendment"), which would modify the land use designation for certain property within the Plan Area (Block 1) to add residential land use as a permitted secondary use, if the criterion for a secondary use is met, and to increase the permitted residential density in the Plan Area.

(i) In accordance with Sections 33450 through 33458 and Section 33352 of the California Community Redevelopment Law (Health and Safety Code Sections 33000 et seq., the "Redevelopment Law"), the Successor Agency has prepared the Report on the Plan Amendment and made the Report available to the public on or before the date of the notice of the public hearing, held in accordance with Section 33452, on this Ordinance approving the Plan Amendment; said hearing is referenced in Section 1, subparagraph (k) of this Ordinance.

(j) General Plan and Planning Code Section 101.1 Findings. The Successor Agency transmitted the proposed Plan Amendment to the Planning Commission for the

Planning Commission's report and recommendation concerning the conformity of the Plan Amendment with the General Plan. On June 13, 2013, at a duly noticed public hearing, the Planning Commission adopted Motion No. 18905, which found that the Plan Amendment is, on balance, consistent with the General Plan and in conformity with the priority policies in Planning Code Section 101.1. A copy of the Planning Commission Motion is on file with the Clerk of the Board of Supervisors in File No. 130458 and incorporated in this Ordinance by this reference as though fully set forth. This Board, for the reasons specified in the Motion No. 18905 adopts as its own the findings of the Planning Commission that the Plan Amendment is consistent with the General Plan and in conformity with Planning Code Section 101.1.

(k) On May 21, 2013, after holding a duly noticed public hearing in accordance with Redevelopment Law Section 33452, by Resolutions Nos. 15-2013, 16-2013, and 18-2013, the Successor Agency Commission approved the Report on the Plan Amendment and consistent with its authority under AB 26 and Ordinance 215-12, determined that an amendment to the Plan and the South OPA that would permit residential use of Block 1 and an increase in residential density is necessary and desirable for the implementation of the Plan, and adopted the Plan Amendment. The Successor Agency has transmitted to the Board of Supervisors certified copies of these Resolutions and attached its Report on the Plan Amendment. Copies of the Plan Amendment and the Successor Agency Commission's Resolutions Nos. 15-2013, 16-2013, and 18-2013, on file with the Clerk of the Board of Supervisors in File No. 130458 are incorporated in this Ordinance by this reference.

(l) The Oversight Board, consistent with its authority under AB 26 to approve amendments to agreements between the dissolved redevelopment agency and private parties where it finds that amendments or early termination would be in the best interests of the taxing entities, after holding a duly noticed public hearing in accordance with Redevelopment Law Section 33452, by Resolution No. 5-2013, determined that an amendment to the South

OPA that would permit residential use of Block 1 as a secondary use and an increase in residential density in the Plan Area is in the best interests of the taxing entities.

(m) Under Redevelopment Dissolution Law, the California Department of Finance ("DOF") must receive notice and information about all Oversight Board actions, which do not take effect until DOF has either not requested review within five days of the notice or requested review and approved the action within 40 days of its review request. On June 10, 2013, the Successor Agency provided a copy of Oversight Board Resolution No. 5-2013 to DOF, which did not object to the amendment to the South OPA within the statutory time period for its review, or which approved the amendment to the South OPA within the statutory time period of the Successor Agency's review request.

(n) The Board of Supervisors held a public hearing on June 25, 2013, on the adoption of the proposed Plan Amendment in the Board Legislative Chamber, 1 Dr. Carlton B. Goodlett Place, Room 250, San Francisco, California. The hearing has been closed. Notice of such hearing was duly and regularly published in a newspaper of general circulation in the City and County of San Francisco, once per week for three successive weeks prior to the date of such hearing in accordance with Redevelopment Law Section 33452. At such hearing the Board considered the report and recommendations of the Successor Agency Commission, the Oversight Board, the Planning Commission, the Final Subsequent Environmental Impact Report for the Mission Bay North and South Redevelopment Plans (the "FSEIR"), and Addendum No. 8 to the FSEIR ("Addendum No. 8"), and all evidence and testimony for and against the proposed Plan Amendment. The Board hereby adopts findings to the extent required by the Community Redevelopment Law as set forth in Section 5 of this Ordinance.

(o) CEQA Findings.

(1) On September 17, 1998, the Redevelopment Agency Commission by Resolution No. 190-98 and the San Francisco Planning Commission by Resolution No. 14696

and in accordance with the California Environmental Quality Act (Public Resources Code Sections 21000 et seq., "CEQA") certified the FSEIR. On October 19, 1998, the Board of Supervisors, by Motion No. 98-132 affirmed certification of the FSEIR and by Resolution No. 854-98, adopted CEQA findings, including a statement of overriding considerations and a Mission Bay mitigation monitoring and reporting program ("Mission Bay MMRP") in support of various approval actions taken by the Board to implement the Mission Bay North and Mission Bay South Redevelopment Plans. Resolution No. 854-98 is on file with the Clerk of the Board in File No. 130458 and incorporated in this Ordinance by this reference.

(2) The former Redevelopment Agency issued several addenda to the FSEIR to address various issues in the Plan Area. The Successor Agency most recently issued Addendum No. 8 to address the development that would result from the Plan Amendment, including development of Block 1 and additional dwelling units in the Plan Area. Addendum No. 8 concludes that the proposed Plan Amendment is within the scope of the project analyzed in the FSEIR and will not result in any new significant impacts or a substantial increase in the severity of previously identified significant effects that would alter the conclusions reached in the Mission Bay FSEIR. Addendum No. 8 and any supporting documents have been made available to the Board of Supervisors and the public, are on file with the Clerk of the Board of Supervisors in File No. 130458 and Addendum No. 8 is incorporated in this Ordinance by this reference.

(3) The Board has reviewed and considered the CEQA Findings and statement of overriding considerations that it previously adopted in Resolution No. 854-98, and reviewed and considered the CEQA Findings contained in Addendum No. 8 and hereby adopts these additional CEQA Findings as its own. The Board additionally finds that: (A) implementation of the Plan Amendment does not require major revisions in the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the

severity of previously identified significant effects; (B) no substantial changes have occurred with respect to the circumstances under which the project analyzed in the FSEIR will be undertaken that would require major revisions to the FSEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FSEIR; and (C) no new information of substantial importance to the project analyzed in the FSEIR has become available which would indicate that (i) the Plan Amendment will have significant effects not discussed in the FSEIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (iv) mitigation measures or alternatives which are considerably different from those in the FSEIR will substantially reduce one or more significant effects on the environment.

Section 2. PURPOSE AND INTENT. The purpose and intent of the Board of Supervisors with respect to the Plan Amendment is to permit residential land uses in Block 1 and an increase in residential density within the Plan Area that will contribute to and complement the overall goals and objectives of the Redevelopment Plan, facilitate the completion of redevelopment of the Plan Area, and expeditiously wind down the activities of the dissolved redevelopment agency as required under AB 26.

Section 3. PLAN INCORPORATION BY REFERENCE. The Plan as amended by this Ordinance is incorporated in and made a part of this Ordinance by this reference with the same force and effect as though set forth fully in this Ordinance.

Section 4. REDEVELOPMENT PLAN AMENDMENT.

(a) Section 103(G) of the Plan is hereby amended to read as follows:

Strengthening the community's supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by the construction of *up to* approximately ~~*3,090*~~*3,440* very

low-, low-, and moderate-income and market-rate units, including approximately 1,100 units of very low-, low- and moderate-income housing.

(b) Section 103(H) of the Plan is hereby amended to read as follows:

Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of *up to* approximately 335,000 Leasable square feet of retail space and *a hotel of up to 500 rooms* ~~*a 500-room hotel*~~ and associated uses, *depending on the amount of residential uses constructed in the Hotel land use district,* and about 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses.

(c) Section 302.2 of the Plan is hereby amended to add at the end of the existing text in the section, the following language:

The following secondary uses shall be permitted in the Hotel district if the criterion for a secondary use as set forth in Section 302 is met:

Dwelling Units, as long as they do not preclude within the Hotel land use district the development of an economically feasible hotel (subject to the limitations in Section 304.5 of this Plan)that will comply with the Design for Development and other Plan Documents, which determination the Agency shall make at the time it approves any dwelling units in the Hotel land use district.

(d) Section 304.4 of the Plan is amended to read as follows:

The number of Dwelling Units presently in the Plan Area is currently none, and shall be approximately ~~*3,090*~~ *3,440* under this Plan. *Of those 3,440 Dwelling Units, 350 are allocated to the Hotel land use district and cannot be constructed on any site other than Block 1, with the remaining Dwelling Units allocated to the Mission Bay South Residential land use district. The total number of Dwelling Units that may be constructed within the Hotel land use district must not exceed 350 Dwelling Units and must not preclude the development of a hotel within the Hotel land use district as provided*

for in Section 302.2. Further, inclusion of Dwelling Units within the Hotel land use district will reduce the total hotel size and Leasable square footage of retail allowed in the Plan Area as provided for in Section 304.5.

(e) Section 304.5 of the Plan is amended to add the following language at the end of the existing text in the section:

If Dwelling Units are constructed within the Hotel land use district, the maximum size of the hotel will be reduced to 250 rooms and the maximum amount of retail square footage will be reduced to 25,000 Leasable square feet.

(f) Attachment 3 (Redevelopment Land Use Map) of the Plan is amended so that the label of "Hotel" in the legend will read as follows:

HOTEL (Mixed use including *Residential and* Retail)

Section 5. FURTHER FINDINGS AND DETERMINATIONS UNDER COMMUNITY REDEVELOPMENT LAW. The Board of Supervisors hereby further finds, determines and declares, based on the record before it, including but not limited to information contained in the Report on the Plan Amendment that:

(a) Block 1 of the Plan Area remains a blighted area and remains undeveloped. The redevelopment of Block 1 is necessary to effectuate the public purposes declared in the Redevelopment Law. The Plan Amendment will improve or alleviate the physical and economic conditions of blight on Block 1, by allowing for a diversity of land uses, including residential use and hotel use, and thus will support the full economic use of Block 1.

(b) The Plan Amendment will redevelop the Plan Area as set forth in the Report on the Plan Amendment in conformity with the Redevelopment Law and in the interest of the public peace, health, safety, and welfare. The carrying out of the Plan Amendment will promote the public peace, health, safety and welfare of the community and effectuate the purposes and policies of the Redevelopment Law, as amended by AB 26, which requires the

expeditious wind down of redevelopment activities. The development of dwelling units on Block 1 will provide flexibility in the development of the Plan Area to respond readily and appropriately to market conditions, providing opportunities for participation by owners in the redevelopment of their properties, strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area, and achieving these objectives in the most expeditious manner feasible.

(c) The adoption and carrying out of the Plan Amendment is economically sound and feasible as described in the Report on the Plan Amendment. Development of Block 1 for mixed-use residential, retail and hotel will significantly increase revenues generated from property taxes payable to the taxing entities, including the City and County of San Francisco, the Bay Area Rapid Transit District, the San Francisco Community College District, and the San Francisco Unified School District for reasons set forth in the Report on the Plan Amendment. The Plan Amendment does not propose any new capital expenditures by the Successor Agency nor any change in the Successor Agency's overall method of financing the redevelopment of the Plan Area, but nonetheless accelerates the completion of development under the Plan and thus benefits the taxing entities by ensuring that they receive increased property tax revenues through pass-through and other payments.

(d) For the reasons set forth in Section 1, subparagraph (j) of this Ordinance, the Plan Amendment is consistent with the General Plan of the City and County of San Francisco, including, but not limited to, the housing element of the General Plan, which substantially complies with the requirements of Article 10.6 (commencing with Section 65580) of Chapter 3 of Division 1 of Title 7 of the California Government Code and other applicable requirements of law, and is consistent with the priority policies in City Planning Code Section 101.1.

(e) The Plan Amendment does not change any provisions of the Plan concerning the condemnation of real property. Under Redevelopment Law, the authority to condemn real property provided for in the Plan expired on November 2, 2010.

(f) No persons will be displaced, temporarily or permanently, from housing facilities as a result of the Plan or Plan Amendment. Accordingly, no residential relocation plan is required.

(g) There are no non-contiguous areas in the Plan Area.

(h) The Plan Amendment does not change the boundaries of the Plan Area and, therefore, does not include any additional area for the purpose of obtaining any allocation of tax increment revenues from the Plan Area pursuant to Redevelopment Law Section 33670.

(i) The Plan Area is predominately urbanized, as defined by Redevelopment Law Section 33320.1(b).

(j) The Plan Amendment does not change the time limitation and the limitation on the number of dollars to be allocated to the Agency.

Section 6. OFFICIAL PLAN. As required by Redevelopment Law Sections 33457.1 and 33367, the Board of Supervisors hereby approves and adopts the Plan, as amended by the Plan Amendment, as the official redevelopment plan for the Plan Area.

Section 7. COOPERATION IN IMPLEMENTING PLAN AS AMENDED. By Ordinance 335-98, the Board of Supervisors approved an Interagency Cooperation Agreement with the Redevelopment Agency (the "Interagency Cooperation Agreement"), to provide for cooperation between the City and the Redevelopment Agency in administering the process for control and approval of subdivisions, and all other applicable land use, development, construction, improvement, infrastructure, occupancy and use requirements and in establishing the policies and procedures relating to such approvals. The Board hereby agrees

to cooperate with the Successor Agency through the Interagency Cooperation Agreement in carrying out the Plan as amended.

Section 8. CONTINUED EFFECT OF PREVIOUS ORDINANCES AS AMENDED. Ordinance No. 335-98 is continued in full force and effect as amended by this Ordinance.

Section 9. TRANSMITTAL OF PLAN AS AMENDED. The Clerk of the Board of Supervisors shall without delay (a) transmit a copy of this Ordinance to the Successor Agency, whereupon the Successor Agency shall be vested with the responsibility for carrying out the Plan as amended, and (b) record or ensure that the Successor Agency records a notice of the approval and adoption of the Plan Amendment pursuant to this Ordinance, containing a statement that proceedings for the redevelopment of the Plan Area pursuant to the Plan Amendment have been instituted under the Redevelopment Law.

Section 10. RATIFICATION OF PRIOR ACTS. All actions taken by City officials, the Oversight Board and the Successor Agency Commission in preparing and submitting the Plan Amendment to the Board of Supervisors for review and consideration are hereby ratified and confirmed, and the Board of Supervisors hereby authorizes all subsequent action to be taken by City officials, the Oversight Board and the Successor Agency Commission consistent with this Ordinance.

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Section 11. Effective Date. In accordance with Sections 33378(b)(2) and 33450 of the California Redevelopment Law (California Health and Safety Code secs. 33378(b)(2) and 33450), this ordinance shall become effective 90 days from the date of passage.

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

By: 
ELAINE C. WARREN
Deputy City Attorney
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FILE NO. 130458

LEGISLATIVE DIGEST

[Redevelopment Plan Amendment - Mission Bay South]

Ordinance approving an amendment to the Mission Bay South Redevelopment Plan, which modifies the land use designation for certain property to add residential as a permitted use and to increase the permitted residential density in the Plan Area, but does not increase the allocation of tax increment under a pre-existing enforceable obligation; making environmental findings under the California Environmental Quality Act; and making findings pursuant to the General Plan and Planning Code, Section 101.1(b).

Existing Law

The Board of Supervisors approved the Mission Bay South Redevelopment Plan ("Plan") in 1998. The Plan provides for the development of a mix of uses in the Mission Bay South Plan Area, including, the development of institutional uses by the University of California at San Francisco, commercial and research and development uses, residential uses, retail uses, parks, public facilities, and a hotel.

Amendments to Current Law

The ordinance would authorize an amendment to the Mission Bay South Redevelopment Plan to allow residential uses on Block 1 as a permitted secondary use, if the criterion for a secondary use are met. The 1998 Plan only allows hotel and retail uses on Block 1. If residential uses are allowed, the size of the hotel and retail uses would be reduced. The amendment would allow up to 350 residential units to be constructed on Block 1, and would increase the total number of units allowed in the Plan area by the same number.

Background Information

The ordinance is proposed to allow residential uses on a block in the Mission Bay South Plan Area that now is only allowed to have hotel and retail uses. By allowing residential use on this block, the Plan amendment is designed to contribute to the expeditious completion of the Plan as required under AB 26, the State law that dissolved all redevelopment agencies in the State as of February 1, 2012. The Successor Agency to the Redevelopment Agency recommends approval of the Plan amendment. The Plan amendment does not propose any new capital expenditures by the Successor Agency, or a change in overall method of financing the redevelopment of the Plan area. To the extent that the amendment accelerates the completion of development, it will benefit taxing entities through increased property tax revenues through pass-through and other payments.

Miller, Alisa

From: Catherine.Reilly@sfgov.org
Sent: Sunday, June 16, 2013 1:24 PM
To: Miller, Alisa
Cc: Warren, Elaine; Heidi.Gewertz@sfgov.org
Subject: Fw: San Francisco Oversight Board Reso No. 5-2013 - 3rd Amendment to the Mission Bay South Owner Participation Agreement; Mission Bay South Block 1
Attachments: CCSF OB Reso No 5-2013_MBS OPA 3rd Amend_Block1_ Adopted June 10, 2013.pdf

Alisa - this is the email when we submitted the Oversight Board action to the Department of Finance on June 10, 2013.

Catherine Reilly
Project Manager
Office of Community Investment and Infrastructure (OCII)
Successor Agency to the Redevelopment Agency of the City and County of San Francisco
1 South Van Ness Avenue, Fifth Floor
San Francisco, CA 94103
415-749-2516 (direct)
http://www.sfredevelopment.org/

----- Forwarded by Catherine Reilly/REDEV/SFGOV on 06/16/2013 01:22 PM -----

From: Sally Oerth/REDEV/SFGOV
To: Redevelopment Administration <RedevelopmentAdministration@dof.ca.gov>, Ben.Rosenfield@sfgov.microsoftonline.com, Naomi.Kelly@sfgov1.onmicrosoft.com
Cc: Tiffany Bohee/REDEV/SFGOV@SFGOV, James Morales/REDEV/SFGOV, Leo.Levenson@sfgov.microsoftonline.com, "Robert" <robert.bryan@sfgov.org>, Catherine Reilly/REDEV/SFGOV, Kenneth Bukowski <Kenneth.Bukowski@sfgov.microsoftonline.com>, James.Whitaker@sfgov.microsoftonline.com
Date: 06/10/2013 02:01 PM
Subject: San Francisco Oversight Board Reso No. 5-2013 - 3rd Amendment to the Mission Bay South Owner Participation Agreement; Mission Bay South Block 1

On behalf of Tiffany Bohee, Executive Director of the Successor Agency to the San Francisco Redevelopment Agency, attached please find the following Oversight Board resolution, approved on June 10, 2013:

OVERSIGHT BOARD RESOLUTION NO. 5-2013
Resolution authorizing environmental review findings pursuant to the California Environmental Quality Act and conditionally authorizing a Third Amendment to the Mission Bay South Owner Participation Agreement with FOCIL-MB, LLC, a Delaware limited liability company, to allow a mixture of hotel, residential, and retail use on Block 1; Mission Bay South Redevelopment Project Area

(See attached file: CCSF OB Reso No 5-2013_MBS OPA 3rd Amend_Block1_ Adopted June 10, 2013.pdf)

In addition, the following materials are available on the Oversight Board website under Item 5A at:
http://www.sfgsa.org/index.aspx?page=6184

Memorandum to the Oversight Board
Memo Exhibit A: Location Map
Memo Exhibit B: PKF Study
Memo Exhibit C: 3rd Amendment to the Mission Bay South Owner

Participation Agreement
Memo Exhibit D: Property Tax Estima
Memo Exhibit E: Addendum #8 to the EIR
Resolution # 5-2013
Reso Exhibit A: Commission on Community Investment & Infrastructure
Resolution #16-2013

Sally Oerth
Deputy Director
Office of Community Investment and Infrastructure Successor Agency to the San Francisco Redevelopment Agency One South Van Ness Avenue, Fifth Floor San Francisco, CA 94103

Phone: 415.749.2580
Fax: 415.749.2585

126.020.13.002

Agenda Item No. 5 (A)
Meeting of June 10, 2013

MEMORANDUM

TO: Oversight Board

FROM: Tiffany Bohee
Executive Director

SUBJECT: Adopting environmental review findings pursuant to the California Environmental Quality Act and conditionally authorizing a Third Amendment to the Mission Bay South Owner Participation Agreement with FOCIL-MB, LLC, a Delaware limited liability company, to allow a mixture of hotel, residential, and retail use on Block 1; Mission Bay South Redevelopment Project Area

EXECUTIVE SUMMARY

Block 1 is a vacant, 2.73-acre parcel located in the Mission Bay South Redevelopment Project Area ("Mission Bay South"), as shown on Exhibit A. Under the Mission Bay South Redevelopment Plan ("South Redevelopment Plan"), Block 1 has a land use designation of Hotel that permits a 500-room hotel and up to 50,000 square feet of retail space.

Pursuant to the Mission Bay South Owner Participation Agreement ("South OPA") between the former San Francisco Redevelopment Agency ("Former Redevelopment Agency") and FOCIL-MB, LLC ("FOCIL"), the Mission Bay Master Developer, FOCIL sold the Block 1 site to Block 1 Associates, LLC, a Delaware limited liability company ("Block 1 Owner"). The Block 1 Owner has analyzed the economic feasibility of a 500-room hotel under current market conditions and has concluded that such a large hotel is not financially feasible and developed a proposal that would include a mixed-use development of up to 350 residential units, a 250-room hotel, and up to 25,000 square feet of retail uses ("Block 1 Project") in order to create an economically feasible project. The Office of Community Investment and Infrastructure ("OCII") engaged PKF Consulting USA ("PKF") to complete a peer review study to determine if the Block 1 Project would be feasible. PKF found that in the current market, a 500-room hotel would not be feasible, but a smaller, 250-room hotel as proposed would be feasible.

In order to implement the Block 1 Project, amendments to the South Redevelopment Plan and the South OPA are necessary ("Amendments"). The South Redevelopment Plan would be amended to allow up to 350 dwelling units as a secondary use on the Block 1 Site and provide for a corresponding increase in the total number of dwelling units permitted within Mission Bay South ("Plan Amendment"). Consistent with Community Redevelopment Law, the Plan Amendment was conditionally approved by the Successor Agency Commission, commonly known as the Commission on Community Investment and Infrastructure ("Commission"), on May 21, 2013, and will require approvals from the Planning Department (for General Plan consistency findings) and the Board of Supervisors before becoming final.

The amendment to the South OPA would provide for development on Block 1 of either a 500-room hotel with up to 50,000 square feet of retail, as currently allowed by the South

Redevelopment Plan, or an alternative development of up to 350 dwelling units, 250 hotel rooms, and 25,000 square feet of retail ("OPA Amendment"). Any residential development on Block 1 would be required to pay an in-lieu fee for affordable housing if condominiums are built, and provide affordable inclusionary units for rental projects. The OPA Amendment was conditionally approved by the Commission on May 21, 2013. Consistent with Redevelopment Dissolution Law, the OPA Amendment also requires (1) approval and a determination of the benefit to the taxing entities from the Oversight Board and (2) final review and approval from the California Department of Finance ("DOF").

Allowing for residential use of Block 1 will: (1) support the full economic use of Block 1, including development of a hotel; (2) accelerate the completion of development under the South Redevelopment Plan and the South OPA; and (3) generate more property tax revenues than the existing, undeveloped conditions.

As part of its actions on September 17, 1998, establishing the Mission Bay Redevelopment Project Areas, the former Redevelopment Agency Commission ("Former Agency Commission") certified the Final Subsequent Environmental Impact Report ("FSEIR") (Resolution No. 182-98) and adopted findings under the California Environmental Quality Act ("CEQA") (Resolution No. 183-98). This FSEIR includes by reference a number of addenda. In accordance with CEQA, OCII has prepared an eighth Addendum for the FSEIR that studies the possible environmental impacts of the proposed Amendments. Addendum #8 concludes that the proposed actions will not create any significant environmental impacts not already studied in the FSEIR or cause a substantial increase in the severity of previously identified significant impacts. OCII staff has reviewed the Amendments and found them to be within the scope of the Project analyzed in the FSEIR and addenda and no additional environmental review is needed.

Staff recommends approval of the Third Amendment to the Mission Bay South Owner Participation Agreement.

BACKGROUND

Mission Bay South Owner Participation Agreement

On September 17, 1998, by Resolution No. 190-98, the Former Agency Commission approved the South Redevelopment Plan. On the same date, the Former Agency Commission adopted related documents, including Resolution No. 193-98 authorizing execution of the South OPA and related documents between the former Mission Bay Master Developer, Catellus Development Corporation ("Catellus"), and the Former Redevelopment Agency. FOCIL subsequently assumed the rights and responsibilities of the Mission Bay Master Developer from Catellus in 2004. The South OPA has been amended twice by the Former Agency Commission, the first time on February 17, 2004 (Resolution No. 23-2004) and the second time on November 1, 2005 (Resolution No. 177-2005). A third amendment to the South OPA for Block 1 was conditionally authorized by the Commission on May 21, 2013 (Resolution No. 16-2013).

With approval from a successor agency's oversight board and DOF, a successor agency may continue to implement "enforceable obligations" — existing contracts, bonds, leases, etc. —

which were executed prior to the suspension of redevelopment agencies' activities on June 28, 2011, the date that AB 26 was approved. Redevelopment Dissolution Law defines "enforceable obligations" to include bonds, loans, judgments or settlements, and any "legally binding and enforceable agreement or contract that is not otherwise void as violating the debt limit or public policy," (Cal. Health & Safety Code Section 34171(d)(1)(E)) as well as certain other obligations, including but not limited to requirements of state law and agreements made in reliance on pre-existing enforceable obligations. The South OPA meets the definition of "enforceable obligations" under the Redevelopment Dissolution Law.

Process for Amending Existing Obligations

AB 1484 authorizes Oversight Boards to approve amendments to enforceable obligations if it finds that the amendments would be in the best interest of the taxing entities. (Cal. Health & Safety Code Section 34181(e)). Therefore, the approval of the Third Amendment to the South OPA is conditioned upon the Oversight Board approval of the amendment and its determination of the benefit to the taxing entities, and then DOF's subsequent review and approval of the Oversight Board's action.

Block 1 Site

Block 1 is bounded by Channel Street to the south, Third Street to the east, Fourth Street to the west and Mission Bay Park P3 to the north (see Exhibit A). It is currently undeveloped and is used during baseball season as overflow parking for the nearby AT&T Park. The South Redevelopment Plan assigns a land use designation of Hotel to the site, and permits a 500-room hotel, and associated facilities, including banquet and conference facilities and up to 50,000 square feet of entertainment-oriented commercial uses. Block 1 is the only block within Mission Bay South with a Hotel land use designation.

Despite its prime location at the gateway to Mission Bay South, Block 1 has remained vacant in the 15 years since the South Redevelopment Plan was first adopted in 1998. The Block 1 Owner analyzed the economic feasibility and concluded that a 500-room hotel is not financially viable in today's market. Staff reviewed the Block 1 Owner's assumptions and engaged PKF, a national firm specializing in the hospitality field, to perform a detailed analysis of the viability of both a 500-room hotel and the proposed 250-room hotel (see Exhibit B) ("Feasibility Report"). The Feasibility Report concluded that a 500-room hotel is not feasible on Block 1 in the current market, largely because the cost to develop a 500-room hotel on Block 1 as contemplated by the South Redevelopment Plan exceeds its market value under current market conditions, deeming it economically infeasible. In addition, the Feasibility Report states that hotel investors typically require an internal rate of return ("IRR") between 15 to 20%, and that a 500-room hotel would only result in an IRR of 7.8%, while a smaller 250-room select-service hotel would result in an IRR of 17%.

The infeasibility of the 500-room hotel can be explained, in part, by the site's distance from the Moscone Convention Center and major tourist attractions, and San Francisco's relatively high hotel development and operating costs and relatively low average room rates compared to other major cities. The Feasibility Report also found that a smaller ± 250-room boutique, select-

service, or extended stay hotel on the site would be economically feasible, as such hotels have much lower operating costs and are inherently more efficient that full-service hotels.

DISCUSSION

Pursuant to the South OPA, FOCIL sold the Block 1 site to the Block 1 Owner. In order to realize the development potential of Block 1, the Block 1 Owner has proposed a mixed-use development, which includes an economically-feasible, smaller hotel together with residential dwelling units and retail space. To allow for this economically-feasible project, the South Redevelopment Plan and South OPA need to be amended.

Proposed Amendments to South Redevelopment Plan and South OPA

The Block 1 Owner is seeking amendments to the South Plan and the South OPA to allow a smaller 250-room hotel with up to 350 residential units and 25,000 square feet of retail on Block 1 as an alternative to the already permitted 500-room hotel and 50,000 square feet of retail uses. The Plan Amendment, which is subject to approval by the Board of Supervisors, would allow up to 350 dwelling units as a secondary use on Block 1 and provide for a corresponding increase in the total number of dwelling units permitted within Mission Bay South. The OPA Amendment (see Exhibit C) would provide for development on Block 1 of either a 500-room hotel with up to 50,000 square feet of retail, as currently allowed by the South Redevelopment Plan, or an alternative development of up to 350 dwelling units (with a corresponding increase the total number of housing in Mission Bay South), 250 hotel rooms, and 25,000 square feet of retail. Allowable retail would include both entertainment retail and local-serving retail.

If the smaller hotel with residential mixed use project is built, the OPA Amendment would require as a condition of approval for any residential project on Block 1 that the developer pay an affordable housing in-lieu fee equal to 20% of the residential units if the project is comprised of ownership units, which is consistent with the City's Inclusionary Affordable Housing Program ("Inclusionary Program"); the affordable housing in-lieu fee will be used by the Agency to fund affordable housing units within the Mission Bay South Project Area. If the residential project is a rental project, the owner will be required to construct 15% of the units as on-site affordable inclusionary housing, which is also consistent with the Inclusionary Program. These inclusionary units will be affordable to low-income households earning up to sixty percent (60%) of the area median income ("AMI"), as adjusted only for household size, which is consistent with the typical maximum affordability of stand-alone affordable housing projects that OCII is constructing in Mission Bay South. Rent increases for the affordable units will be limited to the percentage increase in the AMI from the preceding year. The OPA Amendment includes declarations of restrictions to ensure that the inclusionary units remain affordable for 75 years.

In the event that the residential project converts from rental to ownership after occupancy, there will be restrictions in place to provide certain tenant protections. Specifically, current tenants at the time of conversion will be offered a right of first refusal to purchase their unit at a price that is affordable based on their current income level, and they would be offered down payment assistance by the owner in the amount of 5% of their purchase price. Should a tenant decide not to purchase their unit, the owner will offer relocation assistance consistent with the City's

Inclusionary Affordable Housing Program and the relocation allowances required under the San Francisco Rent Ordinance. Vacant affordable rental units, or units of affordable renters who decide not to purchase, will be offered to households earning up to 110% AMI, which is consistent with the affordability restrictions in the South OPA. The terms and conditions of the sale of affordable ownership units will conform to OCII's Limited Equity Program, which ensures long-term affordability (45 years) and requires restrictions on resales to eligible affordable buyers. These restrictions will be incorporated into a form of a Declaration of For-Sale Restrictions and Limited Equity Program documents, which will be finalized prior to OCII's approval of the First Amendment to the Assignment & Assumption Agreement for Block 1(as described below).

FOCIL has assigned its rights and obligations to the development of Block 1 with respect to the Block 1 Owner, pursuant to an Assignment and Assumption Agreement, dated May 17, 2012, approved by the Successor Agency. Concurrent with execution of the OPA Amendment, FOCIL, Block 1 Owner and OCII will enter into a First Amendment to Assignment and Assumption Agreement so that the Block 1 Owner is able to develop Block 1 with residential units and a smaller hotel pursuant to the OPA Amendment. Under the First Amendment to the Assignment and Assumption Agreement, the Block 1 Owner will (i) agree to comply with all of the applicable terms and conditions of the OPA Amendment, (ii) enter into a card check agreement governing any hotel developed on Block 1; and (iii) comply with the Successor Agency's Small Business Enterprise Policy, as adopted by Agency Resolution No. 82-2009 (July 27, 2009) ("SBE Policy"). Since the OPA Amendment is considered a material change to the South OPA, and it triggers the applicability of the SBE Policy for FOCIL and any future developer that they assign the South OPA to in the future, including the Block 1 Owner through the First Amendment to the Assignment and Assumption Agreement; however, the original Mission Bay Program in Diversity, with its minority and women-owned enterprises, will continue to apply to developers that were assigned the South OPA prior to this OPA Amendment.

Findings – Compliance with Redevelopment Dissolution Law

By allowing for residential use and an economically-feasible hotel, the OPA Amendment will support the full economic use of Block 1 and will accelerate the completion of development under the South Redevelopment Plan, the South OPA and the related enforceable obligations. The change in permitted uses on Block 1 is expected to result in its development, which would generate more revenues from property taxes payable to the taxing entities, including the City and County of San Francisco, the Bay Area Rapid Transit District, the San Francisco Community College District, and the San Francisco Unified School District, compared with the existing, undeveloped conditions. These revenues are summarized in the table below, which shows that property tax revenues are projected to increase from $16,000 per year under current conditions to approximately $968,000 per year upon completion of the Block 1 Project. More detailed calculations, and the assumptions used to generate these calculations, are included in Exhibit D.

Block 1 Project Estimated Annual Property Tax Allocations
(Base Secured Tax Rate - 1% Total)

Taxing Entity	Allocation (of 1% Base Secured Tax Rate)	Development Scenario	
		Vacant (As-Is)	250-Room Hotel/ 350 Residential Units/ 25,000 SF Retail
City and County of San Francisco	64.6%	$ 8,095	$ 482,067
Educational Revenue Augmentation Funds	25.3%	$ 5,841	$ 347,853
SF Unified School District	7.7%	$ 1,776	$ 105,743
SF Community College District	1.4%	$ 332	$ 19,775
BART	0.6%	$ 145	$ 8,652
BAAQMD	0.2%	$ 48	$ 2,884
County Office of Education	0.1%	$ 23	$ 1,373
Total	**100.0%**	**$ 16,260**	**$ 968,347**

As shown in the table below, the Block 1 Owner estimates that the Block 1 Project will also generate net new sales tax revenues of approximately $1,794,000 on an annual basis to the taxing entities, including the State of California, the City, and the Bay Area Rapid Transit District.

Block 1 Project
Estimated Annual Net New Sales Tax Allocations

Taxing Entity	Assumptions	Total
State Purposes	6.50% of taxable sales	$ 1,332,516
City General Fund	1% of taxable sales	$ 205,002
BART	0.50% of taxable sales	$ 102,501
San Francisco County Transportation Authority	0.50% of taxable sales	$ 102,501
SF Public Financing Authority	0.25% of taxable sales	$ 51,251
	8.75% of taxable sales	$ 1,793,771

Note: The Block 1 Project is expected to generate approximately $1,971,000 of sales tax revenues annually. The calculations above represent the marginal increase in sales tax from the Block 1 Project, assuming that a portion of new retail space sales will compete with existing retailers in the City resulting in a shift of sales.

The Block 1 Owner estimates that the Block 1 Project will also generate a number of other fiscal benefits, including: up to approximately $21 million in one-time development revenues and impact fees; approximately 300 permanent jobs; and new ongoing revenues from parking, hotel, and gross receipts taxes.

The proposed OPA Amendment does not propose any new capital expenditures by OCII or any change in OCII's overall method of financing the redevelopment of Mission Bay South.

CALIFORNIA ENVIRONMENTAL QUALITY ACT

As part of its actions on September 17, 1998 establishing the Mission Bay North and South Redevelopment Project Areas, the Former Agency Commission certified the FSEIR, adopted CEQA findings, adopted a series of mitigation measures, and established a comprehensive system for mitigation monitoring. The Board of Supervisors, the Planning Commission, and various City departments adopted similar findings and mitigation monitoring plans.

Copies of the full four-volume FSEIR were distributed to the Former Agency Commission prior to the 1998 certification and adoption of the environmental findings, and have subsequently been made available to members of the Oversight Board as part of their June 11, 2012 meeting. Copies can also be found online at http://www.sfredevelopment.org/index.aspx?page=61.

The FSEIR includes by reference the following addenda:

- Addendum #1 - Analyzed the ballpark parking lots (dated March 21, 2000).
- Addendum #2 – Addressed Infrastructure Plan revisions related to 7th Street bike lanes and relocation of a storm drain outfall (dated June 20, 2001).
- Addendum #3 – Analyzed revisions to the South Design for Development related to the maximum allowable number of towers, tower separation and required step-backs (dated February 10, 2004).
- Addendum #4 – Analyzed revisions to parking requirements (dated March 9, 2004).
- Addendum #5 – Analyzed the UCSF proposal to establish a 400-bed hospital in Mission Bay South (dated October 4, 2005).
- Addendum #6 - Addressed revisions of the UCSF Medical Center at Mission Bay (dated September 10, 2008).
- Addendum #7 – Analyzed the Public Safety Building proposed for Block 8 in Mission Bay South (dated January 7, 2010).

In preparation for approval of the Amendments, Addendum #8, dated May 15, 2013, has been prepared to analyze the Amendments (see Exhibit E). Addendum #8 concludes that the Amendments will not create any significant environmental impacts not already studied in the FSEIR nor cause a substantial increase in the severity of previously identified significant impacts. Therefore, no additional mitigation measures are required for the Amendments.

OCII staff has reviewed the proposed Amendments and has considered and reviewed the FSEIR and addenda, specifically Addendum #8. OCII staff finds the Amendments to be within the scope of the project analyzed in the FSEIR and subsequent addenda and no additional environmental review is required pursuant to State CEQA Guidelines Sections 15180, 15162, and 15163.

NEXT STEPS

Upon approval by the Oversight Board, the OPA Amendment will be referred to DOF for approval. DOF has a 5 day period to request a review of an Oversight Board action, and then 40 days from the date of that request to either approve the Oversight Board's action or return it to the Oversight Board for reconsideration. Provided that the Oversight Board approves the OPA Amendment in early June, DOF's review period would be concluded by mid-July.

STAFF RECOMMENDATION

Staff recommends approval of the Third Amendments to the Mission Bay South Owner Participation Agreement, conditioned upon the final approval by the California Department of Finance.

(Originated by Christine Maher, Development Specialist, and Catherine Reilly, Project Manager)

Tiffany Bohee
Executive Director

Exhibit A: Mission Bay Location Map
Exhibit B: PKF Feasibility Study
Exhibit C: Third Amendment to the Mission Bay South Owner Participation Agreement
Exhibit D: Estimated Property Tax Revenues
Exhibit E: Addendum #8 to the FSEIR

Oversight Board of the City and County of San Francisco

RESOLUTION NO. 5-2013
Adopted June 10, 2013

RESOLUTION ADOPTING ENVIRONMENTAL REVIEW FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND CONDITIONALLY AUTHORIZING A THIRD AMENDMENT TO THE MISSION BAY SOUTH OWNER PARTICIPATION AGREEMENT WITH FOCIL-MB, LLC, A DELAWARE LIMITED LIABILITY COMPANY, TO ALLOW A MIXTURE OF HOTEL, RESIDENTIAL, AND RETAIL USE ON BLOCK 1; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA.

WHEREAS, The Commission of the former Redevelopment Agency of the City and County of San Francisco ("Redevelopment Commission") and the San Francisco Planning Commission, together acting as co-lead agencies for conducting environmental review for the Redevelopment Plans for the Mission Bay North Redevelopment Project area and the Mission Bay South Redevelopment Project Area (the "Plans"), the Mission Bay North Owner Participation Agreement ("North OPA") and the Mission Bay South Owner Participation Agreement ("South OPA"), and other permits, approvals and related and collateral action (the "Mission Bay Project"), prepared and certified a Final Subsequent Environmental Impact Report and have subsequently issued addenda thereto as described below (collectively referred to as the FSEIR"); and,

WHEREAS, On September 17, 1998, the Redevelopment Commission adopted Resolution No. 182-98 which certified the Final Subsequent Environmental Impact Report ("FSEIR") as a program EIR for Mission Bay North and South pursuant to the California Environmental Quality Act ("CEQA") and State CEQA Guidelines Sections 15168 (Program EIR) and 15180 (Redevelopment Plan EIR). On the same date, the Redevelopment Commission also adopted Resolution No. 183-98, which adopted environmental findings (including without limitation a statement of overriding considerations and mitigation monitoring and reporting program) ("CEQA Findings"), in connection with the approval of the Mission Bay Project. The San Francisco Planning Commission ("Planning Commission") certified the FSEIR by Resolution No. 14696 on the same date. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Redevelopment Agency, and Resolution No. 854-98 adopting environmental findings (including without limitation a statement of overriding considerations and a mitigation monitoring and reporting program for the Mission Bay Project; and,

WHEREAS, On September 17, 1998, the Redevelopment Commission adopted Resolution No. 193-98, authorizing execution of a South OPA and related documents between Catellus Development Corporation, a Delaware corporation ("Catellus"), and the Redevelopment Agency. On November 2, 1998, the San Francisco Board of Supervisors ("Board of Supervisors"), by Ordinance No. 335-98, adopted the Plan. The Plan and its implementing documents, as defined in the Plan, constitute the "Plan Documents"; and,

WHEREAS, Subsequent to certification of the FSEIR, the Planning Department and the Redevelopment Agency issued several addenda to the FSEIR. The addenda do not

identify any substantial new information or new significant impacts or a substantial increase in the severity of previously identified significant effects that alter the conclusions reached in the FSEIR. The first addendum, dated March 21, 2000, analyzed temporary parking lots to serve the AT&T Ballpark. The second addendum, dated June 20, 2001, analyzed revisions to 7th Street bike lanes and relocation of a storm drain outfall provided for in the Mission Bay South Infrastructure Plan, a component of the South OPA. The third addendum, dated February 10, 2004, analyzed revisions to the Mission Bay South Design for Development ("Design for Development") with respect to the maximum allowable number of towers, tower separation and required step-backs. The fourth addendum, dated March 9, 2004, analyzed the Design for Development with respect to the permitted maximum number of parking spaces for bio-technical and similar research facilities and the Mission Bay North OPA with respect to changes to reflect a reduction in permitted commercial development and associated parking. The fifth addendum, dated October 4, 2005, analyzed the UCSF proposal to establish a Phase I 400-bed hospital in the Mission Bay South Redevelopment Project Area ("Mission Bay South") on Blocks 36-39 and X-3. The sixth addendum, dated September 10, 2008, addressed revisions of the UCSF Medical Center at Mission Bay. The seventh addendum, dated January 7, 2010, addressed the construction of a Public Safety Building on Block 8 in Mission Bay South; and,

WHEREAS, The South OPA has been amended twice by the Redevelopment Commission, the first time on February 17, 2004 (Resolution No. 23-2004) and the second time on November 1, 2005 (Resolution No. 177-2005); and,

WHEREAS, Catellus, the original master developer of the Mission Bay North and South Redevelopment Project Areas, has sold most of its remaining undeveloped land in Mission Bay to FOCIL-MB, LLC, ("FOCIL-MB"), a subsidiary of Farallon Capital Management, LLC, a large investment management firm. The sale encompassed approximately 71 acres of land in Mission Bay, and the remaining undeveloped residential parcels in Mission Bay South. FOCIL-MB assumed all of Catellus' obligations under the North OPA and South OPA, as well as all responsibilities under the related public improvement agreements and land transfer agreements with the City and County of San Francisco ("City"). FOCIL-MB is bound by all terms of the OPAs and related agreements, including the requirements of the affordable housing program, equal opportunity program, and design review process; and,

WHEREAS, Under California Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session) ("AB 26") and the California Supreme Court's decision in California Redevelopment Association v. Matosantos, No. 5194861, all redevelopment agencies in the State of California (the "State"), including the Redevelopment Agency, were dissolved by operation of law as of February 1, 2012, and their non-affordable housing assets and obligations were transferred to certain designated successor agencies; and,

WHEREAS, Under the provisions of AB 26, the City was designated as the successor agency to the Redevelopment Agency ("Successor Agency") to receive the assets of the Redevelopment Agency; and,

WHEREAS, In June of 2012, the California legislature adopted Assembly Bill 1484 ("AB 1484") amending certain provisions of AB 26, and the Governor of the State signed the bill and it became effective on June 27, 2012. Among other

things, AB 1484 provided that a successor agency is a separate public entity from the public agency that provides for its governance; and,

WHEREAS, Subsequent to the adoption of AB 1484, on October 2, 2012 the Board of Supervisors of the City, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12 (the "Implementing Ordinance"), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency, commonly known as the Office of Community Investment and Infrastructure ("OCII"), is a separate legal entity from the City, and (b) established the Successor Agency Commission ("Commission") and delegated to it the authority to (i) act in place of the Redevelopment Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency's enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approval, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution Law (AB 26 and AB 1484, as amended in the future) requires or authorizes on behalf of the Successor Agency and any other action that the Successor Agency Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors' delegation to the Commission, commonly known as the Commission on Community Investment and Infrastructure, includes the authority to grant approvals under specified land use controls for the Mission Bay Project consistent with the approved Plan and enforceable obligations, including amending an existing obligation as allowed by the Redevelopment Dissolution Law; and,

WHEREAS, Redevelopment Dissolution Law places the performance of certain duties by successor agencies under the supervision of newly established oversight boards. The oversight boards oversee the fiscal management of future successor agency activities regarding the enforceable obligations. In performing their functions, the oversight boards owe fiduciary responsibilities to the holders of enforceable obligations and the taxing entities entitled to the distribution of property tax revenues under the Redevelopment Dissolution Law. Redevelopment Dissolution Law requires that each action of an oversight board be by resolution, subject to review by the California Department of Finance; and,

WHEREAS, The Mayor (with confirmation by the Board of Supervisors), the Bay Area Rapid Transit District, the Chancellor of the California Community College, and the San Francisco School District have appointed members to this Oversight Board; and,

WHEREAS, The Successor Agency has prepared a proposed third amendment to the South OPA (the "OPA Amendment") in conjunction with an amendment to the Plan (the "Plan Amendment") for the Mission Bay South Redevelopment Project Area to allow a mixture of hotel, residential, and retail use on Block 1; and,

WHEREAS, OCII engaged PKF Consulting USA ("PKF") to complete a peer review study to determine if a 500-room hotel on Block 1 would be feasible in the current market conditions. PKF found that in the current market, a 500-room hotel would not be feasible, but a smaller, 250-room hotel would be feasible and would result in fiscal benefits that would not otherwise occur in the current market if the site remained entitled for a 500-room hotel; and,

WHEREAS, The proposed OPA Amendment would provide for development on Block 1 of either a 500-room hotel with up to 50,000 square feet of retail, as currently allowed by the Plan, or an alternative development of up to 350 dwelling units, 250 hotel rooms, and 25,000 square feet of retail. Any residential development on Block 1 would be required to pay an in-lieu fee for affordable housing if condominiums are built, and provide affordable inclusionary units for rental projects, which will be targeted to low-income households of up to sixty percent (60%) of the area median income, as adjusted only for household size ("AMI"), which is consistent with the typical maximum affordability of stand-alone affordable housing projects that OCII is constructing in Mission Bay South; and,

WHEREAS, By allowing for residential use and an economically-feasible hotel, the OPA Amendment will support the full economic use of Block 1 and will accelerate the completion of development under the Plan, the South OPA and the related enforceable obligations. The change in permitted uses on Block 1 is expected to result in its development, which would generate more revenues from property taxes payable to the taxing entities, including the City and County of San Francisco, the Bay Area Rapid Transit District, the San Francisco Community College District, and the San Francisco Unified School District, as well as the State of California, compared with the existing, undeveloped conditions. The OPA Amendment does not propose any new capital expenditures by the Successor Agency or any change in the Successor Agency's overall method of financing the redevelopment of the Mission Bay South Redevelopment Project Area, and will accelerate the completion of development under the Plan and the South OPA; and,

WHEREAS, On May 21, 2013, the Commission conditionally approved the OPA Amendment related to the Mission Bay Project (the "Implementing Action"); and,

WHEREAS, Since the certification of the FSEIR, adoption of the CEQA Findings, and approval of the Mission Bay Project, the Successor Agency prepared an Addendum #8 to the FSEIR, dated May 15, 2013 ("Addendum #8") that analyzes the OPA Amendment and Plan Amendment to allow up to 350 units of residential development on Block 1 as a secondary use, with a 250-room hotel and up to 25,000 square feet of retail uses; and,

WHEREAS, The Successor Agency prepared Addendum #8 in compliance with CEQA and the State CEQA Guidelines and it reflects the independent judgment and analysis of the Successor Agency. Addendum #8 concludes that the Mission Bay Project, as modified by the Plan Amendment and OPA Amendment is within the scope of the Mission Bay Project analyzed in the FSEIR and will not result in any new significant impacts or a substantial increase in the severity of previously identified significant effects that alter the conclusions reached in the FSEIR for the reasons stated in the Addendum #8; and,

WHEREAS, The Successor Agency staff, in making the necessary findings for the Implementing Action contemplated by this Resolution, considered and reviewed the FSEIR, and has made documents related to the Implementing Action, the FSEIR files, including Addendum #8, available for review by the Oversight Board and the public, and these files are part of the record before the Oversight Board; and,

WHEREAS, Copies of the FSEIR, including Addendum #8 and supporting documentation are on file with the Oversight Board Secretary and are incorporated in this Resolution by this reference; and,

WHEREAS, The Implementing Action is an undertaking pursuant to and in furtherance of the Mission Bay Project in conformance with CEQA Guidelines Section 15180; and,

WHEREAS, The FSEIR and CEQA Findings adopted by the Agency Commission by Resolution No. 183-98 dated September 17, 1998, reflected the independent judgment and analysis of the Agency Commission, were and remain adequate, accurate and objective and were prepared and adopted following the procedures required by CEQA, and the findings in such resolution are incorporated herein by reference as applicable to the Implementing Action; and,

WHEREAS, OCII staff has reviewed the OPA Amendment conditionally approved by the Commission on May 21, 2013, and finds it acceptable and recommends approval thereof; and,

WHEREAS, A copy of the OPA Amendment is on file with the Secretary of the Oversight Board and fully incorporated herein; and,

WHEREAS, This Oversight Board now desires to approve the OPA Amendment as contemplated by the Successor Agency Resolution, attached hereto as Exhibit A; now, therefore, be it

RESOLVED, This Oversight Board has considered the FSEIR, the CEQA Findings that were previously adopted by the Redevelopment Commission, including the statement of overriding considerations and mitigation monitoring and reporting program, and the Addendum #8, and the Oversight Board adopts the CEQA Findings and Addendum #8 as its own; and, be it further

RESOLVED, This Oversight Board finds and determines that the Implementing Action is within the scope of the Mission Bay Project analyzed in the FSEIR and requires no further environmental review beyond the FSEIR pursuant to the State CEQA Guidelines Section 15180, 15162 and 15163 for the following reasons:

(1) implementation of the OPA Amendment does not require major revisions to the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant impacts; and,

(2) no substantial changes have occurred with respect to the circumstances under which the project analyzed in the FSEIR will be undertaken that would require major revisions to the FSEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FSEIR; and,

(3) no new information of substantial importance to the project analyzed in the FSEIR has become available, which would indicated that (i) the OPA Amendment will have significant effects not discussed in the FSEIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible, which would reduce one or more significant effects, have become feasible; or (iv) mitigation measures or alternatives, which are considerably different from those in the FSEIR, will substantially reduce one or more significant effects on the environment that would change the conclusions set forth in the FSEIR; and, be it further

RESOLVED, That this Oversight Board approves the OPA Amendment, substantially in the form on file with the Secretary of this Oversight Board, subject to the approval of this action by the California Department of Finance.

I hereby certify that the foregoing resolution was adopted by the Oversight Board at its meeting of June 10, 2013.

Natasha Jones

Oversight Board Secretary

EXHIBIT A

Successor Agency Resolution No. 16-2013

SAN FRANCISCO
PLANNING DEPARTMENT

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Planning Commission Motion No. 18905

HEARING DATE JUNE 13, 2013

Case No.:	**2013.0625 R**
Project:	**Redevelopment Plan Amendment to Mission Bay South Redevelopment Plan for the Development of Block One**
Block/lot:	**AB 8715/004**
Project Sponsor:	Office of Community Investment and Infrastructure, Successor Agency to the Redevelopment Agency One South Van Ness Ave., 5th Floor San Francisco, CA 94103
Staff Contact:	Sue Exline – (415) 558-6332 Susan.Exline@sfgov.org

ADOPTING ENVIRONMENTAL FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND WITH THE PRIORITY POLICIES OF PLANNING CODE SECTION 101.1 FOR THE PROPOSED REDEVELOPMENT PLAN AMENDMENT TO THE REDEVELOPMENT PLAN FOR THE MISSION BAY SOUTH REDEVELOPMENT PROJECT TO ALLOW FOR A MIX OF HOTEL, RESIDENTIAL AND COMMERCIAL USES ON BLOCK ONE IN THE MISSION BAY PLAN AREA

WHEREAS, Section 4.105 of the City Charter and 2A.53 of Administrative Code require General Plan referrals to the Planning Commission (hereinafter "Commission") for certain matters, including determination as to whether the lease or sale of public property, the vacation, sale or change in the use of any public way, transportation route, ground, open space, building, or structure owned by the City and County, would be in-conformity with the General Plan prior to consideration by the Board of Supervisors.

On May 5, 2013, the Office of Community Investment and Infrastructure, Successor Agency to the Redevelopment Agency ("Project Sponsor") submitted a General Plan Referral application for the Redevelopment Plan Amendment for the *Redevelopment Plan for the Mission Bay South Redevelopment Project* (the "Project" or "Redevelopment Plan Amendment").

PROJECT DESCRIPTION

Block 1 is a vacant, 2.73-acre parcel located in the Mission Bay South Redevelopment Project Area ("Mission Bay South"), as shown on Attachment A. Under the Mission Bay South Redevelopment Plan ("South Redevelopment Plan"), Block 1 has a land use designation of Hotel that permits a 500-room hotel and up to 50,000 square feet of retail space.

Under the existing land use designation for Block 1 in the South Redevelopment Plan, Block 1 has never been developed despite significant other development activity within the area. The Project Sponsor completed a peer review study and determined that the current land use designation in the Mission Bay South Redevelopment Plan Block 1 that only allows the development of a 500-room hotel was not feasible, but a smaller, 250-room hotel, would be feasible. The proposed Redevelopment Plan Amendment would allow either a project that provides for a 500-room hotel with 50,000 square feet of retail or a mixed-use project that provides for a 250-room hotel, up to 350 residential units, and 25,000 square feet of retail space. Residential use would be allowed as a secondary use, requiring the Director of the Office of Community Investment and Infrastructure to make findings that the residential use, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable for, and compatible with, the neighborhood or community. The Redevelopment Plan Amendment would increase by 350 the number of allowed dwelling units in Mission Bay South.

An Amendment to the Mission Bay South Owner Participation Agreement, ("OPA") is being processed by the Project Sponsor concurrently with the Redevelopment Plan Amendment that would require any market-rate residential development on Block 1 to pay an in-lieu fee equal to 20% of the total units for affordable housing if condominiums are built or construct 15% of the on-site units as affordable inclusionary units for rental projects. This is consistent with the requirements of the City's Inclusionary Affordable Housing Program.

ENVIRONMENTAL REVIEW

The proposed project is part of the Mission Bay South Redevelopment Plan Project ("Mission Bay Project") for which the former Redevelopment Agency Commission by Resolution No. 190-98 and the Commission by Resolution No. 14696 certified the Mission Bay Final Supplemental Environmental Impact Report ("Mission Bay FSEIR") on September 17, 1998. The Board of Supervisors affirmed the certification of the FSEIR by Motion No. 98-132, and adopted CEQA findings, including a statement of overriding considerations and a Mission Bay mitigation monitoring and reporting program in support of various approval actions for the Mission Bay Project, which findings are incorporated in this resolution by this reference. The Office of Community Investment and Infrastructure, Successor Agency to the SF Redevelopment Agency has prepared several addenda to the FSEIR to address various issues in the Mission Bay Project area and recently issued Case No. 919-97; Addendum No.8, dated 05/15/13, to address the development that would result from the Redevelopment Plan Amendment. Addendum No. 8 concludes that the proposed Redevelopment Plan Amendment is within the scope of the Mission Bay Project analyzed in the FSEIR and will not result in any new significant impacts or a substantial increase in the severity of previously identified significant effects that would alter the conclusions reached in the Mission Bay FSEIR. Addendum No. 8 and any supporting documents have been made available to the Commission and the public, and Addendum No. 8 is incorporated in this resolution by this reference.

GENERAL PLAN COMPLIANCE AND BASIS FOR RECOMMENDATION

As described below, the Project is consistent with the Eight Priority Policies of Planning Code Section 101.1 and is, on balance, **in-conformity** with the following Objectives and Policies of the General Plan:

Note: General Plan Objectives and Policies are in **bold font**; General Plan text is in regular font. Staff comments are in *italic font.*

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 a 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.

Under the existing land use designation for Block 1 in the South Redevelopment Plan, Block 1 was designated for a hotel use only and no affordable housing would have been provided as a result of the development. The Redevelopment Plan Amendment allows for the option to develop up to 350 residential units and per the "OPA" the affordable housing requirements will be consistent with the city's affordable housing requirements.

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 would add up to 350 residential units to the Mission Bay neighborhood, all within walking distance to public transportation serving the City and the region, neighborhood-serving retail and a major employment center. The site is suited for dense, mixed-use development, where residents can commute and satisfy convenience needs without frequent use of a private automobile.

OBJECTIVE 4

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

Policy 4.5

Ensure that new permanently affordable housing is located in all of the City's neighborhoods, and encourage integrated neighborhoods, with a diversity of unit types provided at a range of income levels.

OBJECTIVE 8

BUILD PUBLIC AND PRIVATE SECTOR CAPACITY TO SUPPORT, FACILITATE, PROVIDE AND MAINTAIN AFFORDABLE HOUSING.

Policy 8.1

Support the production and management of permanently affordable housing.

Under the existing land use designation for Block 1 in the South Redevelopment Plan, Block 1 was designated for a hotel use only and no affordable housing would have been provided as a result of the development. The Redevelopment Plan Amendment allows for the option to develop up to 350 residential units and per the "OPA" the affordable housing requirements will be consistent with the city's affordable housing requirements.

OBJECTIVE 13

PRIORITIZE SUSTAINABLE DEVELOPMENT IN PLANNING FOR AND CONSTRUCTING NEW HOUSING.

Policy 13.1

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

Policy 13.3

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

The Project would replace an existing surface parking lot, which is currently used as overflow parking for events, with a mixed-use development suited to an urban context. The up to 350 new households, as well as the numerous hotel guests, would be located within a short walking distance of Muni light rail and bus stations, as well as the Caltrain Station located on 4th Street between Townsend and King Streets. Development of the site promotes sustainable and "smart" land use patterns, allowing individuals and families to live closer to the City's employment centers and to rely more heavily on the City and region's public transportation network. Moreover, given the presence of neighborhood-serving retail at the Project and throughout Mission Bay North and South, residents would be able to satisfy convenience needs without frequent use of a private automobile.

OBJECTIVE 6

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

Policy 6.4

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

Policy 6.10

Promote neighborhood commercial revitalization, including community-based and other economic development efforts where feasible.

The Project would introduce neighborhood-serving retail uses to Block 1, providing convenient access to Project residents and others throughout Mission Bay North and South to goods and amenities. Moreover, by drawing up to 350 new households and numerous hotel guests to the Mission Bay area, the Project would increase demand for neighborhood-serving retail and increase patronage of the existing neighborhood-serving retail located within Mission Bay and adjacent neighborhoods.

URBAN DESIGN ELEMENT

OBJECTIVE 15

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

Policy 15.3

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

The Project site is an infill development site in a mixed-use neighborhood within walking distance of Muni light rail and bus stations, as well as the Caltrain Station located on 4th Street between Townsend and King Streets. Development of the site promotes infill development, allowing individuals and families to live closer to the City's employment centers and to rely more heavily on the City and region's public transportation network. Moreover, given the presence of neighborhood-serving retail at the Project and throughout Mission Bay North and South, residents would be able to satisfy convenience needs without frequent use of a private automobile.

AIR QUALITY ELEMENT

OBJECTIVE 3

DECREASE THE AIR QUALITY IMPACTS OF DEVELOPMENT BY COORDINATION OF LAND USE AND TRANSPORTATION DECISIONS.

Policy 3.1

Take advantage of the high density development in San Francisco to improve the transit infrastructure and also encourage high density and compact development where an extensive transportation infrastructure exists.

Policy 3.2

Encourage mixed land use development near transit lines and provide retail and other types of service oriented uses within walking distance to minimize automobile dependent development.

By promoting dense infill development near existing transit, the Project would promote walking and the use of public transportation for daily commuting, entertainment/recreation and convenience needs. By facilitating modes of transportation other than private automobile, the Project's air quality impacts would be reduced.

PROPOSITION M FINDINGS – PLANNING CODE SECTION 101.1

Planning Code Section 101.1 establishes Eight Priority Policies and requires review of discretionary approvals and permits for consistency with said policies. The Project, Redevelopment Plan Amendments to Mission Bay South Redevelopment Plan, is found to be consistent with the Eight Priority Policies as set forth in Planning Code Section 101.1 for the following reasons:

1. That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

The proposed project would not adversely impact neighborhood-serving retail uses because there are currently no retail uses on the project site. However, by drawing up to 350 new households and numerous hotel guests to the Mission Bay area, the proposed project would increase demand for neighborhood-serving retail and increase patronage of the existing neighborhood-serving retail located within Mission Bay and across the Mission Bay Channel. In addition, the proposed project includes approximately 25,000 square feet of retail space and a 250-room hotel, creating employment and business ownership opportunity for City residents.

2. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhood.

The Project would have no adverse effect on the City's housing stock because the site is currently a vacant lot. The proposed project would greatly enhance the character of the neighborhood by creating the potential for an active, dynamic gateway to Mission Bay.

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

The proposed project would enhance and expand the City's supply of affordable housing.

4. That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking.

Commuter traffic generated by new residents and visitors of the proposed project would not impede Muni transit service or overburden City streets or parking. The proposed project would be constructed within walking distance of not only Muni light rail and bus stations, but also the Caltrain Station located on 4th Street between Townsend Street and King Street. Moreover, neighborhood serving retail – including a grocery store and restaurants – are located within walking distance from the project site. In conformance with 1998 Mission Bay Redevelopment Plan EIR Mitigation Measure E-47 (Transportation System Management Plan), the project would comply with the Transportation System Management Plan for the South Plan Area by requiring that the commercial and residential owners of the project site belong to, and financially contribute to, the Mission Bay Transportation Management Association, the organization tasked with coordinating transportation demand strategies in Mission Bay.

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 residential employment and ownership in these sectors be enhanced.

The proposed project would not displace any industrial or service uses because the site is currently vacant.

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

The proposed project would help the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake because the proposed new buildings would be constructed in accordance with all applicable building codes and regulations with regard to seismic safety.

7. That landmarks and historic buildings be preserved.

The site is currently vacant so the proposed project will not affect landmarks and historic buildings.

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

The Project would have no adverse effect on parks and open space or their access to sunlight and vista.

The Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the proposed environmental findings and findings of General Plan conformity on June 13, 2013.

NOW THEREFORE BE IT RESOLVED that the Commission has reviewed and considered the CEQA Findings and statement of overriding considerations that the Board of Supervisors previously adopted in Resolution No. 854-98, and reviewed and considered the CEQA Findings contained in Addendum No. 8 and hereby adopts these additional CEQA Findings as its own. The Commission additionally finds that: (A)_ implementation of the Project does not require major revisions in the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; (B) no substantial changes have occurred with respect to the circumstances under which the Mission Bay Project analyzed in the FSEIR will be undertaken that would require major revisions to the FSEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FSEIR; and (C) no new information of substantial importance to the Mission Bay Project analyzed in the FSEIR has become available which would indicate that (i) the Project will have significant effects not discussed in the FSEIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (iv) mitigation measures or alternatives which are considerably different from those in the FSEIR will substantially reduce one or more significant effects on the environment; and be it.

FURTHER RESOLVED, that the Commission hereby finds the proposed amendment to the Mission Bay South Redevelopment Plan, as described above, to be consistent with the General Plan of the City and County of San Francisco, including, but not limited to the Housing Element, Urban Design, and Air Quality Elements, and is consistent with the eight Priority Policies in City Planning Code Section 101.1 for reasons set forth in this resolution.

I hereby certify that the foregoing Resolution was adopted by the Commission at its meeting on June 13, 2013.

Jonas Ionin

Acting Planning Commission Secretary

AYES: Commissioners Antonini, Borden, Fong, Hillis, Moore, Sugaya and Wu

NOES:

ABSENT:

ADOPTED: June 13, 2013

126-016.13-002

Agenda Item No. **4(a), 4(b) and 4(c)**
Meeting of May 21, 2013

MEMORANDUM

TO: Commission on Community Investment and Infrastructure

FROM: Tiffany Bohee
Executive Director

SUBJECT: Approving the Report on the Redevelopment Plan Amendment for the Mission Bay South Redevelopment Plan to allow a mixture of hotel, residential, and retail use on Block 1 and authorizing transmittal of the Report on the Redevelopment Plan Amendment to the Board of Supervisors; Mission Bay South Redevelopment Project Area

Adopting environmental review findings pursuant to the California Environmental Quality Act and approving the proposed Redevelopment Plan Amendment for the Mission Bay South Redevelopment Project Area to allow a mixture of hotel, residential, and retail use on Block 1; Recommending adoption of the proposed Redevelopment Plan Amendment by the Board of Supervisors; and Submitting the Successor Agency's recommendation, including the proposed Redevelopment Plan Amendment, to the Board of Supervisors; Mission Bay South Redevelopment Project Area

Adopting environmental review findings pursuant to the California Environmental Quality Act and conditionally authorizing a Third Amendment to the Mission Bay South Owner Participation Agreement with FOCIL-MB, LLC, a Delaware limited liability company, to allow a mixture of hotel, residential, and retail use on Block 1; Mission Bay South Redevelopment Project Area

EXECUTIVE SUMMARY

Block 1 is a vacant, 2.73-acre parcel located in the Mission Bay South Redevelopment Project Area ("Mission Bay South"), as shown on Exhibit A. Under the Mission Bay South Redevelopment Plan ("South Redevelopment Plan"), Block 1 has a land use designation of Hotel that permits a 500-room hotel and up to 50,000 square feet of retail space.

Pursuant to the Mission Bay South Owner Participation Agreement ("South OPA") between the former San Francisco Redevelopment Agency ("Former Redevelopment Agency") and FOCIL-MB, LLC ("FOCIL"), the Mission Bay Master Developer, FOCIL sold the Block 1 site to Block 1 Associates, LLC, a Delaware limited liability company ("Block 1 Owner"). The Block 1 Owner has analyzed the economic feasibility of a 500-room hotel under current market conditions and has concluded that such a large hotel is not financially feasible and developed a proposal that would include a mixed-use development of up to 350 residential units, a 250-room hotel, and up to 25,000 square feet of retail uses ("Block 1 Project") in order to create an economically feasible project. The Office of Community Investment and Infrastructure ("OCII")

engaged PKF Consulting USA ("PKF") to complete a peer review study to determine if the Block 1 Project would be feasible. PKF found that in the current market, a 500-room hotel would not be feasible, but a smaller, 250-room hotel, as proposed would be feasible.

In order to implement the Block 1 Project, amendments to the South Redevelopment Plan and the South OPA are necessary ("Amendments"). The South Redevelopment Plan would be amended to allow up to 350 dwelling units as a secondary use on the Block 1 Site and provide for a corresponding increase in the total number of dwelling units permitted within Mission Bay South ("Plan Amendment"). As required by the California Community Redevelopment Law ("CRL"), a Report on the Redevelopment Plan Amendment ("Report to the Board") was prepared for the Plan Amendment.

The amendment to the South OPA would provide for development on Block 1 of either a 500-room hotel with up to 50,000 square feet of retail, as currently allowed by the South Redevelopment Plan, or an alternative development of up to 350 dwelling units, 250 hotel rooms, and 25,000 square feet of retail ("OPA Amendment"). Any residential development on Block 1 would be required to pay an in-lieu fee for affordable housing if condominiums are built, and provide affordable inclusionary units for rental projects. The Block 1 Owner will be complying with the Mission Bay equal opportunity programs, including OCII's Small Business Enterprise policy.

Allowing for residential use of Block 1 will: (1) support the full economic use of Block 1, including development of a hotel; (2) accelerate the completion of development under the South Redevelopment Plan and the South OPA; and (3) generate more property tax revenues than the existing, undeveloped conditions. Prior to the proposed Amendments becoming final, additional approvals are required by the Oversight Board, the Planning Commission (General Plan consistency findings only), San Francisco Board of Supervisors ("Board of Supervisors"), and the California Department of Finance ("DOF").

As part of its actions on September 17, 1998, establishing the Mission Bay Redevelopment Project Areas, the former Redevelopment Agency Commission ("Former Agency Commission") certified the Final Subsequent Environmental Impact Report ("FSEIR") (Resolution No. 182-98) and adopted findings under the California Environmental Quality Act ("CEQA") (Resolution No. 183-98). This FSEIR includes by reference a number of addenda. In accordance with CEQA, OCII has prepared an eighth Addendum for the FSEIR that studies the possible environmental impacts of the proposed Amendments. Addendum #8 concludes that the proposed actions will not create any significant environmental impacts not already studied in the FSEIR or cause a substantial increase in the severity of previously identified significant impacts. OCII staff has reviewed the Amendments and found them to be within the scope of the Project analyzed in the FSEIR and addenda and no additional environmental review is needed.

Staff recommends approval of the Report on the Redevelopment Plan Amendment, which was prepared pursuant to the requirements of Community Redevelopment Law, and referral of the Report on the Redevelopment Plan Amendment to the Board of Supervisors, as well as the approval of the amendments to the Mission Bay South Redevelopment Plan and Mission Bay South Owner Participation Agreement.

BACKGROUND

Mission Bay South Redevelopment Plan and Owner Participation Agreement

On September 17, 1998, by Resolution No. 190-98, the Former Agency Commission approved the South Redevelopment Plan. On the same date, the Former Agency Commission adopted related documents, including Resolution No. 193-98 authorizing execution of the South OPA and related documents between the former Mission Bay Master Developer, Catellus Development Corporation ("Catellus"), and the Former Redevelopment Agency. The Board of Supervisors approved and adopted the South Redevelopment Plan by Ordinance No. 335-98 on November 2, 1998. FOCIL subsequently assumed the rights and responsibilities of the Mission Bay Master Developer from Catellus in 2004. The South OPA has been amended twice by the Former Agency Commission, the first time on February 17, 2004 (Resolution No. 23-2004) and the second time on November 1, 2005 (Resolution No. 177-2005). The South Redevelopment Plan has never been amended since its adoption in 1998.

With approval from a successor agency's oversight board and DOF, a successor agency may continue to implement "enforceable obligations" — existing contracts, bonds, leases, etc. — which were executed prior to the suspension of redevelopment agencies' activities on June 28, 2011, the date that AB 26 was approved. Redevelopment Dissolution Law defines "enforceable obligations" to include bonds, loans, judgments or settlements, and any "legally binding and enforceable agreement or contract that is not otherwise void as violating the debt limit or public policy," (Cal. Health & Safety Code Section 34171(d)(1)(E)) as well as certain other obligations, including but not limited to requirements of state law and agreements made in reliance on pre-existing enforceable obligations. The South OPA meets the definition of "enforceable obligations" under the Redevelopment Dissolution Law.

Process for Amending Existing Obligations and Redevelopment Plans

AB 1484 authorizes Oversight Boards to approve amendments to enforceable obligations if it finds that the amendments would be in the best interest of the taxing entities. (Cal. Health & Safety Code Section 34181(e)). Therefore, the approval of the Third Amendment to the South OPA is conditioned upon the Oversight Board approval of the amendment and its determination of the benefit to the taxing entities, and then DOF's subsequent review and approval of the Oversight Board's action.

Redevelopment plans may also be amended, per the process outlined under CRL. Per CRL, redevelopment plan amendments require approval by the redevelopment agency and adoption by the legislative body. CRL (Cal. Health & Safety Code § 33453) also requires referral to the San Francisco Planning Commission for report and recommendation when there are substantial changes proposed to the plan that affect the General Plan. CRL (Cal. Health & Safety Code § 33352) further requires preparation of a report on the plan amendment to provide relevant background information in support of the need, purpose, and impacts of the plan amendment.

To implement a plan amendment, the Successor Agency Commission, commonly known as the Commission on Community Investment and Infrastructure ("Commission"), refers the amendment to the Planning Commission for recommendation, if necessary, after the Commission votes to approve the plan amendment. The plan amendment then goes to the full Board of Supervisors for approval.

Block 1 Site

Block 1 is bounded by Channel Street to the south, Third Street to the east, Fourth Street to the west and Mission Bay Park P3 to the north (see Exhibit A). It is currently undeveloped and is used during baseball season as overflow parking for the nearby AT&T Park. The South Redevelopment Plan assigns a land use designation of Hotel to the site, and permits a 500-room hotel, and associated facilities, including banquet and conference facilities and up to 50,000 square feet of entertainment-oriented commercial uses. Block 1 is the only block within Mission Bay South with a Hotel land use designation.

Despite its prime location at the gateway to Mission Bay South, Block 1 has remained vacant in the 15 years since the South Redevelopment Plan was first adopted in 1998. The Block 1 Owner analyzed the economic feasibility and concluded that a 500-room hotel is not financially viable in today's market. Staff reviewed the Block 1 Owner's assumptions and engaged PKF, a national firm specializing in the hospitality field, to perform a detailed analysis of the viability of both a 500-room hotel and the proposed 250-room hotel (see Exhibit B) ("Feasibility Report"). The Feasibility Report concluded that a 500-room hotel is not feasible on Block 1 in the current market, largely because the cost to develop a 500-room hotel on Block 1 as contemplated by the South Redevelopment Plan exceeds its market value under current market conditions, deeming it economically infeasible. In addition, the Feasibility Report states that hotel investors typically require an internal rate of return ("IRR") between 15 to 20%, and that a 500-room hotel would only result in an IRR of 7.8%, while a smaller 250-room select-service hotel would result in an IRR of 17%.

The infeasibility of the 500-room hotel can be explained, in part, by the site's distance from the Moscone Convention Center and major tourist attractions, and San Francisco's relatively high hotel development and operating costs and relatively low average room rates compared to other major cities. The Feasibility Report also found that a smaller ± 250-room boutique, select-service, or extended stay hotel on the site would be economically feasible, as such hotels have much lower operating costs and are inherently more efficient that full-service hotels.

DISCUSSION

Pursuant to the South OPA, FOCIL sold the Block 1 site to the Block 1 Owner. In order to realize the development potential of Block 1, the Block 1 Owner has proposed a mixed-use development, which includes an economically-feasible, smaller hotel together with residential dwelling units and retail space. To allow for this economically-feasible project, the South Redevelopment Plan and South OPA need to be amended.

Proposed Amendments to South Redevelopment Plan and South OPA

The Block 1 Owner is seeking amendments to the South Plan and the South OPA to allow a smaller 250-room hotel with up to 350 residential units and 25,000 square feet of retail on Block 1 as an alternative to the already permitted 500-room hotel and 50,000 square feet of retail uses. The Plan Amendment (see Exhibit C) would allow up to 350 dwelling units as a secondary use on Block 1 and provide for a corresponding increase in the total number of dwelling units permitted within Mission Bay South. The OPA Amendment (see Exhibit D) would provide for development on Block 1 of either a 500-room hotel with up to 50,000 square feet of retail, as currently allowed by the South Redevelopment Plan, or an alternative development of up to 350 dwelling units (with a corresponding increase the total number of housing in Mission Bay South), 250 hotel rooms, and 25,000 square feet of retail. Allowable retail would include both entertainment retail and local-serving retail.

If the smaller hotel with residential mixed use project is built, the OPA Amendment would require as a condition of approval for any residential project on Block 1 that the developer pay an affordable housing in-lieu fee equal to 20% of the residential units if the project is comprised of ownership units, which is consistent with the City's Inclusionary Affordable Housing Program ("Inclusionary Program"); the affordable housing in-lieu fee will be used by the Agency to fund affordable housing units within the Mission Bay South Project Area. If the residential project is a rental project, the owner will be required to construct 15% of the units as on-site affordable inclusionary housing, which is also consistent with the Inclusionary Program. These inclusionary units will be affordable to low-income households earning up to sixty percent (60%) of the area median income ("AMI"), as adjusted only for household size, which is consistent with the typical maximum affordability of stand-alone affordable housing projects that OCII is constructing in Mission Bay South. Rent increases for the affordable units will be limited to the percentage increase in the AMI from the preceding year. The OPA Amendment includes declarations of restrictions to ensure that the inclusionary units remain affordable for 75 years.

In the event that the residential project converts from rental to ownership after occupancy, there will be restrictions in place to provide certain tenant protections. Specifically, current tenants at the time of conversion will be offered a right of first refusal to purchase their unit at a price that is affordable based on their current income level, and they would be offered down payment assistance by the owner in the amount of 5% of their purchase price. Should the tenant decide not to purchase their unit, the owner will offer relocation assistance consistent with the City's Inclusionary Affordable Housing Program and the relocation allowances required under the San Francisco Rent Ordinance. Vacant affordable rental units, or units of affordable renters who decide not to purchase, will be offered to households earning up to 110% AMI, which is consistent with the affordability restrictions in the South OPA. The terms and conditions of the sale of affordable ownership units will conform to OCII's Limited Equity Program, which ensures long-term affordability (45 years) and requires restrictions on resales to eligible affordable buyers. These restrictions will be incorporated into a form of a Declaration of For-Sale Restrictions and Limited Equity Program documents, which will be finalized prior to OCII's approval of the First Amendment to the Assignment & Assumption Agreement for Block 1.

FOCIL has assigned its rights and obligations to the development of Block 1 with respect to Block 1 Owner, pursuant to an Assignment and Assumption Agreement, dated May 17, 2012,

approved by the Successor Agency. Concurrent with execution of the OPA Amendment, FOCIL, Block 1 Owner and OCII will enter into a First Amendment to Assignment and Assumption Agreement so that the Block 1 Owner is able to develop Block 1 with residential units and a smaller hotel pursuant to the OPA Amendment. Under the First Amendment to the Assignment and Assumption Agreement, the Block 1 Owner will (i) agree to comply with all of the applicable terms and conditions of the OPA Amendment, (ii) enter into a card check agreement governing any hotel developed on Block 1; and (iii) comply with the Successor Agency's Small Business Enterprise Policy, as adopted by Agency Resolution No. 82-2009 (July 27, 2009) ("SBE Policy"). Since the OPA Amendment is considered a material change to the South OPA, and it triggers the applicability of the SBE Policy for FOCIL and any future developer that they assign the South OPA to in the future, including the Block 1 Owner through the First Amendment to the Assignment and Assumption Agreement; however, the original Mission Bay Program in Diversity, with its minority and women-owned enterprises, will continue to apply to developers that were assigned the South OPA prior to this OPA Amendment.

As required by CRL, a Report to Board has been prepared for the Plan Amendment (see Exhibit E). Because the proposed Plan Amendment is limited to this one land use change, the Report to Board primarily includes a discussion of the economic feasibility of the amendment as described above and the environmental document applicable to the amendment. The Planning Commission is scheduled to review the project in mid-June for consistency with the San Francisco General Plan and its findings will be provided to the Board of Supervisors.

Findings – Compliance with Redevelopment Dissolution Law

By allowing for residential use and an economically-feasible hotel, the Amendments will support the full economic use of Block 1 and will accelerate the completion of development under the South Redevelopment Plan, the South OPA and the related enforceable obligations. The change in permitted uses on Block 1 is expected to result in its development, which would generate more revenues from property taxes payable to the taxing entities, including the City and County of San Francisco, the Bay Area Rapid Transit District, the San Francisco Community College District, and the San Francisco Unified School District, compared with the existing, undeveloped conditions. The Amendments do not propose any new capital expenditures by OCII or any change in OCII's overall method of financing the redevelopment of Mission Bay South, and will accelerate the completion of development under the South Redevelopment Plan and the South OPA.

CALIFORNIA ENVIRONMENTAL QUALITY ACT

As part of its actions on September 17, 1998 establishing the Mission Bay North and South Redevelopment Project Areas, the Former Agency Commission certified the FSEIR, adopted CEQA findings, adopted a series of mitigation measures, and established a comprehensive system for mitigation monitoring. The Board of Supervisors, the Planning Commission, and various City departments adopted similar findings and mitigation monitoring plans.

Copies of the full four-volume FSEIR were distributed to the Former Agency Commission prior to the 1998 certification and adoption of the environmental findings, and have subsequently been made available to members of the Commission. The FSEIR includes by reference the following addenda:

- Addendum #1 - Analyzed the ballpark parking lots (dated March 21, 2000).
- Addendum #2 – Addressed Infrastructure Plan revisions related to 7th Street bike lanes and relocation of a storm drain outfall (dated June 20, 2001).
- Addendum #3 – Analyzed revisions to the South Design for Development related to the maximum allowable number of towers, tower separation and required step-backs (dated February 10, 2004).
- Addendum #4 – Analyzed revisions to parking requirements (dated March 9, 2004).
- Addendum #5 – Analyzed the UCSF proposal to establish a 400-bed hospital in Mission Bay South (dated October 4, 2005).
- Addendum #6 - Addressed revisions of the UCSF Medical Center at Mission Bay (dated September 10, 2008).
- Addendum #7 – Analyzed the Public Safety Building proposed for Block 8 in Mission Bay South (dated January 7, 2010).

In preparation for approval of the Amendments, Addendum #8, dated May 15, 2013, has been prepared to analyze the Amendments (see Exhibit E – included as part of the Report to Board). Addendum #8 concludes that the Amendments will not create any significant environmental impacts not already studied in the FSEIR nor cause a substantial increase in the severity of previously identified significant impacts. Therefore, no additional mitigation measures are required for the Amendments.

OCII staff has reviewed the proposed Amendments and has considered and reviewed the FSEIR and addenda, specifically Addendum #8. OCII staff finds the Amendments to be within the scope of the project analyzed in the FSEIR and subsequent addenda and no additional environmental review is required pursuant to State CEQA Guidelines Sections 15180, 15162, and 15163.

NEXT STEPS

All Commission approvals of the Amendments will be conditioned on the final approval of the Amendments by the Oversight Board, California Department of Finance, and Board of Supervisors, where applicable. Below are the steps for the OPA Amendment and the Plan Amendment.

OPA Amendment

The OPA Amendment requires Oversight Board approval, and it is scheduled to be presented to the Oversight Board in early June 2013, after which it will be referred to DOF for approval. DOF has a 5 day period to request a review of an Oversight Board action, and then 40 days from the date of that request to either approve the Oversight Board's action or return it to the Oversight Board for reconsideration. Assuming that the Oversight Board approves the OPA Amendment in early June, DOF's review period would be concluded by mid-July.

Plan Amendment

The Planning Commission will also review the proposed Plan Amendment for consistency with the San Francisco General Plan and forward its General Plan consistency findings to the Board of Supervisors. In addition, per CRL, the San Francisco Board of Supervisors must approve the Plan Amendment.

Once the Amendments are approved by all regulatory bodies, development of Block 1 will proceed pursuant to the process outlined in the existing Mission Bay OPA and associated documents. The first step for development of Block 1 will require the approval of a Major Phase for Block 1. The Block 1 Owner has submitted a Major Phase Application to OCII to allow the development of up to 350 dwelling units and 250 hotel rooms. This will be presented to the Commission as a separate item. Once a Major Phase is approved for Block 1, individual building schematic designs will be developed and brought to the Commission for approval in the future.

STAFF RECOMMENDATION

Staff recommends approval and referral to the Board of Supervisors of the Report on the Redevelopment Plan Amendment, as well as approval of the amendments to the Mission Bay South Redevelopment Plan and Mission Bay South Owner Participation Agreement, subject to the following conditions of approval:

1. The First Amendment to the Mission Bay South Redevelopment Plan is conditioned on final approval by the San Francisco Board of Supervisors.

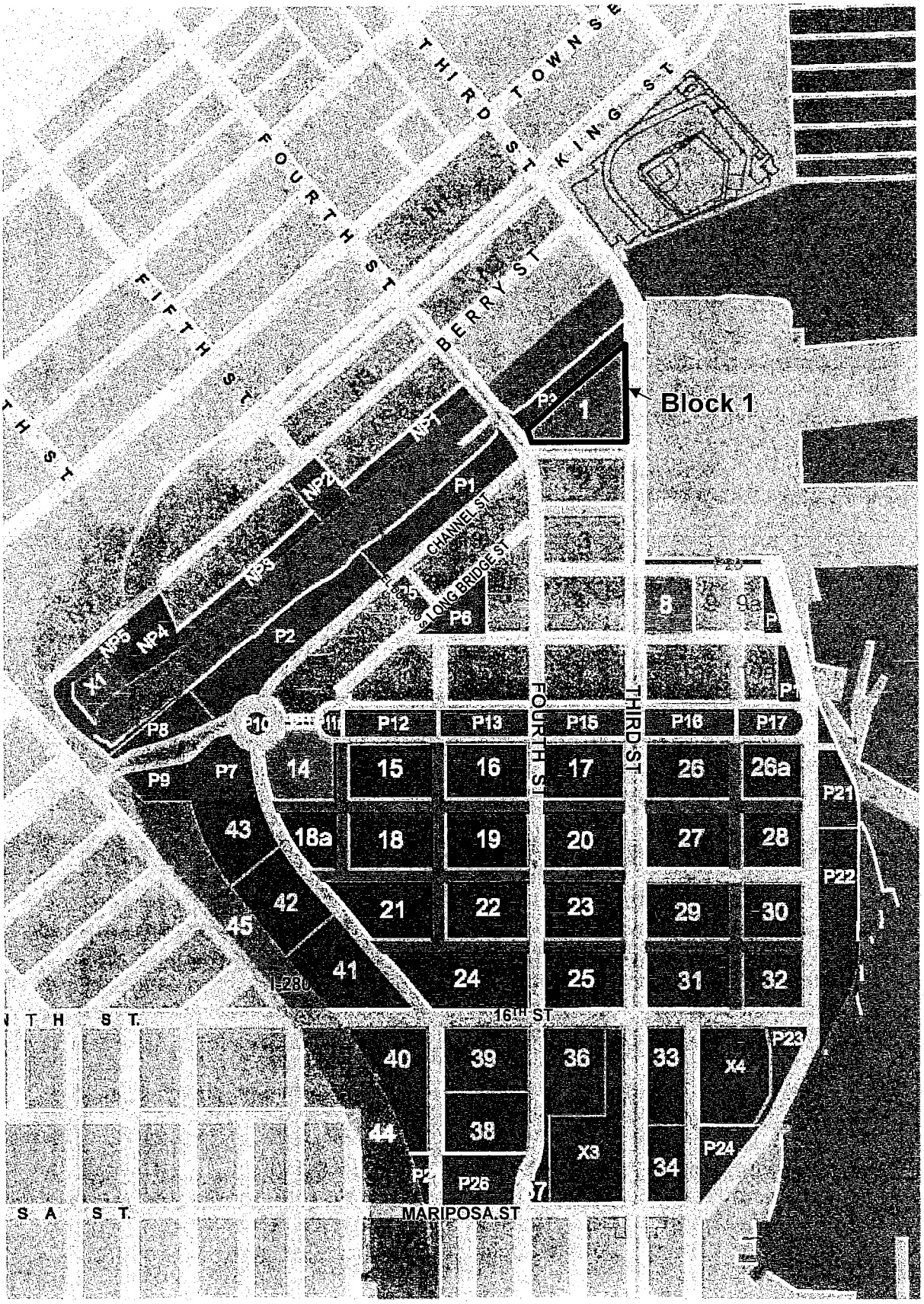
2. The Third Amendment to the Mission Bay South Owner Participation Agreement is conditioned on the final approval by the Oversight Board and California Department of Finance.

(Originated by Christine Maher, Development Specialist, and Catherine Reilly, Project Manager)

Tiffany Bohee
Executive Director

Exhibit A: Mission Bay Location Map
Exhibit B: PKF Feasibility Study
Exhibit C: First Amendment to the Mission Bay South Redevelopment Plan
Exhibit D: Third Amendment to the Mission Bay South Owner Participation Agreement
Exhibit E: Report to Board for Plan Amendment (includes Addendum #8)

Exhibit A



Mission Bay South Location Map

PKF CONSULTING USA

Sent via email to: Christine.Maher@sfgov.org
No hard copy to follow

May 14, 2013

Ms. Christine Maher
Development Specialist
Office of Community Investment and Infrastructure
Successor Agency to the San Francisco RDA
City and County of San Francisco
One South Van Ness Avenue, 5th Floor
San Francisco, CA 94103

Re: Peer Review of Proposed Entitlement Change to Block 1

Dear Ms. Maher:

Pursuant to your authorization, we have completed our peer review of the proposed entitlement change to what is commonly called "Block1" located within the City and County of San Francisco.

A. Background and Scope of Work

Block 1 is a 2.73-acre site bound by Mission Creek, 3rd Street and Channel Street within the Mission Bay South Redevelopment Area. The site was originally entitled for the development of a 500-room hotel, but the site's current ownership, Block 1 Associates, LLC, propose to change the land use mix from the currently entitled 500-room hotel to a mix of uses, including a 250-room hotel, 350 units of housing and up to 25,000 square feet of retail.

As we understand it, Block 1 Associates, LLC proposes the above change in entitlement for the following two reasons:

1. **Development of Block 1 is not feasible under the current entitlement.** A 500-room hotel envisioned for the site is not likely to be realized given the large hotel size and the site's location within the competitive hospitality market. However, the site could support a smaller scale boutique or "all

suites" hotel that would be easier to finance and could serve UCSF business travelers and other long-term visitors; and,

2. **The proposed development program improves the feasibility of the site.** This program envisions a 250-room hotel along with the residential uses and retail space. This mix of land uses diversifies the project risk and would create synergy between complementary uses, enhancing the value of the Project through the creation of a communal environment with shared amenities and spaces.

PKF Consulting USA was retained by the Office of Community Investment and Infrastructure to evaluate whether or not Block 1 Associates, LLC's conclusions outlined above were correct. In summary, whether the development of a 500-room hotel on Block 1 is not feasible but that a smaller (+/- 250-room) scale boutique, select-service or "all suites" hotel is viable. In order to accomplish this, we have developed a preliminary financial analysis in which we:

1. Developed a forecast of the likely occupancy levels and average daily room rates ("ADR") for both hotel options (500-room full service hotel and 250-room boutique or select service hotel);

2. Developed a statement of estimated annual operating results for the first ten years of operation for both hotel options. These statements reflect all potential revenues and expenses associated with ongoing operations and are the basis for analyzing the future economic feasibility of the hotels. Based on these cash flow forecasts, we also developed a preliminary estimate of the prospective market value of both hotel options through the Income Capitalization Approach to value; and,

3. After we developed the cash flow forecasts, we then developed an analysis of the economic viability of both hotel scenarios. We developed an estimate of the total development cost of a hotel on the site (both as a 500-room full-service hotel and as a 250-room boutique or select service hotel), as well as a recommended financing plan. We then calculated the projects' return on total invested capital as well as the return on an assumed equity investment. We also compared the prospective value of the property as determined by the Income Capitalization approach discussed above with the estimated development cost to determine the viability of the development scenarios.

Based on the foregoing analysis, we were able to determine if Block 1 Associates, LLC's conclusion that a smaller boutique hotel is more feasible than the currently entitled 500-room hotel is correct.

A summary of our analysis and findings are summarized in the following paragraphs.

B. Feasibility Analysis

For the purpose of this analysis, we have developed an analysis of the economic feasibility of the development of the following two hotel options for the Block 1 site:

1. A 500-room full-service hotel, similar in quality and level of service to the existing 550-room InterContinental Hotel located at 888 Howard Street or the 400-room Marriott Union Square located at 480 Sutter Street (a 500-room select-service hotel would be too large for this location); and,

2. A smaller scale (+/- 250-room) boutique, select-service or extended stay type hotel. Examples of this type of hotel would be a Courtyard, Springhill Suites and Residence Inn by Marriott, Hilton Garden Inn by Hilton, Indigo by the Intercontinental Hotel Group or a limited-service, independent boutique property.

Presented in the table below is a summary of the development program we have assumed for both hotel options for the purpose of this analysis.

Block 1 Hotel Assumed Development Program		
	500-Room Full-Service	250-Room Boutique or Select-Service
Number of Guestrooms	500	250
Gross Building Area	475,000 Square Feet	175,000 Square Feet
Gross Building Area Per Room	950 Square Feet	700 Square Feet
Food and Beverage	One Full-Service Restaurant	Limited
Meeting Space	+/-30,000 Square Feet	< 5,000 Square Feet
Parking (1 space per 16 Rooms)	31 Spaces on Property	16 Spaces on Property

Our first step to determine the feasibility of these two development scenarios was to develop a detailed ten-year cash flow forecast for both hotel options. These statements were based on the actual operating performance of existing San Francisco area hotels. For the purpose of this analysis, we have assumed that the hotel under either scenario would be available for occupancy in 2016. Other key assumptions used in developing our cash flow forecasts are summarized below.

1. We have assumed that a hotel on the Block 1 site would achieve a stabilized occupancy of 78 percent by its second year of operation for both size options. This would position the hotel approximately three to five occupancy points below properties located in more established hotel markets such as the Financial District, Moscone Convention Center and Union Square areas within the City.

2. With regard to average daily room rates ("ADR") we have assumed that the 500-room full-service hotel would achieve an ADR stated in current value

2012 dollars of $225, while the smaller boutique or select-service hotel would achieve an ADR of approximately $210. This would position the 500-room hotel approximately $20 below the InterContinental Hotel and the smaller boutique or select-service hotel on par with the performance of the Hotel Griffon, Harbor Court and Courtyard by Marriott. We then forecast these ADRs to increase at a compound annual growth rate of approximately 6.5 percent over the next five years, reflecting the envisioned growth in room rates for the local market.

3. The employees of the hotel under either development scenario would be union members.

A summary of our cash flow forecast for both scenarios is presented in the following two tables. Our detailed cash flow projections are presented in the Addenda at the end of this report.

In reviewing these cash flow forecasts you will note that the 250-room select service hotel is forecast to generate a much higher profit margin than the larger full-service hotel (NOI Ratio of 35.3% compared to 23.2%). This is typical within the industry as select-service hotels, with their lower operating costs, are inherently more efficient than full-service hotels. This lower cost structure is a major factor as to why this class of hotel is often more financially feasible than a full-service hotel.

500-Room Full-Service Hotel
Summary of Estimated Annual Operating Results

Year	Average Daily Rate	Annual Occupancy	Total Revenue	Net Operating Income[1]	Ratio to Total Revenues
2016	$291.00	72.0%	$54,031,000	$10,883,000	20.1%
2017	$309.00	78.0%	$61,610,000	$14,797,000	24.0%
2018	$318.00	78.0%	$63,419,000	$14,595,000	23.0%
2019	$328.00	78.0%	$65,388,000	$15,116,000	23.1%
2020	$338.00	78.0%	$67,372,000	$15,616,000	23.2%
2021	$348.00	78.0%	$69,373,000	$16,094,000	23.2%
2022	$358.00	78.0%	$71,391,000	$16,547,000	23.2%
2023	$369.00	78.0%	$73,571,000	$17,104,000	23.2%
2024	$380.00	78.0%	$75,768,000	$17,636,000	23.3%
2025	$391.00	78.0%	$77,985,000	$18,144,000	23.3%

[1] Income before the deduction of depreciation, interest, amortization, and income taxes, but after the deduction of a reserve for capital replacement.

250-Room Select-Service Hotel Summary of Estimated Annual Operating Results					
Year	Average Daily Rate	Annual Occupancy	Total Revenue	Net Operating Income[1]	Ratio to Total Revenues
2016	$273.00	72.0%	$20,090,000	$6,491,000	32.3%
2017	$289.00	78.0%	$22,975,000	$8,300,000	36.1%
2018	$298.00	78.0%	$23,688,000	$8,344,000	35.2%
2019	$307.00	78.0%	$24,402,000	$8,609,000	35.3%
2020	$316.00	78.0%	$25,120,000	$8,868,000	35.3%
2021	$325.00	78.0%	$25,839,000	$9,114,000	35.3%
2022	$335.00	78.0%	$26,631,000	$9,416,000	35.4%
2023	$345.00	78.0%	$27,426,000	$9,706,000	35.4%
2024	$355.00	78.0%	$28,225,000	$9,992,000	35.4%
2025	$366.00	78.0%	$29,096,000	$10,325,000	35.5%

[1] Income before the deduction of depreciation, interest, amortization, and income taxes, but after the deduction of a reserve for capital replacement.

After developing our cash flow forecast for the two hotel scenarios we then developed an estimate of the total cost to develop each hotel. It should be noted that our land value estimates for the site for both scenarios were based on discussions with representatives of CBRE, the broker retained by Block 1 Associates, LLC to actively market the hotel site. The land value for the 250-room scenario ($90,000 per room or $22.5 million) was based on their discussions with potential purchasers of the site and is considered to be a very good indication of market value. The land value for the 500-room scenario ($60,000 per room or $30.0 million) is more for illustrative purposes. As will be shown in a later section of this letter, the value of the hotel upon opening in the 500-room scenario is estimated to be approximately $38.5 million less than the cost to develop the property. Accordingly, a good argument can be made that the value of the site under this scenario is zero. All other estimates of the cost to develop a hotel on this site were developed by us based on the actual development costs or project budgets for similar hotels located in the Bay Area.

As can be noted, we estimate the total cost to develop a 500-room full-service hotel on the Block 1 site to be approximately $234.0 million or $467,000 per guest room while the cost to develop the smaller hotel would be approximately $100.0 million or $398,000 per room. The lower development cost of the smaller boutique or select-service hotel as compared to the full-service hotel is primarily the result of its smaller size (700 square feet per guest room vs. 950 square feet) and the less complex overall design and systems (limited food and beverage operations, meeting space, etc.) of this class of hotel.

500-Room Full-Service Hotel Estimated Development Costs				
Line Item	**Notes**	**$**	**$/room**	**$/sq. ft. [1]**
Land [2]		$30,000,000	$60,000	-
Building and Improvements	475,000 GSF x $300/sq. ft.	$142,500,000	$285,000	$300
Structured Parking	31 spaces (1 per 16 guestrooms)	$930,000	-	-
FF&E	$40,000 per room	$20,000,000	$40,000	$42
Pre-Opening Expenses	$7,000 per room	$3,500,000	$7,000	$7
Operating Supplies and Equipment	$3,000 per room	$1,500,000	$3,000	$3
Working Capital	$3,000 per room	$1,500,000	$3,000	$3
Legal, Taxes, Insurance & Fees	$5,000 per room	$2,500,000	$5,000	$5
Architect and Engineering Fees	5% of Hard Costs	$7,172,000	$14,344	$15
Developer Fees	4% of Hard Costs	$5,737,000	$11,474	$12
Financing Points [3]	1.5 bps on 60% LTV	$1,758,000	$3,516	$4
Construction Period Interest [4]	6.0% interest rate	$7,031,000	$14,062	$15
Contingency	5.0% of Costs	$9,706,000	$19,412	$20
Total		$233,834,000	$467,668	$492
Rounded		$233,800,000	$467,600	$492
Sources				
Equity	-	$116,620,000	$233,240	$246
Debt [5]	60% LTV	$117,180,000	$234,360	$247
Total		$233,800,000	$467,600	$492

[1] Based on total size of building and improvements (475,000 sq. ft.)

[2] Based on discussions with CBRE, Block 1 Associates, LLC's broker

[3] Assumes 60% LTV or $117.2 million loan

[4] Assumes 6.0% interest rate, 60% LTV, 18-month construction period, 50% utilization

[5] Based on proposed hotel value of $195.3 million

250-Room Select-Service Hotel Estimated Development Costs				
Line Item	**Notes**	**$**	**$/room**	**$/sq. ft. [1]**
Land [2]	$90,000 per room	$22,500,000	$90,000	-
Building and Improvements	175,500 GSF x $300/sq. ft.	$52,500,000	$210,000	$300
Structured Parking	16 spaces (1 per 16 guestrooms)	$480,000	-	-
FF&E	$25,000 per room	$6,250,000	$25,000	$36
Pre-Opening Expenses	$7,000 per room	$1,750,000	$7,000	$10
Operating Supplies and Equipment	$3,000 per room	$750,000	$3,000	$4
Working Capital	$3,000 per room	$750,000	$3,000	$4
Legal, Taxes, Insurance & Fees	$5,000 per room	$1,250,000	$5,000	$7
Architect and Engineering Fees	5% of Hard Costs	$2,649,000	$10,596	$15
Developer Fees	4% of Hard Costs	$2,119,000	$8,476	$12
Financing Points [3]	1.5 bps on 60% LTV	$990,000	$3,960	$6
Construction Period Interest [4]	6.0% interest rate	$3,960,000	$15,840	$23
Contingency	5.0% of Costs	$3,672,000	$14,688	$21
Total		$99,620,000	$398,480	$569
Rounded		$99,600,000	$398,400	$569
Sources				
Equity	-	$33,600,000	$134,400	$192
Debt [5]	60% LTV	$66,000,000	$264,000	$377
Total		$99,600,000	$398,400	$569

[1] Based on total size of building and improvements (175,000 sq. ft.)

[2] Based on discussions with CBRE, Block 1 Associates, LLC's broker

[3] Assumes 60% LTV or $66.0 million loan

[4] Assumes 6.0% interest rate, 60% LTV, 18-month construction period, 50% utilization

[5] Based on proposed hotel value of $110.0 million

Our next step to analyze the economic feasibility of the proposed hotels was to develop an estimate of the market value of the hotel for each scenario upon its opening using a yield capitalization or a discounted cash flow analysis. In yield capitalization, the value of the property is the present value of the net operating income in each year of the holding period (here projected to be ten years) and the value of the property when sold at the end of the holding period (the reversion). The present value of these elements is obtained by applying a market derived discount rate. The value of the reversion is obtained through the capitalization of the adjusted income at the end of the holding period, which assumes the sale of the proposed hotel.

The following two tables show the present value of the projected net operating income for the proposed hotel for each scenario for the ten-year holding period, along with the present value of the reversion, deriving a value estimate. As can be noted, we are of the opinion that a reversionary capitalization rate of 7.5 percent

and a discount rate of 9.5 percent are appropriate to value the proposed hotel under both scenarios using this approach.

As can be noted, we estimate the market value of the 500-room full-service hotel to be approximately $195.3 million upon opening in 2016. As a comparison, we estimate the market value of the smaller 250-room boutique or select-service hotel to be approximately $110.0 million.

500-Room Full-Service Hotel
Discounted Cash Flow Analysis

Year	Cash Flow From Operations	Present Value Factor	Present Value 9.5%
2016	$10,883,000	0.9132	$9,938,800
2017	14,797,000	0.8340	12,340,900
2018	14,595,000	0.7617	11,116,300
2019	15,116,000	0.6956	10,514,300
2020	15,616,000	0.6352	9,919,700
2021	16,094,000	0.5801	9,336,400
2022	16,547,000	0.5298	8,766,400
2023	17,104,000	0.4838	8,275,300
2024	17,636,000	0.4418	7,792,400
2025	18,144,000	0.4035	7,321,400
Reversion	$247,880,000	0.4035	$100,022,900
Total Present Value			$195,353,700
Value (Rounded)			$195,300,000

Calculation of Reversion	
Year 11 NOI	$21,706,000
Terminal Capitalization Rate (7.5% plus tax load of 1.1691%)	8.66910%
Indicated Value at Reversion	$250,384,000
Less: Selling Costs (1.0%)	($2,504,000)
Net Cash Flow upon Sale	$247,880,000

Note: Present value figures may not foot due to rounding.
Source: **PKF Consulting USA**

250-Room Select-Service Hotel Discounted Cash Flow Analysis			
Year	Cash Flow From Operations	Present Value Factor	Present Value 9.5%
2016	$6,491,000	0.9132	$5,927,900
2017	8,300,000	0.8340	6,922,300
2018	8,344,000	0.7617	6,355,200
2019	8,609,000	0.6956	5,988,200
2020	8,868,000	0.6352	5,633,200
2021	9,114,000	0.5801	5,287,200
2022	9,416,000	0.5298	4,988,500
2023	9,706,000	0.4838	4,696,000
2024	9,992,000	0.4418	4,414,900
2025	10,325,000	0.4035	4,166,300
Reversion	$137,860,000	0.4035	$55,628,600
Total Present Value			$110,008,200
Value (Rounded)			$110,000,000
Calculation of Reversion			
Year 11 NOI			$12,072,000
Terminal Capitalization Rate (7.5% plus tax load of 1.1691%)			8.66910%
Indicated Value at Reversion			$139,253,000
Less: Selling Costs (1.0%)			($1,393,000)
Net Cash Flow upon Sale			$137,860,000

Note: Present value figures may not foot due to rounding.
Source: **PKF Consulting USA**

The feasibility of a hotel can be determined by comparing the estimate of the market value of the property upon opening to the cost of the development. If the value of a hotel is equal to or exceeds the cost of development, a project is deemed feasible, as it meets the return on investment requirements of the market. If the value of the hotel is less than the cost of development, the project is considered infeasible.

As can be noted in the table below, the cost to develop the 500-room full-service hotel exceeds its estimated market value upon opening by approximately $38.5 million, while the cost of the 250-room boutique or select-service hotel is approximately $10.4 less than the cost of development. Therefore, using this test, based on current market conditions the full-service hotel scenario is considered infeasible.

Proposed Hotel - Block 1 Economics of Development Scenarios		
Year	500-Room Full-Service Hotel	250-Room Select-Service Hotel
Estimated Prospective Market Value (1/1/2016)	$195,300,000	$110,000,000
Estimated Development Costs	$233,800,000	$99,600,000
Surplus/(Deficit)	**($38,500,000)**	**$10,400,000**

In addition to the foregoing, we have also calculated the Internal Rate of Return ("IRR") on an assumed equity investment in the two hotel scenarios assuming the following financing assumptions:

- Loan to value – 60 percent of estimated market value
- Interest Rate – 6 percent
- Amortization period – 25 years

Based on the forgoing financing assumptions, the equity IRR for the two scenarios is estimated to be 7.8 percent for the 500-room full-service hotel and 17.0 percent for the 250-room boutique or select-service hotel. A worksheet detailing this IRR calculation is presented in the Addenda of this report.

As a point of reference, hotel investors typically require an IRR on their equity investments of between 15 and 20 percent. As such, only the 250-room hotel scenario generates a market rate of return.

C. Conclusion

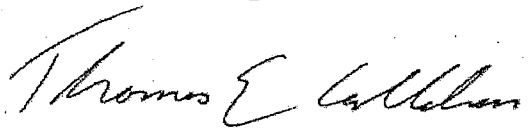
In summary, we concur with Block 1 Associates, LLC's conclusion that the development of a 500-room hotel on the Block 1 site is not feasible and that a smaller scale (+/- 250-room) boutique, select-service or extended-stay type hotel is a much more viable development option for this site.

While the foregoing analysis is compares a 250-boutique or select-service hotel to a 500-room full-service hotel, we are of the opinion that the conclusion would be the same if the hotel was developed as a 500-room select service facility rather than as a full-service hotel.

We appreciate the opportunity to assist you with this project. If you have any questions on the foregoing, or if we can be of further assistance, please don't hesitate to call.

Yours sincerely,

PKF Consulting USA



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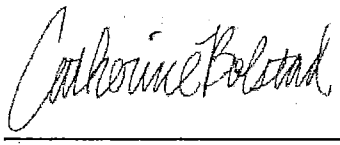

Catherine E. Bolstad
Vice President
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ADDENDA

ADDENDA

A. TEN-YEAR STATEMENT OF ESTIMATED OPERATING RESULTS
500-ROOM FULL-SERVICE HOTEL

B. TEN-YEAR STATEMENT OF ESTIMATED OPERATING RESULTS
250-ROOM SELECT-SERVICE HOTEL

C. INTERNAL RATE OF RETURN ANALYSIS
500-ROOM FULL-SERVICE HOTEL

D. INTERNAL RATE OF RETURN ANALYSIS
25-ROOM SELECT-SERVICE HOTEL

ADDENDUM A

TEN-YEAR STATEMENT OF ESTIMATED OPERATING RESULTS
500-ROOM FULL-SERVICE HOTEL

TEN-YEAR STATEMENT OF ESTIMATED ANNUAL OPERATING RESULTS
500-ROOM FULL-SERVICE HOTEL

Proposed Full-Service Hotel - Block 1
Projected Operating Results
Calendar Years

	2016		2017		2018		2019		2020	
Number of Units:	500		500		500		500		500	
Number of Annual Rooms Available:	182,500		182,500		182,500		182,500		182,500	
Number of Rooms Occupied:	131,400		142,350		142,350		142,350		142,350	
Annual Occupancy:	72.0%		78.0%		78.0%		78.0%		78.0%	
Average Daily Rate:	$291.00		$309.00		$318.00		$328.00		$338.00	
Revenue Per Available Room:	$209.52		$241.02		$248.04		$255.84		$263.64	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Revenues										
Rooms	$38,237,000	70.8%	$43,986,000	71.4%	$45,267,000	71.4%	$46,691,000	71.4%	$48,114,000	71.4%
Food & Beverage	14,358,000	26.6%	16,022,000	26.0%	16,502,000	26.0%	16,997,000	26.0%	17,507,000	26.0%
Other Operated Departments	1,436,000	2.7%	1,602,000	2.6%	1,650,000	2.6%	1,700,000	2.6%	1,751,000	2.6%
Total Revenues	54,031,000	100.0%	61,610,000	100.0%	63,419,000	100.0%	65,388,000	100.0%	67,372,000	100.0%
Departmental Expenses										
Rooms	10,470,000	27.4%	11,215,000	25.5%	11,552,000	25.5%	11,898,000	25.5%	12,255,000	25.5%
Food & Beverage	13,353,000	93.0%	14,419,000	90.0%	14,852,000	90.0%	15,298,000	90.0%	15,757,000	90.0%
Other Operated Departments	1,077,000	75.0%	1,202,000	75.0%	1,238,000	75.0%	1,275,000	75.0%	1,313,000	75.0%
Total Departmental Expenses	24,900,000	46.1%	26,836,000	43.6%	27,642,000	43.6%	28,471,000	43.5%	29,325,000	43.5%
Departmental Profit	29,131,000	53.9%	34,774,000	56.4%	35,777,000	56.4%	36,917,000	56.5%	38,047,000	56.5%
Undistributed Expenses										
Administrative & General	4,629,000	8.6%	4,917,000	8.0%	5,063,000	8.0%	5,217,000	8.0%	5,374,000	8.0%
Marketing (Including Franchise Fees)	3,825,000	7.1%	3,939,000	6.4%	4,057,000	6.4%	4,179,000	6.4%	4,305,000	6.4%
Property Operation and Maintenance	2,623,000	4.9%	2,701,000	4.4%	2,782,000	4.4%	2,866,000	4.4%	2,952,000	4.4%
Utility Costs	983,000	1.8%	1,013,000	1.6%	1,043,000	1.6%	1,075,000	1.6%	1,107,000	1.6%
Total Undistributed Operating Expenses	12,060,000	22.3%	12,570,000	20.4%	12,945,000	20.4%	13,337,000	20.4%	13,738,000	20.4%
Gross Operating Profit	17,071,000	31.6%	22,204,000	36.0%	22,832,000	36.0%	23,580,000	36.1%	24,309,000	36.1%
Base Management Fee	1,621,000	3.0%	1,848,000	3.0%	1,903,000	3.0%	1,962,000	3.0%	2,021,000	3.0%
Fixed Expenses										
Property Taxes	2,283,000	4.2%	2,471,000	4.0%	2,521,000	4.0%	2,571,000	3.9%	2,623,000	3.9%
Insurance	1,202,000	2.2%	1,238,000	2.0%	1,275,000	2.0%	1,313,000	2.0%	1,353,000	2.0%
Total Fixed Expenses	3,485,000	6.5%	3,709,000	6.0%	3,796,000	6.0%	3,884,000	5.9%	3,976,000	5.9%
Net Operating Income	11,965,000	22.1%	16,647,000	27.0%	17,133,000	27.0%	17,734,000	27.1%	18,312,000	27.2%
FF&E Reserve	1,081,000	2.0%	1,848,000	3.0%	2,537,000	4.0%	2,616,000	4.0%	2,695,000	4.0%
Net Operating Income After Reserve	$10,884,000	20.1%	$14,799,000	24.0%	$14,596,000	23.0%	$15,118,000	23.1%	$15,617,000	23.2%

Source: PKF Consulting USA

Full Year of Operation

TEN-YEAR STATEMENT OF ESTIMATED ANNUAL OPERATING RESULTS
500-ROOM FULL-SERVICE HOTEL (continued)

Proposed Full-Service Hotel - Block 1
Projected Operating Results
Calendar Years

	2021		2022		2023		2024		2025	
Number of Units:	500		500		500		500		500	
Number of Annual Rooms Available:	182,500		182,500		182,500		182,500		182,500	
Number of Rooms Occupied:	142,350		142,350		142,350		142,350		142,350	
Annual Occupancy:	78.0%		78.0%		78.0%		78.0%		78.0%	
Average Daily Rate:	$348.00		$358.00		$369.00		$380.00		$391.00	
Revenue Per Available Room:	$271.44		$279.24		$287.82		$296.40		$304.98	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Revenues										
Rooms	$49,538,000	71.4%	$50,961,000	71.4%	$52,527,000	71.4%	$54,093,000	71.4%	$55,659,000	71.4%
Food & Beverage	18,032,000	26.0%	18,573,000	26.0%	19,131,000	26.0%	19,705,000	26.0%	20,296,000	26.0%
Other Operated Departments	1,803,000	2.6%	1,857,000	2.6%	1,913,000	2.6%	1,970,000	2.6%	2,030,000	2.6%
Total Revenues	69,373,000	100.0%	71,391,000	100.0%	73,571,000	100.0%	75,768,000	100.0%	77,985,000	100.0%
Departmental Expenses										
Rooms	12,623,000	25.5%	13,001,000	25.5%	13,391,000	25.5%	13,793,000	25.5%	14,207,000	25.5%
Food & Beverage	16,229,000	90.0%	16,716,000	90.0%	17,218,000	90.0%	17,734,000	90.0%	18,266,000	90.0%
Other Operated Departments	1,352,000	75.0%	1,393,000	75.0%	1,435,000	75.0%	1,478,000	75.0%	1,522,000	75.0%
Total Departmental Expenses	30,204,000	43.5%	31,110,000	43.6%	32,044,000	43.6%	33,005,000	43.6%	33,995,000	43.6%
Departmental Profit	39,169,000	56.5%	40,281,000	56.4%	41,527,000	56.4%	42,763,000	56.4%	43,990,000	56.4%
Undistributed Expenses										
Administrative & General	5,535,000	8.0%	5,699,000	8.0%	5,871,000	8.0%	6,047,000	8.0%	6,227,000	8.0%
Marketing (Including Franchise Fees)	4,434,000	6.4%	4,567,000	6.4%	4,704,000	6.4%	4,845,000	6.4%	4,990,000	6.4%
Property Operation and Maintenance	3,040,000	4.4%	3,131,000	4.4%	3,225,000	4.4%	3,322,000	4.4%	3,422,000	4.4%
Utility Costs	1,140,000	1.6%	1,174,000	1.6%	1,210,000	1.6%	1,246,000	1.6%	1,283,000	1.6%
Total Undistributed Operating Expenses	14,149,000	20.4%	14,571,000	20.4%	15,010,000	20.4%	15,460,000	20.4%	15,922,000	20.4%
Gross Operating Profit	25,020,000	36.1%	25,710,000	36.0%	26,517,000	36.0%	27,303,000	36.0%	28,068,000	36.0%
Base Management Fee	2,081,000	3.0%	2,142,000	3.0%	2,207,000	3.0%	2,273,000	3.0%	2,340,000	3.0%
Fixed Expenses										
Property Taxes	2,675,000	3.9%	2,729,000	3.8%	2,783,000	3.8%	2,839,000	3.7%	2,896,000	3.7%
Insurance	1,393,000	2.0%	1,435,000	2.0%	1,478,000	2.0%	1,523,000	2.0%	1,568,000	2.0%
Total Fixed Expenses	4,068,000	5.9%	4,164,000	5.8%	4,261,000	5.8%	4,362,000	5.8%	4,464,000	5.7%
Net Operating Income	18,871,000	27.2%	19,404,000	27.2%	20,049,000	27.3%	20,668,000	27.3%	21,264,000	27.3%
FF&E Reserve	2,775,000	4.0%	2,856,000	4.0%	2,943,000	4.0%	3,031,000	4.0%	3,119,000	4.0%
Net Operating Income After Reserve	$16,096,000	23.2%	$16,548,000	23.2%	$17,106,000	23.3%	$17,637,000	23.3%	$18,145,000	23.3%

Source: PKF Consulting USA

ADDENDUM B

TEN-YEAR STATEMENT OF ESTIMATED OPERATING RESULTS
250-ROOM SELECT-SERVICE HOTEL

TEN-YEAR STATEMENT OF ESTIMATED ANNUAL OPERATING RESULTS
250-ROOM SELECT-SERVICE HOTEL

Proposed Select-Service Hotel - Block 1
Projected Operating Results
Calendar Years

	2016		2017		2018		2019		2020	
Number of Units:	250		250		250		250		250	
Number of Annual Rooms Available:	91,250		91,250		91,250		91,250		91,250	
Number of Rooms Occupied:	65,700		71,180		71,180		71,180		71,180	
Annual Occupancy:	72.0%		78.0%		78.0%		78.0%		78.0%	
Average Daily Rate:	$273.00		$289.00		$298.00		$307.00		$316.00	
Revenue Per Available Room:	$196.56		$225.42		$232.44		$239.46		$246.48	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Revenues										
Rooms	$17,936,000	89.3%	$20,571,000	89.5%	$21,212,000	89.5%	$21,852,000	89.6%	$22,493,000	89.5%
Food & Beverage	1,795,000	8.9%	2,003,000	8.7%	2,063,000	8.7%	2,125,000	8.7%	2,189,000	8.7%
Other Operated Departments	359,000	1.8%	401,000	1.7%	413,000	1.7%	425,000	1.7%	438,000	1.7%
Total Revenues	20,090,000	100.0%	22,975,000	100.0%	23,688,000	100.0%	24,402,000	100.0%	25,120,000	100.0%
Departmental Expenses										
Rooms	4,861,000	27.1%	5,207,000	25.3%	5,363,000	25.3%	5,524,000	25.3%	5,690,000	25.3%
Food & Beverage	1,298,000	72.3%	1,402,000	70.0%	1,444,000	70.0%	1,487,000	70.0%	1,532,000	70.0%
Other Operated Departments	179,000	49.9%	200,000	49.9%	206,000	49.9%	212,000	49.9%	219,000	50.0%
Total Departmental Expenses	6,338,000	31.5%	6,809,000	29.6%	7,013,000	29.6%	7,223,000	29.6%	7,441,000	29.6%
Departmental Profit	13,752,000	68.5%	16,166,000	70.4%	16,675,000	70.4%	17,179,000	70.4%	17,679,000	70.4%
Undistributed Expenses										
Administrative & General	1,868,000	9.3%	1,981,000	8.6%	2,041,000	8.6%	2,103,000	8.6%	2,165,000	8.6%
Marketing (Including Franchise Fees)	1,639,000	8.2%	1,688,000	7.3%	1,739,000	7.3%	1,791,000	7.3%	1,845,000	7.3%
Property Operation and Maintenance	820,000	4.1%	844,000	3.7%	869,000	3.7%	896,000	3.7%	922,000	3.7%
Utility Costs	492,000	2.4%	506,000	2.2%	522,000	2.2%	537,000	2.2%	553,000	2.2%
Total Undistributed Operating Expenses	4,819,000	24.0%	5,019,000	21.8%	5,171,000	21.8%	5,327,000	21.8%	5,485,000	21.8%
Gross Operating Profit	8,933,000	44.5%	11,147,000	48.5%	11,504,000	48.6%	11,852,000	48.6%	12,194,000	48.5%
Base Management Fee	603,000	3.0%	689,000	3.0%	711,000	3.0%	732,000	3.0%	754,000	3.0%
Fixed Expenses										
Property Taxes	1,164,000	5.8%	1,188,000	5.2%	1,211,000	5.1%	1,236,000	5.1%	1,260,000	5.0%
Insurance	273,000	1.4%	281,000	1.2%	290,000	1.2%	299,000	1.2%	307,000	1.2%
Total Fixed Expenses	1,437,000	7.2%	1,469,000	6.4%	1,501,000	6.3%	1,535,000	6.3%	1,567,000	6.2%
Net Operating Income	6,893,000	34.3%	8,989,000	39.1%	9,292,000	39.2%	9,585,000	39.3%	9,873,000	39.3%
FF&E Reserve	402,000	2.0%	689,000	3.0%	948,000	4.0%	976,000	4.0%	1,005,000	4.0%
Net Operating Income After Reserve	$6,491,000	32.3%	$8,300,000	36.1%	$8,344,000	35.2%	$8,609,000	35.3%	$8,868,000	35.3%

Source: PKF Consulting USA

Full Year of Operation

TEN-YEAR STATEMENT OF ESTIMATED ANNUAL OPERATING RESULTS
250-ROOM SELECT-SERVICE HOTEL (continued)

Proposed Select-Service Hotel - Block 1
Projected Operating Results
Calendar Years

	2021		2022		2023		2024		2025	
Number of Units:	250		250		250		250		250	
Number of Annual Rooms Available:	91,250		91,250		91,250		91,250		91,250	
Number of Rooms Occupied:	71,180		71,180		71,180		71,180		71,180	
Annual Occupancy:	78.0%		78.0%		78.0%		78.0%		78.0%	
Average Daily Rate:	$325.00		$335.00		$345.00		$355.00		$366.00	
Revenue Per Available Room:	$253.50		$261.30		$269.10		$276.90		$285.48	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Revenues										
Rooms	$23,134,000	89.5%	$23,845,000	89.5%	$24,557,000	89.5%	$25,269,000	89.5%	$26,052,000	89.5%
Food & Beverage	2,254,000	8.7%	2,322,000	8.7%	2,391,000	8.7%	2,463,000	8.7%	2,537,000	8.7%
Other Operated Departments	451,000	1.7%	464,000	1.7%	478,000	1.7%	493,000	1.7%	507,000	1.7%
Total Revenues	25,839,000	100.0%	26,631,000	100.0%	27,426,000	100.0%	28,225,000	100.0%	29,096,000	100.0%
Departmental Expenses										
Rooms	5,861,000	25.3%	6,037,000	25.3%	6,218,000	25.3%	6,404,000	25.3%	6,596,000	25.3%
Food & Beverage	1,578,000	70.0%	1,625,000	70.0%	1,674,000	70.0%	1,724,000	70.0%	1,776,000	70.0%
Other Operated Departments	225,000	49.9%	232,000	50.0%	239,000	50.0%	246,000	49.9%	254,000	50.1%
Total Departmental Expenses	7,664,000	29.7%	7,894,000	29.6%	8,131,000	29.6%	8,374,000	29.7%	8,626,000	29.6%
Departmental Profit	18,175,000	70.3%	18,737,000	70.4%	19,295,000	70.4%	19,851,000	70.3%	20,470,000	70.4%
Undistributed Expenses										
Administrative & General	2,229,000	8.6%	2,297,000	8.6%	2,366,000	8.6%	2,436,000	8.6%	2,510,000	8.6%
Marketing (Including Franchise Fees)	1,900,000	7.4%	1,957,000	7.3%	2,016,000	7.4%	2,076,000	7.4%	2,139,000	7.4%
Property Operation and Maintenance	950,000	3.7%	979,000	3.7%	1,008,000	3.7%	1,038,000	3.7%	1,069,000	3.7%
Utility Costs	570,000	2.2%	587,000	2.2%	605,000	2.2%	623,000	2.2%	642,000	2.2%
Total Undistributed Operating Expenses	5,649,000	21.9%	5,820,000	21.9%	5,995,000	21.9%	6,173,000	21.9%	6,360,000	21.9%
Gross Operating Profit	12,526,000	48.5%	12,917,000	48.5%	13,300,000	48.5%	13,678,000	48.5%	14,110,000	48.5%
Base Management Fee	775,000	3.0%	799,000	3.0%	823,000	3.0%	847,000	3.0%	873,000	3.0%
Fixed Expenses										
Property Taxes	1,286,000	5.0%	1,311,000	4.9%	1,338,000	4.9%	1,364,000	4.8%	1,392,000	4.8%
Insurance	317,000	1.2%	326,000	1.2%	336,000	1.2%	346,000	1.2%	356,000	1.2%
Total Fixed Expenses	1,603,000	6.2%	1,637,000	6.1%	1,674,000	6.1%	1,710,000	6.1%	1,748,000	6.0%
Net Operating Income	10,148,000	39.3%	10,481,000	39.4%	10,803,000	39.4%	11,121,000	39.4%	11,489,000	39.5%
FF&E Reserve	1,034,000	4.0%	1,065,000	4.0%	1,097,000	4.0%	1,129,000	4.0%	1,164,000	4.0%
Net Operating Income After Reserve	$9,114,000	35.3%	$9,416,000	35.4%	$9,706,000	35.4%	$9,992,000	35.4%	$10,325,000	35.5%

Source: PKF Consulting USA

ADDENDUM C

INTERNAL RATE OF RETURN ANALYSIS
500-ROOM FULL-SERVICE HOTEL

INTERNAL RATE OF RETURN ANALYSIS
500-ROOM FULL-SERVICE HOTEL

Proposed Full-Service Hotel - Block 1	
Guestrooms	500
Costs w/o Land	$203,800,000
Land	$30,000,000
Total Development Costs (rounded)	$233,800,000

SCENARIO I - LEVERAGED

Estiamted Construction Costs	
Total Construction Costs	$233,800,000
Land Value	$30,000,000
Total Construction Costs	$203,800,000

Assumed Financing Structure	
Estimated Market Value (1/1/16)	$195,300,000
LTV	60.0%
Loan Amount	$117,180,000
Interest Rate	6.0%
Term	25

Equity Required	
Total Construction Costs	$233,800,000
Less: Loan Amount	($117,180,000)
Equity Required	$116,620,000

	2016	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Equity	($116,620,000)										
NOI - Operation		$10,884,000	$14,799,000	$14,596,000	$15,118,000	$15,617,000	$16,096,000	$16,548,000	$17,106,000	$17,637,000	$18,145,000
Annual Debt Service		($9,166,607)	($9,166,607)	($9,166,607)	($9,166,607)	($9,166,607)	($9,166,607)	($9,166,607)	($9,166,607)	($9,166,607)	($9,166,607)
Net Reversion											$247,879,546
Less: Loan Principal											($89,028,368)
Net Cash Flow	($116,620,000)	$1,717,393	$5,632,393	$5,429,393	$5,951,393	$6,450,393	$6,929,393	$7,381,393	$7,939,393	$8,470,393	$167,829,571
Cash on Cash Return		1.5%	4.8%	4.7%	5.1%	5.5%	5.9%	6.3%	6.8%	7.3%	143.9%

IRR	7.8%

ADDENDUM D

INTERNAL RATE OF RETURN ANALYSIS
250-ROOM SELECT-SERVICE HOTEL

INTERNAL RATE OF RETURN ANALYSIS
500-ROOM FULL-SERVICE HOTEL

Proposed Select-Service Hotel - Block 1	
Guestrooms	250
Costs w/o Land	$77,100,000
Land	$22,500,000
Total Development Costs (rounded)	$99,600,000

SCENARIO I - LEVERAGED

Estiamted Construction Costs	
Total Construction Costs	$99,600,000
Land Value	$22,500,000
Total Construction Costs	$77,100,000

Assumed Financing Structure	
Estimated Market Value (1/1/16)	$110,000,000
LTV	60.0%
Loan Amount	$66,000,000
Interest Rate	6.0%
Term	25

Equity Required	
Total Construction Costs	$99,600,000
Less: Loan Amount	($66,000,000)
Equity Required	$33,600,000

	2016	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Equity	($33,600,000)										
NOI - Operation		$6,491,000	$8,300,000	$8,344,000	$8,609,000	$8,868,000	$9,114,000	$9,416,000	$9,706,000	$9,992,000	$10,325,000
Annual Debt Service		($5,162,963)	($5,162,963)	($5,162,963)	($5,162,963)	($5,162,963)	($5,162,963)	($5,162,963)	($5,162,963)	($5,162,963)	($5,162,963)
Net Reversion											$137,860,210
Less: Loan Principal											($50,143,986)
Net Cash Flow	($33,600,000)	$1,328,037	$3,137,037	$3,181,037	$3,446,037	$3,705,037	$3,951,037	$4,253,037	$4,543,037	$4,829,037	$92,878,260
Cash on Cash Return		4.0%	9.3%	9.5%	10.3%	11.0%	11.8%	12.7%	13.5%	14.4%	276.4%

IRR	17.0%

EXHIBIT C

REDEVELOPMENT PLAN
FOR THE
MISSION BAY SOUTH REDEVELOPMENT PROJECT



SAN FRANCISCO
REDEVELOPMENT AGENCY

~~NOVEMBER 2, 1998~~
Adopted [ ], 2013

REDEVELOPMENT PLAN for the
MISSION BAY SOUTH PROJECT AREA

Approved and Adopted by
the Board of Supervisors
of the City and County of San Francisco
Ordinance No. 335-98, November 2, 1998

Amendment Adopted and Approved by the Board of Supervisors
of the City and County of San Francisco,
Ordinance No. [ ], [ ], 2013

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100 INTRODUCTION

All initially capitalized terms shall have the meaning set forth herein, including Section 304.9 and Attachment 5.

101 Legal Foundation

This is the Redevelopment Plan (the "Plan") for the Mission Bay South Redevelopment Project in the City and County of San Francisco (the "City"), State of California, and consists of the Text, the Legal Description of the Plan Area (Attachment 1), the Plan Area Map (Attachment 2), the Redevelopment Land Use Map (Attachment 3), the Zone Map (Attachment 3A), Proposed Public Improvements (Attachment 4) and Definitions (Attachment 5). This Plan was prepared by the Redevelopment Agency of the City and County of San Francisco (the "Agency") pursuant to the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000 et seq.), the California Constitution and all applicable local laws and ordinances. The Plan is also referred to as the "Mission Bay South Redevelopment Plan." The Mission Bay South Project Area covered by this Plan is hereinafter referred to as the Plan Area.

The proposed redevelopment of the Plan Area as described in this Plan is consistent with the Central Waterfront Plan, adopted by the Planning Commission of the City and County of San Francisco (the "Planning Commission") on September 27, 1990, and other applicable elements of the General Plan for the City and County of San Francisco, in effect on the effective date of this Plan, and is in conformity with the eight Priority Policies of Section 101.1 of the City Planning Code in effect at the date of adoption of this Plan.

This Plan is based upon a Preliminary Plan formulated and adopted by the Planning Commission by **Motion No. 14483**, on October 23, 1997. It provides the Agency with the powers, duties, and obligations to implement and further the program generally formulated in this Plan for the redevelopment, rehabilitation, and revitalization of the Plan Area. This Plan sets forth the objectives and the basic land use controls within which specific redevelopment activities in the Plan Area will be pursued. It is consistent with provisions of the Community Redevelopment Law in effect at the date of adoption of this Plan.

This Plan and the other Plan Documents, including the Design for Development, shall supersede the San Francisco Planning Code in its entirety, except as otherwise provided herein.

Regardless of any future action by the City or the Agency, whether by ordinance, resolution, initiative or otherwise, the rules, regulations, and official policies applicable to and governing the overall design, construction, fees, use or other aspect of development of the Plan Area shall be (i) this Plan and the other applicable Plan Documents, (ii) to the extent not inconsistent therewith or not superseded by this Plan, the Existing City Regulations and (iii) any new or changed City Regulations permitted under this Plan.

102 Relationship of Plan to Plan Documents

This Plan is enacted to establish the powers, duties, and obligations to implement and further the program generally formulated in this Plan. All real property in the Plan Area is made subject to the controls and requirements of this Plan, and the other applicable Plan Documents.

In order to facilitate the implementation of this Plan, the City and the Agency have entered into the Mission Bay South Interagency Cooperation Agreement ("ICA"). The ICA is intended to provide the framework for cooperation among various City Agencies and the Agency in accordance with this Plan and the other applicable Plan Documents with respect to the review and approval of development authorizations in the Plan Area and, where appropriate, to facilitate cooperation of the City Agencies in issuance of those permits, approvals, agreements and entitlements at each applicable stage of development.

103 Redevelopment Project Objectives

The purposes of the Community Redevelopment Law, which will be attained through, and the major objectives of this Plan are:

A. Eliminating blighting influences and correcting environmental deficiencies in the Plan Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities.

B. Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco ("UCSF"), which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can accommodate the 2,650,000 square foot program analyzed in the UCSF Long Range Development Plan.

C. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Area.

D. Replanning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.

E. Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.

F. Providing opportunities for participation by owners in the redevelopment of their properties.

G. Strengthening the community's supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by the

construction of up to approximately ~~3,090~~3,440 very low-, low- and moderate-income and market-rate units, including approximately 1,100 units of very low-, low- and moderate-income housing.

H. Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of up to approximately 335,000 Leasable square feet of retail space~~,~~ and a hotel of up to 500 rooms ~~a 500 room hotel~~ and associated uses, depending on the amount of residential uses constructed in the Hotel land use district, and about 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses.

I. Facilitating emerging commercial-industrial sectors including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.

J. Facilitating public transit opportunities to and within the Plan Area to the extent feasible.

K. Providing land in an amount of approximately 41 acres for a variety of publicly accessible open spaces.

L. Achieving the objectives described above in the most expeditious manner feasible.

104 Planning Objectives and Policies

The Central Waterfront Plan of the San Francisco General Plan sets forth broad land use planning objectives and policies for the entire Central Waterfront, of which Mission Bay South is a part. In addition to the redevelopment objectives listed in Section 103, the following planning objectives and policies provide a more detailed treatment of the basic General Plan objectives and policies for the Plan Area, and will guide the uses permitted in the Plan Area, the construction of facilities therein, and other physical development of the Plan Area. Application of these objectives and policies is a concerted effort to recognize the positive attributes of the City, to enhance and conserve those attributes, and to improve the quality of the living environment based on human needs. This Plan implements the following to the extent feasible:

A. LAND USE

Objective 1 Create a vibrant urban community in Mission Bay South which incorporates a variety of uses including medical research, office, business

services, retail, entertainment, hotel, light industrial, education, utility, housing, recreation and open space, and community facilities.

Policy 1 Consider land use compatibility in siting the various uses.

Policy 2 Integrate Mission Bay South land uses, scale and circulation systems with surrounding districts and San Francisco Bay.

Policy 3 Create a variety of retail and other visitor-serving uses that benefit residents, workers and visitors, including regional retail, entertainment, recreational, and hotel uses.

Policy 4 Where appropriate, encourage the siting of ground floor neighborhood-serving retail and personal service uses in locations convenient to serve Mission Bay South businesses, residents, visitors and working populations, and/or encourage the siting of other pedestrian-interest activities along pedestrian pathways, at major intersections and at transit stops.

Policy 5 Where appropriate, design building forms and ground floor uses that enliven and activate streets and open space and which provide visual interaction between building occupants and pedestrians ("eyes on the street") for safety and security.

Objective 2 Assure that adequate community services and facilities are provided for Mission Bay South residents and working population.

Policy 1 Provide for general community services and recreational facilities at a scale appropriate to serve Mission Bay South.

Policy 2 Include adequate public improvements, utilities and amenities.

B. URBAN DESIGN

Objective 3 Emphasize in Mission Bay South the characteristic San Francisco development patterns, which give its neighborhoods image and means of orientation.

Policy 1 Provide pedestrian scale and interest in ground floor treatments of buildings through the use of treatments such as clear glass fenestration, cornice treatments and detailed facades.

Policy 2 Design in consideration of protecting major views of the Bay, the Bay Bridge and the Downtown skyline from Mission Bay South and, if feasible, the elevated I-280 freeway along Mission Bay South, using street view corridors, open space, the careful placement of building forms and building massing.

Policy 3 Create a visual and physical access to San Francisco Bay and the channel of China Basin.

Policy 4 Recognize that buildings, open spaces and view corridors, seen together, will create the character of Mission Bay South.

Policy 5 Achieve high quality design for buildings and landscaping.

Policy 6 Emphasize the importance of intersections by encouraging higher density uses, taller buildings (one to two stories or the tallest portion of buildings) and architectural variety on street corners.

Policy 7 Avoid extreme contrasts in color, shape and other characteristics, which will cause new buildings to stand out in excess of their public importance.

Policy 8 Promote building forms that enhance sun exposure on public open spaces.

Objective 4 Create a building form for the Mission Bay South area such that the scale of new development relates to the adjacent waterfront and to adjacent buildings.

Policy 1 Building heights should decrease as they approach the water's edge.

Policy 2 Provide variety in building design within a block to break up the perception of bulk and to achieve a visually interesting streetscape.

C. NEIGHBORHOOD ENVIRONMENT

Objective 5 Develop new residential neighborhoods in consideration of the character and quality of traditional San Francisco neighborhoods.

Policy 1 Create a pattern of buildings built to the front property line so that building facades generally define streets and public places.

Policy 2 As appropriate to the neighborhood, provide on-street parking in the manner typical throughout the City. Limit the amount of curb cut and garage door access to off-street parking in housing blocks.

Policy 3 Whenever possible, orient housing entrances toward the street or walkway.

Policy 4 Screen parking garages at-grade along streets with retail, housing, art elements or landscape treatments.

Policy 5 Encourage social interaction by use of outdoor common areas for horizontal circulation in residential blocks, when feasible.

Policy 6 Provide adequate active outdoor recreation spaces, including passive recreational spaces, and facilities for the area's residential population.

Policy 7 Provide for building security through street orientation of housing, housing design and adequate street lighting.

Policy 8 Provide for pedestrian and open space security through visibility of public spaces and avoid obscured spaces with little sense of proprietorship.

Policy 9 Design buildings in consideration of noise and traffic in the area. Such design can include measures such as placing residential units above a podium of parking or commercial uses, installing double-glazed windows and using sound attenuation construction methods and materials along the traffic-facing walls, placing sleeping quarters away from noise sources, and installing varieties of trees that tolerate traffic impacts.

D. RECREATION AND OPEN SPACE

Objective 6 Provide a variety of open spaces adequate to serve the Mission Bay South community and to augment the City's open space network.

Policy 1 Create parks, open space and recreational facilities within a comfortable walking/wheelchair traveling distance to serve the needs of Mission Bay South residents, workers and visitors of all ages and that are accessible to everyone, including the physically disabled and the elderly.

Policy 2 Create an open space network which provides walking, jogging and bicycle paths between recreation and open space areas throughout Mission Bay South, and provide connections to City-wide pedestrian, bicycle and open space networks, where applicable.

Policy 3 Orient development and parks, public and private open space, and pedestrian areas to facilitate solar access and wind protection for public open space where feasible and consistent with the land uses and intensities contemplated by this Plan.

Policy 4 Enhance parks and open spaces by maintaining view corridors from such areas.

E. COMMERCE AND INDUSTRY

Objective 7 Maintain, enhance and diversify a sound and dynamic economic base for Mission Bay South and the City.

Policy 1 Encourage the siting of educational institutions, medical research and development, retail, multi-media/ telecommunications, recreational, entertainment and public and private utility uses at Mission Bay South in a manner compatible with adjacent uses.

Policy 2 Encourage complementary support services to Mission Bay South such as office, light industrial, business service and neighborhood-serving retail in order to add to the economic diversity of the area and the City.

Objective 8 Expand employment opportunities in Mission Bay South for San Francisco residents.

Policy 1 Promote the creation of jobs for a highly skilled and professional work force.

Policy 2 Promote efforts to attract, retain and expand employment improvement opportunities for unskilled and semi-skilled workers.

F. TRANSPORTATION

Objective 9 Establish a street system, which is consistent in function and design with the character and use of adjacent land and efficient traffic flow.

Policy 1 Design the Mission Bay South street system in consideration of the layout of surrounding City streets consistent with the Infrastructure Plan for Mission Bay South.

Policy 2 Design the Mission Bay South streets (curb to curb) to the minimum scale necessary to provide required movement, parking, transit, bicycle and access functions.

Policy 3 Establish a truck route system to facilitate truck movements within and through Mission Bay South.

Policy 4 Within a "Transit First" environment, provide parking facilities in consideration of the needs of residents, workers, visitors and their service providers.

Policy 5 Explore opportunities for shared use of parking facilities, both day and night.

Objective 10 Accommodate the expansion of transit services to, from, through and within Mission Bay South.

Policy 1 Work with transit providers to coordinate the siting of transit stops at locations serving high-density uses.

Policy 2 Encourage the siting of shelters, and retail and personal service uses at or near transit stops.

Objective 11 Provide for the safe and convenient use of the bicycle as a means of transportation and recreation.

Objective 12 Provide for convenient, safe, and pleasant pedestrian circulation.

Policy 1 Recognize the importance of the pedestrian environment in the street level design of buildings.

Policy 2 Where appropriate, provide for public pedestrian-dominated streets with limited vehicular access.

Policy 3 Ensure quality street level environments, including street furniture.

Policy 4 Expand and enhance pedestrian access to San Francisco Bay and to the channel of China Basin.

200 DESCRIPTION OF THE PLAN AREA

The boundaries of the Plan Area are described in the "Legal Description of the Plan Area," attached as Attachment 1 and shown on the "Plan Area Map," attached as Attachment 2.

300 USES PERMITTED IN THE PLAN AREA

301 Redevelopment Land Use Map

The "Redevelopment Land Use Map," attached hereto as Attachment 3, illustrates the location of the Plan Area boundaries, major streets within the Plan Area and the proposed land uses to be permitted in the Plan Area.

302 Designated Land Uses

Land uses are permitted in the Plan Area as either principal or secondary uses as provided below. Principal uses shall be permitted in the Plan Area in the particular land use district as set forth in Sections 302.1 through 302.7 of this Plan, in accordance with the provisions of this Plan.

Secondary uses shall be permitted in a particular land use district as set forth in Sections 302.1, 302.3 and 302.4, provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan and is determined by the Executive Director to make a positive contribution to the character of the Plan Area, based on a finding of consistency with the following criterion: the secondary use, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable for, and compatible with, the neighborhood or the community.

302.1 Mission Bay South Residential

The Mission Bay South Residential land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of residential uses and compatible local-serving retail and other uses which can be in mixed use facilities.

A. The following principal uses are permitted in the Mission Bay South Residential district:

Dwelling Units

Retail Sales and Services:
- Local-Serving Business, excluding Bars, aerobics studios, and dry-cleaning facilities that conduct onsite dry-cleaning operations
- Restaurants
- Automobile Rental

Arts Activities and Spaces:
- Arts activities in ground floor commercial spaces and/or in Live/Work Units

Office Use:
- Local-Serving Business above the ground floor

Home and Business Services:
- Catering Establishment
- Household and business repair
- Interior decorating shop

Other Uses:
- Family Child Care Facility
- Home Occupation
- Live/Work Units
- Open Recreation
- Outdoor Activity Area
- Parking
- Automated Teller Machines (ATMs)
- Telecommunications antenna and equipment
- Installation of tower or antenna for reception of radio and television for benefit of building occupants

B. The following secondary uses shall be permitted in the Mission Bay South Residential district if the criteria set forth in this Section 302 are met:

Institutions, including but not limited to:
- Local-Serving Child Care Facility
- Small residential care facility licensed by the State
- Small social service/philanthropic facility
- Small vocational/job training facility
- Church/religious institution

Retail Sales and Services:

Aerobics studios

Animal Care:
Animal Services in enclosed building

Office Use:
Local-Serving Business on the ground floor

Other Uses:
Walk-Up Facility, except ATMs
Commercial wireless transmitting, receiving or relay facility with these reports if required

302.2 Hotel

The Hotel land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of primarily hotel, retail sales, destination retail, assembly and entertainment with compatible other uses, excluding Theaters.

The following principal uses are permitted in the Hotel district:

Retail Sales and Services:
Tourist Hotel
All Retail Sales and Services, including Bars and aerobic studios and excluding dry-cleaning facilities that conduct onsite dry-cleaning operations
Restaurants
Automobile Rental

Art Activities and Spaces

Assembly and Entertainment:
Amusement Enterprise
Nighttime Entertainment
Recreation building

Institutions:
Local-Serving Child Care Facility

Home and business services:
Catering Establishment

Animal Care:
Animal Services in enclosed building

Other Uses:
Open Recreation

Outdoor Activity Area
Parking
Walk-Up Facility, including ATMs
Commercial wireless transmitting, receiving or relay facility with required EMR reports
Telecommunications antenna and equipment
Installation of tower or antenna for reception of radio and television for benefit of building occupants

The following secondary uses shall be permitted in the Hotel district if the criterion for a secondary use as set forth in Section 302 is met:

Dwelling Units, as long as they do not preclude within the Hotel land use district the development of an economically feasible hotel (subject to the limitations in Section 304.5 of this Plan) that will comply with the Design for Development and other Plan Documents, which determination the Agency shall make at the time it approves any dwelling units in the Hotel land use district.

302.3 Commercial Industrial

The Commercial Industrial land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of Commercial Industrial uses, including Manufacturing, Office Use, Animal Care facilities, Wholesaling and Other Uses, as described below. This district also includes compatible local-serving retail and personal services (excluding Theaters), consisting of the balance of the uses discussed below.

A. The following principal uses are permitted in the Commercial Industrial district:

Manufacturing (including office space and administrative uses associated therewith):
Light manufacturing uses involving assembly, packaging, repairing or processing of previously prepared materials
Software development and multimedia
Industrial or chemical research or testing laboratory
Medical research and bio-technical research facility
Experimental laboratory

Institutions:
Vocational/job training facility

Retail Sales and Services:
Local-Serving Business, including Bars and aerobics studios
Automobile Rental

Arts Activities and Spaces

Office Use

Home and business services:
- Blueprinting shop
- Building, plumbing, electrical, printing, roofing, furnace, or pest-control contractor's office
- Carpenter shop, sheet metal fabrication
- Household and business repair shop
- Multi-media business services
- Newspaper publication, desktop publishing
- Printing shop
- Sign-painting shop

Animal Care:
- Animal Services in enclosed building
- Animal care facilities for animal housing, handling, treatment, transport
- Commercial kennel

Wholesaling:
- Storage of household or business goods in enclosed building
- Wholesale Sales and Services in enclosed building
- Wholesale storage warehouse
- Cold storage plant

Automotive:
- Automobile service station
- Automobile wash

Other Uses:
- Greenhouse or plant nursery
- Open Recreation
- Outdoor Activity Area
- Parking
- Walk-Up Facility, including ATMs
- Commercial wireless transmitting, receiving or relay facility with required EMR reports
- Telecommunications antenna and equipment
- Installation of tower or antenna for reception of radio and television for benefit of building occupants

B. The following secondary uses shall be permitted in the Commercial Industrial district if the criteria set forth in this Section 302 are met:

Institutions, including but not limited to the following:
- Clinic for outpatient care
- Local-Serving Child Care Facility

Post secondary school
Social service/philanthropic facility
Church/religious institution
Clubhouse
Lodge building
Meeting hall

Assembly and Entertainment:
Nighttime Entertainment
Recreation building

Other Uses:
Public structure or use of a nonindustrial character

302.4 Commercial Industrial/Retail

The Commercial Industrial/Retail land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of industrial, commercial and office uses, retail and compatible other uses, excluding theaters, which can be in mixed-use facilities. The definitions of "Commercial Industrial" and "Retail" are as provided in Section 302.3.

A. The following principal uses are permitted in the Commercial Industrial/Retail district:

Manufacturing (including office space and administrative uses associated therewith):
Light manufacturing uses involving assembly, packaging, repairing or processing of previously prepared materials
Software development and multimedia
Industrial or chemical research or testing laboratory
Medical research and bio-technical research facility
Experimental laboratory

Institutions:
Vocational/job training facility

Retail Sales and Services:
All Retail Sales and Services, including Bars and aerobic studios
Restaurants
Automobile Rental

Arts Activities and Spaces

Office Use

Home and business services:
Blueprinting shop

Building, plumbing, electrical, printing, roofing, furnace, or pest-control contractor's office
Carpenter shop, sheet metal fabrication
Household and business repair shop
Multi-media business services
Newspaper publication, desktop publishing
Printing shop
Sign-painting shop

Animal Care:
Animal Services in enclosed building
Animal care facilities for animal housing, handling, treatment, transport
Commercial kennel

Wholesaling:
Storage of household or business goods in enclosed building
Wholesale Sales and Services in enclosed building
Wholesale storage warehouse
Cold storage plant

Automotive:
Automobile service station
Automobile wash

Other Uses:
Greenhouse or plant nursery
Open Recreation
Outdoor Activity Area
Parking
Walk-Up Facility, including ATMs
Commercial wireless transmitting, receiving or relay facility with required EMR reports
Telecommunications antenna and equipment
Installation of tower or antenna for reception or radio and television for benefit of building occupants

B. The following secondary uses shall be permitted in the Commercial Industrial/Retail district if the criteria set forth in this Section 302 are met:

Institutions, including but not limited to:
Local-Serving Child Care Facility
Social service/philanthropic facility
Church/religious institution
Clinic for outpatient care
Post secondary school
Clubhouse

Lodge building
Meeting hall

Assembly and Entertainment:
Nighttime Entertainment
Recreation building

Other Uses:
Public structure or use of a nonindustrial character

302.5 UCSF

The UCSF land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of institutional and academic uses as outlined in the 1996 Long Range Development Plan ("LRDP"). The land use district includes a proposed approximately 2.2-acre San Francisco Unified School District public school site. (Refer to Section 403 herein regarding cooperation between UCSF and the Agency.) The following indicates the type of uses, as defined in the UCSF LRDP, that will be developed by The Regents in the UCSF land use district, and which are generally consistent with the uses contemplated under this Plan:

Instruction:
Auditoriums, classrooms, seminar rooms
Teaching laboratories

Research:
Medical and biomedical laboratory facilities
Office-based or computer-based research facilities
Cold rooms, glass wash, microscopy areas, and other instrument areas

Clinical:
Community-serving clinic for outpatient care

Academic Support:
Animal care facilities for animal housing, handling, treatment, transport
Library and library facilities
Multimedia business services
Newspaper publication, desktop publishing

Academic/Campus Administration:
Administrative offices and administrative service
Academic offices and academic department/school facilities
Non-academic offices such as police and personnel offices

Campus Community:
Arts activities
Local-serving business and professional service

Local-serving child care facility
Elementary school or secondary school
Local-serving retail business or personal service establishments
Social service/philanthropic facility
Meeting hall
Recreation building
Open recreation/open space
Public structure or use of a non-industrial character

Logistics:

Automatic laundry
Dry-cleaning establishment and hand-ironing establishment
Hospital laundry plant
Blueprinting shop
Building, plumbing, electrical, printing, roofing, or pest-control office
Carpenter shop, sheet metal fabrication
Printing shop
Sign-painting shop
Service yard
Storage building
Cold storage plant
Utility plant
Installation of tower or antenna for reception
Uses accessory to and supportive of the principal uses within a building

302.6 Mission Bay South Public Facility

The Mission Bay South Public Facility land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of land other than housing sites or open space owned by a governmental agency or other public or semi-public entity and in some form of public or semi-public use.

The following principal uses are permitted in the Mission Bay South Public Facility district:

Fire/Police station
Open lot or enclosed Storage
Railroad tracks and related facilities
Other public structure or use

302.7 Mission Bay South Open Space

The Mission Bay South Open Space land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of a comprehensive system of open spaces, including parks, plazas, and open space corridors. Only recreational uses and uses accessory to and supportive of recreational use are permitted in this district including, but not limited to, accessory parking,

kiosks and pushcarts; except that a facility containing up to 13,637 Leasable square feet of retail uses on a development footprint not to exceed 7,500 gross square feet may be constructed on parcel P22 on Attachment 2.

303 Other Land Uses

303.1 Public Rights-of-Way

As illustrated on the Redevelopment Land Use Map (Attachment 3) the major public streets within the Plan Area include: Owens Street, Third Street, Terry Francois Boulevard, Channel Street, Sixteenth Street, and Mariposa Street. Up to five new east-west major streets will be created between Channel Street and Sixteenth Street. Alignments are not exact and are shown on the Redevelopment Land Use Map for illustrative purposes.

Fourth Street will be realigned and extended from the channel of Mission Creek to Mariposa Street; Owens Street will be extended from Sixteenth Street to Mariposa Street; and Channel Street will be extended from Fourth Street to Third Street. Other existing streets, alleys and easements may be abandoned, closed or modified as necessary for proper development of the Plan Area.

Any changes in the existing street layout within the Plan Area, and in the event that Agency funding is used, outside of the Plan Area, shall be in accordance with the objectives of this Plan.

The public rights-of-way may be used for railroad, vehicular and/or pedestrian traffic, as well as for public improvements, public and private utilities and activities typically found in public rights-of-way. Railroad rights-of-way are allowed in any land use district.

Railroad rights-of-way may be outside the street rights-of-way.

303.2 Other Public and Semi-Public Uses

In any area shown on the Redevelopment Land Use Map (Attachment 3), the Agency is authorized to permit the maintenance, establishment or enlargement of utility easements and boxes and equipment appurtenant thereto. Other permitted public uses are specified in Sections 302.6 and 302.7 of this Plan.

303.3 Temporary and Interim Uses

Pending the ultimate development of land consistent with the land use program described in Attachment 3, certain interim and temporary uses are authorized as follows:

A. Temporary Uses: The following uses are authorized as of right pursuant to this Plan for a period not to exceed ninety (90) days:

Booth for charitable, patriotic or welfare purposes;
Exhibition, celebration, festival, circus or neighborhood carnival;

Open Air Sales of agriculturally produced seasonal decorations including, but not necessarily limited to, Christmas trees and Halloween pumpkins;
Convention staging;
Parking; and
Truck parking and loading.

B. Interim Uses: Interim Uses of over ninety (90) days may be authorized for an initial time period to be determined by the Executive Director of the Agency not to exceed fifteen (15) years, upon a determination by the Executive Director that the authorized uses will not impede the orderly development of the Plan Area as contemplated in this Plan. Extensions of this approval period may be authorized by the Executive Director in increments of up to five (5) year periods, subject to the same determination as required for the initial period. Permissible interim uses are as follows:

Rental or sales office incidental to a new development, provided that it be located in the development or a temporary structure;
Structures and uses incidental to environmental cleanup and staging;
Temporary structures and uses incidental to the demolition or construction of a structure, building, infrastructure, group of buildings, or open space, including but not limited to construction staging of materials and equipment;
Storage;
Parking; and
Truck Parking.

C. Interim Pacific Bell Ballpark Parking: Interim parking associated with the Pacific Bell (San Francisco Giants) Ballpark within the Plan Area which was previously approved by the City Zoning Administrator is permitted as a matter of right, pursuant to the terms and conditions of the Zoning Administrator letter. Extensions of the original approval shall be governed by Section 303.3(B).

303.4 Nonconforming Uses

The Agency shall provide for the reasonable continuance, modification and/or termination of nonconformities as provided in this Section 303.4 to promote compatibility of uses, eliminate blighting conditions and effectuate the purposes, goals, and objectives of this Plan. The Agency shall permit the continuation of existing, nonconforming uses and structures for (1) 15 years after the date of adoption of this plan; or (2) for such use in fully enclosed warehouse buildings east of Third Street for an initial period through February 27, 2001 with an additional period of at least 25 years after the expiration of this initial period. In either case, the Executive Director is authorized to grant extensions of time if he/she determines that the extension will not impede the orderly development of the Plan Area. No extension shall be for a period in excess of two years. Successive extensions, subject to the same limitations, may be granted upon new application.

The Executive Director may authorize additions, alterations, reconstruction, rehabilitation, or changes in use through uses or structures which do not conform to the provisions of this Plan, subject to the same determination as is provided above for extensions of the nonconforming use period.

304 General Controls and Limitations

All real property in the Plan Area is made subject to the controls and requirements of this Plan. No real property shall be developed or rehabilitated after the date of the adoption of this Plan, except in conformance with the provisions of this Plan and the other applicable Plan Documents.

304.1 Construction

All construction in the Plan Area shall comply with the provisions of Section 306 of this Plan, the applicable Plan Documents, and all applicable laws.

304.2 Rehabilitation and Retention of Properties

Any existing structure within the Plan Area approved by the Agency for retention and rehabilitation shall be repaired, altered, reconstructed or rehabilitated in such a manner that it will be safe and sound in all physical respects and be attractive in appearance and not detrimental to the surrounding uses.

304.3 Limitation on the Number of Buildings

The number of Buildings in the Plan Area shall not exceed 500.

304.4 Number of Dwelling Units

The number of Dwelling Units presently in the Plan Area is currently none, and shall be approximately ~~3,090 under this Plan.~~3,440 under this Plan. Of those 3,440 Dwelling Units, 350 are allocated to the Hotel land use district and cannot be constructed on any site other than Block 1, with the remaining Dwelling Units allocated to the Mission Bay South Residential land use district. The total number of Dwelling Units that may be constructed within the Hotel land use district must not exceed 350 Dwelling Units and must not preclude the development of a hotel within the Hotel land use district as provided for in Section 302.2. Further, inclusion of Dwelling Units within the Hotel land use district will reduce the total hotel size and Leasable square footage of retail allowed in the Plan Area as provided for in Section 304.5.

304.5 Limitation on Type, Size and Height of Buildings

The type of buildings may be as permitted in the Building Code as in effect from time to time. Approximately 335,000 Leasable square feet of retail space, a 500-room hotel, including associated uses such as retail, banquet and conferencing facilities, approximately 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses, with about 2,650,000 square feet of UCSF instructional, research and support uses are allowed in the Plan Area.

The 5,953,600 Leasable square feet is allocated to the Zones depicted on Attachment 3A as follows: 504,000 Zone B; 414,000 Zone C; 35,600 Zone D. The balance is permitted in Zone A and on other sites designated Commercial Industrial on Attachment 3. In addition to the 5,953,600 Leasable square feet of Commercial Industrial uses, up to 45,000 Leasable square feet of such Commercial Industrial uses are permitted in Zone B and 36,000 Leasable square feet in Zone C, respectively, in lieu of all or a portion of the retail allocations provided below for such zones; provided, however, that the total development programs for Zones B and C shall not exceed 549,000 and 450,000 Leasable square feet, respectively.

Of the 335,000 Leasable square feet, up to 105,700 Leasable square feet may be City-serving retail, allocated as follows: 20,700 on blocks 29, 30, 31, 32 and 36 in Zone A; 45,000 Zone B; 36,000 Zone C; 4,000 Zone D. The balance of the permitted retail use, 229,300 Leasable square feet, is allocated as follows: 50,000 entertainment/neighborhood-serving retail in the Hotel district, 159,300 neighborhood-serving retail in Zone A and sites designated Commercial or Mission Bay South Residential on Attachment 3 in the Plan Area, and 20,000 neighborhood-serving retail on Agency-sponsored affordable housing sites.

In addition to the maximum densities described above, the following uses are permitted: (a) a total of up to approximately 10,000 additional Leasable square feet of neighborhood-serving retail uses on Agency-sponsored affordable housing sites (bringing the total permitted allocation of neighborhood-serving retail on Agency-sponsored affordable housing sites to 30,000 Leasable square feet); and (b) an up to approximately 13,637 Leasable square foot retail facility on parcel P22 on Attachment 2.

The floor area ratio for Commercial Industrial and Commercial Industrial/Retail shall be a maximum of 2.9:1, averaged over the entire area of these two land use districts combined, except that the area in Zones B-D shall be excluded from the calculation. The floor area ratio for Zones B-D shall be a maximum of 2.9:1, calculated separately for each Zone. Maximum building height within the Plan Area is 160 feet.

If Dwelling Units are constructed within the Hotel land use district, the maximum size of the hotel will be reduced to 250 rooms and the maximum amount of retail square footage will be reduced to 25,000 Leasable square feet.

304.6 Open Space

Open space to be provided in the Plan Area is the total of all public open spaces and shall be approximately 41 acres, including approximately 8 acres of publicly accessible open space that will be provided within the UCSF land use district.

304.7 Utilities

All utilities within the Plan Area, and in the event Agency funding is used, outside of the Plan Area, shall be placed underground whenever physically and economically feasible.

304.8 Nondiscrimination and Nonsegregation

There shall be no discrimination or segregation based upon race, color, creed, religion, sex, gender identity, sexual orientation, age, marital or domestic partner status, national origin or ancestry, or disability including HIV/AIDS status permitted in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of property in the Plan Area.

304.9 Fees and Exactions: All Plan Area Property Excepting X2, X3 and X4

The following provisions shall apply to all property in the Plan Area excepting the property designated X2, X3 and X4 on Attachment 2 and parcels utilized as affordable housing developed by Agency-sponsored entities.

A. Definitions: For purposes of this Section 304.9 only, the definitions below shall apply.

Administrative Fee. Any fee charged by any City Agency or the Agency in effect at the time of submission for the processing of any application for Building Permits, subdivision maps, other City regulatory actions or approvals for a Major Phase or Project in the Plan Area that are generally applicable on a City-wide basis for similar land uses.

Art Requirement. The installation and maintenance of works of art costing an amount equal to 1 percent of the hard costs of initial construction (excluding therefrom the costs of Infrastructure and tenant improvements) of a Project for retail or commercial uses exceeding 25,000 gross square feet of floor area prior to the issuance of the first certificate of occupancy or such later time as may be determined by the Agency not to exceed one year thereafter; provided, however, that where the works of art are proposed to be included within an Open Space Parcel, such installation may occur any time prior to completion of the improvements to the Open Space Parcel. Such works may include sculpture, bas-relief, murals, mosaics, decorative water features, fountains, tapestries or other artwork and shall be located in and permanently affixed to a Project, its grounds or an Open Space Parcel or the surrounding area.

Child Care Requirements. The requirements set forth in City Planning Code Section 314.

City-Wide. All privately-owned property within (1) the territorial limits of the City or (2) any designated use district or use classification of the City so long as (a) any such use district or use classification includes more than an insubstantial amount of affected private property other than affected private property within the Plan Area and the Mission Bay North Plan Area, (b) the use district or use classification includes all private property within the use district or use classification that receives the general or special benefits of, or causes the burdens that occasion the need for, the new City Regulation or Development Fees or Exactions, and (c) the cost of compliance with the new City Regulation or

Development Fee or Exaction applicable to the same type of use in the Plan Area (or portion thereof) does not exceed the proportional benefits to, or the proportional burdens caused by private development of that type of use in, the Plan Area (or portion thereof).

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

Improvements. Buildings, structures, Infrastructure and other work of improvement to be constructed in or for the benefit of the Plan Area.

Infrastructure. Open space (including, among other items, park improvements and restrooms), streets, sewer and storm drainage systems, water systems, street improvements, traffic signal systems, dry utilities, and other Improvements any of which are to be constructed in or for the benefit of the Plan Area.

Major Phase. A development segment comprising one or more of the numbered parcels shown on Attachment 2 (or portions of parcels) included with a numbered parcel or a remaindered parcel if so approved by Agency pursuant to the design review and document approval procedure under an applicable owner participation agreement containing one or more Projects.

Open Space Parcel. Those parcels or portions thereof designated for use as parks, plazas, or other public open space in Attachment 3 of this Plan.

Project. An individual Building and the related Improvements anticipated to be constructed in connection therewith under this Plan.

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

B. Administrative Fees: Nothing in this Plan shall preclude or constrain the Agency or any City Agency from charging and collecting an Administrative Fee or any such fee which may be provided for in any owner participation agreement.

C. Development Fees and Exactions:

(i) Existing Development Fees or Exactions. Except as provided in the following provisions of this Section 304.9C, from and so long as this Plan is in effect, the following Development Fees or Exactions as same are in effect as of the date of adoption of this Plan, and only the following, are applicable to the

Plan Area: (a) the School Facilities Impact Fee; (b) the Child Care Requirements; and (c) the Art Requirement.

(ii) New or Increased Development Fees or Exactions. No increase in any Development Fee or Exaction and no new Development Fee or Exaction shall be applicable to the Plan Area for ten (10) years following the date of issuance to Owner of the first Building Permit for a Project in the South Plan Area and, thereafter, shall only be applicable if said new or increased Development Fee or Exaction is generally applicable on a City-Wide basis to similar land uses; provided, however, that any increase in the School Facilities Impact Fee authorized by any change in state law at any time after the approval of this Plan shall apply. Any new or increased Development Fee or Exaction which becomes effective more than ten (10) years following the date of issuance to Owner of the first Building Permit for a Project in the Plan Area shall be applicable to the Plan Area so long as such new or increased Development Fee or Exaction is (i) generally applicable on a City-Wide basis to similar land uses and (ii) not redundant as to the initial Project of a fee, dedication, program, requirement or facility described in the applicable Plan Documents related to (A) affordable housing or (B) open space.

Notwithstanding the foregoing, new or increased Development Fees or Exactions may be imposed in order to comply with changes in applicable federal or state law or regulations as further provided in Subsection 304.9C(iii); provided, however, that any such new or increased Development Fee or Exaction shall be applied to the Plan Area on a Project by Project basis in a manner which is proportional to the impacts caused by the development in the Plan Area; that is, any such Development Fee or Exaction shall be no more than the equitable share of the cost of funding reasonable compliance with the applicable federal or state law or regulation taking into account the equitable amount allocable to the impacts caused by previous or existing development within the City. In no event shall any Project within the Plan Area be required to pay a new or increased Development Fee or Exaction in connection with compliance with any such federal or state law or regulation which is not applied on a City-Wide basis to similar land uses.

(iii) Protection of Public Health and Safety. Notwithstanding any provision of this Section 304.9C to the contrary, the Agency and any City Agency having jurisdiction, shall exercise its discretion under this Plan and the other applicable Plan Documents in a manner which is consistent with the public health, safety and welfare and shall retain, at all times, its and their respective authority to take any action that is necessary to protect the physical health and safety of the public including without limitation authority to condition or deny a permit, approval, agreement or other entitlement or to change or adopt any new City Regulation if required (a) to protect the physical health or safety of the residents in the Plan Area, the adjacent community or the public, or (b) to comply with applicable federal or state law or regulations including without limitation changes in

Existing City Regulations reasonably calculated to achieve new, more restrictive federal or state attainment or other standards applicable to the City for water quality, air quality, hazardous materials or otherwise relating to the physical environment where such City Regulations are generally applicable and proportionally applied to similar land uses on a City-Wide basis but subject, in all events, to any rights to terminate any owner participation agreement between an owner and the Agency as set forth in the applicable Plan Documents. Except for emergency measures, any City Agency or the Agency, as the case may be, will meet and confer with the owner in advance of the adoption of such measures to the extent feasible, provided, however, that said City Agency and the Agency shall each retain the sole and final discretion with regard to the adoption of any new City Regulation in furtherance of the protection of the physical health and safety of the public as provided in this Subsection 304.9C(iii).

(iv) Nonconflicting Laws. In addition to the reservation set forth in Section 304.9C(iii), the City Agencies and the Agency reserve the right to impose any new City Regulations and any changes to the Existing City Regulations (except for the Planning Code sections superceded by this Plan) that do not conflict with the development allowed by this Plan and the other applicable Plan Documents. As used herein, "conflict" means any proposed new or changed City Regulations which preclude or materially increase the cost of performance of or compliance with any provision of this Plan or the applicable Plan Documents or do any of the following: alter the permitted uses of land; decrease the maximum building height of buildings; reduce the density or intensity of development permitted; delay development; limit or restrict the availability of Infrastructure; impose limits or controls on the timing, phasing or sequencing of development; or modify Development Fees or Exactions except as permitted by this Section 304.9C. Notwithstanding the foregoing, the City may apply its then current standards for Infrastructure pursuant to then applicable City Regulations. Nothing in this Plan or the other applicable Plan Documents shall be deemed to limit any City Agency's or the Agency's ability to comply with the California Environmental Quality Act ("CEQA").

304.10 Fees and Exactions: Parcels X2, X3 and X4

The parcels designated X2, X3 and X4 (as shown on Attachment 2) shall be subject to all fees and exactions under the City Planning Code in effect from time to time, except as otherwise provided pursuant to an owner participation agreement if the Agency determines that the public benefits under the owner participation agreement exceed those that would otherwise be obtained through imposition of the City Planning Code fees and exactions.

304.11 Office Development Limitations. By Resolution No. 14702, the Planning Commission adopted findings pursuant to Planning Code Section 321(b)(1) that the office development contemplated in this Plan in particular promotes the public welfare, convenience and necessity, and in so doing considered the criteria of Planning Code Section 321(b)(3)(A)-(G). The findings contained in Resolution No. 14702 are incorporated herein by reference and

attached as Attachment 6 to this Plan. Because the office development contemplated by this Plan has been found to promote the public welfare, convenience and necessity, the determination required under Section 321(b), where applicable, shall be deemed to have been made for all specific office development projects undertaken pursuant to this Plan. No office development project contemplated by this Plan may be disapproved either (i) for inconsistency with Planning Code Sections 320-325 or (ii) in favor of another office development project that is located outside the Plan Area and subject to Planning Code Sections 320-325; provided, however, that (x) no office development project shall be approved that would cause the then applicable annual limitation contained in Planning Code Section 321 to be exceeded, and (y) the Planning Commission shall consider the design of the particular office development project to confirm that it is consistent with the Commission's findings contained in Resolution No. 14702. Upon such determination, the Planning Commission shall issue a project authorization for such project. The decision on the design of any particular office development project reviewed pursuant to this Section 304.11 shall be binding on the Agency.

305 Variations

The Agency may modify the land use controls in this Plan where, owing to unusual and special conditions, enforcement would result in undue hardships or would constitute an unreasonable limitation beyond the intent and purposes of these provisions. Upon written request for variation from the Plan's land use provisions from the owner of the property, which states fully the grounds of the application and the facts pertaining thereto, and upon its own further investigation, the Agency may, in its sole discretion, grant such variation from the requirements and limitations of this Plan. The Agency shall find and determine that the variation results in substantial compliance with the intent and purpose of this Plan, provided that in no instance will any variation be granted that will change the land uses of this Plan.

306 Design for Development

Within the limits, restrictions and controls established in this Plan, the Agency is authorized to establish height limits of buildings, land coverage, density, setback requirements, design and sign criteria, traffic circulation and access standards, and other development and design controls necessary for proper development of both private and public areas within the Plan Area, as set forth in the Design for Development.

400 PROPOSED REDEVELOPMENT ACTIONS

401 General Redevelopment Actions

The Agency proposes to achieve the objectives of Sections 103 and 104 and effectuate the policies of Section 104 of this Plan by:

A. The acquisition of real property;

B. The demolition or removal of certain buildings and improvements and the relocation of rail lines;

C. The provision for participation in redevelopment by owners presently located in the Plan Area and the extension of preferences to business occupants and other tenants desiring to remain or relocate within the redeveloped Plan Area;

D. The management of any property acquired by and under the ownership or control of the Agency;

E. The provision of relocation assistance to eligible occupants displaced from property in the Plan Area;

F. The installation, construction or reconstruction of streets, utilities, parks, other open spaces, and other public improvements;

G. The disposition of property for uses in accordance with this Plan;

H. The redevelopment of land by private enterprise or public agencies for uses in accordance with this Plan and to promote economic development of the area;

I. The rehabilitation of structures and improvements by present owners, their successors and the Agency;

J. The assembly of adequate sites for the development and construction of residential, commercial or industrial facilities; and

K. Provision for very low-, low- and moderate-income housing.

To accomplish the above activities in the implementation and furtherance of this Plan, the Agency is authorized to use all the powers provided in this Plan and all the powers now or hereafter permitted by law.

402 Participation Opportunities; Extension of Preferences for Reentry Within Redeveloped Plan Area

402.1 Opportunities for Owners and Business Tenants

In accordance with this Plan and the rules for participation by owners and the extension of preferences to business tenants adopted by the Agency pursuant to this Plan and the Community Redevelopment Law, persons who are owners of real property in the Plan Area shall be given a reasonable opportunity to participate in redevelopment by: (1) retaining all or a portion of their properties and developing or improving such property for use in accordance with this Plan; (2) acquiring adjacent or other properties within the Plan Area and developing or improving such property for use in accordance with this Plan; or (3) selling their properties to the Agency and purchasing other properties in the Plan Area.

The Agency shall extend reasonable preferences to persons who are engaged in business in the Plan Area to participate in the redevelopment of the Plan Area, or to reenter into business within the redeveloped Plan Area, if they otherwise meet the requirements of this Plan.

402.2 Rules for Participation Opportunities, Priorities and Preferences

In order to provide opportunities to owners to participate in the redevelopment of the Plan Area and to extend reasonable preferences to businesses to reenter into business within the redeveloped Plan Area, the Agency has promulgated rules for participation by owners and the extension of preferences to business tenants for reentry within the redeveloped Plan Area.

402.3 Owner Participation Agreements

The Agency shall require as a condition to participation in redevelopment that each participant enter into a binding agreement with the Agency by which the participant agrees to rehabilitate, develop, use and maintain the property in conformance with this Plan and to be subject to its provisions.

Whether or not a participant enters into an owner participation agreement with the Agency, all other provisions of this Plan are applicable to all public and private property in the Plan Area.

In the event that a participant fails or refuses to rehabilitate, develop and use and maintain its real property pursuant to this Plan and the owner participation agreement, the real property or any interest therein may be acquired by the Agency and sold or leased for rehabilitation or development in accordance with this Plan.

402.4 Conforming Owners

Subject to any owner participation agreement provisions, the Agency may determine in its sole and absolute discretion, that certain real property within the Plan Area meets the requirements of this Plan, and the owner of such property will be permitted to remain as a conforming owner without an owner participation agreement with the Agency, provided such owner continues to operate, use and maintain the real property within the requirements of this Plan. However, a conforming owner shall be required by the Agency to enter into an owner participation agreement with the Agency in the event that such owner desires to: (a) construct any additional improvements or substantially alter or modify existing structures on any of the real property described above as conforming; or (b) acquire additional contiguous property within the Plan Area.

402.5 Phasing with Development

Subject to the terms of owner participation agreements, owners shall be required to provide for infrastructure, affordable housing and open space in conjunction with development of improvements in the Plan Area.

403 Cooperation with Public Bodies

The Agency is authorized to financially (and otherwise) assist any public entity in the cost of public land, buildings, facilities, structures or other improvements (within or without the

Plan Area) which land, buildings, facilities, structures or other improvements are or would be of benefit to the Plan Area, in accordance with the ICA.

The Regents of the University of California will work cooperatively with the Agency regarding land use and planning issues in that portion of the Plan Area to be used by the University for educational purposes. This cooperative effort will assure that the mutual interests of UCSF and the Agency are addressed. However, because the University is exempt under Article 9, Section 9 of the State Constitution from local planning, zoning and redevelopment regulations when using its property in furtherance of its educational purposes, the portion of the Plan Area to be used by UCSF for educational purposes would not be subject to the actions of the Agency to implement this Plan. That portion of the Plan Area within the UCSF land use district to be developed either as a site for the San Francisco Unified School District or as public open space and the dedicated public streets (i.e., 4th Street) would be subject to the jurisdiction of the Agency.

The Regents would develop the UCSF site in accordance with the uses and total gross square footage described in UCSF's 1996 Long Range Development Plan ("LRDP"), as it may be amended from time to time. The LRDP has been subjected to environmental analysis pursuant to the California Environmental Quality Act ("CEQA"), and a Final Environmental Impact Report has been certified by the Regents. As each UCSF development project within the Plan Area is proposed, the Regents will determine whether additional environmental review will be necessary. To the extent provided in CEQA, the CEQA Guidelines and the UC CEQA Handbook, the City, the Agency and the public would have an opportunity to comment on any environmental documentation prepared by the Regents for individual development projects.

404 Property Acquisition

404.1 Real Property

The Agency may acquire real property located in the Plan Area by any means authorized by law.

It is in the public interest and necessary in order to eliminate the conditions requiring redevelopment and in order to implement this Plan for the power of eminent domain to be employed by the Agency to acquire real property in the Plan Area which cannot be acquired by gift, devise, exchange, purchase or any other lawful method, except that the Agency is not authorized to employ the power of eminent domain to acquire property on which any persons legally reside. Eminent domain proceedings, if used, must be commenced within twelve (12) years from the date the ordinance adopting this Plan becomes effective.

The Agency is authorized to acquire structures without acquiring the land upon which those structures are located. The Agency is authorized to acquire either the entire fee or any other interest in real property less than a fee.

404.2 Personal Property

Where necessary to implement this Plan, the Agency is authorized to acquire personal property in the Plan Area by any lawful means, including eminent domain.

405 Property Management

During such time as property, if any, in the Plan Area is owned or leased by the Agency, such property shall be under the management and control of the Agency. Such property may be rented or leased by the Agency, and such rental or lease shall be pursuant to such policies as the Agency may adopt.

406 Relocation of Persons, Business Concerns and Others Displaced by the Project

406.1 Assistance in Finding Other Locations

The Agency shall assist or cause to be assisted all eligible persons (including individuals and families), business concerns and others displaced from the Plan Area pursuant to this Plan in finding other locations and facilities, as may be required by law. In order to implement this Plan with a minimum of hardship to eligible persons, business concerns and others, if any, displaced by implementation of this Plan, the Agency shall assist such persons, business concerns and others in finding new locations in accordance with all applicable relocation statutes and regulations (Section 33410 et seq. of the Community Redevelopment Law).

406.2 Relocation Payments

The Agency shall make or cause to be made relocation payments to persons (including individuals and families), business concerns and others displaced by implementation of this Plan as may be required by law. Such relocation payments shall be made pursuant to the California Relocation Assistance Law (Government Code Section 7260 et seq.), Agency rules and regulations adopted pursuant thereto, and as may be applicable in the event that federal funding is used in the implementation of this Plan, in accordance with the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, as amended. The Agency may make such other payments as it determines to be appropriate and for which funds are available.

407 Demolition, Clearance, and Building and Site Preparation

407.1 Demolition and Clearance

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

407.2 Preparation of Building Sites

The Agency is authorized to prepare, or cause to be prepared, as building sites, any real property in the Plan Area owned or leased by the Agency or other public entity. In connection therewith, the Agency may cause, provide for, or undertake the installation or construction of

streets, utilities, parks, playgrounds and other public improvements necessary to carry out this Plan. The Agency is also authorized to construct foundations, platforms and other structural forms necessary for the provision or utilization of air rights sites for buildings to be used for residential, commercial, public and other uses provided in this Plan.

408 Property Disposition and Development

408.1 Real Property Disposition and Development

For the purposes of this Plan, the Agency is authorized to sell, lease, exchange, subdivide, transfer, assign, pledge, encumber by mortgage or deed of trust or otherwise dispose of any interest in real property. To the extent permitted by law, the Agency is authorized to dispose of or acquire real property by negotiated lease, sale or transfer without public bidding. Property containing buildings or structures rehabilitated by the Agency shall be offered for resale within one (1) year after completion of rehabilitation or an annual report concerning such property shall be published by the Agency as required by law.

Real property acquired by the Agency may be conveyed by the Agency without charge to the City and, where beneficial to the Plan Area, without charge to any public body. All real property acquired by the Agency in the Plan Area shall be sold or leased to public or private persons or entities for development for the uses permitted in this Plan, or may be developed by the Agency for public uses.

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

408.2 Disposition and Development Documents

To provide adequate safeguards to ensure that the provisions of this Plan will be carried out and to prevent the recurrence of blight, all real property sold, leased or conveyed by the Agency, as well as all property subject to owner participation agreements, is subject to the provisions of this Plan.

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

Leases, deeds, contracts, agreements and declarations of restrictions of the Agency may contain restrictions, covenants, covenants running with the land, rights of reverter, conditions subsequent, equitable servitudes or any other provisions necessary to carry out this Plan. Where appropriate, as determined by the Agency, such documents, or portions thereof, shall be recorded in the office of the County Recorder.

All property in the Plan Area is hereby subject to the restriction that there shall be no discrimination or segregation based upon race, color, creed, religion, sex, gender identity, sexual

orientation, age, marital or domestic partner status, national origin or ancestry, or disability including HIV/AIDS status permitted in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of property in the Plan Area. All property sold, leased, conveyed or subject to a participation agreement shall be expressly subject by appropriate documents to the restriction that all deeds, leases or contracts for the sale, lease, sublease or other transfer of land in the Plan Area shall contain such nondiscrimination and nonsegregation clauses.

408.3 Development by the Agency

To the extent now or hereafter permitted by law, the Agency is authorized to pay for, develop or construct any publicly-owned building, facility, structure or other improvement either within or without the Plan Area, for itself or for any public body or entity, which buildings, facilities, structures or other improvements are or would be of benefit to the Plan Area. Specifically, the Agency may pay for, install or construct the buildings, facilities, structures and other improvements, and may acquire or pay for the land and site preparation required therefor.

In addition to the public improvements authorized under this Section 408 and the specific publicly-owned improvements, the Agency is authorized to install and construct, or to cause to be installed and constructed, within or without the Plan Area, for itself or for any public body or entity for the benefit of the Plan Area, public improvements and public utilities, including, but not limited to, those described in Attachment 4.

The Agency is authorized to install and construct or cause to be installed and constructed temporary public improvements necessary to carry out this Plan. Temporary public improvements may include, but are not limited to, parks, streets, and utilities. Temporary utilities may be installed above ground only with the written approval of the Agency.

The Agency may enter into contracts, leases and agreements with the City or other public body or entity pursuant to this Section 408.3, and the obligation of the Agency under such contract, lease or agreement shall constitute an indebtedness of the Agency which may be made payable out of the taxes levied in the Plan Area and allocated to the Agency under subdivision (b) Section 33670 of the Community Redevelopment Law, Section 502 of this Plan or out of any other available funds.

408.4 Development Plans

All private development plans shall be submitted to the Agency for approval and architectural review consistent with the Plan and the other applicable Plan Documents. Except for UCSF, all public development plans shall be in accordance with the Plan and any applicable Plan Documents.

408.5 Personal Property Disposition

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

409 Rehabilitation, Conservation and Moving of Structures

409.1 Rehabilitation and Conservation

The Agency is authorized to rehabilitate and conserve or to cause to be rehabilitated and conserved, any building or structure in the Plan Area owned by the Agency. The Agency is also authorized and directed to advise, encourage and assist in the rehabilitation and conservation of property in the Plan Area not owned by the Agency. The Agency is also authorized to acquire, restore, rehabilitate, move and conserve buildings of historic or architectural significance.

It shall be the purpose of this Plan to encourage the retention of existing businesses that are generally compatible with proposed developments in the Plan Area and in conformity with the uses permitted in this Plan, and to add to the economic viability of such businesses by programs that encourage voluntary participation in conservation and rehabilitation. The Agency is authorized to conduct a program of assistance and incentives to encourage owners of property within the Plan Area to upgrade and maintain their property in a manner consistent with the Plan and with other standards that may be established by the Agency for the Plan Area.

409.2 Moving of Structures

As necessary in carrying out this Plan, the Agency is authorized to move, or to cause to be moved, any structure or building which can be rehabilitated to a location within or outside the Plan Area.

410 Low-and Moderate-Income Housing

410.1 Replacement Housing

In accordance with Section 33334.5 of the Community Redevelopment Law, whenever dwelling units housing persons and families of low or moderate income are destroyed or removed from the low and moderate income housing market as part of implementation of this Plan, the Agency shall, within four (4) years of such destruction or removal, rehabilitate, develop or construct, or cause to be rehabilitated, developed or constructed, for rental or sale to persons and families of low or moderate income an equal number of replacement dwelling units at affordable rents within the Plan Area or within the territorial jurisdiction of the City in accordance with all of the provisions of Sections 33413 and 33413.5 of the Community Redevelopment Law.

410.2 Affordable Housing Production

In accordance with subdivision (b) of Section 33413 of the Community Redevelopment Law, at least 15 percent of all new or rehabilitated dwelling units developed within the Plan Area by public or private entities or persons other than the Agency, shall be available at affordable housing cost to persons and families of very low, low or moderate income. Not less than 40 percent of the dwelling units required to be available at affordable housing cost to persons and families of very low, low or moderate income shall be available at affordable housing cost to very low income households.

At least 30 percent of all new or rehabilitated dwelling units developed by the Agency shall be available at affordable housing cost to persons and families of very low, low or moderate income. Not less than 50 percent of these dwelling units shall be available at affordable housing cost to, and occupied by, very low income households.

410.3 Increased and Improved Housing Supply

Pursuant to Section 33334.2 of the Community Redevelopment Law, not less than twenty percent (20%) of all taxes which are allocated to the Agency pursuant to subdivision (b) of Section 33670 of the Community Redevelopment Law and Section 502 of this Plan shall be used by the Agency for the purposes of increasing, improving and preserving the City's supply of housing for persons and families of very low, low or moderate income unless certain findings are made as required by that section to lessen or exempt such requirement. In carrying out this purpose, the Agency may exercise any or all of its powers, including the following:

A. Acquire land or building sites;

B. Improve land or building sites with on-site or off-site improvements;

C. Donate land to private or public persons or entities;

D. Finance insurance premiums pursuant to Section 33136 of the Community Redevelopment Law;

E. Construct buildings or structures;

F. Provide subsidies to or for the benefit of persons or families of very low, low or moderate income;

G. Develop plans, pay principal and interest on bonds, loans, advances or other indebtedness or pay financing or carrying charges;

H. Preserve the availability of affordable housing units which are assisted or subsidized by public entities and which are threatened with conversion to market rates;

I. Require the integration of affordable housing sites with sites developed for market rate housing;

J. Assist the development of housing by developers.

The Agency may use the funds specified in this Section to meet, in whole or in part, the replacement housing provisions in Section 410.1 or the affordable housing production provisions in Section 410.2 above. These funds may be used inside the Plan Area, or outside the Plan Area only if findings of benefit to the Plan Area are made as required by said Section 33334.2 of the Community Redevelopment Law.

500 METHODS OF FINANCING THE PROJECT

501 General Description of the Proposed Financing Method

The Agency is authorized to finance the implementation of this Plan with financial assistance from the City, State of California, federal government, tax increment funds, interest income, Agency bonds, donations, loans from private financial institutions, assessments, the lease or sale of Agency-owned property or any other available source, public or private.

The Agency is also authorized to obtain advances, borrow funds and create indebtedness in carrying out this Plan. The principal and interest on such advances, funds and indebtedness may be paid from tax increments or any other funds available to the Agency.

The City or any other public agency may expend money to assist the Agency in carrying out this Plan. As available, gas tax funds from the state and county may be used for street improvements and public transit facilities.

502 Tax Increment Funds

All taxes levied upon taxable property within the Plan Area each year, by or for the benefit of the State of California, the City, any district or any other public corporation (hereinafter sometimes called "taxing agencies") after the effective date of the ordinance approving this Plan, shall be divided as follows:

A. That portion of the taxes which would be produced by the rate upon which the tax is levied each year by or for each of said taxing agencies upon the total sum of the assessed value of the taxable property in the Plan Area as shown upon the assessment roll used in connection with the taxation of such property by such taxing agencies, last equalized prior to the effective date of such ordinance, shall be allocated to and when collected shall be paid into the funds of the respective taxing agencies as taxes by or for said taxing agencies on all other property are paid (for the purpose of allocating taxes levied by or for any taxing agency or agencies which does not include the territory of the Plan Area on the effective date of such ordinance but to which such territory is annexed or otherwise included after such effective date, the assessment roll of the County of San Francisco last equalized on the effective date of said ordinance shall be used in determining the assessed valuation of the taxable property in the Plan Area on said effective date).

B. Except as provided in subdivision (e) of Section 33670 or in Section 33492.15 of the Community Redevelopment Law, that portion of said levied taxes each year in excess of such amount shall be allocated to and, when collected, shall be paid into a special fund of the Agency to pay the principal of and interest on loans, monies advanced to or indebtedness (whether funded, refunded, assumed or otherwise) incurred by the Agency to finance or refinance, in whole or in part, the implementation of this Plan. Unless and until the total assessed valuation of the taxable property in the Plan Area exceeds the total assessed value of taxable

property in the Plan Area as shown by the last equalized assessment roll referred to in subdivision A hereof, all of the taxes levied and collected upon the taxable property in the Plan Area shall be paid into the funds of the respective taxing agencies. When said loans, advances indebtedness, if any, and interest thereon, have been paid, all monies thereafter received from taxes upon the taxable property in the Plan Area shall be paid into the funds of the respective taxing agencies as taxes on all other property are paid.

The portion of taxes mentioned in 502B above are hereby irrevocably pledged for the payment of the principal of and interest on the advance of monies, or making of loans or the incurring of any indebtedness (whether funded, refunded, assumed or otherwise) by the Agency to finance or refinance the implementation of this Plan in whole or in part, including but not limited to direct and indirect expenses. The Agency is authorized to make such pledges as to specific advances, loans and indebtedness as appropriate in carrying out this Plan.

The Agency is authorized to issue bonds from time to time, if it deems appropriate to do so, in order to finance all or any part of the implementation of this Plan. Neither the members of the Agency nor any persons executing the bonds are liable personally on the bonds by reason of their issuance.

The amount of bonded indebtedness of the Agency to be repaid from the allocation of taxes to the Agency pursuant to Section 33670 of the Community Redevelopment Law, which can be outstanding at one time, shall not exceed $450,000,000, except by amendment of this Plan.

The bonds and other obligations of the Agency are not a debt of the City or the State, nor are any of its political subdivisions liable for them, nor in any event shall the bonds or obligations be payable out of any funds or properties other than those of the Agency, and such bonds and other obligations shall so state on their face. The bonds do not constitute indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

The Agency shall not establish or incur loans, advances or indebtedness to finance in whole or in part the Project beyond twenty (20) years from the effective date of the ordinance adopting this Plan unless amended following applicable provisions of the Community Redevelopment Law, except that the Agency may incur loans, advances or indebtedness beyond twenty (20) years from the effective date of the ordinance adopting this Plan to be paid from the Low and Moderate Income Housing Fund as defined by the Community Redevelopment Law or to meet the Agency's replacement housing or inclusionary housing requirements as set forth in Sections 33413 and 33413.5 of the Community Redevelopment Law. This limit shall not prevent the Agency from refinancing, refunding, or restructuring indebtedness after the time limit if the indebtedness is not increased and the time during which the indebtedness is to be repaid is not extended beyond the time limit to repay indebtedness required by Section 33333.2 of the Community Redevelopment Law.

The Agency shall not pay indebtedness or receive property taxes pursuant to Section 33670 from the Plan Area after forty-five (45) years from the effective date of the ordinance adopting this Plan.

503 Other Loans and Grants

Any other loans, grants, guarantees or financial assistance from the United States government, the State of California or any other public or private source will be used if available.

600 ACTIONS BY THE CITY AND COUNTY

The City shall aid and cooperate with the Agency in carrying out this Plan and shall take all actions necessary to ensure the continued fulfillment of the purposes of this Plan and the other applicable Plan Documents, including preventing the recurrence or spread of conditions causing blight in the Plan Area, pursuant to the ICA.

700 ADMINISTRATION AND ENFORCEMENT

Except as otherwise specified in Section 600 above, the administration and enforcement of this Plan, including the preparation and execution of any documents implementing this Plan, shall be performed by the Agency.

The provisions of this Plan or other documents entered into pursuant to this Plan may also be enforced by legal action instituted by the Agency to seek appropriate remedy, except as may be limited by owner participation agreements. Such remedies may include, but are not limited to, specific performance, damages, reentry, injunctions or any other remedies appropriate to the purposes of this Plan. In addition, any recorded provisions, which are expressly for the benefit of owners of property in the Plan Area, may be enforced by such owners.

800 PROCEDURE FOR AMENDMENT

This Plan may be amended by means of the procedure established in Sections 33450-33458 of the Community Redevelopment Law or by any other procedure hereafter established by law.

900 SEVERABILITY

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

1000 DURATION AND EFFECTIVENESS OF THIS PLAN

The Provisions of this Plan shall be effective for thirty (30) years from the date of adoption of this Plan by the Board of Supervisors, except that the nondiscrimination and nonsegregation provisions shall run in perpetuity. After this time limit on the duration and effectiveness of the plan, the Agency shall have no authority to act pursuant to this Plan except to pay previously incurred indebtedness and to enforce existing covenants or contracts, and,

except that, if the Agency has not completed its housing obligations pursuant to Section 33413 of the Community Redevelopment Law, it shall retain its authority to implement its requirements under Section 33413, including its ability to incur and pay indebtedness for this purpose, and shall use this authority to complete these housing obligations as soon as reasonably possible.

ATTACHMENT 1

LAND USE PLAN AND LEGAL DESCRIPTION

All that certain real property situate in the City and County of San Francisco, State of California, more particularly described as follows:

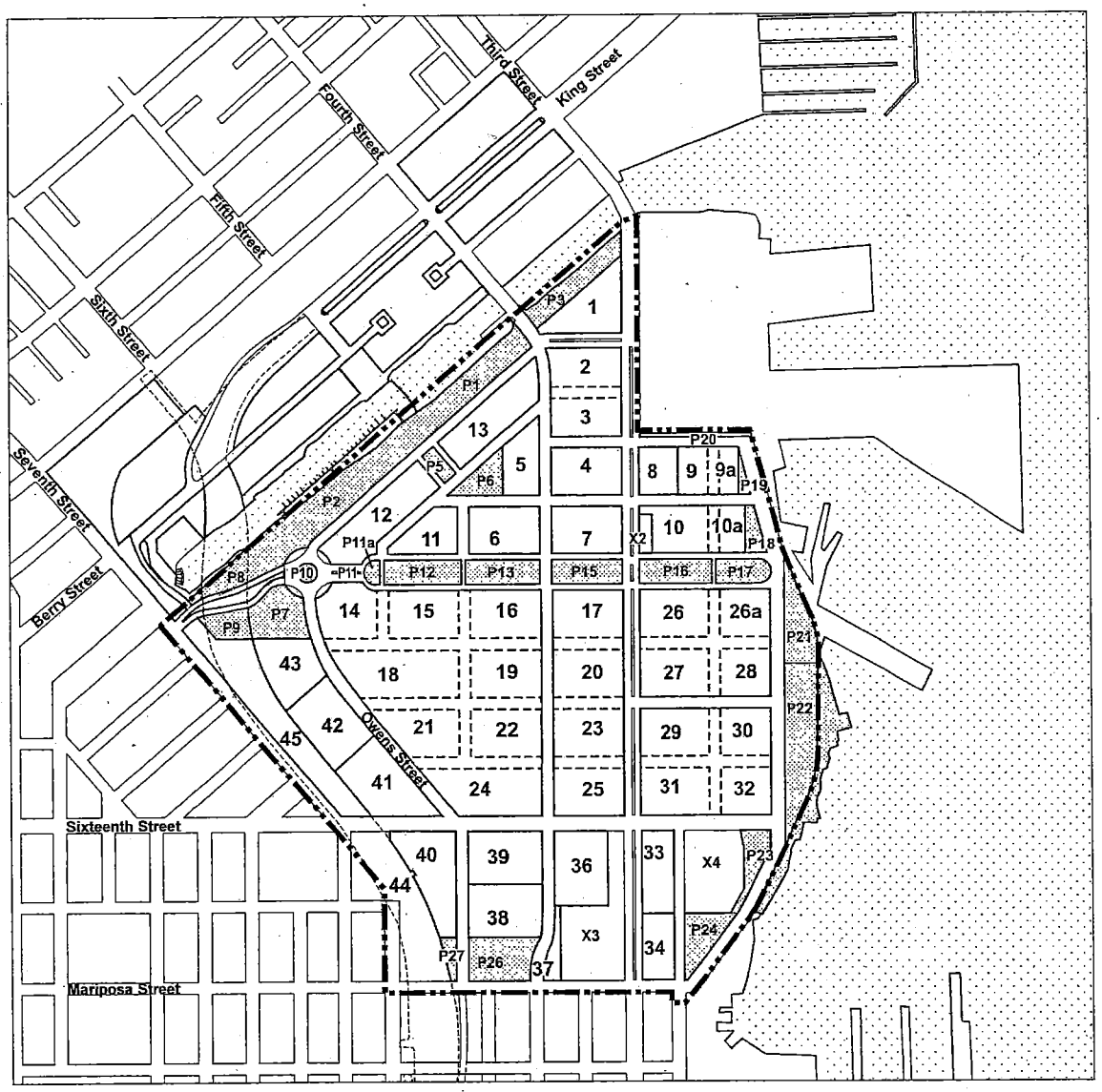
Commencing at the intersection point of the northeasterly line of Sixth Street (82.50 feet wide) with the southeasterly line of Berry Street (82.50 feet wide), said intersection having a coordinate of north 468817.32, east 1451868.98 in the California Coordinate System of 1927, Zone 3; thence along said southeasterly line of Berry Street south 46 18' 07" west 990.05 feet to the southwesterly line of Seventh Street (82.50 feet wide); thence along said southwesterly line of Seventh Street south 43 41' 53" east 440.00 feet to the southeasterly line of Channel Street (200.00 feet wide), and being the true point of beginning; thence continuing along said southwesterly line of Seventh Street south 43 41' 53" east 2017.19 feet to the westerly line of Pennsylvania Street (90.00 feet wide); thence along said westerly line of Pennsylvania Street south 3 10' 56" east 600.92 feet to the southerly line of Mariposa Street (66.00 feet wide); thence along said southerly line of Mariposa Street north 86 49' 04" east 1690.17 feet to the westerly line of Illinois Street (80.00 feet wide); thence along said westerly line of Illinois Street south 3 10' 56" east 63.85 feet; thence north 86 49' 04" east 80.00 feet to a point on the easterly line of Illinois Street, last said point being on the Mission Bay Project boundary; thence along said Mission Bay Project boundary the following courses and distances; thence north 35 06' 05" east 616.30 feet; thence northeasterly along an arc of a curve to the left, tangent to the preceding course with a radius of 440.00 feet through a central angle of 12 49' 53" an arc distance of 98.54 feet; thence tangent to the preceding curve north 22 16' 12" east 700.07 feet; thence northerly along an arc of a curve to the left, tangent to the preceding course with a radius of 340.00 feet through a central angle of 12 28' 00" an arc distance of 73.98 feet; thence tangent to the preceding curve north 9 48' 12" east 86.42 feet; thence northerly along the arc of a curve to the left, tangent to the preceding course with a radius of 340.00 feet, through a central angle of 11 58' 09", an arc distance of 71.03 feet; thence tangent to the preceding curve north 2 09' 57" west 121.44 feet; thence north 3 10" 56" west 198.86 feet; thence north 2 19' 47" west 292.70 feet; thence northwesterly along an arc of a curve to the left, tangent to the preceding course with a radius of 481.57 feet through a central angle of 24 30' 49", an arc distance of 206.04 feet; thence tangent to the preceding curve north 26 50' 36" west 402.03 feet; thence northwesterly along an arc of a curve to the right, tangent to the preceding course with a radius of 236.29 feet, through a central angle of 9 00' 04" an arc distance of 37.12 feet; thence tangent to the preceding curve north 17 50' 32" west 679.08 feet; thence south 86 49' 04" west 282.38 feet; thence leaving said Mission Bay Project boundary south 17 34' 00" east 2.58 feet; thence south 86 49' 04" west 397.43 feet to the easterly line of Third Street (82.50 feet wide); thence along said easterly line of Third Street north 3 10' 56" west 1265.04 feet; thence south 64 21' 26" west 95.76 feet to the intersection of the westerly line of Third Street with said southeasterly line of Channel Street; thence along said southeasterly line of Channel Street south 46 18' 07" west 3578.74 feet to the true point of beginning.

Containing 10,356,710 square feet, more or less.

The bearings used in the above description are on the California Coordinate System of 1927, Zone 3. Multiply the above distances by 0.999928 to obtain grid distances.

ATTACHMENT 2

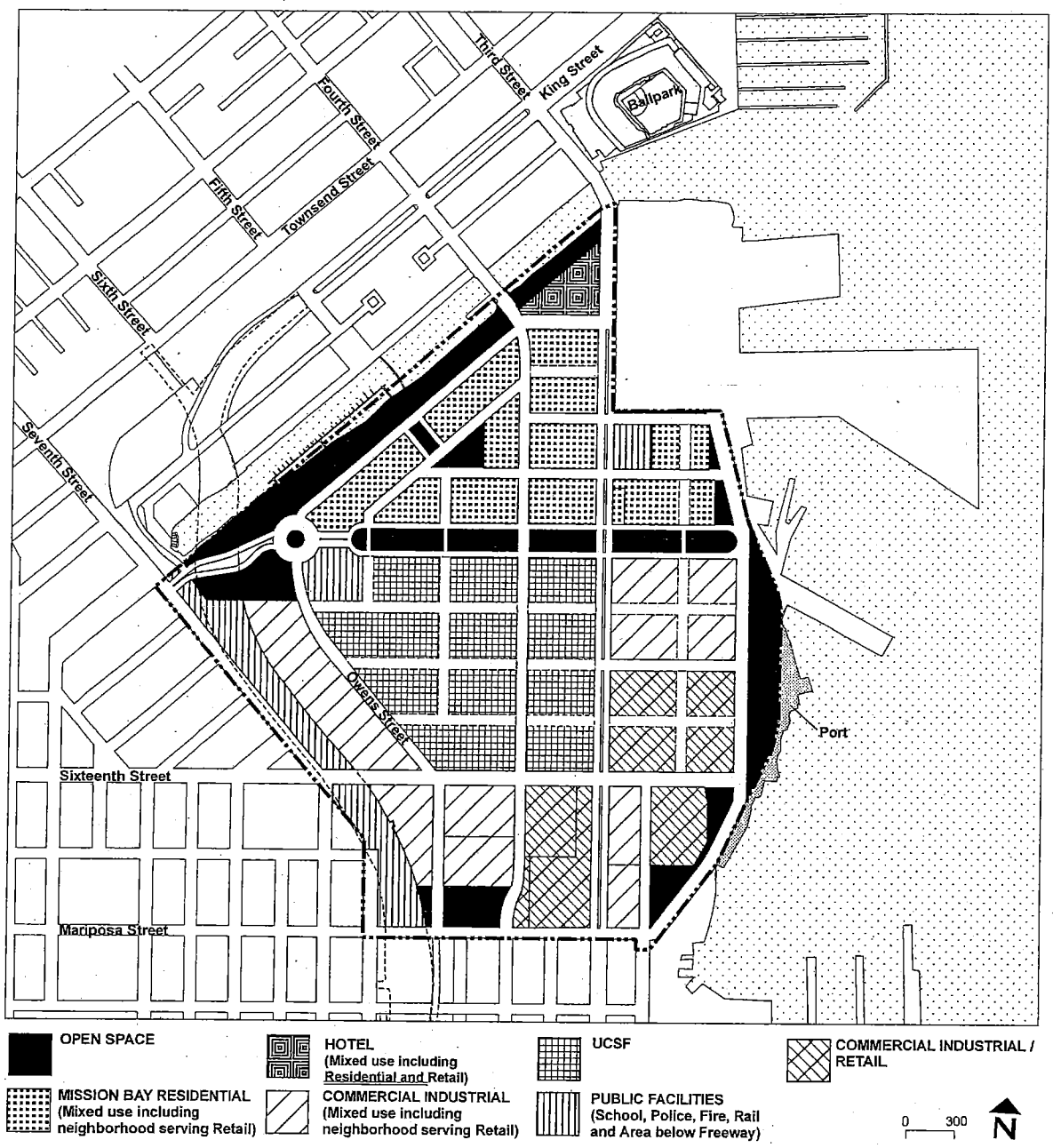
PLAN AREA MAP



Note: Street alignments and open space configurations shown on the figure are not exact and are indicated for illustrative purposes.

ATTACHMENT 3

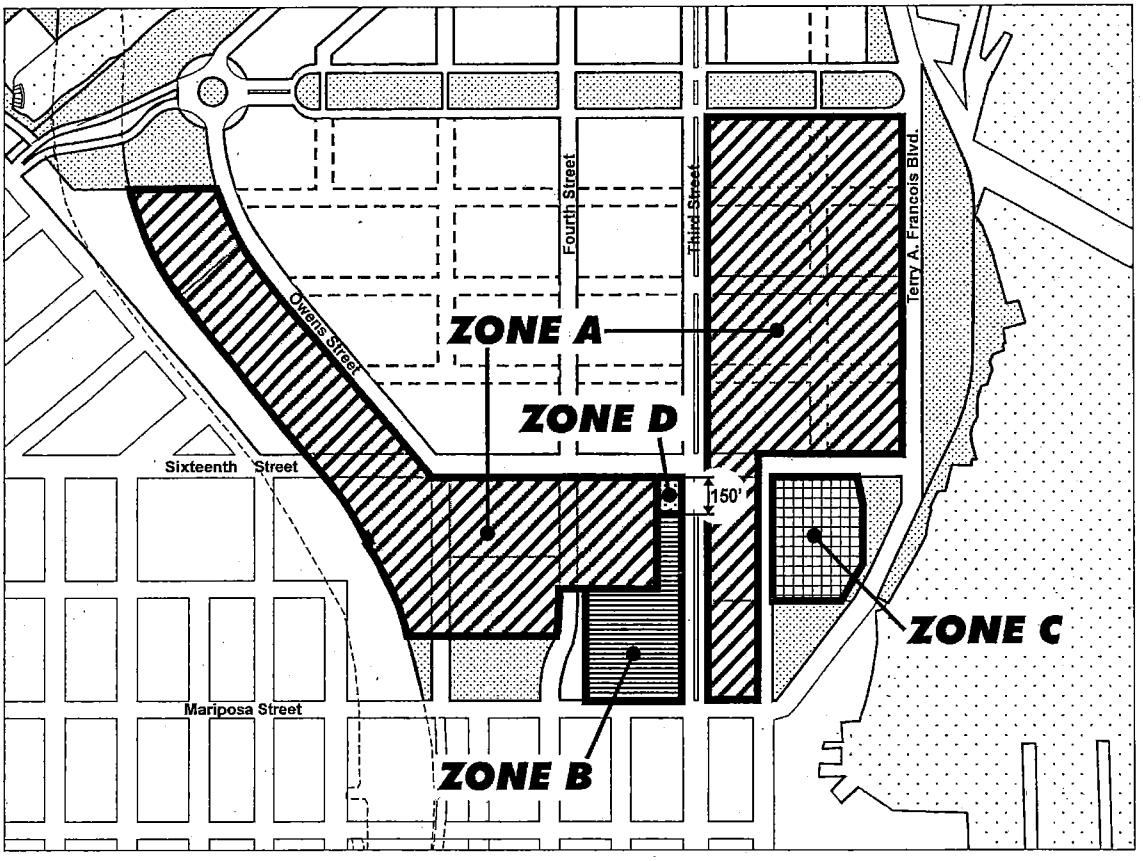
REDEVELOPMENT LAND USE MAP



Note: Street alignments and open space configurations shown on the figure are not exact and are indicated for illustrative purposes.

ATTACHMENT 3a

ZONE MAP



Note: Street alignments and open space configurations shown on the figure are not exact and are indicated for illustrative purposes.

ATTACHMENT 4

PROPOSED PUBLIC IMPROVEMENTS

Public roadways and other walkways, roadways, lanes and connections
Freeway improvements; such as bridge widenings and freeway ramp and related improvements
Median, curbs, gutters and sidewalks
Traffic signals, street signage and pavement striping
Street lighting
Landscaping (including street right-of-way landscaping)
Public open spaces, including plazas and parks
Functional and decorative facilities in parks and plazas such as fountains, bathrooms, benches, tables, trash receptacles, signage and landscaping
China Basin Channel and San Francisco Bay edge improvements and landscaping
Potable water distribution and fire suppression facilities (low pressure water and high pressure water)
Reclaimed and/or recycled water facilities
Combined and/or separated sanitary and storm sewer facilities (including pumping and treatment facilities)
Storm drains, pump stations facilities, treatment facilities and flood control facilities
Natural gas, electric telephone and telecommunications facilities
Utilities and utility relocations
Suction inlets along China Basin Channel or the San Francisco Bay for fire protection
Police and/or Fire Station structure and police and fire equipment and facilities
Pedestrian bridge across China Basin Channel
Structures for environmental investigations/testing/remediation in connection with roads, plazas, parks or other improvements
Water recirculation facilities
Rail facilities, signals, crossings and improvements
Islais Creek rail bridge and related improvements
Erosion control features related to public facilities
Improvements related to overland flows
MUNI light rail/bus/transit facilities and related improvements
Public school, school yard and related facilities
Additional temporary, interim and/or permanent facilities and improvements related to the foregoing

ATTACHMENT 5

DEFINITIONS

Following are definitions for certain words and terms used in this Plan. All words used in the present tense shall include the future. All words in the plural number shall include the singular number and all words in the singular number shall include the plural number, unless the natural construction of the wording indicates otherwise. The word "shall" is mandatory and not directory.

Adult Entertainment. An amusement and entertainment use which includes the following: adult bookstore, as defined by Section 791 of the San Francisco Police Code; adult theater, as defined by Section 791 of the Police Code; and encounter studio, as defined by Section 1072.1 of the Police Code, as in effect as of the date of adoption of this Plan.

Amusement Enterprise. An amusement and entertainment use which provides eleven or more amusement game devices such as video games, pinball machines or other such similar mechanical and electronic amusement devices, in a quantity which exceeds that specified in Section 1036.31 of the San Francisco Police Code, as in effect as of the date of adoption of this Plan, as accessory uses.

Animal Services. An animal care use which provides medical care and accessory boarding services for animals, not including a commercial kennel.

Arts Activities and Spaces. Arts activities shall include performance, exhibition (except exhibition of films), rehearsal, production, post-production and schools of any of the following: dance, music, dramatic art, film, video, graphic art, painting, drawing, sculpture, small-scale glass works, ceramics, textiles, woodworking, photography, custom-made jewelry or apparel, and other visual, performance and sound arts and crafts. It shall include commercial arts and art-related business service uses including, but not limited to, recording and editing services; small-scale film and video developing and printing; titling; video and film libraries; special effects production; fashion and photo stylists; production, sale and rental of theatrical wardrobes; and studio property production and rental companies. Art spaces shall include studios, workshops, galleries, museums, archives, and other similar spaces customarily used principally for arts activities, exclusive of Theaters, dance halls, and any other establishment where liquor is customarily served during performances.

Automobile Rental. A retail use which provides vehicle rentals whether conducted within a building or on an open lot.

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

Building. Any structure having a roof supported by columns or walls, and intended for permanent occupancy.

Building Code. The City's Building Code, Electric Code, Mechanical Code and Plumbing Code and any construction requirements in the Housing Code and the Fire Code of the City (including the Port) and including H-8 occupancy for life science buildings and laboratories above the third floor permitted by the State of California Building Code.

Building Permit. A permit issued by the Central Permit Bureau of the City, which will allow the commencement of construction.

Business or Professional Service. An office use which provides to the general public, general business or professional services, including but not limited to, accounting, architectural, clerical, consulting, insurance, legal, management, real estate brokerage and travel services. It also includes business offices of building, electrical, furnace, painting, pest control, plumbing or roofing contractors, if no storage of equipment or items for wholesale use are located on-site. It may also include incidental accessory storage of office supplies and samples. Loading and unloading of all vehicles shall be located entirely within the building containing the use. It may provide services to the business community, provided that it also provides services to the general public. This use does not include research service of an industrial or scientific nature in a commercial or medical laboratory, other than routine medical testing and analysis by a health-care professional or hospital.

Catering Establishment. A home and business service, which involves the preparation and delivery of goods, such as the following items: food, beverages, balloons, flowers, plants, party decorations and favors, cigarettes and candy.

City Agency/Agencies. Includes all City departments, agencies, boards, commission and bureaus with subdivision or other permit, entitlement, or approval authority or jurisdiction over development within the Plan Area, or any portion thereof, including, without limitation, the Port Commission (the "Port"), the City Administrator, the Public Works Department, the Public Utilities Commission, the Planning Commission, the Public Transportation Commission, the Parking and Traffic Commission, the Building Inspection Commission, the Public Health Commission, the Fire Commission, and the Police Commission, together with any successor City Agency, department or officer designated by or pursuant to law.

City Regulations. Includes (i) those City land use codes, including those of its Port Commission (including, without limitation, the Planning and Subdivision Codes, the City General Plan and Waterfront Land Use Plan), (ii) those ordinances, rules, regulations and official policies adopted thereunder and (iii) all those ordinances, rules, regulations, official policies and plans governing zoning, subdivisions and subdivision design, land use, rate of development, density, building size, public improvements and dedications, construction standards, new construction and use, design standards, permit restrictions, development fees or exactions, terms and conditions of occupancy, or environmental guidelines or review, including those relating to hazardous substances, pertaining to the Plan Area, as adopted and amended by the City from time to time.

Developable Land Area. All areas within a lot including without limitation, private open space, private lanes, and private sidewalks; but excluding public streets and rights-of-way, and public open space.

Dwelling Unit. A room or suite of two or more rooms that is designed for residential occupancy for 32 consecutive days or more, with or without shared living spaces, such as kitchens, dining facilities or bathrooms.

Existing City Regulations. Those City Regulations in effect as of the date of adoption of this Plan.

Family Child Care Facility. A use in a residential unit, which provides less than 24-hour care for up to 12 children by licensed personnel and which meets the requirements of the State of California and other authorities.

Floor Area Ratio. The ratio of the Gross Floor Area of buildings to Developable Land Area, calculated as described in Section 304.5 for Commercial Industrial and Commercial Industrial/Retail areas. In cases in which portions of the Gross Floor Area of a building project horizontally beyond the lot lines, all such projecting Gross Floor Area shall also be included in determining the floor area ratio. If the height per story of a building, when all the stories are added together, exceeds an average of 18 feet, then additional Gross Floor Area shall be counted in determining the floor area ratio of the building, equal to the average Gross Floor Area of one additional story for each 18 feet or fraction thereof by which the total building height exceeds the number of stories times 18 feet; except that such additional Gross Floor Area shall not be counted in the case of Live/Work Units or a church, Theater or other place of public assembly.

Gross Floor Area. The sum of the gross areas of the several floors of a building or buildings, measured from the exterior faces of exterior walls or from the centerlines of walls separating two buildings. Where columns are outside and separated from an exterior wall (curtain wall) which encloses the building space or are otherwise so arranged that the curtain wall is clearly separate from the structural members, the exterior face of the curtain wall shall be the line of measurement, and the area of the columns themselves at each floor shall also be counted.

(a) Except as specifically excluded in this definition, "gross floor area" shall include, although not be limited to, the following:

(1) Basement and cellar space, including tenants' storage areas and all other space except that used only for storage or services necessary to the operation or maintenance of the building itself;

(2) Elevator shafts, stairwells, exit enclosures and smokeproof enclosures, at each floor;

(3) Floor space in penthouses except as specifically excluded in this definition;

(4) Attic space (whether or not a floor has been laid) capable of being made into habitable space;

(5) Floor space in balconies or mezzanines in the interior of the building;

(6) Floor space in open or roofed porches, arcades or exterior balconies, if such porch, arcade or balcony is located above the ground floor or first floor of occupancy above basement or garage and is used as the primary access to the interior space it serves;

(7) Floor space in accessory buildings, except for floor spaces used for accessory off-street parking or loading spaces as described herein, and driveways and maneuvering areas incidental thereto; and

(8) Any other floor space not specifically excluded in this definition.

(b) "Gross floor area" shall not include the following:

(1) Basement and cellar space used only for storage or services necessary to the operation or maintenance of the building itself;

(2) Attic space not capable of being made into habitable space;

(3) Elevator or stair penthouses, accessory water tanks or cooling towers, and other mechanical equipment, appurtenances and areas necessary to the operation or maintenance of the building itself, if located at the top of the building or separated therefrom only by other space not included in the gross floor area;

(4) Mechanical equipment, appurtenances and areas, necessary to the operation or maintenance of the building itself if located at an intermediate story of the building and forming a complete floor level;

(5) Outside stairs to the first floor of occupancy at the face of the building which the stairs serve, or fire escapes;

(6) Floor space used for accessory off-street parking and loading spaces and driveways and maneuvering areas incidental thereto;

(7) Arcades, plazas, walkways, porches, breezeways, porticos and similar features (whether roofed or not), at or near street level, accessible to the general public and not substantially enclosed by exterior walls; and accessways to public transit lines, if open for use by the general public; all exclusive of areas devoted to sales, service, display, and other activities other than movement of persons;

(8) Balconies, porches, roof decks, terraces, courts and similar features, except those used for primary access as described in Paragraph (a)(6) above, provided that:

(A) If more than 70 percent of the perimeter of such an area is enclosed, either by building walls (exclusive of a railing or parapet not more than three feet eight inches high) or by such walls and interior lot lines, and the clear space is less than 15 feet in either dimension, the area shall not be excluded from gross floor area unless it is fully open to the sky (except for roof eaves, cornices or belt courses which project not more than two feet from the face of the building wall).

(B) If more than 70 percent of the perimeter of such an area is enclosed, either by building walls (exclusive of a railing or parapet not more than three feet eight inches high), or by such walls and interior lot lines, and the clear space is 15 feet or more in both dimensions, (1) the area shall be excluded from gross floor area if it is fully open to the sky (except for roof eaves, cornices or belt courses which project no more than two feet from the face of the building wall), and (2) the area may have roofed areas along its perimeter which are also excluded from gross floor area if the minimum clear open space between any such roof and the opposite wall or roof (whichever is closer) is maintained at 15 feet (with the above exceptions) and the roofed area does not exceed 10 feet in depth; (3) in addition, when the clear open area exceeds 625 square feet, a canopy, gazebo, or similar roofed structure without walls may cover up to 10 percent of such open space without being counted as gross floor area.

(C) If, however, 70 percent or less of the perimeter of such an area is enclosed by building walls (exclusive of a railing or parapet not more than three feet eight inches high) or by such walls and interior lot lines, and the open side or sides face on a yard, street or court, the area may be roofed to the extent permitted by such codes in instances in which required windows are involved;

(9) On lower, nonresidential floors, elevator shafts and other life-support systems serving exclusively the residential uses on the upper floors of a building;

(10) One-third of that portion of a window bay conforming to the requirements of Section 136(d)(2) of the San Francisco Planning Code (in effect as of the date of adoption of this Plan) which extends beyond the plane formed by the face of the facade on either side of the bay but not to exceed seven square feet per bay window as measured at each floor;

(11) Ground floor area devoted to building or pedestrian circulation and building service;

(12) Space devoted to personal services, Restaurants, and retail sales of goods intended to meet the convenience shopping and service needs of downtown workers and residents, not to exceed 5,000 occupied square feet per use and, in total, not to exceed 75 percent of the area of the ground floor of the building plus the ground level, on-site open space;

(13) An interior space provided as an open space feature in accordance with the requirements herein;

(14) Floor area devoted to child care facilities provided that:

(A) Allowable indoor space is no less than 3,000 square feet and no more than 6,000 square feet, and

(B) The facilities are made available rent free, and

(C) Adequate outdoor space is provided adjacent, or easily accessible, to the facility. Spaces such as atriums, rooftops or public parks may be used if they meet licensing requirements for child care facilities, and

(D) The space is used for child care for the life of the building as long as there is a demonstrated need. No change in use shall occur without a finding by the Redevelopment Agency that there is a lack of need for child care and that the space will be used for a facility described herein dealing with cultural, educational, recreational, religious, or social service facilities;

(15) Floor area permanently devoted to cultural, educational, recreational, religious or social service facilities available to the general public at no cost or at a fee covering actual operating expenses, provided that such facilities are:

(A) Owned and operated by a nonprofit corporation or institution, or

(B) Are made available rent-free for occupancy only by nonprofit corporations or institutions for such functions. Building area subject to this subsection shall be counted as occupied floor area, except as provided herein, for the purpose of calculating the off-street parking and freight loading requirements;

(C) For the purpose of calculating the off-street parking and freight loading requirement for the project, building area subject to this subsection shall be counted as occupied floor area, except as provided herein.

Home Occupation. A work-related use in a Dwelling Unit intended for sole proprietor businesses.

Leasable Floor Area. The Floor Rentable Area, as defined and calculated in the 1996 Building Owners and Managers Association International publication "Standard Method for Measuring Floor Area in Office Buildings."

Live/Work Unit. A building or portion of a building combining residential living space with an integrated work space principally used by one or more of the residents. Live/work Units are subject to the same land use controls as Dwelling Units.

Local-Serving Business. A local-serving business provides goods and/or services which are needed by residents and workers in the immediately surrounding neighborhood to satisfy basic personal and household needs on a frequent and recurring basis, and which if not available would require trips outside of the neighborhood. Also referred to as "neighborhood-serving" business.

Local-Serving Child Care Facility. A local-serving institutional use, which provides less than 24-hour care for children by licensed personnel and which meets the requirements of the State of California and other authorities. Such use is local-serving in that it serves primarily residents and workers of the immediately surrounding neighborhood on a frequent and recurring basis, and which if not available would require trips outside of the neighborhood.

Nighttime Entertainment. An assembly and entertainment use that includes dance halls, discotheques, nightclubs, private clubs, and other similar evening-oriented entertainment activities, excluding Adult Entertainment, which require dance hall keeper police permits or place of entertainment police permits which are not limited to non-amplified live entertainment, including Restaurants and Bars which present such activities, but shall not include any arts activities or spaces as defined by this Plan, any Theater performance space which does not serve alcoholic beverages during performances, or any temporary uses permitted by this Plan.

Office Use. A space within a structure intended or primarily suitable for occupancy by persons or entities which perform for their own benefit or provide to others at that location, administrative services, design services, business and professional services, financial services or medical services, excluding office space and administrative uses associated with Manufacturing, as described in Sections 302.3 and 302.4, above.

Open Air Sales. A retail use involving open air sale of new and/or used merchandise, except vehicles, but including agricultural products, crafts, and/or art work.

Open Recreation. An area, not within a building, which is provided for the recreational uses of patrons of a commercial establishment.

Outdoor Activity Area. An area, not including primary circulation space or any public street, located outside of a building or in a courtyard which is provided for the use or convenience of patrons of a commercial establishment including, but not limited to, sitting, eating, drinking, dancing, and food-service activities.

Parking. A parking facility serving uses located on either parcels or blocks occupied by said facility or on other parcels or blocks.

Plan Documents. This Plan and its implementing documents including, without limitation, any owner participation agreements, the Mission Bay North Design for Development and the Mission Bay Subdivision Ordinance and regulations adopted thereunder.

Restaurant. A full service or self-service retail facility primarily for eating use which provides ready-to-eat food to customers for consumption on or off the premises, which may or may not

provide seating, and which may include a Bar. Food may be cooked or otherwise prepared on the premises.

Retail Sales and Services. A commercial use which provides goods and/or services directly to the customer including Outdoor Activity Areas and Open Air Sales Areas. It may provide goods and/or services to the business community, provided that it also serves the general public.

Storage. A use which stores goods and materials used by households or businesses at other locations, but which does not include junk, waste, salvaged materials, automobiles, inflammable or highly combustible materials. A storage building for household or business goods may be operated on a self-serve basis.

Theater. An assembly and entertainment use other than Adult Entertainment, which displays motion pictures, slides, or closed-circuit television pictures, or is used as live theater performance space.

Walk-Up Facility. A structure designed for provision of pedestrian-oriented services, located on an exterior building wall, including window service, self-service operations, and automated bank teller machines ("ATMs").

ATTACHMENT 6

PLANNING COMMISSION RESOLUTION

September 17, 1998

Case No. 96.771EMTZR
Finding of Consistency
With the General Plan and
Sections 320 through 325 of the
Planning Code And Recommending
For Approval of the Mission
Bay South Redevelopment Plan

SAN FRANCISCO

CITY PLANNING COMMISSION

RESOLUTION NO. 14702

WHEREAS, On September 17,1998, by Resolution No. 14698, the Planning Commission adopted amendments to the General Plan and recommended to the Board of Supervisors approval of those amendments to the General Plan including amendments to Part 2 of the Central Waterfront Plan which would eliminate the Mission Bay Specific Plan in order to facilitate the adoption of proposed Mission Bay North and Mission Bay South Redevelopment Plans which would guide the development of the Mission Bay area of the City, generally bounded by Townsend Street to the north, Third Street and Terry Francois Boulevard to the east, Mariposa Street to the south, and Interstate 280 and Seventh Street to the west, for the term of the Redevelopment Plans; and

WHEREAS, Pursuant to Section 33346 of the California Health and Safety Code regarding California Redevelopment Law, the planning policies and objectives and land uses and densities of the Redevelopment Plans must be found consistent with the General Plan prior to Redevelopment Plan approval by the Board of Supervisors; and

WHEREAS, The Planning Commission wishes to facilitate the physical, environmental, social and economic revitalization of the Mission Bay area, using the legal and financial tools of a Redevelopment Plan, while creating jobs, housing and open space in a safe, pleasant, attractive and livable mixed use neighborhood that is linked rationally to adjacent neighborhoods; and

WHEREAS, The proposed Mission Bay South Redevelopment Plan provides for a type of development, intensity of development and location of development that is consistent with the overall goals and objectives and policies of the General Plan as well as the Eight Priority Policies of Section 101.1 of the Planning Code; and

WHEREAS, The Planning Commission believes that the Mission Bay South Redevelopment Plan would achieve these objectives; and

WHEREAS, The proposed Mission Bay South Redevelopment Plan ("Plan") and its implementing documents, including, without limitation, owner participation agreements, the Design for Development and the Mission Bay Subdivision Ordinance (the "Plan Documents") contain the

land use designations of Commercial Industrial and Commercial Industrial/Retail which could allow development of up to approximately 5.9 million square feet of commercial/industrial space, including office space, over the next 30 years; and

WHEREAS, The Design for Development document proposed for adoption by the San Francisco Redevelopment Agency ("Agency") contains detailed design standards and guidelines for all proposed development in the Mission Bay South Redevelopment Plan Area ("South Plan Area"); and

WHEREAS, The South Plan Area comprises approximately 238 acres bounded by the south embankment of the China Basin Channel and Seventh Street, Interstate 280, Mariposa Street, Terry Francois Boulevard and Third Street; and

WHEREAS, Any office development in the South Plan Area will be subject to the limitation on the amount of square footage which may be approved, as set forth in Planning Code 321 or as amended by the voters; and

WHEREAS, Planning Code Sections 320-325 require review of proposed office development, as defined in Planning Code Section 320, by the Planning Commission and consideration of certain factors in approval of any office development; and

WHEREAS, Based upon the information before the Planning Commission regarding design guidelines for the South Plan Area, location of the Commercial Industrial and Commercial Industrial/Retail land use designations in the South Plan Area, and the goals and objectives of the Plan and the Plan Documents, the Planning Commission hereby makes the findings set forth below, in accordance with Planning Code Section 321; and

WHEREAS, The Planning Commission has reviewed and considered the factors set forth in Planning Code Section 321(b) in order to make the determination that the office development contemplated by the Plan in particular would promote the public welfare, convenience and necessity. Those factors include consideration of the balance between economic growth and housing, transportation and public services, the contribution of the office development to the objectives and policies of the General Plan, the quality of the design of the proposed office development, the suitability of the proposed office development for its location, the anticipated uses of the proposed office development, in light of employment opportunities to be provided, needs of existing businesses, and the available supply of space suitable for such anticipated uses, the extent to which the proposed development will be owned or occupied by a single entity, and the use of transferable development rights for such office development; and

WHEREAS, The Planning Commission will review the design and details of individual office developments which are proposed in the South Plan Area, using the design standards and

guidelines set forth in the Design for Development reviewed by this Planning Commission, to confirm that the specific office development continues to be consistent with the findings set forth herein; and

WHEREAS, On September 17, 1998 by Motion No. 14696, the Commission certified the Final Subsequent Environmental Impact Report ("FSEIR") as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, On September 17, 1998 by Resolution No. 14697, the Commission adopted findings in connection with its consideration of, among other things, the adoption of the Mission Bay South Redevelopment Plan, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth; and

WHEREAS, The Planning Commission finds the Mission Bay South Redevelopment Plan as described in Exhibit A to this Resolution consistent with the General Plan, as it is proposed to be amended, and to Section 101.1 of the Planning Code as described in Exhibit A to Resolution No. 14699 which findings are hereby incorporated herein by this reference as if fully set forth.

NOW, THEREFORE ,BE IT RESOLVED, That the Planning Commission having considered this proposal at a public meeting on September 17, 1998 pursuant to Planning Code Sections 302(b) and 340, having heard and reviewed oral and written testimony and reports, and having reviewed and certified the Final Subsequent Environmental Impact Report on the Redevelopment Plans as adequate and complete, does hereby find the Mission Bay South Redevelopment Plan , dated September 4, 1998, in conformity with the General Plan as it is recommended to be amended by Resolution No. 14698 ; and

BE IT FURTHER RESOLVED, That the Planning Commission hereby finds that the office development contemplated by the Plan in particular promotes the public welfare, convenience and necessity for the following reasons:

1. The office development is part of the Plan, which would eliminate blighting influences and correct environmental deficiencies in the South Plan Area through a comprehensive plan for redevelopment, including the implementation of Risk Management Plans to address environmental deficiencies.

2. The Plan and Plan Documents include a series of detailed design standards and guidelines which will ensure quality design of office development as well as a quality urban design scheme.

3. The Plan provides the important ability to retain and promote, within the City and County of San Francisco, academic and research activities associated with UCSF through the provision of a major new site and space for adjacent office and related uses.

4. The retention of UCSF through the Plan will also allow the facilitation of commercial-industrial sectors expected to emerge or expand due to their proximity to the UCSF new site, which sectors are likely to need office space as part of their activities.

5. Implementing permitted office uses as part of the Plan enables the achievement of a coordinated mixed-use development plan incorporating many features, such as large open spaces and parks and a new street grid, which would not be achieved if the area were to be developed in a piecemeal fashion under existing land ownership patterns and regulations.

6. Implementing the office use contemplated by the Plan would strengthen the economic base of the South Plan Area and the City as a whole by strengthening retail and other commercial functions in the South Plan Area community through the addition of approximately 358,600 leasable square feet of various kinds of retail space, and about 5,953,000 leasable square feet of mixed office, research and development and light manufacturing uses.

7. Build-out, including office uses, of both the Mission Bay North Redevelopment Plan Area and the South Plan Area is anticipated to result in significant positive fiscal impacts to the City. These impacts include a cumulative surplus to the City's General Fund of up to $452 million in 1998 dollars. Another approximately $117 million in net revenues will accrue to other City funds with dedicated uses, such as senior programs, hotel tax funds (including grants for the arts, fine art museums, visitors and convention services and housing), the Department of Public Works and MUNI. The San Francisco Unified School District is projected to receive a net cumulative surplus of about $5 million.

8. The development proposed by the Project will also have significant positive economic impacts on the City. At full build-out, employment in the Mission Bay North and South Plan Areas is expected to be about 31,100. Direct and indirect job generation is estimated to be about 42,000. About 56% of the direct and indirect jobs are expected to be held by San Francisco residents. The estimated total of 23,500 jobs will comprise about 5% of all jobs held by City residents. Project-related construction employment is projected to total 700 annual full-time equivalent jobs over the build-out period, representing a five percent increase in the City's construction job industry base. The employees working at Mission Bay are expected to generate total household wealth of about $1.5 billion annually. Total direct and indirect wages are expected to be $2.15 billion, of which $1.2 billion is expected to be earned by San Franciscans.

9. The Plan provides an unprecedented system for diversity and economic development, including good faith efforts to meet goals for hiring minority-and women-owned consulting and contracting businesses, hiring of minority and women laborers, compliance with prevailing wage policies, participation in the City's "First Source Hiring Program" for economically disadvantaged individuals, and contribution of $3 million to the City to help fund the work force development program. The Plan also includes the payment of fees for child care and school facilities. Development of office uses will help to create the employment opportunities to achieve such hiring goals.

10. The Plan includes the opportunity for substantial new publicly accessible open spaces totaling approximately 49 acres, including a large Bayfront park and open space on both edges of the Channel. Office users will benefit from the conveniently located open space, and the development of office uses will help to finance the provision of such open space and its maintenance.

11. The office uses would be located in an ideal area to take advantage of a wide variety of transit, including the Third Street light rail system. The South Plan Area has been designed in consultation with the City, including MUNI, to capitalize on opportunities to coordinate with and expand transit systems to serve the Project. The South Plan Area also includes Transportation Management Programs which will be in place throughout the development of the Plan Areas.

12. The South Plan Area includes sites for both a new school site and fire/police stations to serve the South Plan Area, so that necessary services and assistance are available near the office uses and so that office uses will not otherwise burden existing services.

13. The Plan and Plan Documents include significant new infrastructure, including a linked program for creation of a comprehensive vehicular, bicycle and pedestrian circulation system. The public infrastructure will include public streets, underground pipes, traffic signals and open space, plus additional substantial infrastructure as described in the Mission Bay South Infrastructure Plan. The office development would be adequately served by the infrastructure and the tax increment generated by office development in the South Plan Area will also provide a critical component of the financing of such infrastructure.

14. This new infrastructure included in the Plan will be financed through a self-taxing financing device to be imposed upon the South Plan Area (excluding affordable housing sites and open space). If the uses in the South Plan Area, including any office uses, generate new property tax revenue, then 60% of that new revenue will be dedicated to retiring the special taxes which initially will finance the infrastructure to be donated to the City. This system will allow for substantial infrastructure to be constructed without contributions from the General Fund or new taxes on other areas of the City.

15. In addition, 20% of the new property tax revenue generated by the uses in the South Plan Area, including office uses, will be dedicated to the creation of affordable housing in Mission Bay; and

BE IT FURTHER RESOLVED, That the Planning Commission has considered the factors set forth in Planning Code Section 321(b)(3)(A)-(G) and finds as follows:

(A) The apportionment of potential office space over the course of many approval periods during the anticipated 30-year build-out of the South Plan Area will remain within the limits of Planning Code Section 321 and will maintain a balance between economic growth and housing, transportation and public services, pursuant to the terms of the Plan and the Plan Documents which provide for the appropriate construction and provision of housing, roadways, transit and all other necessary public services in accordance with the Infrastructure Plan; and

(B) As determined in this Resolution, above, and for the additional reasons set forth in Planning Commission Resolution No. 14699, the adoption of the Plan, which includes office uses and

contemplates office development, and all of the other implementation actions, are consistent with the objectives and policies of the General Plan and Priority Policies of Planning Code Section 101.1 and will contribute positively to the achievement of City objectives and policies as set forth in the General Plan; and

(C) The design guidelines for the South Plan Area are set forth in the Design for Development. This Planning Commission has reviewed the design standards and guidelines and finds that such standards and guidelines will ensure quality design of any proposed office development. In addition, the Planning Commission will review any specific office development subject to the terms of Planning Code §§320-325 to confirm that the design of that office development is consistent with the findings set forth herein; and

(D) The potential office development contemplated in the Plan is suitable for the South Plan Area where it would be located. As discussed above, transportation, housing and other public services including open space will be provided in the South Plan Area. In addition, the office development would be located convenient to UCSF, which will allow other businesses locating in the South Plan Area to be able to develop research and development, light industrial and office space as necessary to accommodate their needs. The office development would be located in an area which is not currently developed, nor is it heavily developed with other office uses; and

(E) As noted above, the anticipated uses of the office development will enhance employment opportunities and will serve the needs of UCSF and other businesses which wish to locate in the South Plan Area, where the underdeveloped nature of the area provides a readily available supply of space for potential research and development, light industrial and office uses; and

(F) The proposed office development is available to serve a variety of users, including a variety of businesses expected to locate or expand in proximity to the UCSF site, and could accommodate a multiplicity of owners; and

(G) The Plan does not provide for the use of transferrable development rights ("TDRs") and this Planning Commission does not believe that the use of TDRs is useful or appropriate in the South Plan Area, given the availability of space for development and the fact that only one building in the South Plan Area, the former Fire Station No. 30, has been identified as a potential historic resource; and

BE IT FURTHER RESOLVED, That the Planning Commission will review and approve the design of specific office development which may be proposed in the South Plan Area and subject to the provisions of Planning Code §§320-325, using the design standards and guidelines set forth in the Design for Development, as reviewed by this Planning Commission, to confirm that the specific office development continues to be consistent with the findings set forth herein; and

BE IT FURTHER RESOLVED, That upon such determination, the Planning Commission will issue a project authorization for the proposed office development project; and

BE IT FURTHER RESOLVED, That the Planning Commission does hereby recommend approval of the Mission Bay South Redevelopment Plan to the Board of Supervisors.

I hereby certify that the foregoing Resolution was ADOPTED by the Planning Commission at a special joint hearing with the Redevelopment Agency Commission on September 17, 1998.

Linda Avery
Commission Secretary

AYES: Commissioners Antenore, Chinchilla, Joe, Martin and Mills

NOES: None

ABSENT: Commissioners Hills and Theoharis

ADOPTED: September 17, 1998

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Exhibit D

Free Recording Pursuant to
Government Code Section 27383 at the
Request of the Successor Agency to the
Redevelopment Agency of the City and
County of San Francisco
RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Successor Agency to the Redevelopment
Agency of the City and County of San
Francisco
One South Van Ness Avenue, 5th Floor
San Francisco, CA 94103
Attn: _____

(SPACE ABOVE THIS LINE FOR
RECORDER'S USE ONLY)

THIRD AMENDMENT TO MISSION BAY SOUTH OWNER PARTICIPATION AGREEMENT

Dated _____, 2013

by and between

THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO

and

FOCIL-MB, LLC, a Delaware limited liability company

THIRD AMENDMENT TO MISSION BAY SOUTH OWNER PARTICIPATION AGREEMENT

This Third Amendment to the Mission Bay South Owner Participation Agreement (this "Third Amendment"), dated for reference purposes only as of _____, 2013, is by and between the Successor Agency to the Redevelopment Agency of the City and County of San Francisco, a public body organized and existing under the laws of the State of California (the "Successor Agency"), commonly known as the Office of Community Investment and Infrastructure, and FOCIL-MB, LLC, a Delaware limited liability company (the "Owner").

RECITALS

This Third Amendment is made with reference to the following facts and circumstances:

A. The Redevelopment Agency of the City and County of San Francisco (the "Former Agency") and Catellus Development Corporation, a Delaware corporation ("CDC"), entered into that certain Mission Bay South Owner Participation Agreement dated as of November 16, 1998 (the "Original OPA") and recorded December 3, 1998 as Document No. 98-G477258-00 in the Official Records of San Francisco County (the "Official Records"), which was amended by a First Amendment to Mission Bay South Owner Participation Agreement (the "First OPA Amendment") dated as of February 17, 2004 and recorded March 3, 2004 as Document No. 2004H669955 in the Official Records, between Former Agency and Catellus Land and Development Corporation, a Delaware corporation ("CLDC"), successor in all of CDC's rights and obligations under the Original OPA, and a Second Amendment to Mission Bay South Owner Participation Agreement (the "Second OPA Amendment") dated as of November 1, 2005 and recorded November 30, 2005 as Document No. 2005I080843 in the Official Records, between Former Agency, CLDC, and the Owner, successor in interest to all of CLDC's rights and obligations under the Original OPA, as amended by the First OPA Amendment. The

Original OPA, as amended by the First OPA Amendment and the Second OPA Amendment, shall be referred to in this Third Amendment as the "South OPA". The capitalized terms used herein shall have the meaning set forth in the South OPA, unless otherwise specifically provided herein.

B. The Owner has sold certain real property identified in the Land Use Plan (Attachment A to the Original OPA) as "Block 1" to Block 1 Associates LLC, a Delaware limited liability company ("Block 1 Owner"). Block 1 Owner has submitted a Major Phase Application for Block 1 that would permit development of up to 350 residential units, a 250-room hotel, and up to 25,000 leasable square feet of retail uses (the "Block 1 Project"). The Block 1 Project requires, among other things, an amendment to the Mission Bay South Redevelopment Plan and amendments to the South OPA.

C. On February 1, 2012, the Former Agency was dissolved pursuant to the provisions of California State Assembly Bill No. 1X 26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session) ("AB 26"), codified in relevant part in California's Health and Safety Code Sections 34161 – 34168 and upheld by the California Supreme Court in California Redevelopment Assoc. v. Matosantos, No. S194861 (Dec. 29, 2011). On June 27, 2012, AB 26 was subsequently amended in part by California State Assembly Bill No. 1484 (Chapter 26, Statutes of 2011-12) ("AB 1484") (together, AB 26 and AB 1484 are referred to as the "Redevelopment Dissolution Law").

D. Pursuant to the Redevelopment Dissolution Law, all of the Former Agency's assets and obligations were transferred to the Successor Agency. Accordingly, the Successor

Agency assumed the obligations under the Mission Bay South Redevelopment Plan and the South OPA, which remain in effect.

E. Under the Redevelopment Dissolution Law, a successor agency has the continuing obligation, subject to certain review by an oversight board and the State of California's Department of Finance ("DOF"), to implement "enforceable obligations" which were in place prior to the suspension of such redevelopment agency's activities on June 28, 2011, the date that AB 26 was approved. The Redevelopment Dissolution Law defines "enforceable obligations" to include bonds, loans, judgments or settlements, and any "legally binding and enforceable agreement or contract that is not otherwise void as violating the debt limit or public policy" (Cal. Health & Safety Code § 34171(d)(1)(e)), as well as certain other obligations, including but not limited to requirements of state law and agreements made in reliance on pre-existing enforceable obligations. The South OPA meets the definition of "enforceable obligations" under the Redevelopment Dissolution Law.

F. In order to implement the Block 1 Project, the Owner and Successor Agency proposed an amendment to the Mission Bay South Redevelopment Plan. In accordance with those provisions of the Community Redevelopment Law, as amended by Redevelopment Dissolution Law, that authorize an amendment to a redevelopment plan, Cal. Health & Safety Code §§ 33450 et seq., the Board of Supervisors has approved an amendment to the Mission Bay South Redevelopment Plan by Ordinance No. ____-13 (_____, 2013) to allow residential use on Block 1 as a permitted secondary use in addition to hotel and retail uses.

G. The Art Requirement set forth in Section 304.9 of the Mission Bay South Redevelopment Plan applies to hotel use, which is considered a commercial use.

H. The costs incurred by the Agency and the City Agencies in connection with the negotiation of the Block 1 Project and this Third Amendment and related documents, including, without limitation, the amendment to the Mission Bay South Redevelopment Plan, Major Phase, and environmental review documentation to comply with the California Environmental Quality Act, shall be deemed, under Article 6 of the South OPA, to be Agency Costs.

I. The Owner and the Successor Agency wish to enter into this Third Amendment to implement the amended Mission Bay South Redevelopment Plan, to permit the proposed residential use on Block 1 and to reflect the potential increase in the number of Residential Units contemplated to be developed in the South Plan Area. The Third Amendment fulfills the following objectives:

(i) The development of dwelling units on Block 1, in conjunction with a smaller hotel and retail uses, will fulfill the objectives of the Mission Bay South Redevelopment Plan, including providing flexibility in the development of the South Plan Area to respond readily and appropriately to market conditions, providing opportunities for participation by owners in the redevelopment of their properties, strengthening the economic base of the South Plan Area and the community by strengthening retail and other commercial functions in the South Plan Area, and achieving these objectives in the most expeditious manner feasible;

(ii) Development of a 500-room hotel on Block 1 is infeasible in the current market, as discussed in the report prepared by PKF Consulting USA, dated May 14, 2013, for the Successor Agency, and Block 1 has remained undeveloped; allowing for residential use of Block 1 will support the full economic use of Block 1, including

development of a smaller hotel, and will accelerate the completion of development under the Mission Bay South Redevelopment Plan, the OPA and the related enforceable obligations;

(iii) Development of Block 1 for mixed-use residential, retail and hotel will generate more revenues from property taxes payable to the taxing entities, including the City and County of San Francisco, the San Francisco Unified School District, City College of San Francisco and the Bay Area Rapid Transit district, compared with the existing undeveloped conditions.

The parties hereto (the "Parties") have entered into this Third Amendment to memorialize their understanding and commitments concerning the matters generally described above.

J. The parties acknowledge that Owner has assigned its rights and obligations with respect to Block 1 Owner, pursuant to the terms of that certain Assignment and Assumption Agreement, dated May 17, 2012, approved by the Successor Agency. The Parties acknowledge and agree that concurrent with execution hereof, Owner, Block 1 Associates and Successor Agency will enter into a First Amendment to Assignment and Assumption Agreement. Block 1 Owner will (i) agree to comply with all of the applicable terms and conditions of this Third Amendment, (ii) enter into a card check agreement governing any hotel developed on Block 1; and (iii) comply with the Successor Agency's Small Business Enterprise Policy, as adopted by Agency Resolution No. 82-2009 (July 27, 2009) ("SBE Policy"). The Third Amendment is a material change to the South OPA, and thus triggers the applicability of the SBE Policy. The First Amendment to Assignment and Assumption Agreement, under terms and conditions set forth therein, will release Owner from the obligations in the Third Amendment, with the

exception of the SBE Policy. Notwithstanding the foregoing, nothing herein shall affect the existing rights and obligations of other transferees of property within the South Plan Area pursuant to previously approved Assignment and Assumption Agreements, or their respective contractors and subcontractors.

K. Under Redevelopment Dissolution Law, the Oversight Board has the authority to "approve any amendments to [any contracts between the dissolved redevelopment agency and any private parties] if [Oversight Board] finds that amendments . . . would be in the best interests of the taxing entities." Cal. Health & Safety Code § 34181 (e). For the reasons stated above in Recital I, this Third Amendment meets this standard for amendment of an enforceable obligation.

L. The Oversight Board, consistent with its authority under AB 26 to approve amendments to agreements between the dissolved redevelopment agency and private parties where it finds that amendments or early termination would be in the best interests of the taxing entities, after holding a duly noticed public hearing in accordance with Redevelopment Law Section 33452, by Resolution No._____, determined that an amendment to the South OPA that would permit residential use of Block 1 as a secondary use and an increase in residential density in the Plan Area is in the best interests of the taxing entities.

M. Under Redevelopment Dissolution Law, the California Department of Finance ("DOF") must receive notice and information about all Oversight Board actions, which do not take effect until DOF has either not requested review within five days of the notice or requested review and approved the action within 40 days of its review request. On _____, 2013, the Successor Agency provided a copy of Oversight Board Resolution No. _____ to

DOF, which did not object to the amendment to the South OPA within the statutory time period for its review, or which approved the amendment to the South OPA within the statutory time period of the Successor Agency's review request.

AGREEMENT

Accordingly, for good and valuable consideration, the receipt, amount and sufficiency of which is hereby acknowledged, the Owner and the Successor Agency agree as follows:

1. Maximum Number of Market Rate Residential Units. Wherever the South OPA (as amended and including without limitation any Attachment thereto) makes reference to the number of Residential Units to be developed on Owner Property, specifically "3,043" units of housing, including "1,935" Market Rate Residential Units, and referring to the Owner Property, such phrases shall be deemed to be amended to refer to "up to 3,393" wherever the number "3,043" appears and "up to 2,285" wherever the number "1,935" appears. The South OPA will also be amended, when the specific number of total Residential Units to be developed on Owner Property or Market Rate Residential Units are referenced, to include the following phrase: "Up to 350 of the total number of Market Rate Residential Units constructed by the Owner will be limited to Block 1, and the total 350 Market Rate Residential Units on Block 1 will only be allowed if the 500-room hotel is reduced to a maximum of 250 guest rooms and the total amount of Block 1 retail does not exceed 25,000 leasable square feet. The total number of Market Rate Residential Units allowed to be constructed on Block 1 will be reduced by the number of Owner Affordable Housing Units constructed by the Owner on Block 1 pursuant to Section 4.5 of Attachment C (Mission Bay South Housing Program) to this South OPA. In no event shall the total number of Market Rate Residential Units and Owner Affordable Housing Units constructed

by the Owner on Block 1 exceed 350." Where the phrase "approximately" precedes any number identified in this Paragraph 1, that word shall be retained.

2. Maximum Number of Hotel Guest Rooms. Wherever the South OPA (as amended and including without limitation any Attachment thereto) makes reference to the number of hotel guest rooms to be developed on Owner Property, specifically "500" guest rooms, such phrases shall be deemed to be amended to refer to "up to 500" guest rooms, wherever the number "500" appears.

3. Maximum Amount of Leasable Square Footage of Retail Uses. Wherever the South OPA (as amended and including without limitation any Attachment thereto) makes reference to the total leasable square footage of retail uses, which may include City-serving, local-serving, and entertainment retail to be developed on Owner and Agency Property, specifically "230,000" or "260,000" leasable square feet for the total retail in the South Plan Area, including "50,000" leasable square feet on Block 1, such phrases shall be deemed to be amended to refer to "up to 230,000" or "up to 260,000" leasable square feet, wherever the numbers "230,000" or "260,000" appear, and "up to 50,000" leasable square feet, wherever the number "50,000" appears related to Block 1.

4. Size and Configuration of Hotel Site. The South OPA is hereby amended to include a new section 3.2(d) as follows:

> 3.2(d) In the event Block 1, as illustrated by the parcel identified as the "Block 1 Hotel Parcel" shown on the Parcel Map attached hereto as Attachment A-1, which comprises the Hotel land use district, is subdivided to create more than a single parcel for hotel and residential development, the minimum lot size

for the subdivided parcel designated for hotel use shall be of a size and configuration suitable for the construction of a 250–guest room hotel ("Hotel Site"). The final size and configuration of the Hotel Site will be determined as part of a Major Phase for the entire Block 1. As part of a Major Phase for Block 1, the Owner or Block 1 Owner, shall provide adequate documentation, as determined by the Successor Agency, to support a finding that the final size and configuration of the Hotel Site is suitable for a 250-guest room hotel. To the extent that this documentation is relevant to the Executive Director's determination of secondary use findings under Section 302 of the Mission Bay South Redevelopment Plan, the Executive Director may rely on that documentation in those findings.

5. Redevelopment Land Use Map. Attachment A (Redevelopment Land Use Map) of the South OPA is amended and replaced by Attachment A-1 attached hereto so that the label of "Hotel" in the legend reads as follows:

HOTEL (Mixed use including Hotel, Residential and Retail)

6. Scope of Development. Section 1.B.1 of Attachment B (Scope of Development) is hereby amended and restated to read as follows:

1. B.1. Up to approximately 2,285 market-rate Dwelling Units as defined in the Mission Bay South Redevelopment Plan, 350 of which shall be allocated only to Block 1 and to no other area in South Plan Area as shown on Attachment A-1 as allowed under Section 1.B.3; provided, however, that Owner may elect to construct additional units that the Successor Agency would otherwise be permitted to

construct pursuant to the terms and conditions of Section 3.4.3(b) of the South OPA. As provided in Section 302 of the Mission Bay South Redevelopment Plan, as amended, residential use on Block 1 is permitted as a secondary use upon a determination by the Executive Director that the use "makes a positive contribution to the character of the Plan Area, based on a finding of consistency with the following criterion [sic]: the secondary use, at the size and intensity contemplated and at the proposed location will provide a development that is necessary or desirable for, and compatible with, the neighborhood or the community."

7. Scope of Development Section 1.B.2. Section 1.B.2 of the Scope of Development is hereby amended and restated to read as follows:

1. B.2. Up to approximately 230,000 Leasable square feet of retail uses as defined in the Redevelopment Plan. The allowable retail space includes: up to 159,300 Leasable square feet of Local-serving retail, up to 20,700 Leasable square feet of City-serving retail, and up to 50,000 Leasable square feet of entertainment or Local-serving retail on Block 1.

8. Scope of Development Section 1.B.3. Section 1.B.3 of the Scope of Development is hereby amended to read as follows:

1. B.3. On Block 1, an up to 500 room hotel and associated facilities such as retail, banquet and conference rooms with up to 50,000 Leasable square feet of retail or an up to 250 room hotel and facilities such as banquet and conference rooms and associated facilities, with up to 25,000 Leasable square feet of retail and up to 350 Dwelling Units, which may include Owner Affordable Housing Units.

9. Affordable Housing Requirement. Attachment C (Mission Bay South Housing Program) is hereby amended to include a new Section 4.5 under Owner Housing Program as follows:

4.5 Block 1 Affordable Housing Requirement

(a) Imposition of Block 1 Affordable Housing Requirement. Notwithstanding anything else in this Housing Program or the OPA, the only affordable housing requirement applicable to development of Residential Units within Block 1 shall be as set forth in this Section 4.5. The Successor Agency shall require as a condition of approval for any project within Block 1 that includes Residential Units ("Block 1 Residential Project") that Owner comply with the following conditions ("Block 1 Affordable Housing Requirement"):

(i) any residential apartment (rental) building on Block 1 ("Market Rate Rental Project") will provide a minimum of fifteen percent (15%) of the total number of on-site Residential Units as affordable housing units ("For-Rent Owner Affordable Housing Units"). The For-Rent Owner Affordable Housing Units shall not satisfy any Agency Obligations nor account against the Agency's affordable obligations under this OPA; or

(ii) any residential condominium (for-sale) building on Block 1 ("Market Rate For-Sale Project") will pay an affordable housing in-lieu fee to fund affordable housing development within the South Plan Area

("Block 1 Affordable Housing Fee") in accordance with this Third OPA Amendment, and the following shall apply:

(1) the applicable percentage for the Block 1 Affordable Housing Fee shall be 20% of the total number of Residential Units constructed in such Market Rate For-Sale Project; and

(2) the Block 1 Affordable Housing Fee shall be calculated based on the affordable housing fee schedule produced by the City for its Inclusionary Affordable Housing Program (Planning Code, Article 4, Section 415 or successor program) in effect at the time payment is due, as such fee schedule may be amended from time to time; and

(3) the Block 1 Affordable Housing Fee shall be paid to the Successor Agency prior to issuance of the first construction document for the applicable Market Rate For-Sale Project.

(b) Comparability with Market Rate Dwelling Units. The For-Rent Owner Affordable Housing Units shall be substantially equivalent in size, location, amenities and quality to reflect the mix of unit sizes and room configurations of the market rate residential units in a Market Rate Rental Project, with a goal of comparability in square footage and interior features. The interior features of the For-Rent Owner Affordable Housing Units need not be the same as or equivalent to those in market rate residential units, as long as they are of good quality and are consistent with the then-current standards for new housing. The For-Rent Owner Affordable Housing Units shall be dispersed throughout the

Market Rate Rental Project in a unit type mix that is representative of the market rate dwelling units.

(c) Completion of Dwelling Units. For-Rent Owner Affordable Housing Units shall be constructed, completed and ready for occupancy no later than the market rate dwelling units.

(d) Affordability Requirements. The For-Rent Owner Affordable Housing Units shall be restricted to low-income households earning up to sixty percent (60%) of the area median income, as adjusted only for household size ("AMI"), with the maximum rent that may be charged any tenant occupying an For-Rent Owner Affordable Housing Unit not exceeding thirty percent (30%) of sixty percent (60%) of AMI, as adjusted only for household size as set forth in California Code of Regulations (CCR), title 25, Section 6932, as amended from time to time, as of the first date of tenancy ("Maximum Annual Rent").

In the event that a For-Rent Owner Affordable Housing Unit is converted to an ownership unit ("For-Sale Owner Affordable Housing Unit"), existing tenants will be offered a right of first refusal to purchase the For-Sale Owner Affordable Housing Unit. For any units that are occupied, the maximum purchase price shall be set at the level of affordability that is the higher of sixty percent (60%) of AMI, as adjusted only for household size as set forth in California Code of Regulations (CCR), Title 25, Section 6932, as amended from time to time, or the actual income level of the existing tenant, as of the date of the close of escrow, assuming an annual payment for all housing costs of thirty-three percent (33%) of

the combined household annual net income, a five percent (5%) down payment, and available financing ("Maximum Purchase Price"). The Maximum Purchase Price of any For-Rent Owner Affordable Housing Unit that is vacant or whose tenant does not exercise the right of first refusal to purchase the unit will be set at 110% of AMI, as adjusted only for household size as set forth in California Code of Regulations (CCR), Title 25, Section 6932, as amended from time to time. Conversion of any For-Rent Owner Affordable Housing Units to For For-Sale Owner Affordable Housing Unit will be subject to all requirements in a recorded Declaration of For-Sale Restrictions related to conversion substantially in the form of Exhibit K to the Mission Bay South Housing Program, Declaration of For-Sale Site Restrictions (Attachment 1 to this Third Amendment) including, but not limited to: Notice of Conversion to Agency and Rights of Existing Tenants (Notice of Conversion; Right of First Refusal); and Incentive Programs (including Downpayment Assistance and Moving Assistance). Additionally all terms and conditions of the sale shall conform to the Agency's Limited Equity Ownership Program (Attachment 2 to this Third Amendment), which may be amended from time to time.

(e) Declaration of Restrictions for Continued Affordability of For-Rent Owner Affordable Housing Units. The For-Rent Owner Affordable Housing Units shall be subjected to a recorded Declaration of Restrictions in substantially the form of Exhibit J, to the Mission Bay South Housing Program, Declaration of Rental Restrictions (Attachment 3 to this Third Amendment), to ensure compliance with the Block 1 Affordable Housing Requirement for a continuous

period of seventy-five (75) years commencing upon Completion of Construction of the Block 1 Residential Project. As a condition precedent to the City's issuance of a Building Permit for an the Block 1 Residential Project, the Owner shall record the Declaration of Restriction as a lien against Block 1 Residential Project, and at the time of such recordation, no matters then of record shall have priority over such Declaration, except Approved Title Exceptions as set forth in Exhibit B to the Mission Bay South Housing Program. Each Declaration of Restrictions shall automatically terminate and expire and be released and be of no further force and effect whatsoever upon the expiration of its term. Upon Owner's written request at any time thereafter, the Successor Agency, or its successors or assigns, shall provide a release of the Declaration of Restrictions in a form reasonably acceptable to Owner.

(f) Affirmative Marketing. The Owner's obligations with respect to the marketing and operation of all Owner Affordable Housing Units, including For-Rent Owner Affordable Housing Units and For-Sale Owner Affordable Housing Units are described in Exhibit L to the Mission Bay South Affordable Housing Program, Block 1 Owner Affordable Housing Marketing and Operations Guidelines (Attachment 4 to this Third Amendment). Requirements for the Owner Affordable Housing Units, include, but are not limited to, the rental rates of For-Rent Owner Affordable Housing Units, sales prices of For-Sale Owner Affordable Housing Units, tenant qualifications, reporting requirements; and a preference for Agency Certificate of Preference Holders under the Agency's Property Owner and Occupant Preference Program (as reprinted September 11,

2008 and effective October 1, 2008 and on file with the clerk of the Board of Supervisors in File No. 080521).

10. Mission Bay South Design Review and Document Approval Procedure. Section III(A) of Attachment G (Mission Bay South Design Review and Document Approval Procedure) is amended to include the following: "In addition to any applicable Design Standards set forth in the Mission Bay South Design for Development, residential development on Block 1 will be governed by the Residential Guidelines set forth for Residential Districts in the Mission Bay South Design for Development, including but not limited to requirements related to Street Frontage, Building Height and Form, and Architectural Details, and that the Hotel Site development will be governed by the Hotel Guidelines set for the in the Mission Bay South Design for Development, including but not limited to Public Open Space, Street Frontage, Building Height and Form, and Architectural Details."

11. Costa-Hawkins Waiver. The Costa-Hawkins waiver set forth in this Section 11 applies only to development on Block 1. Owner understands and agrees that the Costa-Hawkins Rental Housing Act (California Civil Code sections 1954.50 et seq.; the "Costa-Hawkins Act") does not and in no way shall limit or otherwise affect the restriction of rental charges for the For-Rent Owner Affordable Housing Units constructed by the Owner on Block 1 pursuant to Section 4.5 of Attachment C (Mission Bay South Housing Program) to this South OPA. This South OPA falls within an express exception to the Costa-Hawkins Act because the South OPA is a contract with a public entity in consideration for a direct financial contribution or other forms of assistance specified in Chapter 4.3 (commencing with section 65915) of Division 1 of Title 7 of the California Government Code. Accordingly, Owner, on behalf of itself and all of its successors and assigns, agrees not to challenge, and expressly waives, now and forever, any and

all rights to challenge, Owner's obligations set forth in the Mission Bay South Housing Plan related to For-Rent Owner Affordable Housing Units, under the Costa-Hawkins Act, as the same may be amended or supplanted from time to time.

Owner shall include the following language, in substantially the following form, in any assignment or partial assignment of the South OPA with respect to Block 1 to subsequent developers:

"The Mission Bay South OPA (including the Housing Plan) implements the Community Redevelopment Law, Cal. Cal. Health & Safety Code §§ 33000 et seq. ("CRL"), as amended, and Successor Agency policies and includes regulatory concessions and significant public investment in the Project. The regulatory concessions and public investment include, without limitation, a direct financial contribution of net tax increment and other forms of public assistance specified under CRL. These public contributions result in identifiable, financially sufficient and actual cost reductions for the benefit of Owner. In light of the Successor Agency's authority under CRL, and in consideration of the direct financial contribution and other forms of public assistance described above, the parties understand and agree that the Costa-Hawkins Act does not and shall not apply to the For-Rent Owner Affordable Housing Units developed at the Block 1 Project under the South OPA."

The Parties understand and agree that the Successor Agency would not be willing to enter into the South OPA, without the agreement and waivers as set forth in this Section 11.

12. General Provisions

12.1. South OPA in Full Force and Effect. Except as otherwise amended hereby and as previously revised to reflect various non-material changes, all terms, covenants, conditions and provisions of the South OPA shall remain in full force and effect.

12.2. Successors and Assigns. This Third Amendment is binding upon and will inure to the benefit of the successors and assigns of the Former Agency, Successor Agency, the Owner, and, as applicable, the City, subject to the limitations set forth in the South OPA.

12.3. Recitals. The Recitals in this Third Amendment are included for convenience of reference only and are not intended to create or imply covenants under this Third Amendment. In the event of any conflict or inconsistency between the Recitals and the terms and conditions of this Third Amendment, the terms and conditions of this Third Amendment shall control.

12.4. Counterparts. This Third Amendment may be executed in any number of counterparts, all of which, together shall constitute the original agreement hereof.

IN WITNESS WHEREOF, the Successor Agency has caused this Third Amendment to be duly executed on its behalf and the Owner has signed or caused this Third Amendment to be signed by duly authorized persons, all as of the day first above written.

Authorized by Successor Agency Resolution
No. ____-13, adopted _____, 2013

SUCCESSOR AGENCY

Successor Agency to the Redevelopment Agency of the City and County of San Francisco

By _____
Tiffany J. Bohee
Executive Director

Approved as to Form:

DENNIS J. HERRERA,
City Attorney

By_____

Heidi J. Gewertz
Deputy City Attorney

FOCIL-MB, LLC, a Delaware limited liability company

By: _____

Name: _____

Title: _____

ATTACHMENT 1

EXHIBIT K

MISSION BAY SOUTH HOUSING PROGRAM
BLOCK 1 FOR-SALE RESTRICTIONS

(TO BE PROVIDED)

ATTACHMENT 2

AGENCY LIMITED EQUITY OWNERSHIP PROGRAM

(TO BE PROVIDED)

ATTACHMENT 3

EXHIBIT J

MISSION BAY SOUTH HOUSING PROGRAM
BLOCK 1 RENTAL RESTRICTIONS

EXHIBIT J

MISSION BAY SOUTH HOUSING PROGRAM
BLOCK 1 RENTAL RESTRICTIONS

Free Recording Requested Pursuant to Government Code Section 27383 at the Request of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco WHEN RECORDED, MAIL TO: Successor Agency to the Redevelopment Agency of the City and County of San Francisco One South Van Ness Ave., 5th Floor San Francisco, CA 94103 Attention:	

(Space above this Line Reserved for Recorder's Use)

Dated: _____

DECLARATION OF RENTAL RESTRICTIONS

THIS DECLARATION OF RESTRICTIONS ("Declaration") is made this _____ day of_____, 2013, by [Insert the appropriate entity: FOCIL-MB, LLC, a Delaware corporation ("FOCIL"), or its agents, designees or successors; or insert name of a permitted Transferee under the South OPA or its agents, designees or successors; update the recitals] as declarant (the "Owner"), in favor of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco, a public body organized and existing under the laws of the State of California (the "Successor Agency"), with reference to the following:

A. Owner is fee owner of record of that certain real property located in the City and County of San Francisco, State of California legally described in the attached Exhibit "A" (the "Property"), which is comprised of _____ acres. Owner intends to construct on the Property _____ For-Rent Residential Units.

B. The Property is within the South Plan Area in the Mission Bay South Redevelopment Plan Area in the City and County of San Francisco and is subject to the provisions of the Mission Bay South Redevelopment Plan adopted by the San Francisco Board of Supervisors on _____.

C. The Redevelopment Agency of the City and County of San Francisco (the "Former Agency") and Catellus Development Corporation, a Delaware corporation ("CDC"), entered into that certain Mission Bay South Owner Participation Agreement dated as of November 16, 1998 (the "Original OPA") and recorded December 3, 1998 as Document No. 98-G477258-00 in the Official Records of San Francisco County (the "Official Records"), which was amended by a First Amendment to Mission Bay South Owner Participation Agreement (the "First OPA Amendment") dated as of February 17, 2004 and recorded March 3, 2004 as Document No. 2004H669955 in the Official Records, between Former Agency and Catellus Land and Development Corporation, a Delaware corporation ("CLDC"), successor in all of CDC's rights and obligations under the Original OPA, and a Second Amendment to Mission Bay South Owner Participation Agreement (the "Second OPA Amendment") dated as of November 1, 2005 and recorded November 30, 2005 as Document No. 2005I080843 in the Official Records, between Former Agency, CLDC, and FOCIL, successor in interest to all of CLDC's rights and obligations under the Original OPA, as amended by the First OPA Amendment and a Third amendment to Mission Bay South Owner Participation Agreement (the "Third OPA Amendment) dated as of _____ and recorded _____, as Document No. _____ in the Official Records, between Successor Agency and the FOCIL. The Original OPA, as amended by the First OPA Amendment, the Second OPA Amendment, and the Third OPA Amendment shall be referred to in this Declaration as the "South OPA".

D. The South OPA includes the Housing Program which is attached thereto as Attachment C (the "Housing Program") concerning the development and use of the Property, which South OPA and Housing Program is on file with the Successor Agency as a public record and is incorporated herein by reference and which South OPA and Housing Program provides for the execution and recordation of this Declaration. This Declaration is being executed and recorded for the benefit of the Successor Agency in accordance with the Housing Program and to satisfy the conditions for provision of Owner Affordable Housing Units pursuant thereto.

NOW, THEREFORE, OWNER AGREES AND COVENANTS AS FOLLOWS:

1. RESTRICTED AFFORDABLE RESIDENTIAL UNITS.

1.1 For-Rent Owner Affordable Housing Units. The occupancy of _____ (_____) For-Rent Owner Affordable Housing Units in the Residential Project located on the Property shall be restricted to housing for low income persons households at Affordable Rents.

1.2 Term. Owner Affordable Housing Units shall remain available at Affordable Rent for a continuous period of seventy-five (75) years from the date of issuance of a Certificate of Occupancy for the Residential Project located on the Property, regardless of any termination of the South OPA. This Declaration shall automatically terminate and expire, without further action of Agency or Owner, and shall be released and be of no further force and effect whatsoever upon expiration of the above term.

2. DEFINITIONS.

All capitalized terms used in this Declaration which are not otherwise defined herein shall have the meanings given them in the South OPA, including the Housing Program which is Attachment C thereto. Terms defined in the South OPA or the Attachments thereto and also set forth in this Declaration are provided herein for convenience only.

2.1 Affordable means a monthly rental charge, including a utility allowance in an amount determined by the San Francisco Housing Authority, which does not exceed thirty percent (30%) of the Area Median Income permitted for the applicable type of Owner Affordable Housing Unit based upon Household Size.

2.2 Area Median Income ("AMI") means the median income for a household (based upon
Household Size) as determined pursuant to
Section 50093 of the California Health and Safety Code.

2.3 Household Size means the total number of bedrooms in an Owner Affordable Housing Unit plus one (1).

2.4 Owner Affordable Housing Unit means an Owner Affordable Housing Unit which is Affordable to households earning up to sixty percent (60%) of the Area Median Income.

2.5 Rent or Rental Rate means, for each Owner Affordable Housing Unit, the total of monthly payments for (a) use and occupancy of the Residential Unit and land and facilities associated therewith; (b) any separately charged fees or services assessed by the Owner which are required of all tenants, other than security deposits; (c) a reasonable allowance for utilities which are paid by the tenant, not including telephone service (see definition of Utility Allowance); and (d) any taxes or fees charged for use of the land and facilities other than the Owner.

2.6 Utility Allowance means, if the cost of utilities (except telephone) and other services for an Owner Affordable Housing Unit is the responsibility of the occupying household, an amount equal to the estimate made by the San Francisco Housing Authority or, if not available, the U.S. Department of Housing and Urban Development of the monthly costs of a reasonable consumption of such utilities and other services for the unit by an energy-conservative household of modest circumstances consistent with the requirements of safe, sanitary and healthful living environment.

3. RENTAL RATES FOR OWNER AFFORDABLE HOUSING UNITS.

3.1 Initial Rents. The Rental Rate for each For-Rent Owner Affordable Housing Unit shall be determined based upon Household Size for that Owner Affordable Housing Unit, and shall not exceed thirty percent (30%) of sixty percent (60%) of AMI, as adjusted solely for household size as forth in California Code of Regulations (CCR), title 25, Section 6932, as amended from time to time, as of the first date of tenancy ("Maximum Annual Rent").

3.2 Rent Increases. The Rent for Owner Affordable Housing Units may be increased once each year to reflect changes, if any, in the Area Median Income and the Utility Allowance. No annual increase shall be greater than the percentage increase during the immediately preceding year, if any, in the Area Median Income, even if the Owner, due to an increase in the Area Median Income, was entitled to increase the Rent in prior years but elected not to do so.

4. INCOME CERTIFICATION FOR TENANTS OF OWNER AFFORDABLE UNITS.

4.1 Initial Income Certification. The Owner shall require all households applying for occupancy of Owner Affordable Housing Units to submit an income certification at the time of application and annually thereafter on the form attached hereto as Attachment A. The Owner shall make reasonable efforts to verify such income certifications. The initial rentals of Owner Affordable Housing Units for each household shall be to households whose income does not exceed sixty percent (60%) of Area Median Income

4.2 Household Income After Occupancy. Changes in incomes of households occupying Owner Affordable Housing Units shall not affect the classification of Residential Units as Owner Affordable Housing Units until the household income exceeds 120% of Area Median Income, in which case the Residential Unit shall no longer be considered an Owner Affordable Housing Unit and the Owner shall designate the next available Residential Unit of comparable size within the Residential Project as an Owner Affordable Housing Unit at the same original level of affordability as the de-designated Residential Unit, and shall restrict the Rent on such Residential Unit to the applicable level specified in Section 3.1 above. Upon designation of the next available Residential Unit, the Owner shall no longer be required to limit rental charges for the Residential Unit which is no longer considered an Affordable Housing Unit to the levels described in Section 3 above.

5. RECORDS AND REPORTING REQUIREMENTS FOR OWNER AFFORDABLE HOUSING UNITS.

5.1 Reports. The Owner shall provide reports to the Successor Agency on a quarterly basis, commencing on the 15th of the month after issuance of a Certificate of Occupancy for the Residential Project, regarding the Owner Affordable Housing Units in the form attached hereto as Attachment B, and any additional reports or information reasonably requested by the Agency as to the operation of the Owner Affordable Housing Units.

5.2 Maintenance of Records. The Owner shall maintain and retain records of all applications, income certifications, income verifications, leases, management actions, and rent rolls relating to the Owner Affordable Housing Units for five (5) years. The Successor Agency or its designee shall have the right to inspect such records upon reasonable notice during regular business hours.

6. COVENANTS.

6.1 Restrictions. The restrictions set forth in this Declaration shall run with the Property and shall be binding on all parties having or acquiring any right, title or interest in the Property or any part thereof and shall inure to the benefit of each Owner thereof and their successors and assigns.

7. REMEDIES.

Notwithstanding any other provisions of the South OPA to the contrary, the Successor Agency shall be entitled to all remedies in the event of any default in or breach of this Declaration which are available in law or equity.

8. GOVERNING LAW.

This Declaration shall be governed and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, Owner has executed this instrument the day and year first hereinabove written.

"OWNER"

[FOCIL-MB, LLC,
a Delaware corporation; or if another party insert appropriate name of party]

By: _____
Its: _____

STATE OF CALIFORNIA)
) ss.
COUNTY OF _____)

On _____, 20 ___before me, the undersigned, a Notary Public in and for said State personally appeared _____, personally known to me (OR - proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

_____
Signature of Notary (Seal)

Attachment "A"

INCOME CERTIFICATION

[To be provided for each Residential Project prior to recordation of Declaration.]

Attachment "B"

OWNER AFFORDABLE HOUSING UNIT REPORT

[To be provided for each Residential Project prior to recordation of Declaration.]

ATTACHMENT 4

EXHIBIT L

MISSION BAY SOUTH HOUSING PROGRAM
BLOCK 1 OWNER'S MARKETING AND OPERATING OBLIGATIONS

EXHIBIT L

MISSION BAY SOUTH HOUSING PROGRAM

BLOCK 1 OWNER'S MARKETING AND OPERATING OBLIGATIONS

I. Purpose.

A. The purpose of this Exhibit F is to set forth the Owner's marketing and operating obligations with respect to all Owner Affordable Residential Units on Block 1, including For-Rent Owner Affordable Housing Units and For-Sale Owner Affordable Housing Units.

B. This Exhibit L first sets forth the nondiscrimination requirements applicable to all Owner Affordable Residential Units on Block 1. It then sets forth the specific marketing and operating requirements applicable to each type of Owner Affordable Residential Unit. It then sets forth the reporting requirements applicable to each type of Owner Affordable Residential Unit.

C. In addition to this Exhibit L, there will be recorded against each Residential Project on Block 1 containing a For-Rent Owner Affordable Housing Unit and against each For-Sale Owner Affordable Housing Unit a "Declaration of Restrictions" in the form attached as Exhibit J (for Block 1 Owner Affordable Rental Residential Units) or Exhibit K (for Block 1 Owner For-Sale Affordable Residential Units) to the Housing Program. Each Declaration of Restrictions sets forth the income requirements and rental or sales price restrictions applicable to the Owner Affordable Housing Units in a particular Residential Project.

D. In the event of any inconsistency between the terms of this Exhibit L and the South OPA, including the Mission Bay South Housing Program attached as Attachment C to the South OPA (the "Housing Program"), the South OPA and Housing Program shall control.

II. Definitions.

Initially capitalized terms, unless separately defined in this Exhibit L, have the meanings set forth in the South OPA and the Housing Program attached as Attachment C to the South OPA. Terms defined in the South OPA and the attachments thereto, including the Housing Program, and also set forth in this Exhibit L, are provided in this Exhibit L for convenience purposes only.

A. Affordable Housing Units means Residential Units constructed in on Block 1 which shall consist of For-Rent Owner Affordable Housing Units and For-Sale Owner Affordable Housing Units.

B. Certificate Holder means an owner or occupant of residential property who meets the following criteria:

1. The owner or occupant was displaced by either (i) the Agency's acquisition of such residential property, or (ii) the rehabilitation of such

residential property where the owner of the property has entered into an owner participation agreement or other similar agreement with the Agency to perform such rehabilitation; and

2. The Agency has determined that such individual is eligible to receive a Certificate of Preference pursuant to the relocation and replacement housing responsibilities of the Agency pursuant to Article 9, beginning with Section 33410, et seq., of the California Health and Safety Code; and

3. The Agency has certified such individual as a holder of a Certificate of Preference pursuant to the Agency's Property Owner and Occupant Preference Program, established pursuant to Article 9, beginning with Section 33410 of the California Health and Safety Code, as such program currently exists or as may be amended within ninety (90) days of the Effective Date in accordance with the Plan and Plan Documents, and such future amendments as may be consented to by Owner in its sole discretion. Any person claiming to be a Certificate Holder who has not been certified by the Agency is not entitled to any of the preferences in this Exhibit L until such time as that person has been certified by the Agency as a Certificate Holder.

C. Certificate of Preference means a certificate issued by the Agency pursuant to the Agency's Property Owner and Occupant Preference Program, established pursuant to Article 9, beginning with Section 33410 of the California Health and Safety Code, to evidence the status of an owner or occupant of residential property as a Certificate Holder. For purposes of this Exhibit L, a Certificate of Preference may be either a "Residential A Certificate," or a certificate issued to other members of a Residential A Certificate household, a "Residential C Certificate," as described in the Agency's Property Owner and Occupant Preference Program, as such program currently exists or as may be amended within ninety (90) days of the Effective Date in accordance with the Plan and Plan Documents, and such future amendments as may be consented to by Owner in its sole discretion.

D. For-Rent or Rental means a Residential Unit which is not a For-Sale Residential Unit.

E. For-Sale or Sale means a Residential Unit which is intended at the time of Complete Construction to be offered for sale, e.g., as a condominium for individual Residential Unit ownership.

F. Market Rate Residential Unit means a Residential Unit which has no restrictions under the Housing Program or the South OPA with respect to affordability levels or income restrictions for occupants.

G. Owner Affordable Housing Unit means an Affordable Housing Unit to be constructed by the Owner on Block 1 pursuant to the Housing Program and the

South OPA which shall be either For-Rent or For-Sale housing offered in accordance with the terms of the Housing Program.

H. Income Verification Information means the information required by the United States Department of Housing and Urban Development ("HUD") Handbook 4350.3 to determine eligibility for the rental of a For-Rent Owner Affordable Housing Unit, or the purchaser of a For-Sale Owner Affordable Housing Unit.

I. Marketing Information means the following with respect to each Residential Project that contains Owner Affordable Housing Units on Block 1:

1. A master Residential Unit list which indicates the following:

   a. The unit numbers of Owner Affordable Housing Units to be offered for Rental or Sale;

   b. The number of bedrooms and baths in each such Owner Affordable Housing Units;

   c. The approximate net square footage of each such Owner Affordable Housing Units;

   d. A list of amenities in each such Owner Affordable Housing Units (e.g., disposal, washer/dryer, etc.); and

   e. The initial rent or purchase price, as appropriate, for each such Residential Unit.

2. For each For-Rent Owner Affordable Housing Unit, the estimated itemized cost of utilities to be paid by each tenant household by Residential Unit size.

3. For For-Sale Owner Affordable Housing Units, the estimated cost of homeowner's association dues to be paid by Residential Unit size.

4. A detailed description of Owner's rules for tenants (or Covenants Conditions and Restrictions, as appropriate).

5. For For-Rent Owner Affordable Housing Units, the amount of any deposit required to reserve a Residential Unit, security deposit and all other fees related to the rental of such unit; and a policy for the deposit, use and return of any such amounts.

6. For For-Rent Owner Affordable Housing Units, the proposed duration of rental agreement or lease.

7. The amount of application processing fee, if any.

8. A description of application process, the length of time needed by Owner to process applications.

9. For For-Rent Owner Affordable Housing Units, copies of rental application and all forms to be used for Income Verification Information.

J. Rent-Up means the period of time from when the For-Rent Owner Affordable Housing Units in a Residential Project are first offered for lease until such time as rental agreements have been signed for all such For-Rent Owner Affordable Housing Units in the Residential Project.

K. Residential Project has the meaning set forth in the South OPA as follows: a Project containing Residential Units and possibly containing other uses permitted under the Mission Bay South Redevelopment Plan and this Housing Program.

L. Residential Unit has the meaning set forth in the South OPA as follows: a dwelling unit as defined in the Mission Bay South Redevelopment Plan. A dwelling unit is defined in the Mission Bay South Redevelopment Plan as follows: a room or suite of two or more rooms that is designed for residential occupancy for 32 consecutive days or more, with or without shared living spaces, such as kitchens, dining facilities or bathrooms.

M. San Francisco Residents means a household in which there are one or more persons 18 years or older who have resided in San Francisco for a minimum of twelve (12) continuous months prior to the date of application or purchase offer.

N. San Francisco Worker means a household in which there are one or more persons 18 years or older who have been employed full time at a company or business located in San Francisco for a minimum of twelve (12) continuous months, and such individual(s) have actually worked in San Francisco for such 12-month period.

O. Second Lien Documents means those documents described in Section 4.2 of Exhibit K to the Housing Program ("Declaration of For-Sale Restrictions") to be executed by the purchaser of each For-Sale Owner Affordable Housing Unit.

III. Nondiscrimination Requirements.

The Owner acknowledges the goal of achieving a residential population in the Owner Affordable Housing Units developed on Block 1 which reflects the racial and ethnic diversity of San Francisco. To that end, the Owner will comply with the affirmative marketing obligations described in this Exhibit L. In addition, in the marketing, operation and rental or sale of the Owner Affordable Housing Units on Block 1 (including the initial and subsequent rentals and sales of all Owner Affordable Housing Units), the Owner and any subsequent owner of any such Owner Affordable Housing Units shall not discriminate based on race, religion, color, ancestry, national origin, age, sex, sexual orientation, marital status, gender identity, disability, lawful source of income (as defined in Section 3304 of the San Francisco Police Code) (including, but not limited to Section 8 or any equivalent rent subsidy), or any other basis prohibited by law.

Nothing in this Section shall prohibit the Owner from applying other lawful standards for resident selection or from exercising its rights in managing property, so long as such standards and rights are equitably applied to prospective and actual residents of both Owner Affordable Housing Units.

IV. For-Rent Owner Affordable Housing Units.

A. Procedures for Initial Rentals of For-Rent Owner Affordable Housing Units.

1. Affirmative Marketing Obligations.

a. Prior to the initial rental of For-Rent Owner Affordable Housing Units, the Owner shall advertise in media directed to different ethnic groups in San Francisco including, but not limited to, Asian Week, Chinese Times, El Bohemio, El Mensajero, Hokubei, Mainichi, Horizontes, Korea Times, Metro Reporter Group, New Bayview, New Fillmore, Nichi Bei Times, and Phillipine News. The Agency reserves the right to modify this list from time to time to adequately reflect diverse ethnicities and to allow for media which no longer exist; provided, however, that the list of required advertising media shall not exceed fifteen (15) publications. Advertisements shall be published in the predominant language of the ethnic group served by each applicable publication.

b. Print ads shall be published at least twice in each publication which has a weekly circulation, and at least once in all other publications. Ads must be published prior to the Owner's conducting the lottery described in Section IV.A.3 below for the initial rental of For-Rent Owner Affordable Housing Units in the applicable Residential Project.

c. The Owner shall prepare and provide to the Agency for its review and approval a copy of the proposed advertisement described in Subsection (b) above at least sixty (60) days prior to conducting the lottery described in Section IV.A.3 below for the initial rental of For-Rent Owner Affordable Housing Units. The Agency's approval rights are limited to determining compliance with Subsection (d) below. The Agency will approve or disapprove the proposed advertisement within five (5) days of receipt. Failure by the Agency to either approve or disapprove the proposed advertisement within such five (5) day period shall be deemed approval.

d. Print advertisements shall be no less than four inches (4") by six inches (6") in size. Each print advertisement shall include the U.S. Department of Housing and Urban Development Fair Housing logo and the words "Equal Housing Opportunity." The

Owner shall include models of different races and ethnic background in all its pictorial advertising which includes models.

2. Occupancy Priorities.

a. Certificate Holders. In the initial rental of For-Rent Owner Affordable Housing Units, the Owner shall give a first-priority preference to Certificate Holders of Residential A Certificates and a second-priority preference to Certificate Holders of Residential C Certificates, each in the manner described in Section IV.A.3.g below.

b. San Francisco Residents. In the initial rental of For-Rent Owner Affordable Housing Units, the Owner shall give third-priority preference to San Francisco Residents in the manner described in Section IV.A.3.g below.

c. San Francisco Workers. In the initial rental of For-Rent Owner Affordable Housing Units, the Owner shall give a fourth-priority preference to San Francisco Workers in the manner described in Section IV.A.3.g below.

3. Rental Procedures/Lottery.

a. The Owner shall determine priority for occupancy of For-Rent Owner Affordable Housing Units according to the lottery system described in this Subsection 3.

b. The Owner shall conduct a separate lottery for each Residential Project containing For-Rent Owner Affordable Housing Units.

c. At least ninety (90) days prior to executing leases for For-Rent Owner Market Rate Residential Units in a Residential Project the Owner shall provide to the Agency the Marketing Information applicable to such Residential Units, together with a notice stating the date on which the Owner intends to start leasing such Residential Units.

d. The Agency shall be solely responsible for notifying Certificate Holders of the availability of For-Rent Owner Affordable Housing Units. Within forty five (45) days of the Agency's receipt of the Owner's notice under Subsection (c), the Agency shall provide to the Owner a list of Certificate Holders to include in the lottery for the applicable Residential Project, together with completed rental applications and Income Verification Information for each such Certificate Holder.

e. No later than the earlier of (i) fifteen (15) days from Owner's receipt of the Agency's list of Certificate Holders, or (ii) the expiration of the time period for the Agency to provide the information described in Subsection (d) above, the Owner shall combine applications from all Certificate Holders, if any, San Francisco Residents, San Francisco Workers and applications from members of the general public into one lottery for each Residential Project with Owner Affordable Housing Units.

f. The Owner shall select potential tenants at random from the combined pool of applicants, and shall prioritize potential tenants in the order selected into an initial list of potential tenants (the "Lottery List").

g. The Owner shall then prioritize names on the Lottery List in the following order:

1) First, all Certificate Holders of Residential A Certificates on the Lottery List in the order in which their name was selected for the Lottery List;

2) Second, all Certificate Holders of Residential C Certificates on the Lottery List in the order in which their name was selected for the Lottery List;

3) Third, all San Francisco Residents on the Lottery List in the order in which their name was selected for the Lottery List;

4) Fourth, all San Francisco Workers on the Lottery List in the order in which their name was selected for the Lottery List; and

5) All remaining names on the Lottery List in the order in which their name was selected for the Lottery List.

This prioritized list shall be referred to as the "Potential Tenant List." The Owner shall provide the Agency with the Potential Tenant List within three (3) days of its creation.

h. Within thirty (30) days of the creation of the Potential Tenant List, unless otherwise mutually agreed by the Owner and the Agency, the Owner shall, to the extent of availability of enough households on the Potential Tenant List, determine the eligibility of enough households on the Potential Tenant List as there are available For-Rent Owner Affordable Housing Units in a particular Residential Project (i.e., one household per available For-Rent Owner Affordable Housing Unit) in the order of priority on the Potential Tenant List, taking into account income and household

size restrictions for the For-Rent Owner Affordable Housing Units in each Residential Project, and applying all such other Owner tenant selection criteria consistent with this Exhibit L so as to fill all of the For-Rent Owner Affordable Housing Units. The Owner shall then inform all eligible tenants so selected of the availability of For-Rent Owner Affordable Housing Units in the particular Residential Project.

i. The Owner must provide to qualified Certificate Holders, San Francisco Workers and San Francisco Residents from the Potential Tenant List, as determined under Subsection (h) above, a reasonable opportunity to view either the actual Residential Unit for which the individual/household is qualified, or a model or other Residential Unit in that Residential Project which is substantially similar to the Residential Unit which the individual/household is qualified to occupy. The Owner may provide this opportunity at the same time for the entire group of such eligible individuals/households; provided that the duration and timing of such opportunity shall be not less than the opportunity given to individuals on the Potential Tenant List who are not Certificate Holders, San Francisco Residents or San Francisco Workers.

j. Certificate Holders, San Francisco Residents and San Francisco Workers qualified by the Owner from the Potential Tenant List, as described in Subsection (h) above, shall have at least three (3) days from and including the reasonable opportunity to view a Residential Unit under Subsection (i) above within which to notify the Owner of his/her intention to rent a For-Rent Owner Affordable Housing Unit and take all other steps necessary in accordance with the Marketing Information to secure such For-Rent Owner Affordable Housing Unit. The Owner is not required to provide a priority for the rental of such Residential Units among the qualified Certificate Holders, San Francisco Residents or San Francisco Workers.

4. Tenant Income Eligibility. The required tenant income levels for each For-Rent Owner Affordable Housing Unit in each applicable Residential Project shall be determined solely according to the requirements of Exhibit J to the Housing Program. Exhibit J, indicating the income restrictions for For-Rent Owner Affordable Housing Units in a Residential Project, shall be recorded against each such Residential Project in accordance with the Housing Program.

5. Rental Charge Restrictions. The rental rates for For-Rent Owner Affordable Housing Units in each applicable Residential Project shall be determined solely according to the requirements of Exhibit J to the Housing Program. Exhibit J, indicating the rental charge restrictions for

For-Rent Owner Affordable Housing Units in a Residential Project, shall be recorded against each such Residential Project in accordance with the Housing Program.

B. Procedures for Subsequent Rentals of Vacant For-Rent Owner Affordable Housing Units.

1. Affirmative Marketing Obligations. The Owner shall make good faith efforts to advertise the periodic vacancy of For-Rent Owner Affordable Housing Units in a manner designed to reach diverse ethnic populations.

2. Occupancy Priorities.

a. Certificate Holders. In the subsequent rental of vacant For-Rent Owner Affordable Housing Units, the Owner shall give a first priority preference (as described in Subsection 3 below) to Certificate Holders (first, holders of Residential A Certificates, and second, holders of Residential C Certificates) who were on the Potential Tenant List for such Residential Units, and then to Certificate Holders who request to be included on the waiting list following completion of Rent-Up of such Residential Units.

b. San Francisco Residents. In the subsequent rental of vacant For-Rent Owner Affordable Housing Units, the Owner shall give a third priority preference (as described in Subsection 3 below) to San Francisco Residents on the waiting list for such Residential Units.

c. San Francisco Workers. In the subsequent rental of vacant For-Rent Owner Affordable Housing Units, the Owner shall give a fourth priority preference (as described in Subsection 3 below) to San Francisco Workers on the waiting list for such Residential Units.

3. Rental Procedures.

a. The Owner shall maintain and select new tenants for vacant For-Rent Owner Affordable Housing Units from a waiting list for occupancy of For-Rent Owner Affordable Housing Units in each Residential Project based on the order listed on the Potential Tenant List.

b. A Certificate Holder, San Francisco Resident or San Francisco Worker on such waiting list shall no longer be entitled to maintain the individual's/household's priority position on the waiting list upon occurrence of any of the following:

1) The individual/household is offered a For-Rent Owner Affordable Housing Unit which the individual/household is eligible to occupy (based on income and Household Size), and the individual/household does not rent such Residential Unit;

2) The income of the individual/household is too high for that individual/household to qualify for any For-Rent Affordable Housing Unit available in the particular Residential Project; or

3) The individual/household fails to satisfy the Owner's tenant selection criteria applicable to the particular Residential Units consistent with all applicable local, state and federal fair housing laws.

4. Tenant Income Eligibility. The required tenant income levels for each For-Rent Owner Affordable Housing Unit in each applicable Residential Project shall be determined solely according to the requirements of Exhibit J to the Housing Program. Exhibit J, indicating the income restrictions for For-Rent Owner Affordable Housing Units in a Residential Project, shall be recorded against each such Residential Project in accordance with the Housing Program.

5. Rental Charge Restrictions. The rental rates for each For-Rent Owner Affordable Housing Unit in each applicable Residential Project shall be determined solely according to the requirements of Exhibit J to the Housing Program. Exhibit J, indicating the rental charge restrictions for For-Rent Owner Affordable Housing Units in a Residential Project, shall be recorded against each such Residential Project in accordance with the Housing Program.

V. For-Sale Owner Affordable Housing Units.

A. Procedures for the Initial Sales of For-Sale Owner Affordable Housing Units.

1. Affirmative Marketing Obligations.

a. Prior to the initial sale of For-Sale Owner Affordable Housing Units, the Owner shall advertise in media directed to different ethnic groups in San Francisco including, but not limited to, Asian Week, Chinese Times, El Bohemio, El Mensajero, Hokubei, Mainichi, Horizontes, Korea Times, Metro Reporter Group, New Bayview, New Fillmore, Nichi Bei Times, and Phillipine News. The Agency reserves the right to modify this list from time to time to adequately reflect diverse ethnicities and to allow for media which no longer exist; provided, however, that the list of required advertising media shall not exceed fifteen (15) publications.

Advertisements shall be published in the predominant language of the ethnic group served by each applicable publication.

b. Print ads shall be published at least twice in each publication which has a weekly circulation, and at least once in all other publications. Ads must be published prior to the Owner's conducting the lottery described in Section V.A.3.e below for the initial sale of For-Sale Owner Affordable Housing Units in the applicable Residential Project.

c. The Owner shall prepare and provide to the Agency for its review and approval a copy of the proposed advertisement described in Subsection (b) above at least sixty (60) days prior to accepting applications for the initial sale of For-Sale Owner Affordable Housing Units. The Agency's approval rights are limited to determining compliance with Section V.A.1.d below. The Agency will approve or disapprove the proposed advertisement within five (5) days of receipt. Failure by the Agency to either approve or disapprove the proposed advertisement within such five (5) day period shall be deemed approval.

d. Print advertisements shall be no less than four inches (4") by six inches (6") in size. Each print advertisement shall include the U.S. Department of Housing and Urban Development Fair Housing logo and the words "Equal Housing Opportunity." The Owner shall include models of different races and ethnic background in all its pictorial advertising which includes models.

2. Occupancy Priorities.

a. Certificate Holders. In the initial sale of For-Sale Owner Affordable Housing Units, the Owner shall give a first-priority preference to Certificate Holders of Residential A Certificates and a second-priority preference to Certificate Holders of Residential C Certificates in the manner described in Section V.A.3.e below.

b. San Francisco Residents. In the initial sale of For-Sale Owner Affordable Housing Units, the Owner shall give third-priority preference to San Francisco Residents in the manner described in Section V.A.3.e below.

c. San Francisco Workers. In the initial sale of For-Sale Owner Affordable Housing Units, the Owner shall give a fourth-priority preference to San Francisco Residents in the manner described in Section V.A.3.e below.

3. Sales Procedures.

a. At least One Hundred Eighty (180) days prior to the initial sale of a For-Sale Owner Affordable Housing Unit, the Owner shall provide to the Agency the Marketing Information applicable to such Residential Units.

b. The Agency shall be solely responsible for informing Certificate Holders of the availability of For-Sale Owner Affordable Housing Units.

c. The Owner, in cooperation with the Agency, shall conduct at least two (2) public informational meetings regarding the sale of For-Sale Owner Affordable Housing Units in each Residential Project. Each meeting shall be advertised in conjunction with the advertising required under Section V.A.1. Each meeting shall be open to persons potentially interested in the purchase of a For-Sale Owner Affordable Housing Unit. At each meeting, the Owner and the Agency shall describe the following:

1) The number and type of For-Sale Owner Affordable Housing Units to be offered;

2) The income and purchase price restrictions applicable to each available Residential Unit;

3) The resale restrictions applicable to each available Residential Unit, including the Second Lien Documents to be executed by each purchaser;

4) The anticipated schedule for marketing and selling such Residential Units; and

5) Information on covenants, conditions and restrictions; homeowner's association dues; and proposed rules of the homeowners' association applicable to such Residential Units.

d. The Owner may, at its discretion, accept pre-applications from interested purchasers and may pre-qualify purchasers of For-Sale Owner Affordable Housing Units according to the occupancy restrictions applicable to a particular Residential Unit and the application of such other tenant selection criteria permitted under this Exhibit L.

e. The Owner shall conduct a lottery of all interested purchasers. including any potential purchasers which have been pre-qualified by the Owner, as follows:

1) The Owner shall conduct a separate lottery for each Residential Project containing For-Sale Owner Affordable Housing Units.

2) The Owner shall combine all Certificate Holders, San Francisco Residents, San Francisco Workers and applications from members of the general public into one lottery for each Residential Project with Owner Affordable Housing Units.

3) The Owner shall select potential purchasers at random from the combined pool of applicants, and shall prioritize potential purchasers in the order selected into an initial list of potential purchasers (the "Lottery List").

4) The Owner shall then prioritize names on the Lottery List in the following order:

   a) First, all Certificate Holders of Residential A Certificates on the Lottery List in the order in which their name was selected for the Lottery List;

   b) Second, all Certificate Holders of Residential C Certificates on the Lottery List in the order in which their name was selected for the Lottery List;

   c) Third, all San Francisco Residents on the Lottery List in the order in which their name was selected for the Lottery List;

   d) Fourth, all San Francisco Workers on the Lottery List in the order in which their name was selected for the Lottery List; and

   e) All remaining names on the Lottery List in the order in which their name was selected for the Lottery List.

   This newly prioritized list shall be referred to as the "Potential Purchaser List." The Owner shall provide the Agency with the Potential Purchaser List within three (3) days of its creation.

5) Within thirty (30) days of the creation of the Potential Purchaser List, unless otherwise mutually agreed by the Owner and the Agency, the Owner shall determine the eligibility of enough households on the Potential Purchaser List as there are available For-Sale Owner Affordable

Housing Units in a particular Residential Project (i.e., one household per available For-Sale Owner Affordable Housing Unit) in the order of priority on that list, taking into account income and household size restrictions for the For-Sale Owner Affordable Housing Units in each Residential Project, and applying such other purchaser selection criteria consistent with this Exhibit F. The Owner shall then inform that number of eligible purchasers so selected of the availability of Residential Units in the particular Residential Project. The Owner's determination of Purchaser Eligibility is subject to a mortgage lender's approval of each potential purchaser.

6) The Owner must provide to qualified Certificate Holders, San Francisco Workers and San Francisco Residents from the Potential Tenant List, as determined under Subsection (v) above, a reasonable opportunity to view either the actual Residential Unit for which the individual/household is qualified, or a model or other Residential Unit in that Residential Project which is substantially similar to the Residential Unit which the individual/household is qualified to occupy. The Owner may provide this opportunity for the entire group of such eligible individuals/households on a single preview day provided that Owner must provide at least seven (7) days advance written notice of the preview date and provided further that Certificate Holders will be provided with a reasonable opportunity to view such Residential Units in advance of San Francisco Residents and San Francisco Workers on the preview day.

7) Certificate Holders, San Francisco Residents and San Francisco Workers qualified by the Owner from the Potential Purchaser List, as described in Subsection (v) above, shall have during their designated preview period as described in subsection (vi) and thereafter for five (5) days from and including the reasonable opportunity to preview a Residential Unit under Subsection (vi) above within which to notify the Owner of his/her intention to purchase a For-Sale Owner Affordable Housing Unit and take all other steps necessary in accordance with the Marketing Information to secure such For-Sale Owner Affordable Housing Unit, including but not limited to executing a purchase and sale agreement and providing the required deposit applicable to such Residential Unit.

4. Purchaser Income Eligibility. The income levels for purchasers of each For-Sale Owner Affordable Housing Unit in each Residential Project shall be determined solely according to the requirements of Exhibit K to the Housing Program. Exhibit K, indicating the types of For-Sale Owner Affordable Housing Units in each applicable Residential Project, shall be recorded against each Residential Project containing For-Sale Owner Affordable Housing Units in accordance with the Housing Program.

5. Sales Price Restrictions. The sales prices for each For-Sale Owner Affordable Housing Unit in each Residential Project shall be determined solely according to the requirements of Exhibit K to the Housing Program. Exhibit K, indicating the types of For-Sale Owner Affordable Housing Units in each applicable Residential Project, shall be recorded against each Residential Project containing For-Sale Owner Affordable Housing Units in accordance with the Housing Program.

B. Procedures for Resales of For-Sale Owner Affordable Housing Units. All obligations of the owners of For-Sale Owner Affordable Housing Units with respect to the resale of For-Sale Owner Affordable Housing Units, including occupancy priorities and resale procedures, are contained in the Second Lien Documents. Purchaser income eligibility and sales price restrictions applicable to the resale of For-Sale Owner Affordable Housing Units shall be determined solely according to the requirements of Exhibit K to the Housing Program. Exhibit K, indicating the types of For-Sale Owner Affordable Housing Units in each applicable Residential Project, shall be recorded against each applicable Residential Project containing For-Sale Owner Affordable Housing Units as provided in the Housing Program.

VI. Reporting Requirements.

The Owner shall comply with the following reporting requirements, in addition to any other requirements imposed by the funding source for the development of Owner Affordable Housing Units.

A. For-Rent Owner Affordable Housing Units.

1. Within ten (10) days after the execution of a rental agreement for the last For-Rent Owner Affordable Housing Units in a particular Residential Project, the Owner shall provide to the Agency a report on the status of each Certificate Holder on the Potential Tenant List, and a rent roll specifying each Residential Unit number, Residential Unit size, number of occupants, affordability designation, and rent.

2. The Owner shall provide to the Agency monthly reports, no later than the 15th day of each month, which indicate the following information for the preceding month:

a. The number of individuals/households on the waiting list for a particular Residential Project containing For-Rent Owner Affordable Housing Units;

b. With respect to Certificate Holders and San Francisco Workers/Residents:

1) The names of current Certificate Holders and San Francisco Workers/Residents on the waiting list for each such Residential Project and the date on which each such name was added to the waiting list;

2) The names of Certificate Holders and San Francisco Workers/Residents who leased Residential Units during the preceding one-month period; and

3) If applicable, the reason why any Certificate Holder or San Francisco Worker/Resident on the waiting list did not rent an available For-Rent Affordable Housing Residential Unit (e.g., not income-eligible, household size not appropriate for the Residential Unit).

c. The Residential Unit number and date of leasing of each Residential Unit rented during the preceding one-month period.

d. The number of names added to and removed from each waiting list during the preceding one-month period.

3. The Owner shall provide to the Agency, on or before the 15th day of each month, a current waiting list for each such Residential Project, together with a narrative summary of each case in which a Certificate was denied occupancy of a For-Rent Owner Affordable Housing Unit, and the grounds for such denial (e.g., not income eligible, household size not appropriate for the available Residential Unit size).

B. For-Sale Owner Affordable Housing Units. Within ten (10) days following the close of escrow of all For-Sale Owner Affordable Housing Units in a particular Residential Project, the Owner shall provide to the Agency a report on the status of each Certificate Holder on the Potential Purchaser List, and a sales roll specifying each Residential Unit number, Residential Unit size, number of occupants, affordability designation, and sales price.

Exhibit E

REPORT TO THE BOARD OF SUPERVISORS ON THE PROPOSED AMENDMENT TO

Redevelopment Plan
for the
Mission Bay South
Redevelopment Project Area

This report is from the Successor Agency to the San Francisco Redevelopment Agency to the Board of Supervisors of the City and County of San Francisco and is to support a proposed Amendment to the Redevelopment Plan for the Mission Bay South Redevelopment Project. This report contains the required sections which warrant updating since the Redevelopment Plan was approved on November 2, 1998.

May 15, 2013

REPORT ON THE PROPOSED AMENDMENT TO THE REDEVELOPMENT PLAN FOR THE MISSION BAY SOUTH REDEVELOPMENT PROJECT

INTRODUCTION

This Report ("Report") on the proposed Amendment ("Amendment") to the Redevelopment Plan ("Redevelopment Plan") for the Mission Bay South Redevelopment Project ("Project") has been prepared by the Successor Agency to the Redevelopment Agency of the City and County of San Francisco ("Agency") pursuant to the provisions of Section 33457.1 of the California Community Redevelopment Law (Health and Safety Code Section 33000 *et seq.*, "CRL"), which section provides as follows:

> "To the extent warranted by a proposed amendment to a redevelopment plan, (1) the ordinance adopting an amendment to a redevelopment plan shall contain the findings required by Section 33367 and (2) the reports and information required by Section 33352 shall be prepared and made available to the public prior to the hearing on such amendment."

DESCRIPTION OF THE PROPOSED AMENDMENT

The proposed Amendment would modify the Redevelopment Plan to permit dwelling units as a secondary use in the Mission Bay South Hotel District ("Hotel District") and provide for a corresponding increase in the number of dwelling units within the Project Area, with a smaller hotel. Currently, certain hotel, retail, assembly and entertainment, and other compatible uses are principally permitted in the Hotel District, and no uses are permitted as secondary uses. The block bounded by Third Street, Channel Street and Park "P3" (Block 8715, Lot 004), which is also known as and is referred to herein as "Block 1", is the only block designated as within the Hotel District.

The purpose of the proposed Amendment is to allow residential uses on Block 1. This flexibility in the land use regulation of Block 1 will facilitate the expeditious completion of redevelopment activities by enabling the owner to respond to changes in market conditions that have occurred since the 1998 adoption of the Redevelopment Plan. The development of a 500-room hotel on Block 1 as contemplated by the Redevelopment Plan is economically infeasible under current market conditions per a study prepared by PKF Consulting USA, dated May 14, 2013. Based upon the occupancy rates and average daily room rates likely to be generated by a hotel at that location, the study concludes that the cost to develop a 500-room full-service hotel exceeds the value of such hotel and would provide a significantly below-market rate of return to investors. The Amendment would allow flexibility to develop an economically-feasible, smaller hotel together with residential dwelling units. A specific objective for redevelopment of the Project Area is to "[c]reate a vibrant urban community in Mission Bay South which incorporates a variety of uses" including, among others, hotel and housing. Redevelopment Plan, Section 104 A at page 3. Permitting residential uses to be developed on Block 1 will provide for

development of not only housing in furtherance of the Redevelopment Plan objectives, but also a feasible hotel use.

SCOPE OF THIS REPORT

In accordance with Section 33457.1 of the CRL, this Report contains only the information required by Section 33352 of the CRL that is warranted by the proposed Amendment. Because the proposed Amendment as described above is relatively minor (*i.e.*, limited to permitting an additional use on one, currently-undeveloped block within the Project Area, and corresponding changes), the contents of this Report are limited to the following:

- A description of how the project (*i.e.*, authorization of residential uses on Block 1) will improve or alleviate the conditions of blight that continue to exist in the area (subsection (a) of Section 33352 of the CRL);

- The proposed method of financing the redevelopment of the Project Area as applicable to the proposed Amendment (subsection (e) of Section 33352 of the CRL);

- An analysis of the preliminary plan for the Project Area as applicable to the proposed Amendment (subsection (g) of Section 33352 of the CRL);

- The report and recommendation of the San Francisco Planning Commission (subsection (h) of Section 33352 of the CRL); and

- The report (environmental document) required by Section 21151 of the Public Resources Code as applicable to the proposed Amendment (subsection (k) of Section 33352 of the CRL).

Other information that Section 33352 requires to support a new redevelopment plan is not necessary for this proposed Amendment because of its limited scope in changing the land use for a particular block in the Project Area.

In approving the Redevelopment Plan in 1998, the Board of Supervisors and former Redevelopment Agency relied on information about the conditions of physical and economic blight within the Project Area, the need for tax increment financing to carry out redevelopment in the Project Area, and other factors justifying the establishment of the Project Area. The proposed Amendment addresses one block that remains undeveloped in the Project Area, and does not alter the boundaries of the Project Area or the blight and financial determinations made at the time the Project Area was originally adopted. The proposed Amendment would not displace any residents of the area because there are no housing facilities located on Block 1. Accordingly, there is no need for a relocation plan that might otherwise be required. There is no existing Project Area Committee ("PAC") acting within the Project Area nor is there a requirement that a PAC be created in connection with the proposed Amendment because no new area is proposed to be added to the Project Area and the Agency's eminent domain authority has expired. (However, in December 1996, the Mayor appointed a Mission Bay Citizens Advisory Committee, which is not a PAC, to provide for community input into the redevelopment of the Mission Bay area.) Since the proposed Amendment does not alter the Project Area boundaries or

make changes to the Redevelopment Plan to increase financing limits, extend its duration or add significant capital projects, no county fiscal officer's report or consultation with the taxing entities is required. Finally, the Project Area does not currently contain low- or moderate-income housing, therefore no neighborhood impact report is required.

DESCRIPTION OF HOW THE AMENDMENT WILL IMPROVE OR ALLEVIATE BLIGHT

As originally described in the 1998 Report to the Board of Supervisors for the Mission Bay South Redevelopment Plan, Block 1 and its surrounding area were a blighted area as defined under the CRL. Although significant improvements have occurred in the Project Area, Block 1 remains undeveloped and is a surface parking lot that is authorized under the Redevelopment Plan on an interim basis until permanent development is approved. The land use restrictions on Block 1 currently preclude residential use, which is prevalent to the north and south of Block 1, and require development of a large hotel, which is not feasible. The proposed Amendment will improve or alleviate the physical and economic conditions of blight on Block 1 by allowing for a diversity of land uses, including both residential and hotel uses.

PROPOSED METHOD OF FINANCING / ECONOMIC FEASIBILITY OF AMENDMENT

The proposed Amendment will permit the development of residential uses on one block within the Project Area in addition to the other uses currently permitted thereon. The proposed Amendment does not propose any new capital expenditures by the Agency, involve any new indebtedness or financial obligation of the Agency, or change the Agency's overall method of financing the redevelopment of the Project Area. Instead, the proposed Amendment relies on private enterprise to finance the mixed-use development that to date has not been permitted on Block 1 because of the restrictive zoning. The Agency will continue, however, to use tax increment financing and funds from all other available sources to carry out its enforceable obligations to pay for the costs of public infrastructure in the Project Area. The change in permitted uses within the Hotel District is expected to result in the development of Block 1, which would generate more property taxes and consequently more tax increments than the existing, undeveloped conditions.

ANALYSIS OF PRELIMINARY PLAN

The Preliminary Plan ("Preliminary Plan") for the Mission Bay South Redevelopment Project Area was formulated by the Planning Commission of the City and County of San Francisco ("Planning Commission") on October 23, 1997. As required by the CRL, the Preliminary Plan contains a general statement of the land uses proposed as the basis for redevelopment of the Project Area, and served as the basis for the Redevelopment Plan as originally adopted. The proposed Amendment does not depart from the concepts set forth in the Preliminary Plan in any significant way; the existing permitted land use designation for Block 1 is continued and an additional secondary use for dwelling units is created within that land use designation.

RESOLUTION OF THE PLANNING COMMISSION

The Agency and the San Francisco Planning Department ("Planning Department") have determined that the Amendment would not have a substantial effect on, or require an amendment to, the San Francisco General Plan ("General Plan"), and therefore the report and recommendation of the Planning Commission is not required by Section 33453 of the CRL.

Notwithstanding the foregoing, the Agency has referred the Amendment to the Planning Department for its report regarding conformity of the Amendment with the General Plan in accordance with the requirements of Section 4.105 of the San Francisco Charter. The Planning Department has subsequently referred the matter to the Planning Commission pursuant to San Francisco Administrative Code § 2A.53(e). Accordingly, the Planning Commission will review the Amendment for its conformance with the General Plan and for no other purpose. Notice of the Planning Commission meeting will be given in accordance with the Rules and Regulations of the Planning Commission. The Planning Commission's resolution regarding conformity of the Amendment to the General Plan will be incorporated in a supplemental report to the Board of Supervisors upon receipt.

ENVIRONMENTAL DOCUMENT

The most recent environmental analysis for the Project Area was carried out in the *Final Mission Bay Subsequent Environmental Impact Report* which was certified on September 17, 1998 ("Subsequent EIR"). Addendum #8 to the Subsequent EIR ("Addendum #8") has been prepared in connection with the proposed Amendment. Addendum #8 is attached hereto as Exhibit A and incorporated herein by this reference.

Exhibit A

Addendum #8

[attached]

ADDENDUM NO. 8 TO SUBSEQUENT ENVIRONMENTAL IMPACT REPORT

Date of Publication of Addendum: May 15, 2013
Date of Certification of Final Subsequent EIR: September 17, 1998

Lead Agency: Office of Community Investment and Infrastructure
Successor Agency to the San Francisco Redevelopment Agency
1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94103

Agency Contact: Catherine Reilly **Telephone**: (415) 749-2516

Project Title: Successor Agency Case No. 919-97; Addendum #8
Mission Bay South Block 1

Project Sponsor/Contact: Strada Investment Group

Telephone: Michael Cohen: (415) 272-4387

Project Address: Block 1 in the Mission Bay South Redevelopment Area. Approximately 2.7 acres, located north of Channel Street, west of Third Street, east of Fourth Street and southeast of Mission Bay Park P3, as depicted on Figure 1.

City and County: San Francisco

Determination:

The proposed Project would modify the Mission Bay South Redevelopment Plan ("Plan") to allow on Block 1 in the Plan Area either a 500-room hotel and 50,000 square feet of retail use, as currently provided for in the Plan, or a 250-room hotel, 350 housing units and 25,000 square feet of retail. If housing is constructed, the developer would pay an affordable housing in-lieu fee or construct inclusionary housing as part of the development. Based on the analysis described in this addendum, the proposed Project does not entail any substantial changes that would require major revisions to the *1998 Mission Bay Final Subsequent Environmental Impact Report* (Mission Bay FSEIR), nor would there be new significant environmental effects or a substantial increase in the severity of previously identified significant effects.

Since certification, no substantial changes have occurred in the circumstances under which the *Mission Bay South Redevelopment Plan* would be undertaken, and no new information of substantial importance has emerged that would materially change any of the analyses or conclusions of the Mission Bay FSEIR; therefore, no additional environmental review is necessary beyond this Addendum.

(The basis for this determination is provided on the following pages.)

I do hereby certify that the above determination has been made pursuant to state and local requirements.

5-15-13

Tiffany Bohee, Executive Director
Successor Agency to the San Francisco
Redevelopment Agency

Date of Determination

Background

Mission Bay South Plan Approval Process and Prior Environmental Review

On August 23, 1990, the San Francisco Board of Supervisors certified the *Mission Bay Final Environmental Impact Report* (the "1990 FEIR").[1] The 1990 FEIR assessed the development program that was ultimately adopted as the *Mission Bay Plan, an Area Plan of the San Francisco General Plan*, with implementation of zoning. In 1996-97, the San Francisco Redevelopment Agency, with Catellus Development Corporation as project sponsor, proposed a new project for the Mission Bay area, consisting of two separate redevelopment plans (*Mission Bay North Redevelopment Plan* and *Mission Bay South Redevelopment Plan*) ("North Plan" and "South Plan" or, collectively, the "Plans") in two redevelopment project areas separated by the China Basin Channel.

On September 17, 1998, the San Francisco Planning Commission and the Redevelopment Agency Commission certified the *Mission Bay Final Subsequent Environmental Impact Report* (the "Mission Bay FSEIR").[2] The Mission Bay FSEIR analyzed reasonably foreseeable development under the Plans. It incorporated by reference information from the original 1990 FEIR that continued to be accurate and relevant for the new Project. Thus, the 1990 FEIR and the Mission Bay FSEIR together constitute the environmental documentation for the Plans. The Mission Bay FSEIR assumed as part of the analysis that there would be a new hotel and retail space constructed on Block 1 of the Mission Bay South Redevelopment Area ("South Plan Area").

The Redevelopment Agency Commission adopted the Plans on September 17, 1998, along with the *Mission Bay South Owner Participation Agreement* (as subsequently amended, the "South OPA") and the *Mission Bay North Owner Participation Agreement* (as subsequently amended, the "North OPA") between the Redevelopment Agency and Catellus Development Corporation.[3] The North and South OPAs incorporated into the project the mitigation measures identified in the Mission Bay FSEIR and adopted by the Redevelopment Agency Commission at the time of project approval.[4] As authorized by the Plans, the Redevelopment Agency Commission simultaneously adopted design guidelines and standards governing development, contained in companion documents, *The Design for Development for the Mission Bay South Project Area* (the "South Design for Development") and *The Design for Development for the Mission Bay North Project Area* (the "North Design for Development"), respectively.[5] The San Francisco Board of Supervisors adopted the North Plan on October 26, 1998, and the South Plan on November 2, 1998.[6] The South OPA has been amended twice, the first amendment dated February 17, 2004, and the second dated November 1, 2005. Neither the North nor South Plans has been amended to date.

The Redevelopment Agency has prepared seven prior addenda to the Mission Bay FSEIR:

1. The first addendum, dated March 21, 2000, analyzed the ballpark parking lots.
2. The second addendum, dated June 20, 2001, addressed Infrastructure Plan revisions related to the 7th Street bike lanes and relocation of a storm drain outfall.
3. The third addendum, dated February 10, 2004, addressed revisions to the South Design for Development with respect to the maximum allowable number of towers, tower separation, and required setbacks.

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1 Planning Department Case No. 86.505E.
2 Planning Department Case No. 96.771E, Redevelopment Agency Case No. ER 919-97.
3 Resolution No. 188-98 and Resolution No. 193-98, respectively.
4 North and South OPAs, Attachment L.
5 Resolution No. 186-98 and Resolution No. 191-98, respectively.
6 Ordinance No. 327098 and Ordinance No. 335-98, respectively.

4. The fourth addendum, dated March 9, 2004, addressed revisions to the South Design for Development with respect to the permitted maximum number of parking spaces for bio-technical and similar research facilities, and specified certain changes to the North OPA to reflect a reduction in permitted commercial development and associated parking.
5. The fifth addendum, dated October 4, 2005, addressed revisions to the University of California San Francisco (UCSF) Long Range Development Plan and the Final Environmental Impact Report for Long Range Development Plan.
6. The sixth addendum, dated September 10, 2008, addressed revisions of the UCSF Medical Center at Mission Bay.
7. The seventh addendum, dated January 7, 2010, analyzed the development of a Public Safety Building on Mission Bay Block 8 to accommodate the headquarters of the San Francisco Police Department, the Southern Police Station, and new San Francisco Fire Department station, and adaptive reuse of historic Fire Station 30, along with parking for these uses.

A ninth addendum, for the proposed Family House Project and associated South OPA Amendment, is in process. The Family House Project is referenced and addressed below in the impact analysis where relevant.

Successor Agency/Oversight Board Jurisdiction

The San Francisco Redevelopment Agency, along with all 400 redevelopment agencies in California, was dissolved on February 1, 2012, by order of the California Supreme Court in a decision issued on December 29, 2011 (*California Redevelopment Association et al. v. Ana Matosantos*). On June 27, 2012, the California Legislature passed and the Governor signed AB 1484, a bill making technical and substantive changes to AB 26, which was the original bill that resulted in the dissolution of all redevelopment agencies (collectively, the "Dissolution Law"). In response to the Dissolution Law, the City and County of San Francisco created the Successor Agency to the Redevelopment Agency of the City and County of San Francisco ("Successor Agency"), commonly known as the Office of Community Investment and Infrastructure ("OCII"). Pursuant to state and local legislation, the Successor Agency is governed by two bodies, the Oversight Board of the Successor Agency and the Commission on Community Investment and Infrastructure.

On January 24, 2012, the Board of Supervisors of the City and County of San Francisco adopted Resolution No. 11-12 in response to the Supreme Court's December 29, 2011, decision upholding AB 26. On September 25, 2012, the Board of Supervisors adopted Ordinance No. 215-12 in response to the Governor's approval of AB 1484. Together, these two local laws ("Successor Agency Legislation") create the governing structure of the Successor Agency. Pursuant to the Successor Agency Legislation, the Commission on Community Investment and Infrastructure exercises certain land use, development and design approval authority for the North and South Plan Areas (and other major approved development projects), and the Oversight Board exercises certain fiscal oversight and other duties required under the Dissolution Law. The South OPA has been recognized as an "Enforceable Obligation" by the Oversight Board and the California Department of Finance.

South Plan Area Development Controls

The primary development controls for the South Plan Area are the South Plan and the South Design for Development, as amended on March 16, 2004, which together specify development standards for the site, including standards and guidelines for height, setbacks, and coverage. In accordance with California Community Redevelopment Law, when the Board of Supervisors approved the South Plan in 1998, land use and zoning approvals within Mission Bay came under the jurisdiction of the Redevelopment Agency, now the Successor Agency, as described above. Together, the South Plan and South Design for

Development constitute the regulatory land use framework for the Block 1 Site, and they supersede the City's *Planning Code*, except as otherwise specifically provided in those documents and associated documents for implementing the Plans.

The infrastructure serving the South Plan Area is provided by the master developer, FOCIL-MB, LLC, consistent with the South OPA, including the Mission Bay South Infrastructure Plan (Attachment D to the South OPA). The South OPA includes triggers for the phasing of required infrastructure requirements based on adjacency, ratios, and performance standards to ensure that the master developer phases the required infrastructure to match the phasing of private development occurring on adjacent blocks. In addition to the South Plan and South Design for Development, the other major development controls that apply to Block 1 include:

- Mitigation measures included in the Mission Bay FSEIR and which the Successor Agency has identified as required to be implemented by the developer of the Block 1 Site (attached to this as Addendum as Exhibit A);[7] and
- All other associated adopted plans and documents that apply in the South Plan Area under the Plan and OPA, such as the 1999 Mission Bay Risk Management Plan, with amendments, including the Article 22A of the San Francisco Department of Public Health for analyzing soils for hazardous waste.
- Other adopted City plans and regulations that apply in the South Plan Area, such as the San Francisco Building Code; Chapter 7 of the San Francisco Environment Code, "Resource Efficiency Requirements"; required permits from the San Francisco Municipal Transportation Authority; and any engineering requirements applicable under City Code to the development.

Existing Conditions

The Project for purposes of this Addendum consists of an amendment to the South Plan and the South OPA, as defined and described below in the *Project Description*. In addition, the developer has proposed a Block 1 Major Phase, a specific plan that illustrates one way to implement the proposed amendments to the South Plan and South OPA. The Block 1 Major Phase proposal is also discussed in this addendum, although the change could be implemented in other ways that are consistent with the South Plan and South OPA, as amended, and the South Design for Development.

Before 1998, Mission Bay was characterized by low-intensity industrial development and vacant land. Since adoption of the South Plan in 1998, Mission Bay has undergone redevelopment into a mixture of residential, commercial (light industrial, research and development, labs and offices), and educational/institutional uses and open space. The North Plan Area is substantially complete. In the South Plan Area, approximately 620 of some 3,000 housing units are complete, with 940 under construction and another 540 to begin construction in the next few months, meaning that 70 percent of Mission Bay South housing units will soon be complete or under construction. Regarding office and laboratory space, approximately 40 percent of the 4.4 million square feet in the South Plan Area is complete, as is 2 million square feet of the approved 2.65 million-square-foot UCSF research campus. Meanwhile, the City's new Public Safety Building and first phase of the UCSF Mission Bay Medical Center are under construction.

[7] In addition to mitigation measures that must be implemented by the developer of Block 1, other mitigation measures may need to be implemented at the time infrastructure serving Block 1 is constructed, as provided for in the South OPA. The status of the implementation of all mitigation measures in the South Plan area, including those that will be implemented with any infrastructure serving Block 1, is available in the Office of Community Investment and Infrastructure, 2013 Block 1 Project File, which includes the Mission Bay South Redevelopment Plan Amendment #1, Mission Bay South Owner Participation Agreement Amendment #3, and the 2013 Block 1 Major Phase Application.

The site of the proposed Project, Block 1, is bounded by Channel Street to the south, Third Street to the east, Fourth Street to the west and Mission Bay Park P3 to the northwest ("Block 1 Site") (see **Figure 1**). The Block 1 Site is currently vacant and is used during baseball season as overflow parking for the nearby AT&T Park. The South Plan assigns a land use designation of *Hotel* to the site. As analyzed in the Mission Bay FSEIR, it is anticipated that the site would include a 500-room hotel, and associated facilities, including banquet and conference facilities and up to 50,000 gross square feet of entertainment-oriented commercial uses. Retail business and personal services, arts activities and spaces, nighttime entertainment, catering, and animal care services, are also permitted on the Block 1 Site. The Plan's maximum height limit is 160 feet. The Block 1 Site is within Height Zone 2 of the South Design for Development. Within this zone, the South Design for Development specifies that 15 percent of the developable area (within the entire height zone) may be occupied by a total of seven towers up to 160 feet in height; 10 percent of the developable area may be built to a midrise height of 90 feet, and the remaining 75 percent of the development would be at a maximum of 65 feet. Within this Height Zone 2, the South Design for Development also establishes bulk limits for development at a height greater than 90 feet. For residential buildings, the maximum plan dimension is 160 feet, and the maximum diagonal dimension is 190 feet. For hotels, the maximum plan dimension is 200 feet. The maximum residential floor plate size is 17,000 square feet, and the maximum hotel floor plate size is 20,000 square feet.

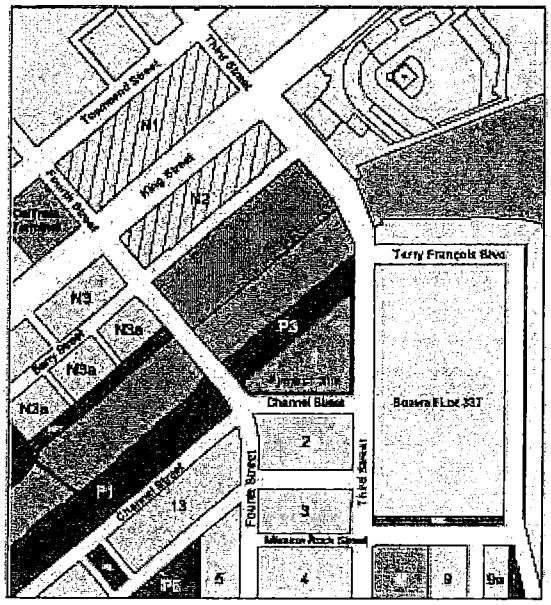
Project Description

This Addendum analyzes the environmental effects of a proposed change to the Mission Bay South development as analyzed in the FSEIR that would allow residential uses on Block 1 in addition to the presently allowed hotel and retail uses. This proposed change requires a first amendment to the South Plan and an amendment to the South OPA (as described below, collectively, the "Project"). The developer has proposed a Block 1 Major Phase, a specific plan that illustrates one way to effect the proposed change consistent with the South Plan Amendments and South Design for Development. The Block 1 Major Phase is also discussed in this addendum, and the change could be implemented in other ways that are consistent with the South Plan and South OPA, as amended, and South Design for Development.

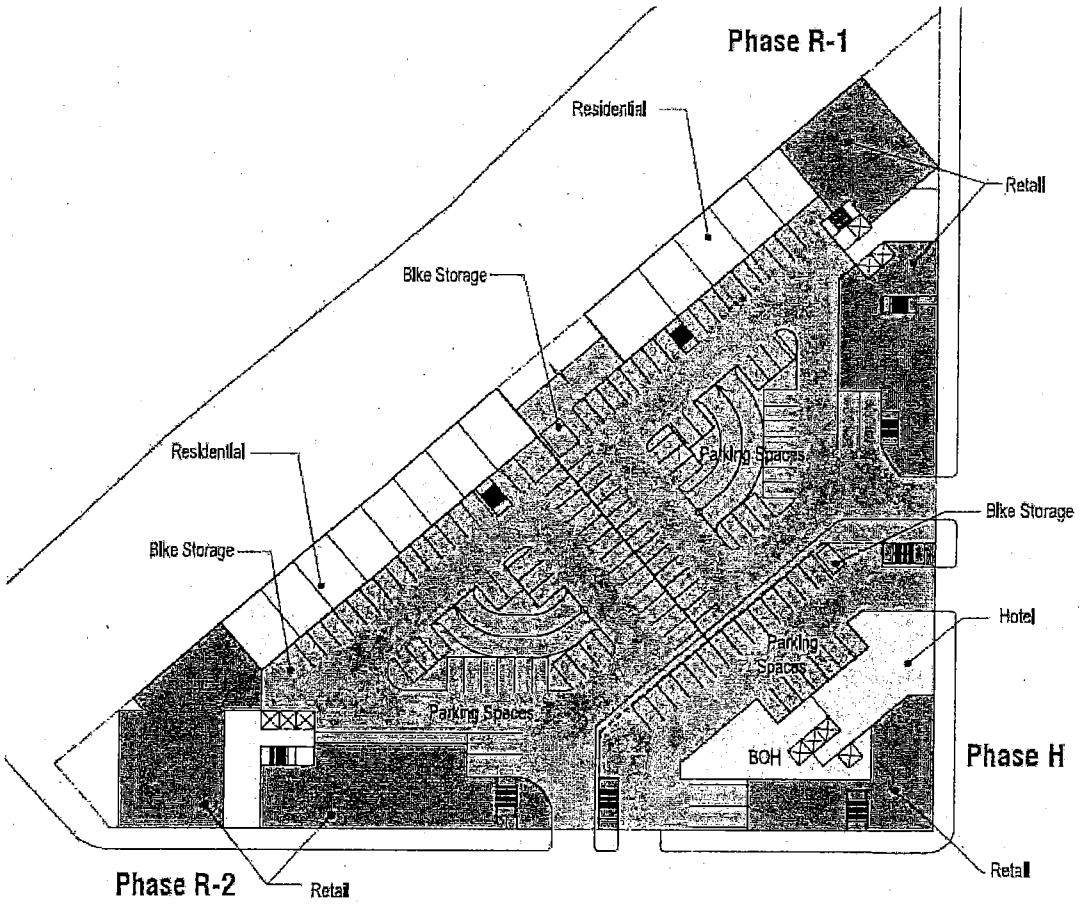
South Plan and OPA Amendments

The project sponsor is seeking an amendment to the South Plan and the South OPA ("South Plan Amendments") to allow either a 500-room hotel and 50,000 square feet of retail uses on the Block 1 Site, or a smaller 250-room hotel with up to 350 residential units and 25,000 square feet of retail. The South Plan Amendments would allow dwelling units as a secondary use on the Block 1 Site and provide for a corresponding increase in the total number of dwelling units permitted within the South Plan Area. The amendments to the South OPA (the "South OPA Amendments") would provide for development on the Block 1 Site of either a 500-room hotel with up to 50,000 square feet of retail, as currently allowed by the Plan, or an alternative development of up to 350 dwelling units (with a corresponding increase the total number of housing), 250 hotel rooms, and 25,000 square feet of retail. If residential units are built, the South OPA Amendments would require as a condition of approval for any residential project on Block 1 that the developer pay an affordable housing in-lieu fee or construct inclusionary housing as part of the 350 units to address the need for affordable housing within San Francisco. No amendments to the South Design for Development are proposed as part of the Project, and any future development on Block 1 would be required to meet all South Design for Development requirements, including, but not limited to, height, massing, and parking.[8]

[8] The South Design for Development allows a maximum for residential uses of 1 parking space per residential unit; for hotel uses, 1 parking space per 16 guest rooms; and for retail uses, 1 space for each 500 gross square feet ("gsf"), of retail up to 20,000 gsf, plus 1 additional space per every 250 gsf over 20,000 gsf. There are no minimum parking requirements for residential and hotel uses. For retail uses over 20,000 gsf, there is a minimum requirement of 75 percent the maximum number of parking spaces allowed.



Location Map



Major Phase Ground Floor and Phasing Plan

SOURCES: Adavant Consulting (t); Block 1 Assoc. (b)

Case No. 919-91 – Addendum #8: Block 1 . 121024

Figure 1
Project Location

Under applicable Community Redevelopment Law, redevelopment plan amendments require approval by the redevelopment agency and adoption by the legislative body. *California Health and Safety Code* Section 33453 also requires referral to the San Francisco Planning Commission for report and recommendation when there are substantial changes proposed to the plan which affect the General Plan.[9]

To implement the South Plan Amendments, the Successor Agency would take the South Plan Amendments to the Planning Commission for recommendation, if applicable, and then to the full Board of Supervisors for approval. To implement the OPA Amendments, the Oversight Board would need to direct the Successor Agency to adopt the South OPA Amendments. After the Oversight Board has acted, the OPA will be referred to the Department of Finance for final approval.

Block 1 Major Phase

The project sponsor has submitted a Major Phase Application for the Block 1 Site to the Successor Agency and is seeking a Major Phase approval that would permit up to 350 dwelling units and 250 hotel rooms ("Block 1 Major Phase"). The proposed Block 1 Major Phase application is a specific proposal to implement the previously described Option B. The Block 1 Major Phase includes a total of approximately 350 dwelling units, a 250-room hotel, 25,000 square feet of retail space, and up to 426 parking spaces. The Block 1 Major Phase consists of three primary components, including two residential components (a 155-foot-tall structure at the corner of Third Street and Park P3, with 200 dwelling units and 10,000 square feet of retail space, and a 65-foot-tall structure wrapping around the corners of Channel and Fourth Streets and Fourth Street and Park P3, with 150 dwelling units and 11,000 square feet of retail space); and a 155-foot-tall, 250-room hotel at the intersection of Channel and Third Streets, with approximately 4,000 square feet of ground-level retail space. The three components may be built all together or separately in phases, with each phase totaling approximately 20 – 30 months. Loading zones would also be provided for all three components, with trucks sharing the parking driveways for each building.

The Block 1 Major Phase is consistent with the proposed South Plan Amendments and the South Design for Development and is included in this addendum as one alternative Major Phase design that would implement the South Plan Amendments and South Design for Development. Other Major Phase site designs also could be developed that comply with the requirements of the South Plan and South OPA, as amended, and the South Design for Development.

Analysis of Potential Environmental Impacts

California Environmental Quality Act (CEQA) Guidelines Section 15164 allows an addendum to document if some changes or additions to the original certified EIR are necessary but none of the conditions described in Section 15162 calling for preparation of a subsequent EIR have occurred. The lead agency should include in its addendum a brief explanation of the decision not to prepare a subsequent EIR pursuant to Section 15162, which must be supported by substantial evidence that the conditions that would trigger preparation of a Subsequent EIR, as specified in Section 15162, are not present.

Since certification, beyond the change to the South Plan and South OPA proposed as part of the Project, no other conditions described in Section 15162 calling for preparation of a subsequent EIR have occurred, specifically, other changes in the Mission Bay South development proposal, substantial changes in the circumstances under which the plans would be undertaken, or new information of substantial importance that could not have reasonably been known at the time of preparation of the Mission Bay FSEIR and that would materially change any of the analyses or conclusions of the existing Mission Bay FSEIR.

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[9] It has been determined that the proposed South Plan Amendments are not considered a substantial change for the purposes of the Community Redevelopment Law; however, the Planning Commission will be reviewing the project for consistency with the General Plan.

As summarized below, the analysis of the Project did not identify any new significant environmental effects or substantial increases in the severity of previously identified significant effects that affect the conclusions in the Mission Bay FSEIR. With the exception of the OPA and Redevelopment Plan amendments described above, the Project would be in compliance with the South Plan, South Design for Development, and other documents that control development and use of sites within Mission Bay. Accordingly, the analysis below is limited to the topics where the proposed amendments to land use controls and associated potential development under the Project could create new impacts not previously analyzed in the Mission Bay FSEIR. As part of the Project analysis, transportation and utility assessments were completed to identify any potential impacts other than those projected in the Mission Bay FSEIR.[10]

Land Use

The FSEIR considered the effects of a mix of uses in the South Plan area, specifically, hotel and retail on the Block 1 site; park, residential and retail uses on adjacent sites; and commercial-light industrial, research and development and UCSF institutional uses south of the Block 1 Site.[11] In addition to the proposed Project, various other projects are anticipated in the South Plan Area, including the ongoing construction of the Public Safety Building on Block 8, the proposed construction of Family House Project on Block 7E (the subject of a separate addendum), the new UCSF Medical Center (Phase 1 of which is under construction), and UCSF's pending update of its Long-Range Development Plan, which would likely lead to construction of new student housing, faculty office facilities, research laboratory and instructional space, parking facilities and open space.

The types of uses envisioned at Mission Bay in these current and foreseeable projects, including the Project, would be consistent with the uses considered in the FSEIR and that already exist in the vicinity. The Project hotel, while unique at Mission Bay, was considered in the FSEIR and would not result in any new or substantially more severe land use impacts beyond those identified in the Mission Bay FSEIR. The newly proposed residential units on the Block 1 Site, while not considered as a use at that site in the FSEIR, would be compatible with residential uses considered in the FSEIR and with other nearby residential uses.

The FSEIR also considered and analyzed adjacent uses on Port property. Although a mixed-use project currently under consideration by the San Francisco Giants on Seawall Lot 337 was not proposed when the FSEIR was prepared, the potential components of that development (office, residential, and retail/restaurant uses, open space, and parking) are consistent with and/or compatible with existing and approved uses in the Plan Area, and thus this potential future development, if realized, would not result in substantially different land use impacts than those identified in the FSEIR, either individually or cumulatively.

Therefore, the Project would not result in any new or substantially more severe land use impacts than were identified in the Mission Bay FSEIR.

Aesthetics – Visual Quality and Urban Design

The Mission Bay FSEIR considered development on the Block 1Site of a hotel at a height of up to 160 feet, the same height as currently proposed under the Project.[12] In particular, development at a height of 160 feet on the Block 1 Site was conceptually illustrated in the FSEIR in the visual simulation looking

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10 Office of Community Investment and Infrastructure, 2013 Block 1 Project File, which includes the Mission Bay South Redevelopment Plan Amendment #1, Mission Bay South Owner Participation Agreement Amendment #3, and the 2013 Block 1 Major Phase Application.

11 Mission Bay FSEIR, pp. V.B.11 – V.B.30; especially, Central Subarea impacts analysis on pp. V.B.21 – V.B.23.

12 Mission Bay FSEIR, pp. V.D.14 – V.D.45.

south from the north end of the Lefty O'Doul Bridge (FSEIR Figure V.D.9, p. V.D.33), as well as in the wide-angle visual simulation entitled "Potential Panoramic View from Potrero Hill" (FSEIR Figure V.D.4, p. V.D.24), in which development on the project site is visible to the right of the China Basin Building. The Project would occupy the entirety of the Block 1 Site and would include a range of heights from approximately 35 feet at the podium and 65 to 90 feet for much of the façade to 160 feet for the two towers. The proposed height and massing of the building would be within the range of development that exists in the vicinity of the Block 1 Site and within the building envelope analyzed for the Block 1 Site in the Mission Bay FSEIR. Moreover, the Project would be required to comply with the South Design for Development, a companion document to the South Plan that contains design standards and guidelines that apply to all development within the South Plan Area. The Project would change the appearance of the currently undeveloped Block 1 Site, but in a way that was anticipated and analyzed in the Mission Bay FSEIR. As noted above, the FSEIR analyzed and illustrated development on the Block 1 Site at the same 160-foot height currently proposed. While the massing of the current Project could be different, the overall aesthetic effect would be comparable to that analyzed in the FSEIR. Moreover, the Project's affect on scenic views is consistent with the effect of the project analyzed in the Mission Bay FSEIR. Given that the Project massing would be consistent with the assumed development in the FSEIR, would comply with the South Design for Development, and would not adversely affect visual character views in a manner substantially different from that analyzed in the Mission Bay FSEIR, the Project would not result in any new or substantially more severe aesthetic impacts than were identified in the Mission Bay FSEIR.

Wind and Shadow

The Mission Bay FSEIR analyzed wind and shadow impacts in the Initial Study, FSEIR Appendix A.[13] The FSEIR found no significant shadow impacts, but did identify a potential significant impact with respect to pedestrian-level winds. The FSEIR therefore identified a mitigation measure that would require project-specific wind analysis for subsequent buildings that exceed 100 feet in height. Accordingly, the South Design for Development requires wind impacts analysis for buildings over 100 feet in height. Because the Project would contain two towers 160 feet in height, the Project would be required to undergo project-specific wind analysis during the Basic Concept and Schematic Design phases, in accordance with Mitigation Measure D.07 of the Mission Bay FSEIR. Based on Mitigation Measure D.07, if the wind analysis identifies any pedestrian wind hazards (ground-level winds that exceed 26 miles per hour for a single full hour of the year), the project sponsor would be required to make revisions to the Project to avoid such new wind hazard(s) and to submit building design modifications to mitigate pedestrian-level wind impacts to City during project review, and to incorporate such revisions as approved by the City into the building(s) as constructed. The existing South OPA requires compliance with Mitigation Measure D.07. With implementation of Mitigation Measure D.07, the Project would not result in any new or substantially more severe wind impacts, compared to those identified in the Mission Bay FSEIR.

With respect to shadow impacts, the South Design for Development requires project-specific shadow analysis for projects that request a variance from the Design Standards. Since the Project would not seek a variance and because the proposed massing would be within what was assumed in the Mission Bay FSEIR, the requirement for additional shadow analysis is not triggered and the Project would not be expected to result in substantial new shadow as compared to what was identified in the Mission Bay FSEIR.

Transportation

The Mission Bay FSEIR analyzed a 500-room hotel and 50,000 square feet of retail space on the Block 1 Site as part of the overall transportation analysis for the South Plan and North Plan. The FSEIR also

[13] Mission Bay FSEIR, Appendix A, pp. A.32 – A.36.

assumed a number of changes in the street network, many of which (such as the southward extension of Fourth Street parallel to Third Street and the construction of Channel Street[14] between, and perpendicular to, Third and Fourth Streets) have been completed. The FSEIR found significant, unavoidable impacts at a number of intersections, street segments, and freeways and freeway ramps, and significant impacts on Muni and AC Transit service.[15]

The Mission Bay FSEIR found that the original hotel and retail project would generate about 9,850 daily person-trips, including approximately 3,952 daily vehicle trips. In the p.m. peak hour, the original project would generate about 580 person-trips, of which 425 would be made by automobile (representing 220 vehicle trips), and 75 each by transit and on foot.[16] Based on the transportation analysis, the Project would generate about 9,000 daily person trips (9 percent less than the original project) and about 3,050 daily vehicle trips (22 percent less than the original project). In the p.m. peak hour, the Project would generate 1,119 person-trips (95 percent more than the original project), including 575 trips by auto (35 percent more), 410 vehicle trips (87 percent more), 279 transit trips (272 percent more), and 210 walk trips (180 percent more).

The transportation assessment prepared for the Project examined the development analyzed in the Mission Bay FSEIR and subsequent addenda, to determine if the proposed Project and associated trips were within the range of travel demand analyzed under the Mission Bay FSEIR. It also compared the traffic impacts of the Project to the existing conditions to confirm that the Project, when added to the existing setting, would not trigger any new significant traffic impacts (in terms of LOS), or would lead to substantially worse traffic impacts than those identified in the Mission Bay FSEIR.[17]

As noted above, the Mission Bay FSEIR assumed a 500-room hotel and 50,000 square feet of retail space on the Block 1 Site. The Project allows either the hotel/retail use or a hotel/residential/retail use, which would encompass the Block 1 Major Phase or another hotel/residential program that is consistent with the South Plan and OPA, as amended. Because the hotel/retail land use was previously analyzed in the Mission Bay FSEIR, the focus of the analysis is on the potential impacts of the potential development under the amended South Plan and OPA, as amended.

To confirm that the Project would not result in any significant impacts compared to existing conditions, the transportation analysis also evaluated traffic effects of vehicle trips generated by the Project when added to existing volumes at local intersections. During the weekday p.m. peak hour, 410 new vehicles (208 inbound and 202 outbound) would access the Block 1 Site under the Project. The addition of Project-generated traffic would result in minor increases in the average delay per vehicle at most of the seven study intersections considered in the transportation analysis (16th St./Third St., 16th St./Owens St., Mission Rock St./Third St., Channel St./Third St., Channel St./Fourth St., King St./Third St., and King St., Fourth St.). However, all study intersections would continue to operate at the same LOS as under Existing conditions. Six of the seven study intersections would continue to operate at LOS D or better while the intersection of intersection of King Street and Fourth Street would continue to operate at LOS E. Moreover, the Project's contribution to the critical movements at the intersection of King Street and Fourth Street during the pm peak hour would be below five percent. Therefore, the Project would

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14 Channel Street along the southern edge of the Block 1 Site was identified as Owens Street in the FSEIR.

15 Mission Bay FSEIR, pp. V.E.60 – V.E.120.

16 The number of automobile trips is converted to vehicle trips on the basis of 1.94 persons per vehicle. Hotels have a generally higher average number of persons per vehicle than many other uses owing to the nature of their operations. Trip generation rates are taken from the Planning Department's *Transportation Impact Analysis Guidelines* (2002) for the new residential use, and from the Mission Bay FSEIR for the hotel and retail uses analyzed in the FSEIR.

17 Adavant Consulting, Transportation Assessment for the Proposed Development of a Mixed-Use Project on Block 1 of the Mission Bay South Area of San Francisco; May 15, 2013. (See Exhibit B).

result in a less-than-significant traffic impact with respect to LOS. Accordingly, the Project would not result in any new or substantially more severe impacts than those identified in the Mission Bay FSEIR.

Likewise, the transportation analysis evaluated effects of the Project on transit and determined that, while transit trips from the Block 1 Site would increase compared to those for the original project, the increased ridership could be accommodated on the N-Judah and T-Third Muni Metro lines, which would carry the great majority of Project ridership, without resulting in capacity utilization that would exceed Muni's 85 percent standard. Moreover, the maximum ridership on these and other Muni lines serving the Block 1 Site and vicinity occurs closer to downtown, and there is relatively greater capacity near the Block 1 Site. Thus, effects on Muni would be less than significant. The relatively smaller increase in ridership on Caltrain, BART, AC Transit, and Golden Gate Transit would likewise not result in any significant impacts.

With respect to cumulative effects and overall trip generation within the South Plan Area, the change in the land use mix on the Block 1 Site from hotel and retail to a smaller hotel, less retail space, and the addition of residential units, along with the proposed Family House Project on Block 7E and other changes in the South Plan Area,[18] would result in a decrease in daily vehicle trips (3.7 percent less) generated within the South Plan Area, compared to the trip generation totals reported in the Mission Bay FSEIR for the Combination of Variants Alternative (essentially the project approved by the Board of Supervisors).[19] The overall number of p.m. peak hour person trips and vehicle trips would also be lower than for the approved Combination of Variants project (0.2 percent and 1.6 percent, respectively), while overall p.m. peak-hour transit trips would be 1.9 percent greater. However, this overall incremental increase in South Plan Area ridership, including Project trips, would be within expected daily and seasonal fluctuation in ridership and would not be anticipated to result in adverse effects on Muni or other carriers, particularly given that the maximum ridership on nearby Muni lines occurs closer to downtown. Thus, the Project would not result in any new or substantially more severe traffic or transit impacts than those identified in the Mission Bay FSEIR.

With respect to other impacts transportation and circulation categories, the transportation assessment for the Project found that impacts to pedestrians, bicycles, loading, construction, emergency vehicle access, and parking to be less than significant, both when considering the addition of the Project to existing conditions and when evaluating it in combination to other changes in the South Plan Area in comparison to what was concluded in the Mission Bay FSEIR. The Project would comply with all the requirements for pedestrian and bicycle conditions as contained in the South Design for Development and Streetscape Master Plan documents adopted as part of the overall Mission Bay Redevelopment Project.

While the Project would generate greater peak-hour person trips than assumed for the Block 1 site in the Mission Bay FSEIR, the overall p.m. peak-hour person trip generation and vehicle trip generation for the South Plan area as a whole would be lower than the numbers analyzed in the Mission Bay FSEIR. Also, while the Project would increase transit usage compared to what the Mission Bay FSEIR assumed for the Block 1 site, the overall number of transit and other trips in the South Plan area would be incrementally greater but not to the extent that adverse impacts would arise. For these reasons, the transportation

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[18] Changes to South Plan Area development have included revisions to UCSF development (including the UCSF Medical Center and office/R&D space on Blocks 36 through 39 and X3) and the new Public Safety Building now under construction on Block 8.

[19] Comparisons to Mission Bay South trip generation use the FSEIR's trip generation rates for the previously proposed hotel and retail uses and the Planning Department *Guidelines* for the newly proposed residential use. The net addition in vehicle trips from the Block 1 Site only, compared to the development assumed there in the Mission Bay FSEIR, would amount to a 0.7 percent decrease in daily vehicle trips and a 1.1 percent increase in p.m. peak-hour vehicle trips. However, as explained in the text, overall South Plan Area vehicle trip generation, both daily and peak-hour, would be less than analyzed in the Mission Bay FSEIR.

analysis found that implementation of the Project would not be expected to result in any new significant impacts or impacts of substantially greater severity than those analyzed in the Mission Bay FSEIR.

In light of the foregoing, the Project would not result in any new or substantially more severe impacts on traffic, transit, or other modes of transportation, compared to the impacts reported in the Mission Bay FSEIR.

Air Quality – Mobile Sources

As with the transportation analysis, the air quality analysis in the Mission Bay FSEIR assumed a 500-room hotel and 50,000 square feet of retail space on the Block 1 Site as part of the overall development program for the South Plan and North Plan. Given that operational emissions are generated primarily from motor vehicle trips, the FSEIR identified a significant, unavoidable impact with respect to vehicle emissions from project-generated traffic for the overall Mission Bay North and South Plans.[20] With respect to such emissions from the Project, as noted above under Transportation, the Project would result in a decrease in daily vehicle traffic compared to that evaluated for Block 1 in the Mission Bay FSEIR. Therefore, the Project would likewise result in a decrease in emissions of criteria air pollutants from travel to and from the Block 1 Site, compared to emissions assumed and analyzed in the Mission Bay FSEIR. Additionally, the Project uses would be required to comply with Mission Bay FSEIR Mitigation Measure E.47 to implement measure to reduce vehicle trips. Therefore, the Project would not result in any new or substantially more severe air quality impacts, compared to the impacts reported in the Mission Bay FSEIR.

Public Utilities

The Mission Bay FSEIR assumed a 500-room hotel and 50,000 square feet of retail space on the Block 1 Site as part of the overall development program for the South Plan and North Plan. The FSEIR did not identify significant effects that could not be mitigated with respect to water use or other community services and utilities;[21] for water use, a mitigation measure was identified to incorporate water conservation in buildings and landscaping.[22] Estimated water demand was calculated for the Project, using San Francisco Public Utilities Commission (SFPUC) factors. It was determined that water demand by the proposed Project would be about 48,400 gallons per day, or about 17.65 million gallons per year, assuming compliance with current green building codes and SPFUC conservation strategies.[23] This represents approximately 46 percent less water demand than the 90,000 gallons per day for the original hotel use on the Block 1 Site, calculated using the higher water demand rates in the Mission Bay FSEIR.[24]

Because the Project would permit either the original 500-room hotel or a smaller hotel along with residential use, for public utilities impact purposes, the Project is encompassed through a combination of the Mission Bay FSEIR (as to the original hotel use) and the Project analysis in this Addendum. Both the State of California and the City have adopted stricter controls on potable water use since the Mission Bay FSEIR was certified. For example, the City has adopted both a Green Building Ordinance (Chapter 13C of the *San Francisco Building Code*) and Commercial and Residential Water Conservation Ordinances (Chapter 13A of the *San Francisco Building Code* and Chapter 12A of the *San Francisco Housing Code,* respectively) that include water conservation requirements, as does the San Francisco Water Efficient Irrigation Ordinance (Chapter 63 of the *San Francisco Administrative Code*). Therefore, even accounting for an incremental increase in water demand due to the proposed Family House Project on Block 7E (the subject of a separate addendum), overall water use in the South Plan Area would be lower when estimated

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20 Mission Bay FSEIR, pp. V.F.17 – V.F.19.
21 Mission Bay FSEIR, pp. V.M.1 – V.M.56.
22 Mitigation Measure M.2, *Mission Bay FSEIR* p. VI.53.
23 Water Demand Calculations for Mission Bay Block 1 Project, April 5, 2013.
24 Mission Bay FSEIR, Appendix L, p. L.9.

using current SFPUC factors than the use assumed in the Mission Bay FSEIR. Moreover, actual water use could be less if new code requirements or conservation strategies are developed in the future.

Based on the above, the Project would not be expected to result in new or more severe impacts with respect to water demand as compared to what was analyzed in the Mission Bay FSEIR, either individually or in combination with the Project and other changes in the South Plan Area.

A decline in water consumption, compared to that estimated in the Mission Bay FSEIR, would also translate to a similar decline in wastewater generation, resulting in little, if any, increase compared to the original project. With respect to stormwater generation, the Project would be required to comply with the San Francisco Stormwater Design Guidelines, which require implementation of Best Management Practices (BMPs) to reduce the flow rate and volume of stormwater.[25] An engineering study prepared for the Project found that adequate capacity exists in water, wastewater, and storm drainage lines surrounding the Block 1 Site to accommodate the Project.[26]

Based on the foregoing, the Project would not result in any new or substantially more severe impacts related to public utilities, compared to the impacts reported in the Mission Bay FSEIR.

Other Environmental Topics

As discussed above, the Project would not result in a significant change to the type, location, and intensity of land uses anticipated for the Block 1 Site in the Mission Bay FSEIR. Therefore, implementation of the Project would result in the same or similar environmental impacts as those already identified and analyzed in the Mission Bay FSEIR with respect to the following environmental topics: plans, policies and permits; business activity, employment, housing, and population; historical and archeological resources; stationary source air quality; seismicity; health and safety; contaminated soils and groundwater;[27] hydrology and water quality; China Basin Channel vegetation and wildlife; community services; and growth inducement. As a result, no further discussion of these topics is required.

Conclusion

Implementation of the proposed Project would not require major revisions to the Mission Bay FSEIR because no new, significant environmental effect or substantial increase in the severity of previously identified significant effects would result. Additionally, since certification, no material changes have occurred in the circumstances under which the South Plan would be implemented, and no new information has emerged that would materially change any of the analyses or conclusions of the Mission Bay FSEIR. Therefore, no additional environmental review is necessary.

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25 The current version of the Stormwater Design Guidelines (November 2009) are "directed primarily to San Francisco's separate storm sewer areas, which include … Mission Bay," among other such areas (Stormwater Design Guidelines, p. 2; available on the internet at: http://www.sfwater.org/modules/showdocument.aspx?documentid=2779).

26 Freyer & Laureta Inc., Mission Bay Planning Block 1 – Utility Analysis (Revised), October 15, 2012. It is noted that this analysis evaluated infrastructure improvements necessary for the Project, not daily or annual water demand. Thus, this study identified an increase in *peak* water and sewer flow that is greater than previously projected for Block 1 development. However, this is a separate question from the calculation of water supply evaluated herein, which found lesser demand than identified in the FSEIR, as well as a concomitant decrease in wastewater generation. Moreover, the Freyer & Laureta analysis found that both water and sewer infrastructure is adequate to accommodate the Project.

27 The Mission Bay FSEIR assumed the possibility of subsurface parking, which could disturb contaminated soil and/or groundwater (FSEIR, p. V.J.64); however, underground parking is not proposed with the Project, which proposes parking in a three-level podium at and above grade, in the center of the Project. Any excavation for foundations would comply with the Mission Bay Risk Management Plan, which would preclude any more substantial effects related to soil and groundwater contamination than were identified in the FSEIR.

Exhibit A
Mitigation Measures

MISSION BAY MITIGATION MEASURES

Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Major Phase					
D.06 UNKNOWN ARCHAEOLOGICAL REMAINS					
D.06. The entire Mission Bay Project Area has at least some sensitivity for the presence of unknown archaeological remains. Prehistoric cultural deposits could be encountered in three identified areas and unknown historical features, artifact caches and debris areas could be located anywhere in the Project Area. Follow procedures for instructing excavation crews, notifying the ERO and President of the LPAB, and developing recovery measures, as described in Measure D.03, above. In addition, in the event that prehistoric archaeological deposits are discovered, consult local Native American organizations. Dialogue with the ERO, LPAB and the archaeological consultant would take place in developing acceptable archaeological testing & excavation procedures, particularly in regard to the disposition of cultural materials and Native American burials.	Owner, other developers	S.A.	Planning Department, ERO; LPAB President	Prior to excavation; ongoing implementation as required by measure	Prior to preparation of the work plan consultant shall consult with ERO and LPAB to develop a testing and excavation procedures.
D.47 TRANSPORTATION SYSTEM MANAGEMENT (TSM) PLAN					
E.47a. Shuttle Bus System – Operate shuttle bus service between Mission Bay and regional transit stops in San Francisco (e.g., BART, Caltrain, Ferry Terminal, Transbay Transit Terminal), and specific gathering points in major San Francisco residential neighborhoods (e.g., Richmond and Mission Districts).	Owner (TMA)	S.A.	MTA/SSD; PC	As identified by TMA; ongoing review with Agency	See implementation procedures identified for Mitigation Measure E.47.
E.47b. Transit Pass Sales – Sell transit passes in neighborhood retail stores and commercial buildings in the Project Area.	Owner (TMA); other developers	S.A.		As identified by TMA; ongoing review with Agency	See implementation procedures identified for Mitigation Measure E.47.
E.47c. Employee Transportation Subsidies – Provide a system of employee transportation subsidies for major employers.	Owner (TMA); major employers	S.A.	MTA/SSD; PC	As identified by TMA; ongoing review with Agency	See implementation procedures identified for Mitigation Measure E.47.
E.47e. Secure Bicycle Parking – Provide secure bicycle parking areas in parking garages of residential buildings, office buildings, and research and development facilities. Provide secure bicycle parking areas by 1) constructing secure bicycle parking at a ratio of 1 bicycle parking space for every 20 automobile parking spaces, and 2) carrying out an annual survey program during project development to establish trends in bicycle use and to estimate demand for secure bicycle parking and for sidewalk bicycle racks, increasing the number of secure bicycle parking spaces or racks either in new buildings or in existing automobile parking facilities to meet the estimated demand. Provide secure bicycle racks throughout Mission Bay for the use of visitors.	Owner (TMA), other developers	S.A.		As identified by TMA; ongoing review with Agency	See implementation procedures identified for Mitigation Measure E.47.

Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Major Phase (cont.)					
D.47 TRANSPORTATION SYSTEM MANAGEMENT (TSM) PLAN (cont.)					
E.47f. Appropriate Street Lighting – Ensure that sidewalks in Mission Bay are sufficiently lit to provide pedestrians and bicyclists with a greater sense of safety, and thereby encourage Mission Bay employees, visitors, and residents to walk and bicycle to and from Mission Bay.	Owner (TMA)	S.A.		As identified by TMA; ongoing review with Agency	See implementation procedures identified for Mitigation Measure E.47.
E.47g. Transit, Pedestrian and Bicycle Route Information – Provide maps of the local and citywide pedestrian and bicycle routes with transit maps and information on kiosks throughout the Project Area to promote multimodal travel.	PC, DPW to provide in connection with transit shelters and other transit signage		PC; DPW	In conjunction with transit shelter and signage plans	See implementation procedures identified for Mitigation Measure E.47.
E.47h. Parking Management Guidelines – Establish parking management guidelines for the private operators of parking facilities in the Project Area.	Owner (TMA)	S.A.		As identified by TMA; ongoing review with Agency	See implementation procedures identified for Mitigation Measure E.47.
E.47I. Flexible Work Time/Telecommuting – Where feasible, offer employees in the Project Area the opportunity to work on flexible schedules and/or telecommute so they could avoid peak hour traffic conditions.	Owner (TMA); other major employers	S.A.		As warranted by development; ongoing review with Agency	See implementation procedures identified for Mitigation Measure E.47.
H.03 COMPREHENSIVE PREPAREDNESS AND RESPONSE PLAN					
H.03b. In addition to the Project Area-wide plan, require each building or complex in the Project Area to prepare an emergency response plan. Each plan would be the responsibility of the owner(s) of each building or complex, and would be reviewed by the City periodically to ensure it is kept up to date.	Owner, other developers	S.A.	Office of Emergency Services (OES)	Include in Project level response plan; update as necessary	Submit Plan prior to issuance building Certificate of Occupancy.
Tentative Map					
H.07 CORROSIVITY					
H.07. Test soils for sulfate and chloride content. If necessary, use admixtures in concrete so it would not be susceptible to attack by sulfates, and/or use coated metal pipes so that pipes would be more resistant to corrosion by chlorides.	Owner, other developers		DPW; DBI	Include in relevant Infrastructure Improvement plans	1. In conjunction with building permit review applicant shall submit a soils report which analyzes soil for sulfate and chloride content. 2. DPW in consultation with DBI to require testing prior to issuance of building or site permits. 3. Owner/other developers to retain services of a geotechnical consultant to test soils.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Tentative Map (cont'd.)					
					4. Consultant prepares report of results. 5. Owner/other developers to submit report to DPW and DBI for review. 6. DBI to impose building material modifications as necessary to reduce impacts of corrosivity during project review and approval. 7. Owner/other developers to construct project with required building material modifications. 8. DPW or DBI to inspect buildings to ensure compliance with mitigation measure.
K.01 STORMWATER POLLUTION PREVENTION PLAN (SWPPP)					
K.01a. Minimize dust during demolition, grading, and construction by lightly spraying exposed soil on a regular basis.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01b. Minimize wind and water erosion on temporary soil stockpiles by spraying with water during dry weather and covering with plastic sheeting or other similar material during the rainy season (November to April).	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01c. Minimize the area and length of time during which the site is cleared and graded.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Tentative Map (cont.)					
K.01 STORMWATER POLLUTION PREVENTION PLAN (SWPPP) (cont.)					
K.01d. Prevent the release of construction pollutants such as cement, mortar, paints and solvents, fuel and lubricating oils, pesticides, and herbicides by storing such materials in a bermed, or otherwise secured, area.	Owner, other Developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01e. As needed, install filter fences around the perimeter of the construction site to prevent off-site sediment discharge. Prior to grading the bank slopes of China Basin Channel for the proposed channel-edge treatments, install silt or filter fences to slow water and remove sediment. As needed, properly trench and anchor in the silt or filter fences so that they stand up to the forces of tidal fluctuation and wave action, and do not allow sediment-laden water to escape underneath them.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01f. Follow design and construction standards found in the Manual of Standards for Erosion and Sediment Control Measures for placement of riprap and stone size.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01g. Install and maintain sediment and oil and grease traps in local stormwater intakes during the construction period, or otherwise properly control oil and grease discharges.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01h. Clean wheels and cover loads of trucks carrying excavated soils before they leave the construction site.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Tentative Map (cont.)					
K.01 STORMWATER POLLUTION PREVENTION PLAN (SWPPP) (cont.)					
K.01l. Implement a hazardous material spill prevention, control, and clean-up program for the construction period. As needed, the program would include measures such as constructing swales and barriers that would direct any potential spills away from the Channel and the Bay and into containment basins to prevent the movement of any materials from the construction site into water.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.03 SEWER IMPROVEMENT DESIGN					
K.03. Design and construct sewer improvements such that potential flows to the City's combined sewer system from the project do not contribute to an increase in the annual overflow volume as projected by the Bayside Planning Model by providing increased storage in oversized pipes, centralized storage facilities, smaller dispersed storage facilities, or detention basins, or through other means to reduce or delay stormwater discharges to the City system.	Subject to regulatory approvals, owner, other developers		Agency; DPW; SFPUC	Submit as part of subdivision improvement plans	1. Owner/other developers to prepare sewer improvement plan in consultation with SFPUC. 2. Owner/other developers to submit sewer improvement plan with SFPUC approval as part of subdivision improvement plans for Agency and DPW review. 3. Agency and DPW to approve plans. 4. Owner/other developers to construct sewer improvements. 5. DPW to inspect improvements to ensure compliance with mitigation measure.
K.04 ALTERNATIVE TECHNOLOGIES TO IMPROVE STORMWATER DISCHARGE QUALITY					
K.04. Implement alternative technologies or use other means to reduce settleable solids and floatable materials in stormwater discharges to China Basin Channel to levels equivalent to, or better than City-treated combined sewer overflows. Such alternative technologies could include one or more of the following: biofilter system, vortex sediment system, catch basin filters, and/or additional source control measures to remove particulates from streets and parking lots.	Subject to regulatory approvals, owner, other developers		Agency; DPW; SFPUC	Submit as part of subdivision improvement plans	1. Owner/other developers to decide on an alternative technology in consultation with SFPUC. 2. Owner/other developers to include alternative technology with SFPUC approval in subdivision improvement plans for Agency and DPW review. 3. Agency and DPW to approve plans. 4. Owner/other developers to construct improvements. 5. DPW to inspect improvements to ensure compliance with mitigation measure.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Tentative Map (cont.)					
K.06 STRUCTURE PLACEMENT AND DESIGN TO MINIMIZE DANGERS OF FLOODING					
K.06. Structures in the Project Area should be designed and located in such a way to assure the reasonable safety of structures and shoreline protective devices built in the Bay or in low-lying shoreline areas from the dangers of tidal flooding, including consideration of a rise in relative sea level. Detailed construction specifications to mitigate against impacts of a sea-level rise, however, would require specific flood protection engineering and building analysis by a licensed engineer where structures are proposed below a 99-foot elevation (Mission Bay Datum). Measures include:	Owner, other developers		DBI; DPW	Submit as part of subdivision improvement plans; check elevation as part of Tentative Map review	1. Owner/other developers to include modifications required by mitigation measure to project site plan and submit plan for review by DBI and DPW. 2. DPI and DPW to review and approve modified site plan. 3. Owner/other developers to construct project with modifications. 4. DBI or DPW to inspect structures to ensure compliance with mitigation measure.
K.06a. Setback from the water's edge	Owner, other developers Owner, other developers		DBI; DPW	Submit as part of site permit review; check elevation as part of Tentative Map review	See implementation procedures identified for Mitigation Measure K.06. 2. DPI and DPW to review and approve modified site plan. 3. Owner/other developers to construct project with modifications. 4. DBI or DPW to inspect structures to ensure compliance with mitigation measure.
K.06b. Install seawalls, dikes, and/or berms during construction of infrastructure	Owner, other developers		DBI; DPW	Submit as part of site permit review; check elevation as part of Tentative Map review	See implementation procedures identified for Mitigation Measure K.06.
K.06c. Provide for dewatering basements	Owner, other developers		DBI; DPW	Submit as part of site permit review; check elevation as part of Tentative Map review	See implementation procedures identified for Mitigation Measure K.06.
K.06d. Construct streets and sidewalks above existing grades by reducing the amount of excavation for utilities or basements	Owner, other developers		DBI; DPW	Submit as part of site permit review; check elevation as part of Tentative Map review	See implementation procedures identified for Mitigation Measure.K.06.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Tentative Map (cont.)					
K.06 STRUCTURE PLACEMENT AND DESIGN TO MINIMIZE DANGERS OF FLOODING (cont.)					
K.06e. Use topsoil to raise the level of public open spaces	Owner, other developers		DBI; DPW	Submit as part of site permit review; check elevation as part of Tentative Map review	See implementation procedures identified for Mitigation Measure K.06.
K.06f. Use half-basements and partially depressed garage levels to minimize excavation	Owner, other developers		DBI; DPW	Submit as part of site permit review; check elevation as part of Tentative Map review	See implementation procedures identified for Mitigation Measure K.06.
M.03 EXTEND AUXILIARY WATER SUPPLY SUSTEM					
M.03. Extend the Auxiliary Water Supply System (High-Pressure System) through the interior of the Project Area. The routing, design and implementation of the AWSS extensions shall be determined by the Fire Department and the Department of Public Works.	Owner	S.A.	DPW	Include in site permit plans.	1. See mitigation measure for obtaining specific implementation procedures. 2. DPW and Fire Department to review the routing, design and implementation of the AWSS during the site permit process. 3. DPW to inspect the project area after project construction to ensure compliance with mitigation measure.
M.04 SEWERS AND WASTEWATER TREATMENT					
M.04. Construct a fence around any interim surface detention basins.	Owner	S.A.	DPW During construction and operation of basins	During construction and operations of basins	1. DPW to impose requirement of mitigation measure as part of project-level and/or site permit approval. 2. Owner to construct project according to requirements. 3. DPW to inspect site to ensure compliance with mitigation measure.
M.05 STORMWATER RUNOFF CONTROL AND DRAINAGE					
M.05. Drain stormwater runoff (up to a 5-year event) from newly constructed buildings and permanently covered surfaces in the Bay Basin into the City's combined sewer system until installation of a permanent sewer system.	Owner	S.A.	DPW	Include in subdivision improvement plans	1. DPW to impose requirement of mitigation measure as part of project-level and/or site permit approval. 2. Owner to construct project according to requirements. 3. DPW to inspect site to ensure compliance with mitigation measure.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Project Level Review					
D.01 LIGHTING AND GLARE					
D.01. Design parking structure lighting to minimize off-site glare. The design could include 45-degree cutoff angles on light fixtures to focus light within the site, and specifications that spill lighting from parking areas would be 0.25 foot-candle or less at 5 feet from the property line of the parking areas. Applies to individual sites within the Project Area.	Owner, other developers	S.A.	DBI	Submit design specifications as part of plan review and site permit processes	1. Owner/other developers to submit draft lighting plan to DBI during plan review. 2. DBI to review draft lighting plan and provide comments/proposed revisions to owner/other developers. 3. Owner/other developers to revise plans accordingly and submit final lighting plan for DBI review and approval. 4. Owner/other developers to construct project structures and implement lighting plan. 5. DBI to inspect project structures and lighting for light and glare impacts.
D.07 PEDESTRIAN-LEVEL WINDS					
D.07. Require a qualified wind consultant to review specific designs for buildings 100 feet or more in height for potential wind effects. The Redevelopment Agency would conduct wind review of high-rise structures above 100 ft. Wind tunnel testing would also be required unless, upon review by a qualified wind consultant, and with concurrence by the Agency, it is determined that the exposure, massing and orientation of the buildings are such that impacts, based on a 26-mile-perhour hazard for a single hour of the year criterion, will not occur. The purpose of the wind tunnel studies is to determine design-specific impacts and to provide a basis for design modifications to mitigate these impacts. Projects within Mission Bay, including UCSF, would be require to meet this standard or to mitigate exceedances through building design.	Owner, other developers	S.A.			1. Condition Major Phase to require wind evaluation and provide any required study and documentation of findings as part of Project-level submission. 2. Refer to mitigation measure for obtaining specific implementation procedures. 3. Owner/other developers to submit building design modifications to mitigate pedestrian-level wind impacts to City during project review. 4. Agency to review and approve building design modifications. 5. Owner/other developers to construct buildings implementing design modifications. 6. Agency to inspect buildings and ensure that 26-mile-per-hour wind tunnel hazard for a single hour threshold is not exceeded.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Project Level Review (cont.)					
D.08 SHADOWS					
D.08. The Redevelopment Plan documents would require analysis of potential shadows on existing and proposed open spaces during the building design and review process when exceptions to certain standards governing the shape or locations of buildings are requested that would cause over 13% of Mission Creek Park (either North or South), 20% of Bayfront Park, 17% of Triangle Square or 11% of Mission Bay Commons to be in continuous shadow for a period of one hour from March to September between 10:00 a.m. and 4:00 p.m.	Owner, other developers	S.A.		Provide any required documentation as part of Project-level submission	1. Shadow analysis to be required during building design review. 2. Agency to verify via review of the shadow analysis that over 13% of Mission Creek Park (either north or south), 20% of Bayfront Park, 17% of Triangle Square or 11% of Mission Commons are not located in continuous shadow per the standards identified in Mitigation Measure D.07. 3. If through the review of the shadow analysis, the agency determines that the buildings are not in compliance with the standards governing the shape and locations of buildings, the owner /other developers shall modify the building designs and/or location to comply with the appropriate standards, or the Agency shall make findings stating why an exception is appropriate. 4. Agency to inspect project sites to ensure compliance with mitigation measures.
G.01 NOISE REDUCTION IN PILE DRIVING					
G.01. Use noise-reducing pile driving techniques such as pre-drilling pile holes (if feasible, based on soils) to the maximum feasible depth, installing intake and exhaust mufflers on piledriving equipment, vibrating piles into place when feasible, installing shrouds around the piledriving hammer where feasible, and restricting the hours of operation.	Owner, other developers	S.A.	DPW/DBI	Provide information regarding compliance prior to piling driving	1. DPW and DBI to impose mitigation measure requirements during site permit process. 2. Owner/other developers to notify contractor of construction requirements. 3. DPW or DBI to inspect construction activities to ensure compliance with mitigation measure.
K.02 CHANGES IN SANITARY SEWAGE QUALITY					
K.02. In addition to developing and implementing a Stormwater Management Program for the Central/Bay Basin (see Mitigation Measure K.05), participate in the City's existing Water Pollution Prevention Program. Facilitate implementation of the City's Water Pollution Prevention Program by providing and installing wastewater sampling ports in any building anticipated to have a potentially significant discharge of pollutants to the sanitary sewer, as determined by the Water Pollution Prevention Program of the San Francisco Public Utilities Commission's Bureau of	Owner, other developers		Agency; DPW; SFPUC	Condition as part of Tentative Map	1. During project level review, DPW to consult with SFPUC to determine which sites need installation of wastewater sampling ports. 2. DPW to notify owner/other developers of sites that require ports. 3. Owner/other developers to modify (as may be necessary) project plans to comply with City's Water Pollution Prevention Program.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Project Level Review (cont.)					
K.02 CHANGES IN SANITARY SEWAGE QUALITY (cont.)					
Environmental Regulation and Management, and in locations as determined by the Water Pollution Prevention Program.					4. DPW/Agency to review and approve modified project plans. 5. Owner/other developers to construct project according to approved modified plans. 6. DPW to inspect constructed sites to ensure compliance with mitigation measure.
M.02 WATER CONSERVATION IN BUILDINGS AND IRRIGATION					
M.02. Include methods of water conservation in Mission Bay buildings and landscaping. Water Conservation methods include the following:					1. DBI and DPW to impose requirements of mitigation measure as part of site permit approval. 2. Owner/other developers to construct project according to requirements. 3. DBI or DPW to inspect site to ensure compliance with mitigation measure.
M.02a. Install water conserving dishwashers and washing machines in rental apartments and condominiums.	Owner, other developers		DPW; DBI	Include in site permit plans	See implementation measures identified for Mitigation Measure M.2.
M.02b. Install water conserving dishwashers and water efficient centralized cooling systems in office buildings.	Owner, other developers		DPW; DBI	Include in site permit plans	See implementation measures identified for Mitigation Measure M.2.
M.02c. Incorporate water efficient laboratory techniques in research facilities where feasible.	Owner, other developers		DPW; DBI	Include in site permit plans	See implementation measures identified for Mitigation Measure M.2.
M.02d. Provide information to residences and businesses advising methods to conserve water.	Owner, other developers		DPW; DBI	Include in site permit plans	See implementation measures identified for Mitigation Measure M.2.
M.02e. Install water conserving irrigation systems (e.g., drip irrigation).	Owner, other developers		DPW; DBI	Include in site permit plans	See implementation measures identified for Mitigation Measure M.2.
M.02f. Design landscaping using drought resistent and other low-water use plants.	Owner, other developers		DPW; DBI	Include in site permit plans	See implementation measures identified for Mitigation Measure M.2.

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MISSION BAY MITIGATION MEASURES

Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Improvement Plan – Plan Check					
J.01 RISK MANAGEMENT PLAN(S)					
J.01l. Post-Development – Except where testing demonstrates that native soils meet standards established by the RWQCB as being protective of human health and the aquatic environment, require that upon project completion, all native soils shall be capped, so as to preclude human contact by using buildings, paved surfaces (such as parking lots, sidewalks, or roadways), or fill of a kind and depth approved by the RWQCB.	Owner, Agency, other developers Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.
K.01 STORMWATER POLLUTION PREVENSION PROGRAM (SWPPP)					
K.01a. Minimize dust during demolition, grading, and construction by lightly spraying exposed soil on a regular basis.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01b. Minimize wind and water erosion on temporary soil stockpiles by spraying with water during dry weather and covering with plastic sheeting or other similar material during the rainy season (November to April).	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01c. Minimize the area and length of time during which the site is cleared and graded.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01d. Prevent the release of construction pollutants such as cement, mortar, paints and solvents, fuel and lubricating oils, pesticides, and herbicides by storing such materials in a bermed, or otherwise secured, area.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Improvement Plan – Plan Check (cont.)					
K.01 STORMWATER POLLUTION PREVENSION PROGRAM (SWPPP) (cont.)					
K.01e. As needed, install filter fences around the perimeter of the construction site to prevent off-site sediment discharge. Prior to grading the bank slopes of China Basin Channel for the proposed channel-edge treatments, install silt or filter fences to slow water and remove sediment. As needed, properly trench and anchor in the silt or filter fences so that they stand up to the forces of tidal fluctuation and wave action, and do not allow sediment-laden water to escape underneath them.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01f. Follow design and construction standards found in the Manual of Standards for Erosion and Sediment Control Measures for placement of riprap and stone size.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01g. Install and maintain sediment and oil and grease traps in local stormwater intakes during the construction period, or otherwise properly control oil and grease discharges.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01h. Clean wheels and cover loads of trucks carrying excavated soils before they leave the construction site.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.
K.01l. Implement a hazardous material spill prevention, control, and clean-up program for the construction period. As needed, the program would include measures such as constructing swales and barriers that would direct any potential spills away from the Channel and the Bay and into containment basins to prevent the movement of any materials from the construction site into water.	Owner, other developers		DPW; DBI	Condition Tentative Map to require approval of SWPPP. Incorporate into plans and submit as part of Subdivision Improvement Plans approval.	See implementation procedures identified for Mitigation Measure K.01.

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MISSION BAY MITIGATION MEASURES

Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Building Site Permit					
D.06 UNKNOWN ARCHAEOLOGICAL REMAINS					
D.06. The entire Mission Bay Project Area has at least some sensitivity for the presence of unknown archaeological remains. Prehistoric cultural deposits could be encountered in three identified areas and unknown historical features, artifact caches and debris areas could be located anywhere in the Project Area. Follow procedures for instructing excavation crews, notifying the ERO and President of the LPAB, and developing recovery measures, as described in Measure D.03, above. In addition, in the event that prehistoric archaeological deposits are discovered, consult local Native American organizations. Dialogue with the ERO, LPAB and the archaeological consultant would take place in developing acceptable archaeological testing & excavation procedures, particularly in regard to the disposition of cultural materials and Native American burials. (Condition Major Plan Accordingly to require on individual building sites or potential for single coordinated program for Block)	Owner, other developers	S.A.	Planning Department, ERO; LPAB President	Prior to excavation; ongoing implementation as required by measure	Prior to preparation of the work plan consultant shall consult with ERO and LPAB to develop a testing and excavation procedures.
F.02 CONSTRUCTION PM					
F.02. As conditions of construction contracts, require contractors to implement the following mitigation program, based on the instructions in the BAAQMD CEQA Guidelines, at all construction sites within the Project Area:	Owner, other developers		DPW; DBI	Implement through site permit process	1. Add note to construction plans which contain these air quality measures. 2. To be implemented upon initiation of construction. 3. DBI and DPW to monitor implementation success during construction activities.
F.02a. Water all active construction areas at least twice a day, or as needed to prevent visible dust plumes from blowing off-site.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02b. Use tarpaulins or other effective covers for on-site storage piles and for haul trucks that travel on streets.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02c. Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved parking areas and staging areas at construction sites.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02d. Sweep all paved access routes, parking areas, and staging areas daily (preferably with water sweepers).	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02e. Sweep streets daily (preferably with water sweepers) if visible amounts of soil material are carried onto public streets	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Building Site Permit (cont.)					
F.02 CONSTRUCTION PM (cont.)					
F.02f. Hydroseed or apply (non-toxic) soil stabilizers to inactive construction areas (previously graded areas inactive for ten days or more).	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02g. Enclose, cover, water twice daily or apply (non-toxic) soil binders to exposed stockpiles (dirt, sand, etc.).	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02h. Limit traffic speeds on unpaved roads to 15 mph.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02i. Install sandbags or other erosion control measures to prevent silt runoff to public roadways.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02j. Replant vegetation in disturbed areas as quickly as possible.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02k. Install wheel washers for all exiting trucks, or wash off the tires or tracks of all trucks and equipment leaving the site.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02l. Install wind breaks, or plant trees / vegetative wind breaks at windward side(s) of construction areas.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02m. Suspend excavation and grading on large construction sites when winds (instantaneous gusts) exceed 25 mph.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
F.02n. Limit the area subject to excavation, grading and other construction activity at any one time.	Owner, other developers		DPW; DBI	Implement through site permit process	See Mitigation Measure F.02.
J.01 RISK MANANAGEMENT PLAN(S)					
J.01a. RMP Enforcement – Provide an enforcement structure for RMPs, to be in place and effective during construction and after project development, including: i. Develop and record a restrictive covenant as an Environmental Restriction and Covenant under California Civil Code Section 1471 that: a. Places limits on future uses in the Project Area consistent with the provisions in the RMP; b. Provides notice to current and future property owners that the RMP contains use restrictions and other requirements and obligates property owners to provide like notice to occupants; and	Owner, Agency, other developers	S.A.	RWQCB	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Building Site Permit (cont.)					
J.01 RISK MANANAGEMENT PLAN(S) (cont.)					
c. Provides notice to current and future property owners that the RWQCB maintains residual regulatory enforcement authority over all portions of the Project Area sufficient to compel enforcement of the entire RMP. ii. As part of any future transfer of property title of any portion of the Project Area, require current property owners to provide a copy of the RMP to each of their future transferees.					
J.01b. Pre-Development – Include, at a minimum, the following elements in the RMP: Limit direct access to areas with exposed native soils (defined as soils that exist at the site prior to project approval) and perform inspections to verify that measures taken to limit direct access are maintained. Alternatively, for each location with exposed native soils, provide risk management procedures for those areas. If this alternative is chosen, for each exposed soil location that would remain vacant and undeveloped at the initiation of development, and for each site that becomes vacant and includes exposed native soil, evaluate and document potential health risks to the general public that could occur before site development using the following process: Evaluate sampling results to determine constituents that could pose a risk to the general public. Identify populations who could be exposed to the constituents in soils based on land uses within and adjacent to the Project Area. Exposed populations that would be considered would include adult and child visitors/ trespassers, nearby residents (adults and children), and workers not involved in project construction within and adjacent to the Project Area. Using specific EPA and DTSC-recommended exposure assumptions, identify the appropriate exposure pathways and assumptions in consultation with the RWQCB. Using the specific exposure assumptions identified above, adopt contaminant specific interim target levels (ITLs) following regulatory risk assessment guidelines established by DTSC and EPA.	Owner, Agency, other developers	S.A.	RWQCB	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Building Site Permit (cont.)					
J.01 RISK MANANAGEMENT PLAN(S) (cont.)					
Compare ITLs to the range of concentrations detected in exposed native soils to identify areas where ITLs are exceeded. No further action prior to development (other than that required under Article 20 or other applicable regulations) would be required in areas in which ITLs are not exceeded.					
J.01c. For areas where ITLs are exceeded, identify specific Interim Risk Management (IRM) measures that would reduce potential contamination-related risks to Project Area occupants and visitors during site build-out. Based on the results of the ITL evaluation and need for site controls, general IRM measures could include measures such as: i. Limit Direct Access to Uncovered Native Soil on Undeveloped Portions of the Project Area. To effectively limit access, install fencing or other physical barriers around the identified areas, and post "no trespassing" signs. ii. Hydroseed or Apply Other Vegetative or Other Cover to Uncovered Areas. Hydroseed or apply other vegetative or other cover to the uncovered areas to reduce the potential for windblown dusts to be generated, and to reduce the potential for individuals to have direct contact with the native soils. iii. Include Safety Notices in Leases. Notify tenants of occupied portions of the Project Areas of the potential risks involved with the disturbance of existing cover (asphalt, concrete, vegetation) or exposed native soil. iv. Conduct Periodic Inspections of Open Spaces. Conduct periodic inspections of the Project Area to reduce the illegal occupancy of open areas by transient populations, and to reduce the illegal dumping by unauthorized occupants or offsite populations. Implement additional security measures such as fencing and/or the use of security guards, if inspections show a need. v. Periodic Monitoring. Perform inspections verifying that risk management measures remain effective by identifying disturbances to cover materials that could result in the exposure of underlying native soil and by identifying areas where temporary fencing or other physical barriers might need to be reinstalled. If the inspections identify areas where measures have been rendered ineffective, implement corrective action.	Owner, Agency, other developers	S.A.	RWQCB	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Building Site Permit (cont.)					
J.01 RISK MANANAGEMENT PLAN(S) (cont.)					
J.01d. Development – Include in the RMP, health and safety training and health protection objectives for workers who may directly contact contaminated soil during construction and/or maintenance, including Cal/OSHA worker safety regulations appropriate to the type of construction activity, location, and risk relative to the potential types of hazards associated with contaminated soil or groundwater, and where appropriate, compliance with Title 8, Group 16, requirements.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.
J.01e. Identify site access controls to be implemented during construction, such as: i. Secure construction site to prevent unauthorized pedestrian/vehicular entry with fencing or other barrier of sufficient height and structural integrity to prevent entry and based upon the degree of control required. ii. Post "no trespassing" signs. iii. Provide on-site meetings with construction workers to inform them about security measures and reporting/ contingency procedures.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.
J.01f. Identify protocols for managing soil during construction, which will include at a minimum: i. The dust controls found in Measure F.02 in Section VI.F, Mitigation Measures: Air Quality. ii. Standards for imported fill (defined as fill brought onto the site from outside the Project Area) that are protective of human health and the aquatic environment and an identified minimum depth of fill to be required for landscaped areas. iii. A requirement that prior to placement, if native soil in the Project Area is to be used on site in any manner that could result in direct human exposure, characterization of the soil be conducted to confirm that it meets appropriate standards approved by the RWQCB and would be appropriate for the intended use. iv. Protocols for managing stockpiled and excavated soils. v. A program for off-site dust monitoring, consisting of real-time monitoring for PM10 concentrations to demonstrate that the health and safety of all individuals not engaged in construction activities would not be adversely affected by chemicals that could be	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.

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Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Building Site Permit (cont.)					
J.01 RISK MANANAGEMENT PLAN(S) (cont.)					
contained in dust generated by soil-disturbing activities. If monitoring shows dust levels exceeding 250 g/m3, implement additional dust control measures, such as continuous misting of exposed areas with water, until concentrations are reduced below the action level.					
J.01g. Identify protocols for managing groundwater, which will include at a minimum: i. Procedures to prevent unacceptable migration of contamination from defined plumes during dewatering, such as monitoring, counter-pumping, or installing sheetpiles down to Bay Mud before dewatering. ii. Procedures for the installation of subsurface pipelines and other utilities, where necessary, to prevent lateral transmission of chemicals in groundwater. Such procedures could include, but would not be limited to, selection of proper backfill materials and thickness and installation of clay plugs or barrier collars.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.
J.01h. Include SWPPP requirements and BMPs as described in Mitigation Measure K.1 in Section VI.K, Mitigation Measures: Hydrology and Water Quality.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.
J.01l. Include a requirement that construction personnel be trained to recognize potential hazards associated with underground features that could contain hazardous materials, previously unidentified contamination, or buried hazardous debris.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.
J.01j. Develop and describe procedures for implementing a contingency plan, including appropriate notification and control procedures, in the event unanticipated subsurface hazards are discovered during construction. Control procedures could include, but would not be limited to, further investigation and removal of USTs or other hazards.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.
J.01k. Establish procedures, as necessary, so that construction activities avoid interfering with any RWQCB-required site investigation and remediation in the free product area.	Owner, Agency, other developers	S.A.	RWQCB	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.

Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Cert. of Occupancy					
F.03 TOXIC AIR CONTAMINANTS (TACs)					
F.03. Prior to issuing a certificate of occupancy for a facility containing potential toxic air contamination sources, obtain written verification from BAAQMD either that the facility has been issued a permit from BAAQMD, if required by law, or that permit requirements do not apply to the facility.	Owner, other owners		DBI; DPH	Prior to issuance of Certificate of Occupancy for relevant facilities	1. Owner/other owners to obtain and submit written verification from BAAQMD to DBI. 2. DBI reviews BAAQMD verification to ensure that the facility has been issued a permit, or to ensure that permit requirements do not apply to the facility. 3. DBI issues Certificate of Occupancy as long as all applicable conditions are met.
H.01 HEAVY EQUIPMENT STORAGE					
H.01. During the build-out period, store heavy construction equipment in the Project Area during the buildout period that is capable of traveling on damaged roads, clearing debris, and opening access to, and within, the Project Area after a major earthquake.	Owner, other developers	S.A.	Office of Emergency Services (OES)	Include in emergency response plan; update as necessary	1. Owner/other developers to prepare emergency response plan for the Project Area and include Mitigation Measure H.01. 2. OES to review emergency response plan before City issues Certificate of Occupancy. 3. OES to inspect Project Area to ensure compliance with mitigation measure. 4. Agency to ensure review by OES prior to issuing Certificate of Occupancy. 5. OES to require periodic updates of emergency response plan to review and approve.
H.02 EMERGENCY PREPAREDNESS AND EMERGENCY RESPONSE					
H.02. Following build-out, coordinate emergency response plans with the City regarding use of heavy equipment from the City storage yard in the vicinity of the Project Area	Owner, other developers	S.A.	Office of Emergency Services (OES)	Include in emergency response plan; update as necessary	1. Owner/other developers to adhere to mitigation measure during preparation of emergency response plan for Project Area. 2. OES to review completed emergency response plan before City issues Certificate of Occupancy. 3. OES to require periodic updates of emergency response plan to review and approve.
J.01 RISK MANAGEMENT PLAN(S)					
J.01m. Prohibit residences with unrestricted access to soils in front yards or backyards anywhere in the Project Area.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.

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MISSION BAY MITIGATION MEASURES

Block 1

Mitigation Measures	Mitigation Response	S.A.	Responsible (Other)	Mitigation Schedule	Implementation Procedures
Cert. of Occupancy (cont.)					
J.01 RISK MANAGEMENT PLAN(S) (cont.)					
J.01n. Prohibit access to native soils for private use. If disturbance of native subsurface soils or groundwater dewatering is planned, carry out these activities in accordance with the elements of the RMP called for in Measures J.01d through J.01k. Following construction or excavation or soil disturbance, restore the cap in accordance with the provisions of the RMP as called for in Measure J.01l.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.
J.01o. Prohibit the use of shallow groundwater within the Project Area for domestic, industrial, or irrigation purposes. Permit installation of groundwater wells within the Project Area only for environmental monitoring purposes. Secure and lock environmental wells installed within the Project Area to prevent unauthorized access to the groundwater. In the event the use of shallow groundwater is proposed, perform an assessment of the risks from direct exposure to the groundwater prior to use and obtain RWQCB or other appropriate regulatory agency approval of the results of the assessment and proposed uses.	Owner, Agency, other developers	S.A.	RWQCB; DBI; DPW; DPH	As provided in the EIR or in RMPs.	See implementation procedures identified for Mitigation Measure J.01.

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Abbreviations:

BAAQMD: Bay Area Air Quality Management District
DBI: San Francisco Department of Building Inspection
DPH: San Francisco Department of Public Health
DPW: San Francisco Department of Public Works
EIR: Environmental Impact Report
ERO: Environmental Review Officer
MTA/SSD: San Francisco Municipal Transportation Agency, Sustainable Streets Division (formerly Department of Parking and Traffic)
OES: Office of Emergency Services
PC: San Francisco Planning Commission
RMP: Resource Management Plan
RWQCB: San Francisco Bay Area Regional Water Quality Control Board
SFPUC: San Francisco Public Utilities Commission
S.A.; Agency: City and County of San Francisco as Successor to Redevelopment Agency
SWPPP: Stormwater Pollution Prevention Plan
TMA: Transportation Management Association

Exhibit B
Transportation Analysis

Adavant Consulting

Memorandum

To: Wade Wietgrefe – San Francisco Planning Department

Catherine Reilly – Successor Agency to the San Francisco Redevelopment Agency

Karl Heisler – Environmental Science Associates

From: José I. Farrán, PE

Date: May 15, 2013 – Final Version

Re: Transportation assessment for the proposed development of a mixed-use project located in Block 1 of the Mission Bay South area of San Francisco

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This technical memorandum summarizes the data, analysis, and conclusions of a transportation assessment prepared by Adavant Consulting for the San Francisco Planning Department and the Successor Agency to the San Francisco Redevelopment Agency (SFRA) for the re-entitlement of Block 1 in the Mission Bay South Plan Area for a proposed mixed-use project within the residential subarea in the Mission Bay South Plan Area in San Francisco (See Figure 1, p. 2). The Mission Bay South Plan Area is bounded by the Mission Bay Creek to the north, Mariposa Street to the South, the San Francisco Bay to the east and the Caltrain tracks (Mississippi and Seventh streets) to the west. The Mission Bay South Plan Area excludes Seawall Lot 337, also known as Lot A, which is under the Port of San Francisco jurisdiction and is currently used as surface parking.

The Mission Bay South Area is further subdivided into five planning subareas, Central, East, West, UCSF Campus and UCSF Medical Center[1] (See Figure 2, p. 3). The project site is within the Central subarea (Blocks 1 through 13) which includes mostly residential uses with some retail on the ground floor, a public safety building (Block 8), and the proposed hotel in Block 1, which is part of the proposed re-entitlement project.

This transportation assessment has been prepared according to the scope of work approved by the San Francisco Planning Department and the Successor Agency on May 13, 2013, which is included in Appendix A.

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[1] The 1998 Final Mission Bay Subsequent Environmental Impact Report (Mission Bay FSEIR) defines only four planning subareas, Central, East, West, and UCSF Campus. The UCSF Medical Center was not envisioned at the time and the corresponding development blocks were considered part of the West subarea.

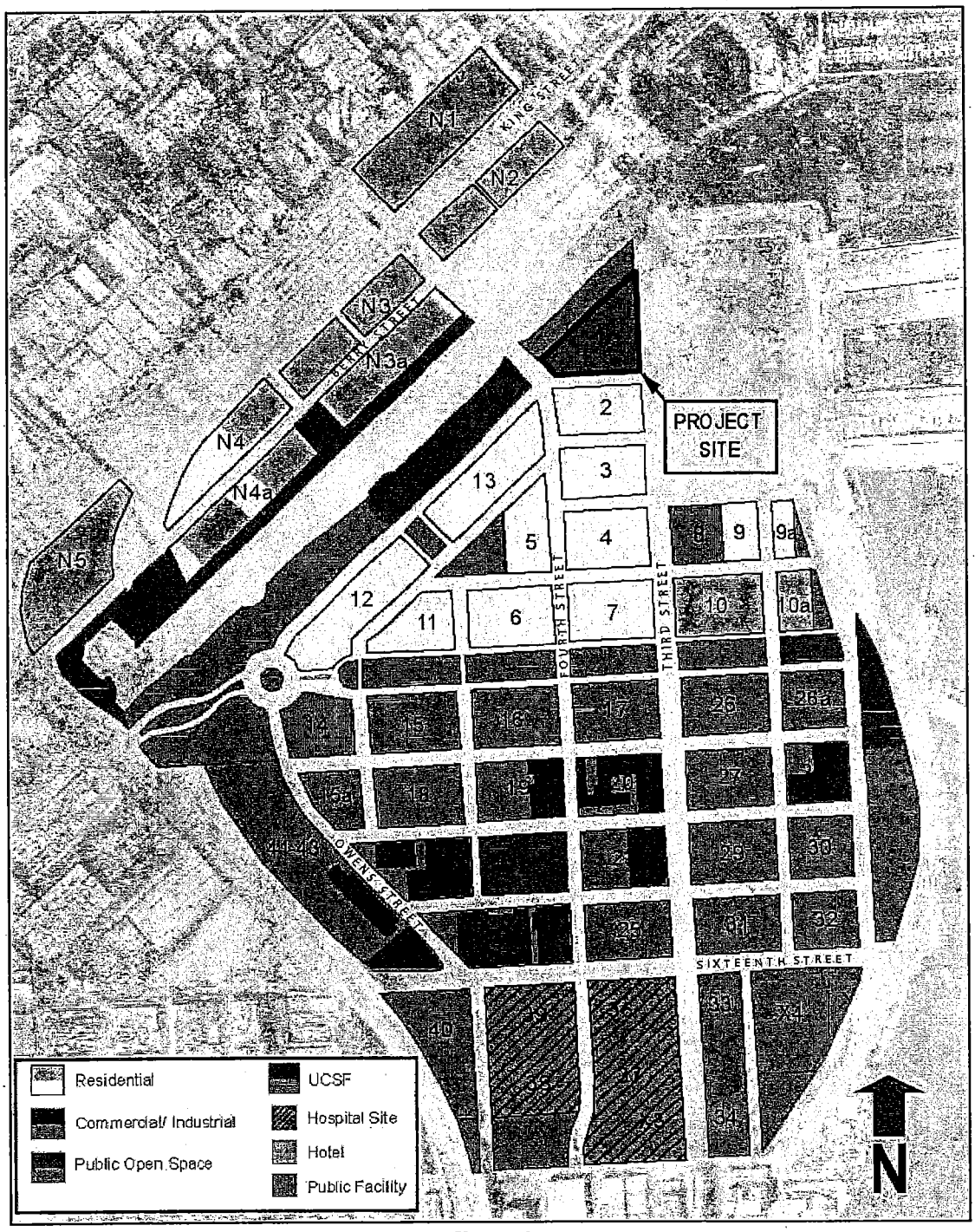

Figure 1
Mission Bay North and South Plan Areas
Proposed Re-entitlement of Block 1 Project Site

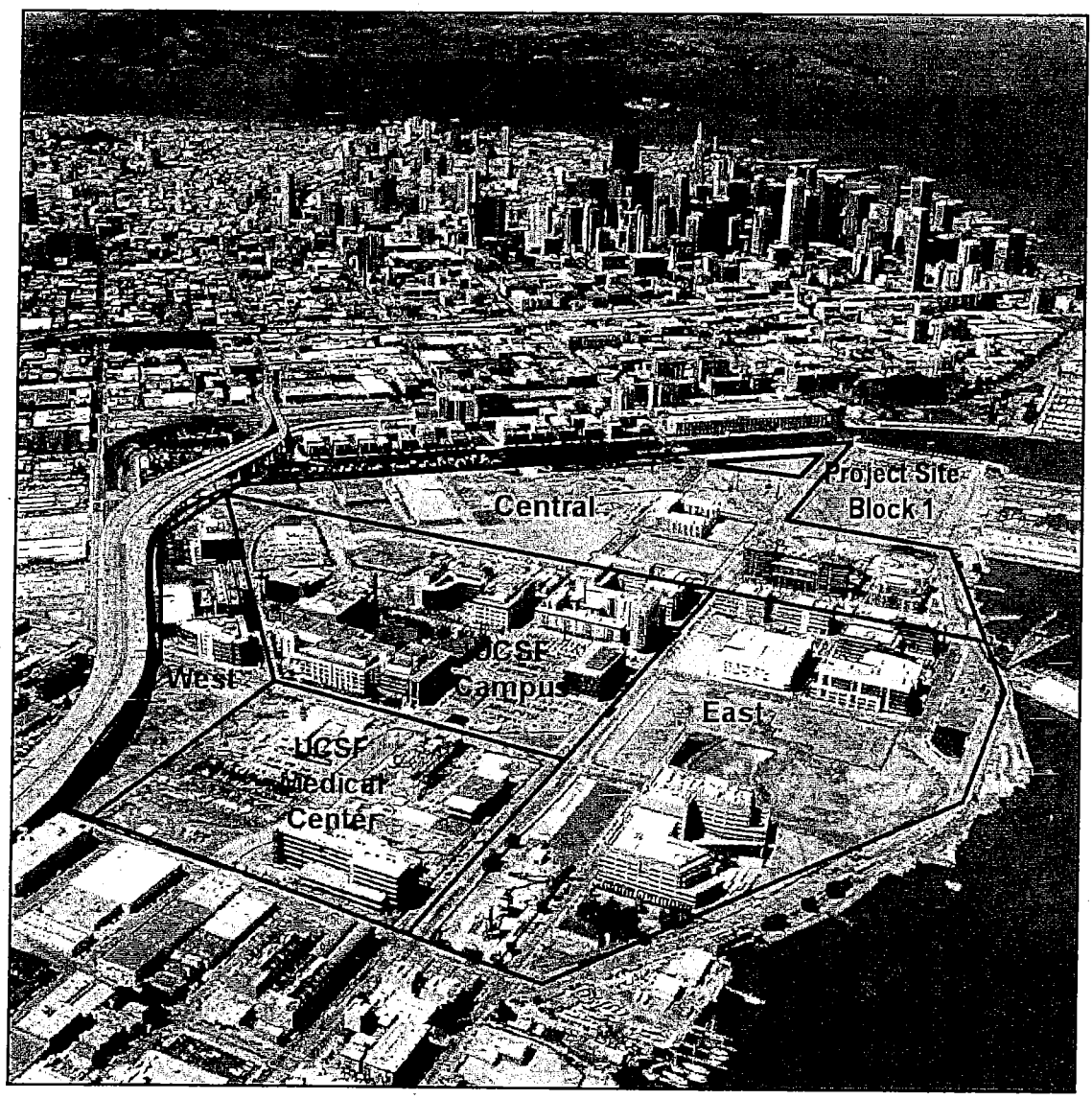

Figure 2
Mission Bay South Planning Subareas
Proposed Re-entitlement of Block 1 Project Site

PROJECT DESCRIPTION

Block 1 is located in the Mission Bay South Plan Area and encompasses a triangular 2.7-acre undeveloped block bounded by the Mission Creek Channel and Park P1 to the north, Third Street to the east, Channel Street to the south, and Fourth Street to the west. Before 1998, Mission Bay was characterized by low-intensity industrial development and vacant land. Since adoption of the South Plan in 1998, Mission Bay has undergone redevelopment into a mixture of residential, commercial (light industrial, research and development, labs and offices), and

educational/institutional uses and open space. The project site is currently vacant and is used during baseball season as overflow parking for the nearby AT&T Park.

Block 1 is currently entitled for a 500-room hotel, 50,000 square feet (sq ft) of retail and 191 off-street parking spaces. The Block 1 project sponsor has submitted a request for an Amendment to the Mission Bay South Redevelopment Plan ("Plan Amendment") and an Amendment to the Mission Bay South Owner Participation Agreement (OPA Amendment") ("Block 1 re-entitlement project") for Block 1 to the Successor Agency and is seeking approval that would permit the development of up to 350 dwelling units, 250 hotel rooms and 25,000 sq ft of retail; the 350 dwelling units would represent an increase in the total number of dwelling units currently permitted within the South Plan Area. In addition, although the details are not known at this time, a number of off-street vehicle parking, bicycle parking, motor-coach parking, and commercial loading spaces would be provided on-site, in accordance with the Mission Bay Design for Development South requirements.

Vehicular access into the garages would be expected to be provided via Third and Channel Streets. Per the Mission Bay Infrastructure Plan, vehicles on Third Street would have full access to the site from both the southbound and northbound directions. From Channel Street, vehicles would have access in or out of the site from the westbound direction only (right-turn in / right-turn-out).

EXISTING TRANSPORTATION CONDITIONS

This section provides a description of the existing transportation conditions in the vicinity of the Block 1. Included in this chapter are descriptions of the existing roadway traffic, transit, pedestrian and bicycle conditions in the area. Figure 3 on the next page presents the existing roadway and transit network in the vicinity of the project site. Appendix B includes a description of the approved roadway configuration and roadway categories that are called for at full build-out by the Mission Bay South Infrastructure Plan and the Mission Bay Design for Development–South documents.

ROADWAY NETWORK

The Project site is accessible by local streets with connections to and from regional freeways and highways in the State system.

Interstate 280 (I-280) provides regional access to the project site from western San Francisco and the South Bay/Peninsula, and to and from downtown San Francisco. In the vicinity of Block 1, I-280 is a six-lane freeway. I-280 and U.S. 101 intersect to the southwest of Block 1. Nearby northbound and southbound on- and off-ramps are located at the intersection of King Street and Sixth Street; alternative on- and off-ramps are located further south between Indiana and Pennsylvania Streets at Mariposa Street and at 18th Street.

Third Street is the principal north-south arterial in the southeastern section of San Francisco, extending northerly from Bayshore Boulevard to Market Street. In the Mission Bay South Area, Third Street generally has two lanes each way, 10-foot wide sidewalks and no parking allowed on either side of the street.

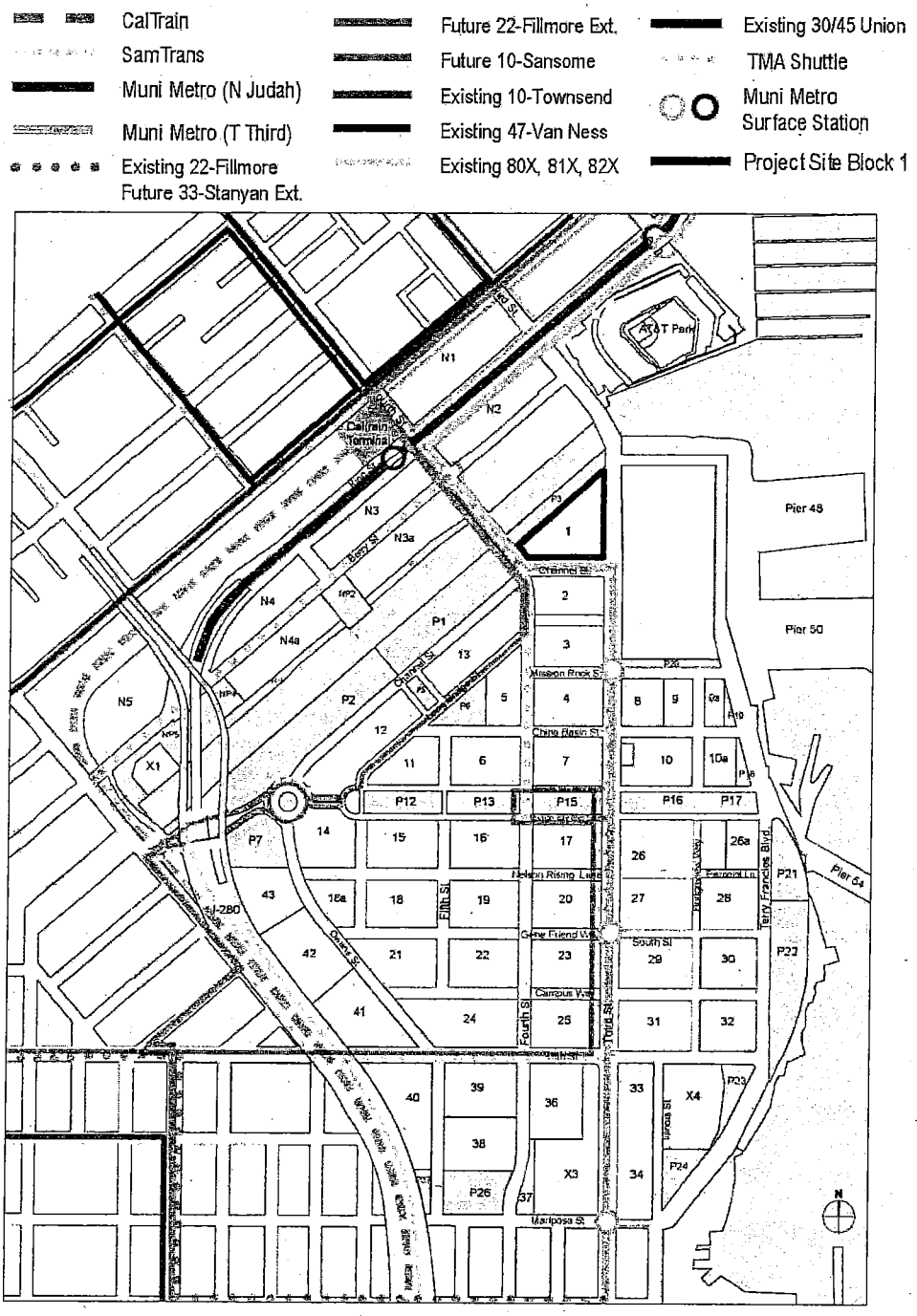

Figure 3
Roadway and Transit Network in the Vicinity of Block 1

The Mission Bay Master Developer (Mission Bay Development Group, MBDG) will reconstruct Third Street adjacent to the project site as part of the Mission Bay South Infrastructure Plan (see Appendix B) at the time Block 1 is constructed between Channel and Terry François Boulevard to accommodate two travel lanes each way with a northbound/ southbound left-turn lane located in the median. The northbound and southbound travel lanes will be 12 to 13 feet wide, while the center left-turn lane will be 12 feet wide. A 12-foot wide sidewalk will be built on the west side of the Third Street, adjacent to Block 1. A 14.5-wide sidewalk will be provided by the developers of Seawall Lot 337 on the west side of the street. Third Street will be expected to provide vehicular and pedestrian access to the hotel, residential and commercial uses in Block 1.

The San Francisco General Plan designates Third Street as a Major Arterial in the Congestion Management Network, a Metropolitan Transportation System Street, a Primary Transit Street (Transit Important), a Neighborhood Commercial Street, and a Citywide Bicycle Route (Route #536, Class III) from Townsend Street to Terry François Boulevard. The San Francisco Better Streets Plan identifies Third Street in the Mission Bay Area as a Residential Throughway. The Mission Bay Design for Development–South defines Third Street as an arterial street.

Fourth Street is a new north-south two-way street that bisects the Mission Bay South Area and currently connects Channel Street with 16th Street, its terminus. Fourth Street accommodates MUNI's T-Third Street Light Rail Transit service in its median between King Street and Channel; south of Channel, Fourth Street provides vehicle and bicycle travel to the residential area in Mission Bay South and the UCSF Campus. From Channel to 16th Street, Fourth Street has already been built to its ultimate configuration per the Mission Bay Infrastructure Plan to accommodate one travel lane plus one striped bicycle lane each way; on-street parking is generally allowed on both sides of the street. An exclusive left-turn lane is provided on the northbound approach to the Channel intersection. A bicycle and pedestrian way will be provided on Fourth Street between 16th and Mariposa Streets.

The San Francisco General Plan identifies Fourth Street north of Channel Street as a Major Arterial in the Congestion Management Network, a Metropolitan Transportation System Street, a Primary Transit Street (Transit Important), and a Neighborhood Commercial Street. The San Francisco Better Streets Plan identifies Fourth Street within Mission Bay as a as a Residential Throughway from King Street to Channel, as a Neighborhood Commercial Street from Channel to Mission Bay Boulevard, and as a Mixed Use Street from Mission Bay Boulevard to 16th Street. The Mission Bay Design for Development–South defines Fourth Street as a collector street.

Channel Street is an existing street that connects Fourth Street to Third Street along the south side of Block 1 and has already been built to its final configuration. It provides two 11-foot travel lanes each way with a 26-foot wide median in the center, to accommodate two tracks for MUNI's T-Third Street light rail transit service; the Muni tracks right of way is physically separated from the travel lanes by a raised curb. No on-street parking is allowed on this segment of Channel Street. A 12-foot sidewalk is provided on the north and south sides of the street. Channel will be expected to provide vehicular and pedestrian access to the residential and retail uses in Block 1, as well as vehicular access to the hotel. MBDG will extend Channel Street west as part of the Mission Bay South Infrastructure Plan to connect with Owens Street, Mission Bay Boulevard, and Mission Bay Drive. The Mission Bay Design for Development–South defines Channel Street as a minor arterial street.

INTERSECTION LEVEL OF SERVICE

Existing intersection operating conditions were evaluated for the peak hour of the weekday PM peak commute period (4:00 to 6:00 PM); all of the study intersections are controlled by traffic signals. Intersection turning movement counts were collected at seven study intersections in October 2011 and April 2012.

The operating characteristics of signalized and unsignalized intersections are described by the concept of Level of Service (LOS). LOS is a qualitative description of the performance of an intersection based on the average delay per vehicle. Intersection levels of service ranges from LOS A, which indicates free flow or excellent conditions with short delays, to LOS F, which indicates congested or overloaded conditions with extremely long delays. LOS A through LOS D are considered excellent to satisfactory service levels, LOS E is undesirable, and LOS F conditions are unacceptable. Appendix C presents LOS descriptions for signalized intersections. In San Francisco, LOS E and F are considered unacceptable operating conditions for signalized intersections.

The study intersections have been evaluated using the 2000 Highway Capacity Manual (HCM) methodology. For signalized intersections, this methodology determines the capacity of each lane group approaching the intersection. The LOS is then based on average delay (in seconds per vehicle) for the various movements within the intersection. A combined weighted average delay and LOS are presented for the intersection.

Table 1 presents the results of the intersection LOS analysis for the existing weekday PM peak hour conditions; detailed calculations are included in Appendix C. During the weekday peak hour, six of the seven existing study intersections operate at acceptable LOS (LOS D or better), with average delays per vehicle of about 40 seconds or less. The intersection of King Street and Fourth Street experiences the worst conditions (LOS E) with an average delay of 67 seconds per vehicle.

Table 1
Intersection Level of Service
Existing Conditions –Weekday PM Peak Hour [a]

	Intersection Name	Traffic Control Device	Delay [b]	Level of Service
1	16th St. / Third St.	Traffic Signal	27.0	C
2	16th St. / Owens St.	Traffic Signal	25.7	C
3	Mission Rock. St. / Third St.	Traffic Signal	27.9	C
4	Channel St. / Third St.	Traffic Signal	28.8	C
5	Channel St. / Fourth St.	Traffic Signal	12.7	B
6	King St. / Third St.	Traffic Signal	40.2	D
7	King St. / Fourth St.	Traffic Signal	**67.0**	**E**

Notes:
[a] Data in **bold** indicates intersection operating at LOS E or F.
[b] Intersection delay presented in seconds per vehicle.
Source: Adavant Consulting – January 2013.

TRANSIT NETWORK AND SERVICE

The project site is served by a combination of public transit provided by the San Francisco Municipal Railway (Muni), with shuttle bus service provided by UCSF and the Mission Bay Transportation Management Association. Regional service is provided by BART (East and Peninsula), SamTrans (South Bay/Peninsula), AC Transit (East Bay), and Golden Gate Transit (North Bay) all located in the vicinity of the Transbay Transit Terminal and the Ferry Building, approximately two miles to the north of the project site. In addition, rail service to and from the South Bay/Peninsula is provided by Caltrain from its Depot at the corner of King and Fourth streets, approximately ½ mile to the north of the project site.

San Francisco Municipal Railway (Muni) provides transit service within the City and County of San Francisco, including bus (both diesel and electric), light rail (Muni Metro), cable car, and electric streetcar lines. Muni Metro N-Judah and T-Third light rail lines are located in close proximity to Block 1. The N-Judah connects the Sunset district in San Francisco with the Caltrain Depot via Market Street and running on a semi-exclusive median along The Embarcadero and King Street; it operates daily with headways of approximately 10 minutes on weekdays and weekends (owl service is provided with buses at 30-minute headways). The T-Third connects downtown with the southeastern part of the city running on a semi-exclusive median along The Embarcadero, King Street, Fourth Street and Third Street; it operates daily between 5 AM and midnight with weekday headways of approximately 10 minutes, and 15 minutes on weekends.

In addition, the 30 Stockton, 45 Union-Stockton, and 47 Van Ness trolley bus lines operate on Townsend Street, approximately ¼ of a mile to the north of Block 1. The 30 Stockton and 45 Union-Stockton connect the Marina district with the Caltrain Depot, with headways of approximately 8 and 12 minutes during the AM and PM peak commute periods, respectively. The 47 Van Ness connects Fisherman's Wharf area with the Caltrain Depot at 10-minute headways during the AM and PM peak commute periods.

As previously shown in Figure 3 (p. 5), the closest stop for the N-Judah is located at the Caltrain Depot. The closest northbound stop for the T-Third is located at the intersection of Fourth and Berry Streets, while the closest southbound stop is located at the intersection of Third and Mission Rock Streets. The closest stop for the 30 Stockton, 45 Union-Stockton, and 47 Van Ness is located at the intersection of Fourth and King Streets.

Table 2 summarizes the utilization of the Muni light rail and bus lines operating in the vicinity of the project during the weekday PM peak hour based on ridership and capacity data provided by Muni at the maximum load point (MLP). The MLP is the location where the route has its highest number of passengers relative to capacity. Muni assigns a maximum capacity estimate to each line based on the seated plus standing capacity of each vehicle type operating on a transit line. In addition, Muni's Short-Range Transit Plan (SRTP) defines a maximum utilization factor to be used for planning purposes, which is 85 percent of the maximum vehicle capacity. As shown in Table 2, all the nearby lines currently operate below Muni's maximum utilization factor (85 percent) and both have available capacity at the MLP to accommodate additional passengers.

Table 2
Existing Muni Service Utilization – Weekday PM Peak Hour

Route	Direction toward	Maximum Load Point (MLP)			
		Location	Ridership [a]	Capacity [a]	Utilization
N Judah	Caltrain Depot	Carl/Cole	880	1,904	46%
	Sunset	Van Ness Station	1,773	2,131	83%
T Third	Bayshore	The Embarcadero/Folsom	508	714	71%
	Downtown	Van Ness Station	601	830	72%
30 Stockton	Caltrain Depot	Chestnut/Octavia	705	1,224	58%
	Marina	Stockton/Sutter	660	1.248	53%
45 Union-Stockton	Caltrain Depot	Stockton/Sacramento	240	315	76%
	Marina	Stockton/Sutter	260	315	83%
47 Van Ness	Caltrain Depot	Van Ness/McAllister	276	378	73%
	Fisherman's Wharf	Van Ness/O'Farrell	258	378	68%

Note:
[a] Data collected in 2010 (rail) and 2011 (bus) by Muni.
Source: SF Planning Department, Transit Data for Transportation Impact Studies, Table: Route Load and Capacity by Time Period and Direction of Travel, December 18, 2012.

UCSF provides free bus services to transport UCSF faculty, staff, students, patients and visitors between the Mission Bay campus and other major campus sites (Parnassus Heights, Mt Zion, SF General Hospital) and secondary destinations (e.g., 654 Minnesota Street). The shuttle system is primarily designed to facilitate work-related travel between UCSF locations and reduce single-occupancy inter-campus trips during the day, but it also offers linkages to major transit service providers such as BART and Caltrain. The buses operate on a regular schedule Monday through Friday throughout the year, excluding campus holidays at 15- to 20-minute headways; some shuttles pick up after hours and on weekends.

Mission Bay Transportation Management Association (MBTMA), formed several years ago, in conformance with mitigation measures identified in the Mission Bay FSEIR, provides two shuttle bus route services (east and west) between Mission Bay and the Powell BART Station and the Caltrain Depot; they are free of charge and open to all employees, residents, and visitors to the Mission Bay Area and the China Basin Landing building. The west route serves Seventh and Owens Streets, while the east route serves Third Street and Terry François Boulevard; both operate at 15-minute intervals from 7 to 10 AM and 3:45 to 8:15 PM.

PEDESTRIANS AND BICYCLISTS

Sidewalks are provided on both sides along Third Street, Channel Street, and Fourth Street. The intersections of Channel Street with Third Street and with Fourth Street are signalized and equipped with pedestrian countdown signal heads. Sidewalks and crosswalks were observed to operate at free-flow conditions due to the relatively low level of development in the area, with pedestrians moving at normal walking speeds and with freedom to bypass other pedestrians.

No streets adjacent to the project site have been designated as Citywide Bicycle Routes in the San Francisco Bicycle Plan (see Figure 4).

Mission Bay – Designated Bikeways

Class I Bicycle Route
Class II Bicycle Route
Class III Bicycle Route
Existing City-Wide Bicycle Route
Project Site - Block 1

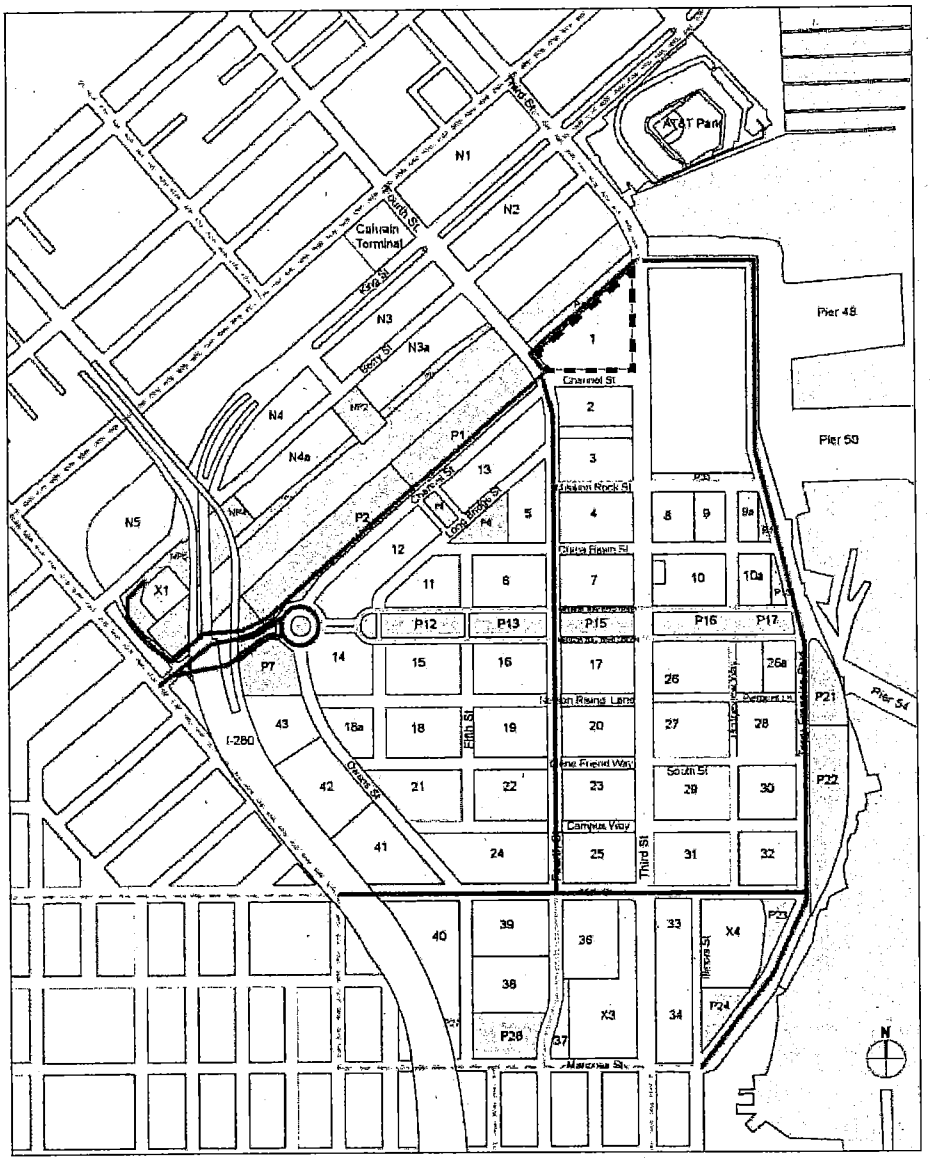

Figure 4
Bicycle Network in the Vicinity of Block 1

On the other hand, the Mission Bay Redevelopment Plan designates Fourth Street as Class II bicycle route between Channel Street and 16th Street, and as a Class III bicycle route between 16th Street and Mariposa Street (which UCSF plans to upgrade to a Class I bicycle route as part of the UCSF MCMB/Fourth Street Pedestrian Plaza projects).[2]

TRAVEL DEMAND

Project travel demand refers to the new person- and vehicle-trips that would be generated by or attracted to the proposed project. This section provides an estimate of the travel demand that would be expected to/from the re-entitlement of Block 1 based on the appropriate rates and factors provided in the San Francisco Planning Department's *Transportation Impact Analysis Guidelines for Environmental Review* (SF Guidelines), published in October 2002. Block 1 is located in the Southeast Quadrant (Superdistrict 3 or SD3) of San Francisco. A summary of the travel demand analysis is presented in the next sub-section below; more detailed information is included in Appendix D.

TRIP GENERATION

The daily and peak hour person-trip generation for the proposed development in Block 1 includes residents, employees and visitors and is based on the appropriate rates as provided by Table C-1 in the SF Guidelines. Detailed information about the sizes of the proposed residential units in Block 1 is not available at this time, thus for trip generation purposes it has conservatively been assumed that all units would have two or more bedrooms. Table 3 presents the weekday daily and PM peak hour person-trip generation for the proposed re-entitlement of Block 1; overall, the Block 1 project would generate approximately 9,000 person-trips on a daily basis and 1,120 person-trips during the weekday PM peak hour.

Table 3
Block 1 Re-entitlement Project Number of Person-Trips Generated by Land Use

Land Use Type	Size (gsf)	Person Trip Rate		Person-Trips	
		Daily	PM peak hour	Daily	PM peak hour
Residential	364,000 [a]	10 per unit [b]	1.7 per unit [b]	3,500	606
Hotel	363,000 [c]	7 per room	0.7 per room	1,750	175
Retail [d]	25,000	150 per 1,000 gsf	13.5 per 1,000 gsf	3,750	338
Total	**752,000**			**9,000**	**1,119**

Notes:
[a] 350 dwelling units.
[b] Conservatively assumes that all residential units would have two or more bedrooms.
[c] 250 hotel rooms.
[d] Assumes a general retail use with standard rates taken from the SF Guidelines.
Source: SF Guidelines, Adavant Consulting – April 2013.

[2] Class I bicycle facilities are physically separated and generally on a separate path from motor vehicle traffic, Class II bicycle facilities are delineated bicycle lanes adjacent to the curb lane, and Class III bicycle facilities are signed routes only, where bicyclists share travel lanes with vehicles (some on narrow streets, and some on streets with wide curb lanes).

Modal Split and Average Vehicle Occupancy Rates

The Block 1 land use-generated person-trips were allocated among different travel modes in order to determine the number of auto, transit and other trips going to and from the project site. The "Other" category includes walk, bicycle, motorcycle and additional modes, such as taxis. Mode split assumptions for work and non-work trips for the residential use are based on U.S. 2007-2011 American Community Survey 5-Year Estimates Data for the census tract where Block 1 is located (Tract 607). Mode of travel assumptions for the hotel and retail uses are based on information contained in the SF Guidelines for employee and visitor trips to the SD3 District.

Table 4 summarizes the typical weekday PM peak hour trip generation by mode of travel for the land uses being proposed for Block 1. During the weekday PM peak hour, the re-entitlement of Block 1 would generate 575 person-trips by automobile (51 percent), 279 person-trips by transit (25 percent), and 265 person-trips by other modes, including walking (24 percent).

Table 4
Block 1 Re-entitlement Project Trip Generation by Mode and Land Use
Weekday PM Peak Hour

Land Use Type	Person-Trips				Vehicle Trips
	Auto	Transit	Other[a]	Total	
Residential	243	204	159	606	217
Hotel	114	34	27	175	76
Retail	218	41	79	338	117
Total	**575**	**279**	**265**	**1,119**	**410**
	51%	25%	24%	100%	208 in / 202 out

Note:
[a] "Other" includes walk, bicycle, motorcycle, and additional modes such as taxis.
Sources: U.S. Census 2007-2011 American Community Survey, SF Guidelines, Adavant Consulting – January 2013.

As also shown in Table 4, Block 1 would generate 410 vehicle trips during the peak hour, 208 of which would be inbound (50.7 percent) and 202 outbound (49.3 percent).

Trip Distribution/Assignment

The distribution of trips for the land uses being proposed for Block 1 was obtained from the U.S. Census Bureau and the SF Guidelines for the proposed land uses within SD3 where the project site is located. The distribution is based on the origins and destinations of trips for each specific land use, which are assigned to the four quadrants of San Francisco (Superdistricts 1 through 4), East Bay, North Bay, South Bay and Out of Region. The results are summarized in Table 5.

Table 5
Block 1 Re-entitlement Project Trip Distribution Patterns by Land Use

Place of Trip Origin	Residential	Hotel		Retail		Block 1 Project [a]
	Residents & Visitors	Workers	Visitors	Workers	Visitors	
San Francisco						
Superdistrict 1	56.8%	8.3%	13.0%	8.3%	6.0%	32.2%
Superdistrict 2	8.1%	10.6%	14.0%	10.6%	9.0%	9.8%
Superdistrict 3	8.1%	23.9%	44.0%	23.9%	61.0%	23.2%
Superdistrict 4	8.1%	7.9%	7.0%	7.9%	5.0%	7.8%
East Bay	8.6%	14.3%	9.0%	14.3%	3.0%	7.8%
North Bay	2.6%	5.6%	1.0%	5.6%	2.0%	3.4%
South Bay	7.6%	26.9%	9.0%	26.9%	9.0%	13.9%
Out of Region	0.0%	2.5%	3.0%	2.5%	5.0%	2.0%
Total	**100.0%**	**100.0%**	**100%**	**100.0%**	**100%**	**100.0%**

Note:
[a] Aggregated values for the combined land uses during the PM peak hour.
Sources: U.S. Census 2006-2010 American Community Survey, SF Guidelines, Adavant Consulting – January 2013.

As shown in Table 5, approximately three fourths (73 percent) of the Block 1 land use generated trips would come from areas within San Francisco; 32 percent to/from SD1 (downtown) and 23 percent to/from SD3 (where the project is located). Approximately 14 percent of the trips would be to/from the South Bay. The trip distribution presented in Table 5 was used as the basis for assigning project- land use generated/ attracted trips to the local streets and transit service providers in the study area.

Freight Loading Demand

Freight delivery and service vehicle demand was estimated based on the methodology and truck trip generation rates presented in the SF Guidelines (See Appendix E). As shown in Table 6, the Block 1 re-entitlement would generate on average 49 delivery/service vehicle trips per day, which correspond to 2.3 loading spaces during an average hour or 2.8 loading spaces during the peak hour of loading activities. It is anticipated that most of the delivery/service vehicles that would be generated in Block 1 would consist of small delivery trucks and vans.

Table 6
Block 1 Re-entitlement Project Freight Delivery and Service Vehicle Demand by Land Use

Land Use Type	Size (gsf)	Daily Truck Trips	Demand for Loading Spaces	
			Peak Hour [a]	Average Hour
Residential	364,000 [b]	10.9	0.6	0.5
Hotel	363,000 [c]	32.7	1.9	1.5
Retail	25,000	5.5	0.3	0.3
Total	**752,000**	**49.1**	**2.8**	**2.3**

Notes:
[a] Peak hour truck trip generation generally occurs between 10 AM and 1 PM, and is unrelated to the PM peak hour used in the other transportation analyses.
[b] 350 dwelling units; conservatively assumes that all residential units would have two or more bedrooms.
[c] 250 hotel rooms.
Source: SF Guidelines, Adavant Consulting – January 2013.

Passenger loading/unloading demand associated with the hotel use was estimated based on the methodology presented in the SF Guidelines (See Appendix E). Based on the PM peak hour trip generation estimates, the peak passenger vehicle loading/unloading demand during the peak 15 minutes was estimated to be four vehicles.

Parking Demand

Parking demand for the re-entitlement of Block 1 was determined based on methodology presented in the SF Guidelines. Parking demand consists of both long-term demand (typically residents and employees) and short-term demand (typically visitors). Long-term parking demand for the residential uses was estimated assuming 1.5 spaces for every residential unit, and then applying a midday or evening peak demand percentage.

For the hotel use, it was estimated that hotels generate long-term demand only for hotel guests and employees. Hotel guests would generate long-term demand at a rate of one space per four rooms, while the employee long-term demand was calculated by determining the number of daytime employees and applying the average mode split and vehicle occupancy from the trip generation estimation.

Long-term parking demand for the retail uses was estimated by applying the average mode split and the vehicle occupancy from the trip generation estimation to the number of employees for each of the proposed land uses. Short-term parking for these uses was estimated based on the total daily visitor trips and average daily parking turnover rate (5.5 vehicles per space per day). Table 7 summarizes the estimated midday and evening peak new parking demand for the proposed re-entitlement of Block 1. More detailed parking demand calculations are presented in Appendix E.

Overall, the Block 1 project would generate a parking demand of 656 spaces during the midday and 801 spaces in the evening. The residential use would generate a total parking demand for 446 long-term spaces during the midday and 525 spaces in the evening, the hotel use would generate a total parking demand of 87 long-term spaces (25 of them for guests) during the midday and 125 spaces (63 of them for guests) in the evening, and the retail use would generate a total parking demand of 123 spaces (83 short-term and 40 long-term) during the midday and 151 spaces (111 short-term and 40 long-term) in the evening.

Table 7
Block 1 Re-entitlement Project Weekday Parking Demand by Land Use

Land Use Type	Midday (1 PM - 3 PM)			Evening (7 PM - 9 PM)		
	Short-term Spaces	Long-term Spaces	Total Spaces	Short-term Spaces	Long-term Spaces	Total Spaces
Residential	0	446	446	0	525	525
Hotel	0	87 [a]	87	0	125 [b]	125
Retail	83	40	123	111	40	151
Total	**83**	**573**	**656**	**111**	**690**	**801**

Notes:
[a] Includes hotel guest parking demand of 25 spaces, and employee parking demand of 62 spaces
[b] Includes hotel guest parking demand of 63 spaces, and employee parking demand of 62 spaces
Source: SF Guidelines, Adavant Consulting – January 2013.

CUMULATIVE TRAVEL DEMAND COMPARISON

As indicated in the Project Description, the Block 1 site is currently entitled for a 500-room hotel and 50,000 gsf of retail as part of the Mission Bay FSEIR; this sub-section provides a comparison between the travel demand estimates included in the Mission Bay FSEIR for Block 1, with those of the proposed re-entitlement for Block 1 as presented in the previous sub-sections for the purposes of the cumulative analysis. The proposed re-entitlement of Block 1 calls for 350 residential units, a 250-room hotel, and approximately 25,000 gsf of ground floor retail space, therefore, the difference between the original and the proposed re-entitlements would be the addition of 350 residential units, and the elimination of 250 hotel rooms (50 percent of the value assumed in the Mission Bay FSEIR) and 25,000 gsf of retail space (50 percent of the value assumed in the Mission Bay FSEIR). The results of the land use and travel demand comparison are shown in Table 8; it should be noted that the Mission Bay FSEIR used different travel demand rates based on the set of SF Guidelines for Environmental Review that were applicable at the time the transportation analysis was conducted (1991 SF Guidelines).

Table 8
Cumulative Land Use and Travel Demand Comparison for Block 1

	Mission Bay FSEIR		Proposed Block 1 Re-entitlement		Difference in Entitlement	
Land Use						
Residential	0 units		350 units		350 units	
Hotel	500 rooms		250 rooms		-250 rooms	
Retail	50,000 gsf		25,000 gsf		-25,000 gsf	
Person Trips All Modes	**Daily** [a]	**PM Peak Hour** [a]	**Daily** [b]	**PM Peak Hour** [b]	**Daily**	**PM Peak Hour**
Residential	0	0	3,500	606	3,500	606
Hotel	3,325	316	1,750	175	-1,662 [c]	-158 [c]
Retail	6,523	262	3,750	338	-3,262 [d]	-131 [d]
Total	**9,848**	**578**	**9,000**	**1,119**	**-1,424**	**317**
PM Peak Hour Vehicle Trips	**Number of Vehicles** [e]		**Number of Vehicles** [f]		**Number of Vehicles**	
Residential	0		217		217	
Hotel	131		76		-66 [c]	
Retail	89		117		-45 [d]	
Total	**220**		**410**		**106**	
Peak Parking Demand	**Number of Spaces** [g]		**Number of Spaces** [h]		**Number of Spaces**	
Residential	0		525		525	
Hotel	83		125		-42 [c]	
Retail	222		151		-111 [d]	
Total	**305**		**801**		**372**	

Notes:

[a] Assumes a retail trip generation of 150 daily trips and 6 PM peak hour trips per 1,000 gsf and a hotel trip generation of 6.9 daily trips and 0.7 PM peak hour trips per room. These trip generation rates were further adjusted in the 1998 Mission Bay FSEIR to account for internal trips, which correlate to an overall assumption that approximately 10 percent of total person trips for the Mission Bay Plan Area would be internal trips. See 1998 Mission Bay FSEIR, Volume I, Table V.E.6, p. V.E.58. and Volume IV, Table D.3, p. D.31.

[b] See Table 3 (p. 12) in this document.

[c] Reflects the elimination of 250 hotel rooms in accordance with the 1998 Mission Bay FSEIR assumptions, which used a different set of travel demand rates based on the 1991 SF Guidelines (see note a); the number shown in this cell represents 50% of the value assumed in the 1998 Mission Bay FSEIR.

[d] Reflects the elimination of 25,000 gsf of retail use in accordance with the 1998 Mission Bay FSEIR assumptions, which used a different set of travel demand rates based on the 1991 SF Guidelines (see note a); the number shown in this cell represents 50% of the value assumed in the 1998 Mission Bay FSEIR.

[e] See 1998 Mission Bay FSEIR, Table V.E.8, p. V.E.62.

[f] See Table 4 (p. 13) in this document.

[g] See 1998 Mission Bay FSEIR, Table V.E.17, p. V.E.97.

[h] See Table 7 (p. 15) in this document.

Source: SF Guidelines, U.S. Census, Adavant Consulting – April 2013.

As shown in Table 8, the proposed re-entitlement of Block 1 compared with the assumptions in the Mission Bay FSEIR would decrease the total daily travel demand by approximately 1,420 person trips in the cumulative scenario. At the same time, the travel demand during the PM

peak hour would increase by 317 person trips and 106 vehicle trips; overall peak parking demand would increase by 372 parking spaces in the cumulative scenario.

PROJECT IMPACT ANALYSIS

This section presents the assessment of potential transportation impacts due to the travel demand generated by the proposed re-entitlement of Block 1. The assessments of transportation impacts are grouped into eight areas: traffic, transit, pedestrian, bicycle, loading, emergency vehicle access, and construction. Parking analysis is also presented at the end of this section for informational purposes. The assessment of potential cumulative impacts is presented in the next section, Cumulative Mission Bay Area Impacts.

SIGNIFICANT CRITERIA

The following are the significance criteria used by the Planning Department for the determination of impacts associated with a proposed project:

- In San Francisco, the threshold for a significant adverse impact on traffic has been established as deterioration in the level of service (LOS) at a signalized intersection from LOS D or better to LOS E or LOS F, or from LOS E to LOS F. The operational impacts on unsignalized intersections are considered potentially significant if project-related traffic causes the level of service at the worst approach to deteriorate from LOS D or better to LOS E or LOS F and Caltrans signal warrants would be met, or causes Caltrans signal warrants to be met when the worst approach is already at LOS E or LOS F.

- For an intersection that operates at LOS E or LOS F under existing conditions, there may be a significant adverse impact depending upon the magnitude of the project's contribution to the worsening of delay. In addition, a project would have a significant adverse effect if it would cause major traffic hazards, or would contribute considerably to the cumulative traffic increases that would cause the deterioration in LOS to unacceptable levels (i.e., to LOS E or LOS F).

- The project would have a significant effect on the environment if it would cause a substantial increase in transit demand that could not be accommodated by adjacent transit capacity, resulting in unacceptable levels of transit service; or cause a substantial increase in operating costs or delays such that significant adverse impacts in transit service levels could result. With the Muni and regional transit screenlines analyses, the project would have a significant effect on the transit provider if project-related transit trips would cause the capacity utilization standard to be exceeded during the peak hour.

- The project would have a significant effect on the environment if it would result in substantial overcrowding on public sidewalks, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas.

- The project would have a significant effect on the environment if it would create potentially hazardous conditions for bicyclists or otherwise substantially interfere with bicycle accessibility to the site and adjoining areas.

- The project would have a significant effect on the environment if it would result in a loading demand during the peak hour of loading activities that could not be accommodated within the proposed on-site loading facilities or within convenient on-street loading zones, and if it would create potentially hazardous traffic conditions or significant delays affecting traffic, transit, bicycles or pedestrians.
- A project would have a significant effect on the environment if it would result in inadequate emergency vehicle access.
- Construction-related impacts generally would not be considered significant due to their temporary and limited duration.

TRAFFIC IMPACTS

During the weekday PM peak hour, 410 new vehicles (208 inbound and 202 outbound) would access Block 1 under the proposed re-entitlement project. Table 9 presents a comparison of the weekday peak hour intersection LOS for the Existing-plus-Project conditions. Appendix C contains the detailed turning movement volume and calculations of intersection LOS analyses.

Table 9
Intersection Level of Service
Existing and Existing plus Project Conditions
Weekday PM Peak Hour [a]

	Intersection Name	Traffic Control Device	Existing		Existing plus Block 1 Re-entitlement Project	
			Delay [b]	Level of Service	Delay [b]	Level of Service
1	16th St. / Third St.	Traffic Signal	27.0	C	27.6	C
2	16th St. / Owens St.	Traffic Signal	25.7	C	25.7	C
3	Mission Rock. St. / Third St.	Traffic Signal	27.9	C	29.4	C
4	Channel St. / Third St.	Traffic Signal	28.8	C	29.7	C
5	Channel St. / Fourth St.	Traffic Signal	12.7	B	14.6	B
6	King St. / Third St.	Traffic Signal	40.2	D	40.9	D
7	King St. / Fourth St.	Traffic Signal	**67.0**	**E**	**67.9**	**E**

Notes:
[a] Data in **bold** indicates intersection operating at LOS E or F.
[b] Intersection delay presented in seconds per vehicle.
Source: Adavant Consulting – February 2013.

The addition of Block 1 re-entitlement project -generated traffic would result in minor increases in the average delay per vehicle at most of the study intersections, but all study intersections would continue to operate at the same LOS as under Existing conditions. Six of the seven study intersections would continue to operate at LOS D or better while the intersection of intersection of King Street and Fourth Street would continue to operate at LOS E.

The contribution of the Block 1 re-entitlement project traffic to the critical movements at the intersection of King Street and Fourth Street during the PM peak hour[3] would be below five percent; the percent contribution calculations are shown in Appendix C. Therefore, the Block 1 re-entitlement project would have a less-than-significant traffic impact.

TRANSIT IMPACTS

The Block 1 re-entitlement project would generate 279 PM peak hour transit trips (160 inbound and 119 outbound). All these transit trips to and from Block 1 would utilize the nearby Muni lines and regional transit lines, and may include transfers to other Muni bus lines and light rail lines, or other regional transit providers. Based on the trip distribution patterns presented in Table 5 (p. 13), it is estimated that of the 119 outbound transit trips, 107 trips would travel by Muni (including those transferring to regional transit service providers), and that 26 trips would utilize the regional transit lines. Of the 160 total inbound transit trips, it is estimated that 148 trips would travel by Muni (including those transferring to regional transit providers), and that 29 trips would utilize the regional transit lines.

Table 10 presents a comparison of the Existing and Existing plus project ridership and capacity utilization for the Muni lines in the vicinity of Block 1 during the weekday PM peak hour at the MLP based on the project trip generation patterns presented in a previous section. Table 10 includes all the Muni riders that would be expected to travel through an MLP, excluding those who would get on or off after or before the MLP stop (for example the Block 1 outbound riders getting off near Market Street to connect to a regional transit carrier, or the Block 1 riders coming from the south on the T Third line). Detailed calculations are shown in Appendix F.

Table 10
Existing and Existing plus Project Muni Service Utilization at the MLP
Weekday PM Peak Hour

Route	Direction toward	Location of the MLP	Existing		Block 1 Re-entitlement Trips	Existing plus Block 1 Re-entitlement	
			Ridership	Utilization [a]		Ridership	Utilization [a]
N Judah	Caltrain Depot	Carl/Cole	880	46%	11	891	47%
	Sunset	Van Ness Station	1,773	83%	8	1,781	84%
T Third	Bayshore	Embarcadero/Folsom	508	71%	70	578	81%
	Downtown	Van Ness Station	601	72%	46	647	78%
30 Stockton	Caltrain Depot	Chestnut/Octavia	705	58%	22	727	59%
	Marina	Stockton/Sutter	660	53%	3	663	53%
45 Union-Stockton	Caltrain Depot	Stockton/Sacramento	240	76%	7	247	79%
	Marina	Stockton/Sutter	260	83%	1	261	83%
47 Van Ness	Caltrain Depot	Van Ness/McAllister	276	73%	3	279	74%
	F. Wharf	Van Ness/O'Farrell	258	68%	1	259	69%

Note:
[a] Transit line capacity is shown in Table 2 (p. 9); more detailed calculations are presented in Appendix F.
Sources: SF Planning Department – December 2012; Adavant Consulting – April 2013.

[3] The four critical movements at this location during the PM peak hour are the northbound left-turn, the southbound right-turn, the eastbound left-turn and the westbound through movements.

As shown in Table 10, the capacity utilization on all the Muni lines would increase with the addition of Block 1-generated transit trips for the Existing plus Project conditions in the inbound and outbound northbound directions. The capacity utilization at the MLP for all lines would continue to be below Muni's maximum value of 85 percent.

The 26 outbound transit trips traveling on the regional transit service providers during the PM peak hour would distribute as ten trips on BART, one trip on AC Transit, ten trips on Caltrain, and five trips on GGT buses and ferries, well within the daily variations of transit ridership for each system; Table 11 presents the utilization calculations a comparison of the Existing and Existing plus project ridership and capacity utilization for the regional transit lines during the weekday PM peak hour in the outbound direction. As shown in Table 11, the capacity utilization at all lines would be virtually unchanged as a result of the Block 1 re-entitlement and all screenlines would continue to be below the maximum value of 100 percent.

Table 11
Existing and Existing plus Project Regional Transit Service Utilization
Weekday PM Peak Hour – Outbound Direction

Regional Screenline	Regional Transit Service	Existing			Block 1 Re-entitlement Trips	Existing plus Block 1 Re-entitlement	
		Ridership	Ridership	Utilization		Ridership	Utilization
East Bay							
	BART	19,716	22,050	89%	10	19,726	89%
	AC Transit	2,256	3,926	57%	1	2,257	57%
	Ferries	805	1,615	50%	0	805	50%
	Subtotal	22,777	27,591	83%	11	22,788	83%
North Bay							
	GGT Bus	1,384	2,817	49%	3	1,387	49%
	Ferries	968	1,959	49%	2	970	50%
	Subtotal	2,352	4,776	49%	5	2,357	49%
South Bay							
	BART	10,682	14,910	72%	0	10,682	72%
	Caltrans	2,377	3,100	77%	10	2,387	77%
	SamTrans	141	320	44%	0	141	44%
	Subtotal	13,200	18,330	72%	10	13,210	72%
Total Regional Screenlines		**38,329**	**50,697**	**76%**	**26**	**38,355**	**76%**

Sources: SF Planning Department – December 2012; Adavant Consulting – April 2013.

Therefore, the Block 1 re-entitlement project would have a less-than-significant transit impact on Muni or the regional transit service.

PEDESTRIAN IMPACTS

In accordance with the Mission Bay Infrastructure Plan, the Block 1 re-entitlement project would provide minimum 12-foot wide sidewalks on all streets adjacent to Block 1. The Mission Bay

Pedestrian and Jogging Path will parallel the north side of Block 1 on a new open space proposed as part of the Mission Bay Plan (Park P3).

During the PM peak hour, there would be 208 outbound and 281 inbound pedestrian trips (210 walk trips plus 279 transit trips) generated/attracted by the Block 1 re-entitlement project. These estimates are based on the mode split information described in the previous section and include walk trips, as well as trips by public transit that would walk from the nearby stops to the project site.

Given the existing low pedestrian volumes on the sidewalks and crosswalks adjacent to Block 1, the Block 1 re-entitlement project would not be expected to result in overcrowding on the sidewalks. In addition, the Mission Bay Design for Development–South standards address issues to avoid potentially hazardous conditions or interference with accessibility to the site or other areas that could be caused by project driveway locations and curb cuts. Therefore, the potential impacts of the Block 1 re-entitlement on pedestrian conditions would be less than significant.

Bicycle Impacts

The Block 1 project would provide a sufficient number of secured bicycle parking spaces on site in accordance with the Mission Bay Design for Development–South standards. The standards call for a minimum of one secure bicycle parking space to be provided for every 20 vehicular parking spaces or fraction thereof.

It is anticipated that a portion of the 55 "other" trips generated by Block 1 project would be bicycle trips. As previously shown on Figure 4 (p. 11) there are several bicycle facilities in the project vicinity along Fourth Street, 16th Street and Terry François Boulevard; the Block 1 re-entitlement project would not be expected to result in overcrowding of these facilities. In addition, although the Block 1 re-entitlement project would result in an increase in the number of vehicles in the vicinity of Block 1, these new trips would not be modify the existing traffic conditions (as previously shown in Table 9, p. 18) and would not be substantial enough to affect bicycle travel in the area, and therefore, the impact on bicyclists would be less than significant.

Loading Impacts

The Block 1 re-entitlement project would provide at least the minimum number of commercial loading spaces and tour bus parking spaces on-site in accordance with the Mission Bay Design for Development–South standards.

Based on the Mission Bay Design for Development–South standards, two off-street loading spaces would be required for the residential uses, two for the hotel uses, and one for the retail use, for a total of five commercial loading spaces. In addition, since the hotel would provide between 201 and 350 rooms, the project would be required to provide one tour bus parking space. The dimensions of each off-street commercial loading space shall be at least 10 feet wide by 35 feet long, with a minimum height clearance of 14 feet high; the minimum dimensions of the tour bus parking space shall be at least 9 feet wide by 45 feet long, with a minimum height clearance of 14 feet.

Thus the Block 1 re-entitlement project would generate a commercial vehicle demand of 2.3 loading spaces during an average hour or 2.8 loading spaces during the peak hour of loading activities (see Table 6, p. 14). This demand would be accommodated at the five loading spaces required by the Mission Bay Design for Development–South. Therefore, the commercial activities related to the Blok 1 re-entitlement would not have a significant effect on the environment.

CONSTRUCTION IMPACTS

Plans for construction of Block 1 have not been developed at this time, but it is expected that it would entail four overlapping major construction phases: excavation and shoring, foundation, base building, and exterior and interior finishing. Typical construction-related activities would be expected to occur Monday through Friday, between 7 AM and 3 PM. The actual hours of construction would be stipulated by the Department of Building Inspection, and the contractor(s) would be required to follow the most recent version of SFMTA Regulations for Working in San Francisco Streets manual (the "Blue Book"), which establish rules and permit requirements so that construction activities can be done safely and with the lowest level of possible conflicts with pedestrians, bicyclists, transit and vehicular traffic.

Construction staging would be expected to occur primarily within Block 1 and along the adjacent sidewalks on Fourth, Channel and Third Streets. Although the sidewalks adjacent to the project site could be closed for periods of time during project construction, these closures would be temporary in nature and alternative pedestrian circulation routes along those streets would be provided throughout the construction duration; it appears unlikely that traffic lanes would need to be closed during construction. If it is determined that any temporary traffic lane, parking lane or sidewalk closures would be needed, the closures should be coordinated with City staff in order to minimize the effects on local traffic and circulation. In general, lane and sidewalk closures are subject to review and approval by the City's Transportation Advisory Staff Committee (TASC) that consists of representatives of City departments including SFMTA, DPW, Fire, Police, Public Health, Port and the Taxi Commission.

There are no Muni bus stops adjacent to Block 1 that would be necessary to relocate, but the project sponsor and construction contractor(s) should contact Muni's Street Operations and Special Events Office to coordinate construction activities and minimize any potential delays to transit service near the project site.

Throughout the construction period, there would be a flow of construction-related trucks and worker vehicles into and out of Block 1. The impact of such traffic, particularly of construction trucks, would be a temporary lessening of the capacities of local streets. The actual number of construction trucks or construction worker vehicles to and from Block 1 is not known at this time. However, it is anticipated that the addition of the construction-related vehicles or worker transit-trips would not substantially affect transportation conditions, as any impacts on local intersections or the transit network would be less than those associated with the project.

The Mission Bay FSEIR (Volume I, p. V.E.118) evaluated the potential construction impacts for the construction of a 500-room hotel in Block 1, defined as the most intense construction impact in the Mission Bay Area, and found that no significant impacts would be created. Therefore, the potential construction-related transportation impacts of the Block 1 re-entitlement project which involves a smaller hotel and residential housing would be considered less than significant.

EMERGENCY VEHICLE ACCESS

No transportation-related issues such as traffic congestion, street widths or roadway alignments, have been identified that would result in a significant impact to San Francisco Police Department (SFPD), San Francisco Fire Department (SFFD), or other emergency vehicles accessing Block 1. Block 1 is served by the SFFD and is located within Emergency Response District 8. The nearest existing SFFD station is at 36 Bluxome Street at Fourth Street, about five blocks northwest of the project site. In addition, SFFD Station 29 at 299 Vermont Street at 16th Street is located approximately one mile southwest of Block 1. SFPD Southern Station is located at 800 Bryant Street between Sixth and Seventh Streets, about one mile to the northeast of the site.

A new Public Safety Building for the SFFD and SFPD is currently under construction in Mission Bay Block 8, at the southeast corner of the intersection of Third and Mission Rock Streets, approximately one block south of Block 1. The Public Safety Building will provide a replacement facility for the SFPD Headquarters and the Southern District Police Station, and a new fire station. Construction started in December 2011 and is estimated to be completed in summer of 2014.[4]

While the Block 1 re-entitlement project would increase the number of pedestrians and vehicles in the vicinity of the site, the project would not substantially modify existing traffic conditions in the area and would therefore not be expected to cause unacceptable future operating conditions that could obstruct SFFD, SFPD or other emergency vehicles access to the area. Thus, the Block 1 re-entitlement project would not result in a significant impact to emergency vehicle access.

PARKING CONDITIONS

San Francisco does not consider parking supply as part of the permanent physical environment and therefore, does not consider changes in parking conditions to be environmental impacts as defined by CEQA. The San Francisco Planning Department acknowledges, however, that parking conditions may be of interest to the public and the decision makers. Therefore, this report presents a parking analysis for information purposes.

Parking conditions are not static, as parking supply and demand varies from day to day, from day to night, from month to month, etc. Hence, the availability of parking spaces (or lack thereof) is not a permanent physical condition, but changes over time as people change their modes and patterns of travel. Parking deficits are considered to be social effects, rather than impacts on the physical environment as defined by CEQA. Under CEQA, a project's social impacts need not be treated as significant impacts on the environment. Environmental documents should, however, address the secondary physical impacts that could be triggered by a social impact (CEQA Guidelines § 15131(a)). The social inconvenience of parking deficits, such as having to hunt for scarce parking spaces, is not an environmental impact, but there may be secondary physical environmental impacts, such as increased traffic congestion at intersections, air quality impacts, safety impacts, or noise impacts caused by congestion. In the experience of San Francisco

[4] http://www.buildsfpsb.com/; web page consulted February 2013.

transportation planners, however, the absence of a ready supply of parking spaces, combined with available alternatives to auto travel (e.g., transit service, taxis, bicycles or travel by foot) and a relatively dense pattern of urban development, induces many drivers to seek and find alternative parking facilities, shift to other modes of travel, or change their overall travel habits. Any such resulting shifts to transit service in particular, would be in keeping with the City's *Transit First Policy*. The City's *Transit First Policy* established in the City's Charter Article 8A, Section 8A.115 provides that "parking policies for areas well served by public transit shall be designed to encourage travel by public transportation and alternative transportation."

The transportation analysis accounts for potential secondary effects, such as cars circling and looking for a parking space in areas of limited parking supply, by assuming that all drivers would attempt to find parking at or near the project site and then seek parking farther away if convenient parking is unavailable. Moreover, the secondary effects of drivers searching for parking is typically offset by a reduction in vehicle trips due to others who are aware of constrained parking conditions in a given area. Hence, any secondary environmental impacts which may result from a shortfall in parking in the vicinity of the proposed project would be minor, and the traffic assignments used in the transportation analysis, as well as in the associated air quality, noise and pedestrian safety analyses, reasonably addresses potential secondary effects.

In summary, changes in parking conditions are considered to be social impacts rather than impacts on the physical environment. Accordingly, the following parking analysis is presented for informational purposes only.

On-street parking or commercial loading/unloading will not be allowed on the streets surrounding Block 1 in accordance with the Mission Bay South Infrastructure Plan. Off-street parking would be provided on site at Block 1 for the hotel, residential and commercial uses. The Block 1 re-entitlement project would provide a number of off-street parking spaces on site in accordance with the Mission Bay Design for Development–South requirements. Vehicular access into the site would be expected to be provided via Third Street (with all turning movements allowed) and Channel Street (right turn in/right turn out movements only).

Per the Mission Bay Design for Development–South standards, off-street accessory parking may be provided for up to one space per residential unit, up to one space per 16 hotel rooms, and up to one space for each 500 gsf retail use up to 20,000 gsf plus on space for each 250 gsf over 20,000 gsf of retail use. Thus, a maximum total of 426 off-street parking spaces would be permitted in Block 1.

The Mission Bay FSEIR (Volume I, Table V.E.17, p. V.E.97) estimated a total peak parking demand for Block 1 of 305 spaces (221 spaces for retail and 83 spaces for the hotel) and estimated a parking demand of 139 spaces (108 spaces for retail and 31 spaces for the hotel); that is, an overall peak parking deficit of 166 spaces.

As previously shown in Table 7 (p. 15), the Block 1 re-entitlement project would generate a total parking demand for 656 spaces during the weekday midday and 801 spaces in the evening. Thus, the Block 1 re-entitlement project expected parking demand would not be accommodated within the maximum supply of off-street parking spaces allowed by the Mission Bay Design for Development–South standards (426 spaces), with a shortfall of 230 spaces during the weekday midday period and a shortfall of 375 spaces during the weekday evening period.

There is currently sufficient midday and evening parking availability at the existing off-street parking lot across from Block 1 (Lot A at Seawall Lot 337) when the SF Giants do not play at AT&T Park. Lot A is planned for development by the SF Giants and the Port of San Francisco, which would include the replacement of the approximately 2,800 existing parking spaces in a multi-story garage. Due to the potential difficulty in finding parking during the midday in the future, when Lot A is developed and the parking spaces will be more utilized, motorists might try to park further away from the immediate area or carpool, or alternatively, because the project area is well served by transit, bicycle and pedestrian facilities, motorists might switch to transit, walking or bicycling.

CUMULATIVE MISSION BAY AREA IMPACTS

This section provides a description of the future cumulative development in the Mission Bay Area being planned as part of the Mission Bay Area Plan and the UCSF Long-Range Development Plan (LRDP), and provides a comparison between the expected future travel demand generated/attracted by the Block 1 re-entitlement project with the overall demand for the Mission Bay South Redevelopment Plan Area. The comparison will show that the contribution of the Block 1 re-entitlement project to the overall demand in the area is below the typical values that can be expected due to daily variations in traffic.

MISSION BAY PLAN

The Mission Bay Development Plan covers approximately 300 acres of land and is near the eastern shoreline of San Francisco, about one mile south of the downtown Financial District. The Mission Bay Area is bounded by Townsend Street on the north, Interstate 280 on the west, Mariposa Street on the south, and San Francisco Bay on the east. The San Francisco Board of Supervisors certified the FSEIR for the Mission Bay plan in September 1998 and established the Mission Bay North and South Redevelopment Plan Areas two months later. The approved Mission Bay Development Plan calls for a mixed-use development, which includes the following:

- Approximately 6,000 residential units on the north and south sides of China Basin Channel;
- About 500,000 gsf of city- and neighborhood-serving retail space;
- A 43-acre UCSF site, containing 2.65 million gsf of instruction, research, and support space;
- A mix of approximately 6.5 million gsf of life sciences research and development, technology, and office space, surrounding the UCSF site to its west, south, and east;
- A 500-room hotel in Block 1;

- A 500-student public school, a public library, and a new police and fire station; and
- Approximately 47 acres of open space, including eight acres within the UCSF site.

The Mission Bay FSEIR evaluated the potential impacts of several alternatives and variants to the Mission Bay Plan ("Proposed Project"), as it was originally conceived in 1997 when the environmental studies were initiated. The plan approved by the Board of Supervisors in 1998 is virtually the same as what is described in the Mission Bay FSEIR as the "Combination of Variants".[5]

UCSF Mission Bay

As described in the previous section, the Mission Bay Redevelopment Plan includes a UCSF campus site. It comprises 12 blocks west of Third Street, east of Owens Street, and north of 16th Street and at completion it would contain 2.65 million gsf for instruction, research, and support uses. In 2002, UCSF amended its 1996 Long-Range Development Plan (LRDP) and added housing as an approved use within the Mission Bay campus and removed an equivalent amount of approved support uses. The LRDP Amendment #1 EIR[6] showed that the proposed replacement of support uses by student housing would represent an overall increase in vehicle-trips of 0.4 percent for the entire Mission Bay South Plan Area during the PM peak hour, which would fall well within the margin of error of the original estimates in the Mission Bay FSEIR.

In 2008, UCSF initiated the environmental review for a proposed UCSF Medical Center to be located in the Mission Bay South Plan Area (MCMB). The center would consist of a hospital, an ambulatory care center (ACC), an energy center, and parking. The site for the proposed MCMB is bounded by 16th Street on the north, Mariposa Street on the south, Owens Street on the east, and Third Street on the west. Fourth Street runs parallel to Third Street and Owens Street, bisecting the site. UCSF has proposed as part of the MCMB to construct and maintain a public plaza on a portion of the Fourth Street right-of-way between 16th and Mariposa Streets that would result in the closure of the street to non-emergency vehicular through-traffic; the pedestrian access and bicycle route on the Fourth Street right-of-way designated by the Mission Bay Plan would be maintained. The MCMB project would be constructed in two major phases, with the first phase (LRDP Phase) being completed by 2015, and the second (Future Phase) assumed to be completed by 2025 or later.

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[5] Mission Bay FSEIR, Volume II, pp. VII.46 to VII.66, San Francisco Planning Department, September 1998.

[6] UCSF LRDP Amendment #1 Final SEIR, Tables 3-3 and 3-4, pp. 3-14 and 3-15, January 17, 2002.

The first MCMB phase, currently under construction, includes the Children's, Women's and Cancer Hospitals with a total of 289 beds, an Outpatient Building, a Cancer Outpatient Building, and a central utilities plant on the east side of future Fourth Street totaling approximately 993,500 gsf in size; structured and surface parking is being built on the parcels to the west of future Fourth Street. The second MCMB phase would provide an additional 793,500 gsf of Medical Center development, including an additional 261 beds, hospital support facilities and parking accommodations. Upon completion of both phases, the Medical Center at Mission Bay project would provide a 550-bed hospital, an outpatient facility, cancer outpatient facility, and associated support space and parking (1,300 to 2,000 spaces), totaling approximately 1,787,000 gsf, excluding parking.

UCSF has recently started planning for a potential expansion of the existing Mission Bay campus site north of 16th Street as part of a new LRDP. The expansion would include up to 990,000 gsf of housing and research/office space above the 2,650,000 gsf planned in the 1996 LRDP to be built within the existing UCSF campus site north of 16th Street.

Public Safety Building

In 2009, the City initiated the process of planning a Public Safety Building on Block 8 in Mission Bay South. Block 8 is an approximately 1.5-acre site bounded by Mission Rock, Third, and China Basin Streets, which is located across Third Street and to the north of the proposed Family House project. The Public Safety Building consists of the development of a six-story public facility of approximately 320,200 gsf and the reuse of the existing 6,200-gsf Fire House No. 30, built in 1928 located in Block 8. The Public Safety Building will incorporate a local police station, the police headquarters (administrative functions), a local fire station, and parking.

In January 2010, the SFRA determined that the Mission Bay Public Safety Building did not entail any substantial changes that would require major revisions to the Mission Bay FSEIR[7], nor would there be new significant environmental effects or a substantial increase in the severity of previously identified significant effects. The building is currently under construction and is expected to be completed in summer 2014.

Family House

Family House, Inc., an independent non-profit organization, is proposing to construct a services facility to provide subsidized temporary housing for families whose members are being treated for cancer and other life-threatening illnesses located primarily at UCSF. The project, to be located on the eastern portion of Block 7 in the Mission Bay South Plan Area, includes a built area of approximately 92,000 gsf, with 80 private bedrooms, shared kitchens, dining rooms, living areas, office space, two conference rooms, and one workout room. The ground floor would also contain a private parking garage with 46 spaces for staff and residents.

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[7] Mission Bay FSEIR Addendum ER-919-97, Addendum # 7, San Francisco Redevelopment Agency, January 7, 2010.

A transportation assessment prepared in 2013 by Adavant Consulting[8] for the Successor Agency to the SFRA determined that the proposed Family House Mission Bay project would represent a very modest increase in the number of person or vehicle-trips occurring in the Mission Bay South Plan Area, and therefore, its implementation would not expected to create any significant transportation impacts beyond what was identified in the Mission Bay FSEIR.

MISSION BAY TRAVEL DEMAND

Table 12 on the next page provides a summary of the travel demand for the Mission Bay Approved Project (Mission Bay FSEIR Combination of variants), as well as the various developments added to the Approved Project since that time in terms of person-trips and vehicle-trips for the weekday PM peak hour conditions.

As shown in Table 12, the travel demand generated by the proposed Block 1 re-entitlement project combined with the other proposed development changes in Mission Bay represents a reduction in the number of auto person and vehicle trips generated in the Mission Bay South Plan Area during the PM peak hour, compared to the Mission Bay Approved Project (a reduction of 190 person trips and 50 vehicle trips). The number of transit trips during the PM peak hour would be expected to increase by 140 person trips compared to the Mission Bay Approved Project values, as indicated in the table, albeit by less than two percent, which could be considered within the expected daily or seasonal variations of transit ridership.

Thus, the proposed re-entitlement of Block 1 would still represent a reduction in the number of auto person and vehicle trips and a modest increase in the number of transit trips occurring in the Mission Bay South Plan Area, compared to the Mission Bay Approved Project, and therefore, its implementation would not be expected to create any significant cumulative transportation impacts beyond what was identified in the Mission Bay FSEIR.

[8] Transportation assessment for a social services facility to be located in the Mission Bay South Plan Area of San Francisco, prepared for the Successor Agency to the San Francisco Redevelopment Agency and the San Francisco Planning Department, May 15, 2013.

Table 12
Mission Bay South Plan Area Plan Travel Demand
Cumulative Weekday PM Peak Hour Trips Comparison

Scenario	Person-trips		Vehicle Trips
	Auto	Other Modes [a]	
Mission Bay Approved Project (FSEIR Combination of Variants Alternative) [b]	12,845	7,180	9,670
Office/R&D at Blocks 36-39 and X3 per the FSEIR [c]	-2,097	-1,033	-1,490
UCSF Medical Center at Blocks 36-39 and X3 [d]	1,591	740	1,014
Public Safety Building in Block 8 [e]	259	106	195
Family House Project in Block 7 East [f]	28	39	18
Total 1 - Mission Bay Approved Project with UCSF Medical Center plus Public Safety Building and Family House Project [g]	12,626	7,032	9,407
Re-entitlement of Block 1 [h]			
- Addition of 350 residential units	243	363	217
- Subtraction of 250 hotel rooms	-127	-31	-66
- Subtraction of 25,000 sq. ft. of retail	-87	-44	-45
Total net change for re-entitlement of Block 1	29	288	106
Re-entitlement of Block 1 as a percentage of the Mission Bay FSEIR Proposed Project	0.2%	4.0%	1.1%
Total 2 - Mission Bay Approved Project with UCSF Medical Center, Public Safety Building, Family House Project, and Block 1 re-entitlement	12,655	7,320	9,513
Difference with Mission Bay FSEIR Approved Project	-190 -1.5%	140 1.9%	-157 -1.6%

Notes:

[a] Transit, walk, bicycle, taxi, etc.

[b] Defined in Mission Bay FSEIR, Volume II, Table VII.G.3, p. VII.56; virtually the same as the project approved by the Board of Supervisors in 1998.

[c] Derived from land uses assigned to the West Subarea; Mission Bay FSEIR, Volume I, Tables V.E.6 and V.E.8, pp. V.E.58 and V.E.62, and Volume II, Table VII.G.2, p. VII.51.

[d] UCSF Medical Center at Mission Bay FEIR (2008), Tables 4.6-5 through 4.6-13, pp. 4.6-19 through 4.6.23.

[e] Mission Bay Public Safety Building Transportation Assessment Final Report, prepared for the City and County of San Francisco Department of Public Works by Adavant Consulting, January 6, 2010.

[f] Technical Memorandum, Adavant Consulting; May 15, 2013.

[g] Although the proposed 990,000 gsf LRDP expansion of the UCSF Mission Bay campus site north of 16th Street is not included in this total, preliminary calculations indicate that the number of auto person and vehicle trips generated by the expanded campus would be below the totals assumed in the Mission Bay FSEIR for the currently approved 2.65 million gsf campus. Thus, these figures would represent a conservative value.

[h] See Table 8 (p. 16) in this technical memorandum.

Source: Adavant Consulting from various sources – May 2013

APPENDICES

APPENDIX A
SCOPE OF WORK

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TRANSPORTATION STUDY
SCOPE OF WORK
ACKNOWLEDGEMENT AND APPROVAL

Date: May 13, 2013

Transmittal To: Adavant Consulting

The proposed scope of work for the Mission Bay, Block 1 dated May 10, 2013 is hereby

- ☐ Approved as submitted
- ☒ Approved as revised and resubmitted
- ☐ Approved subject to comments below
- ☐ Not approved, pending modifications specified below and resubmitted

Signed: _____
Transportation Planner

Note: A copy of this approval and the final scope of work are to be appended to the transportation study. The Department advises consultants and project sponsors that review of the draft transportation report may identify issues or concerns of other City agencies not addressed in the scope of work hereby approved, and that the scope of work may need to be modified to accommodate such additional issues.

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Adavant Consulting

Scope of Work

Transportation Study in support of proposed development of a mixed-use project located in the Mission Bay South area of San Francisco

Final Version: May 10, 2013

Adavant Consulting is pleased to submit this draft scope of work for review by the SF Planning Department and Community Reinvestment Division of the City Administrator's Office ("CRD") as the successor to the San Francisco Redevelopment Agency (SFRA), to prepare a transportation study for a proposed mixed-use project at Block 1 plus construction of additional affordable housing units, all within the residential subarea in the Mission Bay South Plan Area in San Francisco.[1] (See Figure 1)

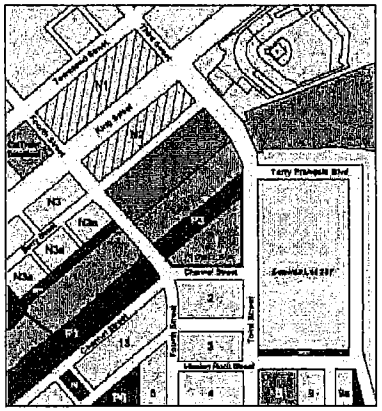

Figure 1
Project Site – Block 1, Mission Bay Area South

[1] The Mission Bay South Plan Area is bounded by the Mission Bay Creek to the north, Mariposa Street to the South, the San Francisco Bay to the east and the Caltrain tracks (Mississippi and Seventh streets) to the west. The Mission Bay South Plan Area excludes Seawall Lot 337, also known as Lot A, which is under the Port of San Francisco jurisdiction and is currently used as surface parking. (See map at the end of this document.)

Block 1 encompasses a triangular 2.7-acre undeveloped block bounded by the Mission Creek Channel and Park P1 to the north, Third Street to the east, Channel Street to the south, and Fourth Street to the west. The site is currently entitled for a 500-room hotel, 50,000 gross square feet (gsf) of retail and 191 off-street parking spaces. The proposed project would re-entitle Block 1 by substituting 250 of the 500 hotel rooms with 350 market rate residential units in one or more separate buildings, while keeping half (25,000 square feet) of the approved 50,000 square feet of retail and the remaining 250 hotel rooms. Vehicular access to Block 1 would generally be provided from Third Street (right/left in and right/left out), and from Channel Street (right in/right out only, due to the presence of Muni's LRT tracks in the center of the street).

Thus, the transportation study will address the existing transportation network in the vicinity of Block 1 and assess any potential transportation impacts associated with the decrease of 250 hotel rooms and 25,000 square feet of retail, combined with the addition of 350 market rate residential units in Block 1, herein referred to as the "proposed project". The transportation study will help to inform the City's determination as to what level of CEQA environmental review is required beyond the Final Mission Bay Subsequent Environmental Impact Report (FSEIR) certified in 1998.

This draft scope of work follows the San Francisco Planning Department's *Transportation Impact Analysis Guidelines for Environmental Review*, October 2002 (SF Guidelines), as applicable, and is subject to final approval by SF Planning Department.

Task 1 – Project Scoping

The SF Planning Department requires that the scope of work for the transportation study be reviewed and approved by the Division's designated transportation planner and environmental staff coordinator prior to commencement of any work by the project sponsor transportation consultant. Adavant Consultant's project manager has consulted with Planning Department and CRD staff to discuss and modify this draft scope of work prior to final approval. The discussions have focused on items such as:

- Data collection (need for new counts, locations, time periods, etc.);
- Assumptions (study area, land use types, cumulative growth, etc.);
- Methodology (trip generation methodology and appropriate sources, travel forecasts, etc.); and
- Proposed project relationship with the Mission Bay South Area project.

Comments from City staff have been incorporated into the final version of the scope of services.

Task 2 – Background and Project Description

Adavant Consulting will prepare a Background and Project Description sections that describe the relationship between the proposed project and the overall Mission Bay South Area, and summarizes the transportation studies conducted in the area since the completion of the Mission Bay FSEIR. This section will also include a brief description of the existing uses on Block 1 and the adjacent land uses, and a description of the proposed project, including the location, land use types and intensities. The description will also include the number and type of off-street parking spaces that would be provided and vehicular access to those spaces, as provided by the project sponsor. If

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known, the location and access to freight loading/unloading facilities and driveways, including dimensions, for the proposed construction in Block 1 will also be described. A site plan of the proposed project for Block 1 will be included as provided by the project sponsor.

Task 3 – Data Collection

Traffic: Adavant Consulting will collect turning movement counts during the weekday evening peak period (4:00 to 6:00 p.m.) for the following six study intersections:

- Third St. / King St.
- Fourth St. / King St.
- Third. St. / Channel St.
- Fourth St. / Channel St.
- Third. St. / Mission Rock St.
- Third St. / 16th St.
- Owens St. / 16th St.

Adavant Consulting may assess conditions at additional intersections, as warranted.

Transit: Adavant Consulting will compile data on Muni routes and stop locations, including motor coach, trolley coach and streetcar service, within a study area generally bounded by King Street to the north, the San Francisco Bay to the east, 16th Street to the South and Seventh Street to the west. This will include a description of Muni's transit route service hours, peak periods, stops and headways for the lines within the study area. The latest available weekday ridership at the maximum load points (MLP) for the Muni routes within the study area for the p.m. peak analysis period (4:00 to 6:0 p.m.) will be obtained from Muni.

Adavant Consulting will also compile data on shuttle bus services (UCSF and Mission Bay) and regional transit operators (BART, AC Transit, Golden Gate Transit bus and ferry service, SamTrans, WETA and Caltrain) including their nearest transit stop location and their latest scheduled operations on weekdays.

Pedestrians and Bicycles: Adavant Consulting will observe existing pedestrian and bicycle conditions in the vicinity of Block 1 during the weekday p.m. peak period (4 to 6 p.m.).

Freight and Passenger Loading/Unloading: Adavant Consulting will observe existing on-street passenger and commercial loading operations along Third, Fourth and Channel streets in the vicinity of the project site.

Parking: Adavant Consulting will observe parking conditions in the vicinity of Block 1.

Task 4 – Document Existing Conditions

Using the data collected in Task 3, Adavant Consulting will document existing evening street traffic, transit, parking, pedestrian bicycle and emergency vehicle access conditions within the project study area generally bounded by King Street to the north, the San Francisco Bay to the east, 16th Street to the South and Seventh Street to the west, including:

- A base map and text for the study area, describing the street designations, street names, number of lanes and traffic flow directions.
- A description of existing uses and vehicular access to the project site, as known.
- Intersection level of service (LOS) conditions during the weekday p.m. peak hour at the study intersections identified in Task 3 using the 2000 Highway Capacity Manual Operations Methodology, (HCM 2000).
- Graphics indicating the existing weekday p.m. peak hour traffic volumes and lane configuration at the study intersections identified in Task 3.
- A map and discussion of Muni, regional and shuttle transit services within the study area, including bus routes and bus stop locations, as well as conditions at each route maximum load point. Changes to Muni service in the area being proposed by the Transit Effectiveness Program (TEP) will also be described. Identification of any operational conflicts between buses or streetcars and other vehicles, if any, will be identified.
- Qualitative discussion of general pedestrian and bicycle circulation conditions and the identification of any safety and right-of-way issues in the vicinity of the project site, including the availability and dimensions of existing sidewalks, a description and mapping of bicycle routes, and a description of changes to the bicycle network on the vicinity of the project site being considered by the San Francisco Bicycle Plan.
- Qualitative assessment of existing passenger and commercial loading conditions within the project study area.
- Description of the existing emergency vehicle access routes to the project study area.
- Qualitative assessment of parking conditions near Block 1.

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Task 5 – Determine Project Travel Demand

The net change in travel demand for the proposed project (the decrease of 250 hotel rooms and 25,000 gsf of retail plus the addition of 350 market rate residential units, as well as the proposed re-entitlement of Block 1 (350 market rate residential units, 250 hotel rooms, and 25,000 gsf of retail) will be calculated and compared with the information presented in the Mission Bay FSEIR for Block 1 and the surrounding residential area.

Since one of the purposes of this work will be to compare the travel demand for the proposed re-entitlement with that of the Mission Bay FSEIR, it seems most appropriate for the transportation analysis to use the proposed re-entitlement for the analysis of Existing plus Project conditions, while the proposed project will be used for the analysis of future cumulative conditions.]

Trip Generation: Adavant Consulting will estimate the number of person- and vehicle-trips that would result from the proposed project on a weekday daily and p.m. peak hour basis. Trip generation rates for the proposed land use changes will be estimated as follows:

Proposed Re-entitlement

- New residential uses – 7.5 person trips per unit per day for studios and 1-bedroom units, 10.0 trips per unit per day for 2 and 2+ bedroom units, 17.3 percent of daily trips occur during the weekday p.m. peak hour, per the SF Guidelines.

- Hotel use – 7 person trips per room per day; 10 percent of daily trips occur during the weekday p.m. peak hour, per the SF Guidelines.
- Retail use – 150 person trips per 1,000 gsf per day; 9 percent of daily trips occur during the weekday p.m. peak hour, per the SF Guidelines.

Proposed Project (for future cumulative conditions analysis purposes)

- Decrease in hotel use – 6.92 person trips per room per day; 9.5 percent of daily trips occur during the weekday p.m. peak hour, per the Mission Bay FSEIR.
- Decrease in retail use – 150 person trips per 1,000 gsf per day; 4 percent of daily trips occur during the weekday p.m. peak hour, per the Mission Bay FSEIR.

Trip Distribution/Mode Split: The proposed re-entitlement trip distribution and mode split percentages for work and visitor trips for the hotel rooms and retail uses will be based on the information contained in the SF Guidelines.

Trip distribution and mode split percentages for work and non-work trips for residential uses will be based on *U.S. 2006-2010 American Community Survey 5-Year Estimates Data* for the Census Tract where the proposed project is located (Tract 607).[2] Travel destinations outside of San Francisco will be aggregated by North, East and South Bay.

Average vehicle occupancy rates for hotel, retail and residential uses will be applied to the estimated number of auto person-trips, in accordance to the SF Guidelines to calculate the number of vehicle trips generated by the proposed re-entitlement.

Loading/Unloading Demand: The commercial and passenger loading demand for the proposed re-entitlement for Block 1 (350 market rate residential units, 250 hotel rooms, and 25,000 gsf of retail) will be compared to the demand estimated in the Mission Bay FSEIR for Block 1. The commercial loading demand for the proposed uses will be based on the methodology and truck trip generation rates presented in Appendix H of the SF Guidelines, at a rate of 0.03 daily truck trips per 1,000 gsf for the residential use, 0.09 daily truck trips per 1,000 gsf for the hotel use, and 0.22 daily truck trips per 1,000 gsf for the retail use. The estimation of passenger loading/unloading activities at the proposed hotel use will also be based on the SF Guidelines methodology (p. H-4, Appendix H).

Parking Demand: The parking demand for the proposed re-entitlement for Block 1 (350 residential units, 250 hotel rooms, and 25,000 gsf of retail) will be compared to the demand estimated in the Mission Bay FSEIR for Block 1 and the surrounding residential area. The parking demand for the proposed project will be assessed using standard rates as presented in the SF Guidelines. Long-term parking demand will be based on the number of residents and employees that are anticipated to be at the site and the short-term demand will be based on the total number of visitors and a parking turnover rate.

For residential units, the long-term parking demand is based on the number and size of the units at a rate of 1.1 and 1.5 spaces per unit for studios/one bedroom and two or more bedroom units, respectively.

[2] In addition to all of the Mission Bay South area, US Census Tract 607 also includes most of the Mission Bay North area, which is mostly residential and whose travel characteristics are thought to be comparable to those of the proposed project.

For the hotel and retail uses, the long-term parking demand will be derived by estimating the number of employees, and applying the trip mode split and average vehicle occupancy from the trip generation calculations. The short-term parking demand will be estimated from the total daily visitor trips by private automobile and an average turnover rate of 5.5 vehicles per parking space.

Task 6 – Transportation Impact Analysis

Adavant Consulting will identify transportation impacts associated with the proposed project. This will include impacts on the study intersections, impacts on transit, pedestrian circulation, passenger and freight loading supply and demand conditions, construction related activities, and emergency vehicle access to the site. A parking supply and demand analysis will also be presented for informational purposes.

The impact analysis of the full new proposed entitlement will be analyzed for the Existing plus Project conditions, while the incremental change between the proposed project and the project evaluated in the Mission Bay FSEIR will be used for the analysis of future cumulative conditions.

Task 6.1 – Traffic Impacts

Adavant Consulting will calculate intersection LOS for the weekday p.m. peak hour using the HCM 2000 Methodology for the study intersections identified in Task 3 for the Existing plus Project conditions (full new proposed entitlement). The project's contribution to the traffic volumes at the study intersections will be shown in an Existing-plus-Project traffic volume figure, which will also identify the critical movement at each location.

Adavant Consulting will also perform a comparison of land use development and travel demand between the results presented in the Mission Bay FSEIR and those resulting from the travel demand changes presented in Task 5, both at the local (residential subarea) and larger (MB South area) levels.[3] The comparison will also take into account other development changes in the Mission Bay South area that have been approved since the Mission Bay FSEIR was adopted, such as the provision of student housing at the UCSF Research campus, the replacement of R&D/Office use at Blocks X3 and 36 to 39 with the UCSF Medical Center, the Public Safety Building for SFPD and SFFD to be built in Block 8, or the proposed Family House project in Block 7 East.

It is likely, based on the definition of the proposed project, that the incremental change between the proposed project and the project evaluated in the Mission Bay FSEIR for Block 1 would represent only a modest increase in the number of person or vehicle trips occurring in the Mission Bay South area for the daily and PM peak hour periods. Therefore, it is expected that Adavant Consulting will be able to identify potential transportation impacts associated with the proposed project, if any, after both the Existing plus Project LOS analysis and the development comparison described above are completed without the need to perform further traffic impact analyses for 2040 Cumulative conditions.[4]

Adavant Consulting will present the results of this task to Planning Department staff for review to determine if further cumulative transportation impact analyses are necessary. Any additional work

[3] Similar to the work presented in the *Mission Bay Public Safety Building Transportation Assessment, Final Report*, prepared for the City and County of San Francisco Department of Public Works, Adavant Consulting, January 6, 2010.

[4] Year 2040 will soon become the official horizon year for the analysis of future cumulative transportation conditions.

that might be necessary would be considered outside of this scope of work and would be defined and conducted as part of a separate document.

Task 6.2 – Transit Impacts

Adavant Consulting will conduct a weekday p.m. peak hour screenline analysis for both Muni and regional transit providers for Existing-plus-Project (proposed re-entitlement for Block) and, if necessary 2035 Cumulative conditions (incremental change) using the latest information available from the Planning Department. The analysis will include a capacity and utilization assessment of Muni's T-Third line at its maximum load point.

Task 6.3 – Pedestrian Impacts

Adavant Consulting will qualitatively evaluate the weekday p.m. peak hour pedestrian conditions in the vicinity of the project site. Potential pedestrian safety issues will be identified, including vehicular-pedestrian conflicts, interruption of pedestrian circulation and potential safety issues.

Task 6.4 – Bicycle Impacts

Adavant Consulting will qualitatively evaluate the bicycle conditions in the vicinity of the project site. Potential bicycle circulation safety issues will be identified, including bicyclist-vehicular conflicts, interruption of bicycle flow and potential safety issues. In addition, the Mission Bay South Design for Development requirements for bicycle parking and related facilities for the proposed re-entitlement for Block 1 will be identified and compared to the proposed supply.

Task 6.5 – Loading Impacts

Adavant Consulting will prepare a loading supply/demand analysis for the proposed re-entitlement for Block 1. The proposed on-site loading supply will be compared to the Mission Bay South Design for Development requirements in terms of their location, number of spaces and minimum dimensions. The loading supply will also be compared to the estimated demand generated by the proposed project.

Task 6.6 – Emergency Access Impacts

Adavant Consulting will assess any potential impacts to the emergency access that could be generated by the proposed project.

Task 6.7 – Construction Impacts

Adavant Consulting will qualitatively assess any potential short-term construction impacts that would be generated by the proposed re-entitlement for Block 1. Construction impact evaluation will address the staging and duration of construction activity, truck routings, estimated daily truck volumes, street and/or sidewalk closures, impacts on Muni operations, and construction worker parking.

Task 6.8 – Parking Analysis

Adavant Consulting will prepare a parking supply/demand analysis for the proposed re-entitlement for Block 1. The proposed parking supply will be compared to the requirements of the Mission Bay South Design for Development. Any exceptions to the document will be noted, as appropriate.

The weekday parking demand generated by the proposed re-entitlement for Block 1 will be compared to the supply, if known. Any deficit or surplus of parking spaces will be quantified, and discussed in relation to the effect on the parking supply in the area surrounding the project site.

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Task 7 – Develop Mitigation/Improvement Measures

Mitigation measures will be proposed to improve operations if significant project-related impacts have been identified, and improvement measures will be proposed where no significant impacts have been identified. In accordance with City guidelines, the report will clearly distinguish between mitigation measures required under CEQA and transportation improvements not related to CEQA requirements. Responsibility for implementation of identified measures will be identified. If there are no impacts associated with the proposed project, this will be noted in the transportation report.

Any transportation mitigation measures and project improvements identified in the FSEIR that have yet to be built or implemented and could be relevant to the proposed project will be disclosed, and their applicability will be assessed.

Task 8 – Prepare Transportation Report

Adavant Consulting will prepare a Preliminary Draft Transportation Report, incorporating data, analysis, and conclusions from the above tasks. Five printed and bound copies and one electronic copy of the draft report will be submitted to the San Francisco Planning Department for review by Planning, CRD, and SFMTA staff. Adavant Consulting will incorporate the comments received from the City agencies and prepare a second Draft Transportation Report.

Five printed and bound copies of the second Draft Transportation Report and one electronic copy will be submitted to Planning for review by Planning, CRD and SFMTA staff. A Draft Final Report will be prepared after receiving comments on the Second Draft and will be submitted electronically to Planning and the CRD as a screen check for final approval. Five printed and bound copies and one electronic copy of the Final Transportation Report will be provided to Planning after receiving comments on the screen check. Adavant will also provide one printed and bound copy and one electronic copy of the Final Transportation Report to the CRD.

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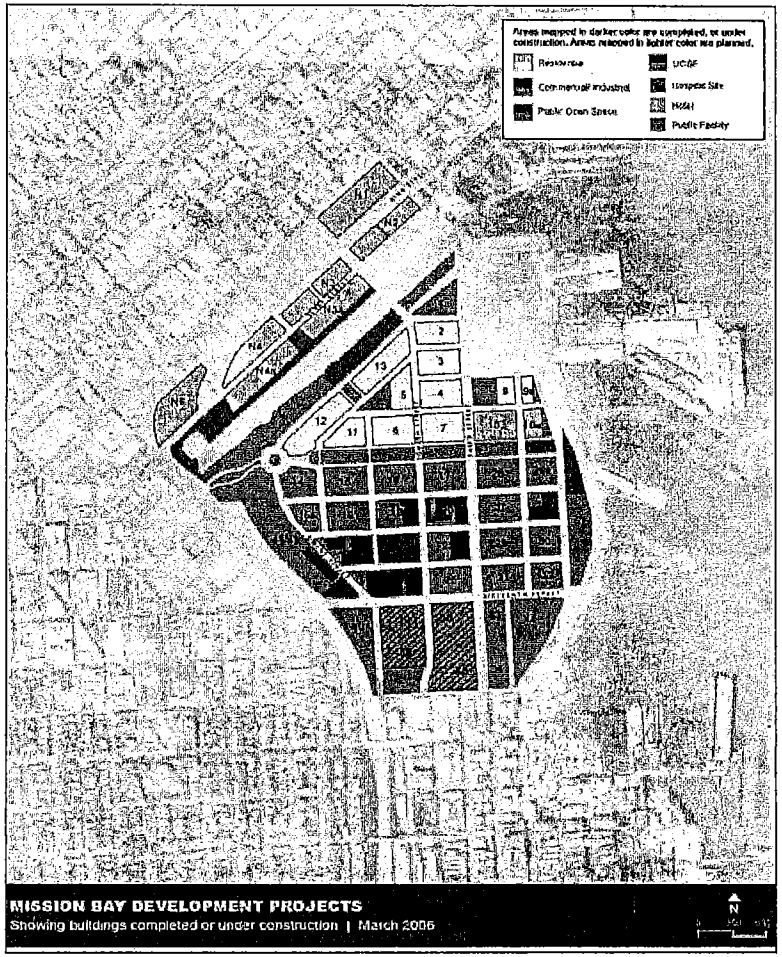
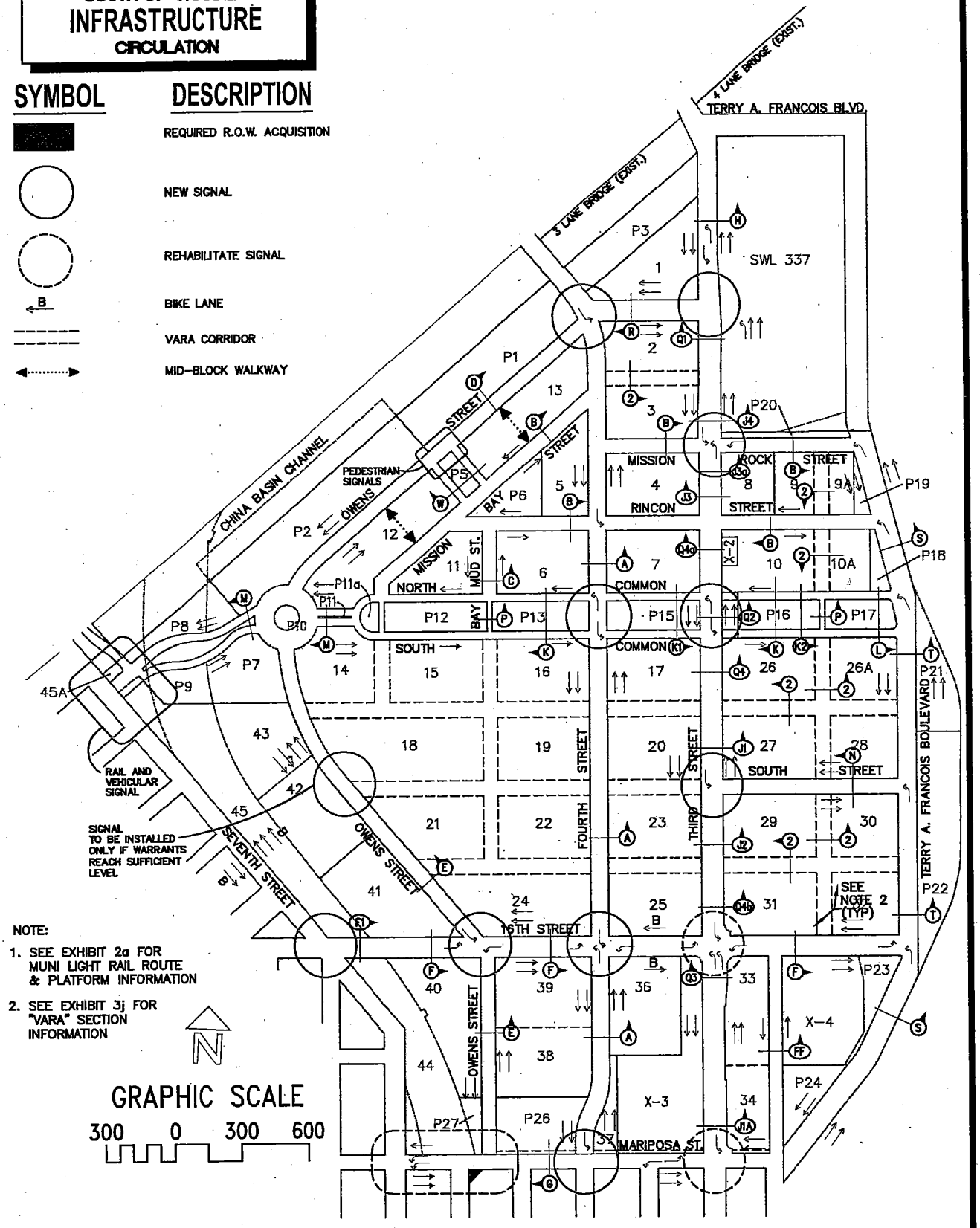


APPENDIX B

M. BAY PLAN ROADWAY CONFIGURATION

SOUTH OF CHANNEL
INFRASTRUCTURE
CIRCULATION



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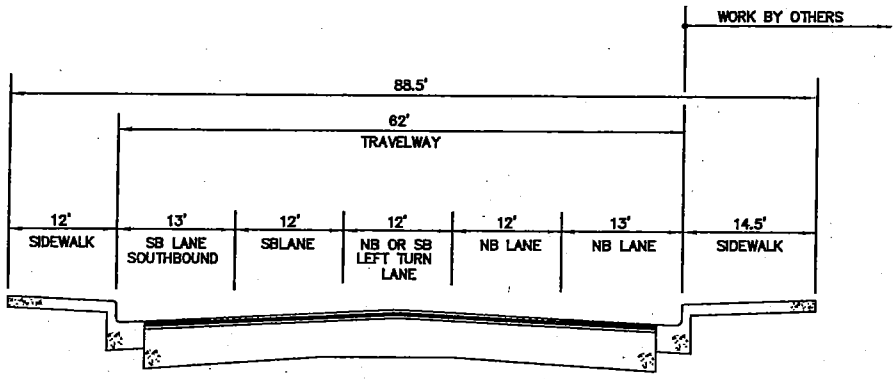
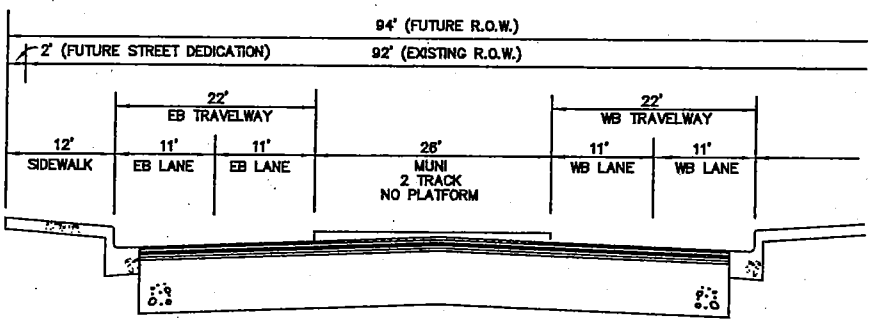


H THIRD STREET NEAR CHANNEL



R OWENS STREET BETWEEN FOURTH STREET AND THIRD STREET

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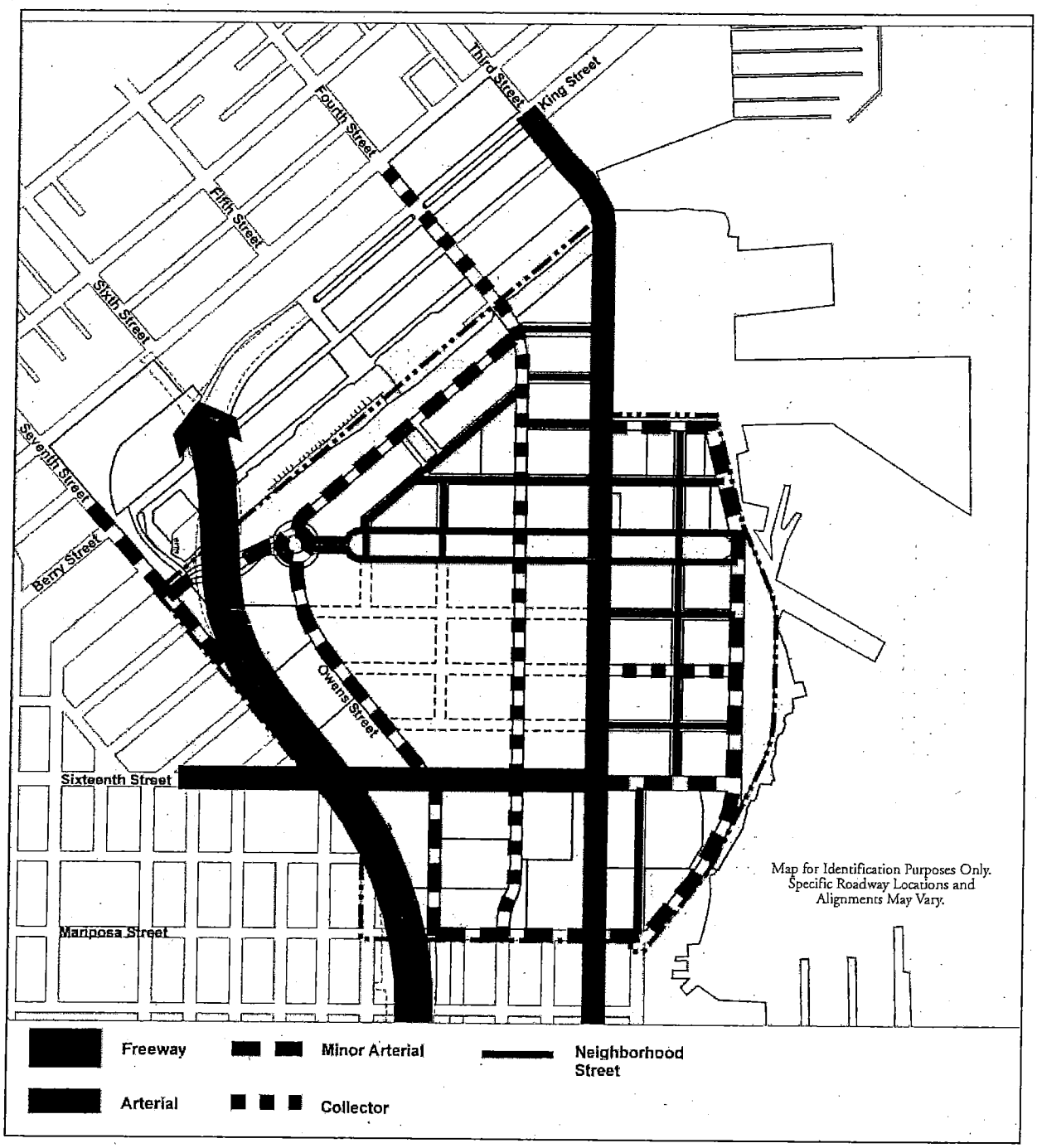
Street System

The Mission Bay South Street Grid system shall be generally as described and illustrated in the Mission Bay Street Grid Diagram provided herein.

Street	Description
Arterial Streets	
Third Street	Existing arterial connecting to the South of Market and Bayview Districts. Bus and Light Rail.
Sixteenth Street	Major east-west arterial. Main link to Potrero Hill under I-280.
Minor Arterial Streets	
Mariposa Street	Minor arterial linking Potrero Hill to the Bayfront and providing Freeway access.
Owens Street	Minor north-south arterial. UCSF campus service street. Link to I-280 exit south of Mariposa.
Seventh Street (& Seventh Street Connection)	Minor arterial linking Mission Bay to South of Market and downtown.
Terry Francois Boulevard	Bayfront scenic boulevard providing access to water-edge uses, Bayfront Open Space, and the Bay Trail.
Collector Streets	
Fourth Street	Local collector and bicycle commute street that serves as a connector to the South of Market District, UCSF, and the core of the Mission Bay South Neighborhood Commercial District
Illinois Street	Local collector south from Sixteenth Street.
South Street	Local collector south from Third Street to Terry Francois Boulevard.
Neighborhood Streets	
Fifth Street	Minor residential/neighborhood street with open space and segments for pedestrian use.
Mission Bay Commons	Couplet of neighborhood streets running east-west along the Mission Bay Commons from Owens Street to Terry Francois Boulevard.
Residential Streets	Minor streets in the residential district designed to be pedestrian-friendly and discourage through traffic.

Street Hierarchy



Map 10

APPENDIX C
INTERSECTION TRAFFIC AND LOS ANALYSIS

Table 1
MB Block 1 Mixed Use Projec
Weekday PM Peak Hour

#	Intersection Name	TABLE 1A - INTERSECTION TURNING MOVEMENTS																Total All Approaches
		Northbound				Southbound				Eastbound				Westbound				
		Left	Thru	Right	Total	Left	Thru	Right	Total	Left	Thru	Right	Total	Left	Thru	Right	Total	
	Existing Base Counts																	
5	16th St. / Third St.	270	540	2	812	10	422	139	571	127	34	268	429	5	64	36	105	1,917
7	16th St. / Owens St.	0	0	0	0	120	0	193	313	137	314	0	451	0	470	108	578	1,342
13	Mission Rock St. / Third St.	5	725	7	737	10	204	5	219	5	14	14	33	11	4	32	47	1,036
14	Channel St. / Third St.	24	732	6	762	4	108	13	125	16	16	76	108	35	10	66	111	1,106
15	Channel St. / Fourth St.	10	58	6	74	90	123	12	225	23	12	16	51	2	8	37	47	397
16	King St. / Third St.	59	751	278	1,088	0	0	0	0	716	873	14	1,603	135	949	24	1,108	3,799
17	King St. / Fourth St.	16	42	53	111	46	280	536	862	96	1,504	13	1,613	17	971	20	1,008	3,594
	Project Trips - Existing Network																	
5	16th St. / Third St.	0	65	0	65	0	51	0	51	17	0	0	17	0	0	0	0	133
7	16th St. / Owens St.	0	0	0	0	0	0	0	0	0	17	0	17	0	15	0	15	32
13	Mission Rock St. / Third St.	0	82	0	82	0	51	0	51	0	0	0	0	0	0	0	0	133
14	Channel St. / Third St.	41	41	0	82	0	51	0	51	81	0	0	81	0	0	0	0	214
15	Channel St. / Fourth St.	0	0	0	0	81	0	0	81	0	0	0	0	15	0	28	43	124
16	King St. / Third St.	0	32	32	64	0	0	0	0	0	0	0	0	45	5	0	50	114
17	King St. / Fourth St.	0	0	0	0	0	50	0	50	0	0	0	0	5	0	0	5	55
	Existing Network plus Project																	
5	16th St. / Third St.	270	605	2	877	10	473	139	622	144	34	268	446	5	64	36	105	2,050
7	16th St. / Owens St.	0	0	0	0	120	0	193	313	137	331	0	468	0	485	108	593	1,374
13	Mission Rock St. / Third St.	5	807	7	819	10	255	5	270	5	14	14	33	11	4	32	47	1,169
14	Channel St. / Third St.	65	773	6	844	4	159	13	176	97	16	76	189	35	10	66	111	1,320
15	Channel St. / Fourth St.	10	58	6	74	171	123	12	306	23	12	16	51	17	8	65	90	521
16	King St. / Third St.	59	783	310	1,152	0	0	0	0	716	873	14	1,603	180	954	24	1,158	3,913
17	King St. / Fourth St.	16	42	53	111	46	330	536	912	96	1,504	13	1,613	22	971	20	1,013	3,649
	Project Contribution to Existing plus Project																	
5	16th St. / Third St.	0.0%	10.7%	0.0%	7.4%	0.0%	10.8%	0.0%	8.2%	11.8%	0.0%	0.0%	3.8%	0.0%	0.0%	0.0%	0.0%	6.5%
7	16th St. / Owens St.	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	5.1%	0.0%	3.6%	0.0%	3.1%	0.0%	2.5%	2.3%
13	Mission Rock St. / Third St.	0.0%	10.2%	0.0%	10.0%	0.0%	20.0%	0.0%	18.9%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	11.4%
14	Channel St. / Third St.	63.1%	5.3%	0.0%	9.7%	0.0%	32.1%	0.0%	29.0%	83.5%	0.0%	0.0%	42.9%	0.0%	0.0%	0.0%	0.0%	16.2%
15	Channel St. / Fourth St.	0.0%	0.0%	0.0%	0.0%	47.4%	0.0%	0.0%	26.5%	0.0%	0.0%	0.0%	0.0%	88.2%	0.0%	43.1%	47.8%	23.8%
16	King St. / Third St.	0.0%	4.1%	10.3%	5.6%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	25.0%	0.5%	0.0%	4.3%	2.9%
17	King St. / Fourth St.	0.0%	0.0%	0.0%	0.0%	0.0%	15.2%	0.0%	5.5%	0.0%	0.0%	0.0%	0.0%	22.7%	0.0%	0.0%	0.5%	1.5%

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Table C-1
Level of Service Criteria and Definitions for Signalized Intersections

Level of Service	Stopped Delay (seconds/vehicle)	Typical Traffic Condition
A	≤ 10.0	**Very Low Delays:** Progression is extremely favorable, and most vehicles arrive during the green phase. Most vehicles do not stop at all.
B	> 10.0 and ≤ 20.0	**Minimal Delays:** Generally good progression, short cycle lengths, or both. More vehicles stop than with LOS A, causing higher levels of average delay. Drivers begin to feel restricted.
C	> 20.0 and ≤ 35.0	**Acceptable Delays:** Fair progression, longer cycle lengths, or both. Individual cycle failures may begin to appear, though many still pass through the intersection without stopping. Most drivers feel somewhat restricted.
D	> 35.0 and ≤ 55.0	**Tolerable Delays:** The influence of congestion becomes more noticeable. Longer delays may result from some combination of unfavorable progression, long cycle lengths, or high v/c ratios. Many vehicles stop, and the proportion of vehicles not stopping declines. Individual cycle failures are noticeable. Queues may develop but dissipate rapidly, without excessive delays.
E	> 55.0 and ≤ 80.0	**Significant Delays:** Considered by many agencies to be the limit of acceptable delay. These high delay values generally indicate poor progression, long cycle lengths, and high v/c ratios. Individual cycle failures are frequent occurrences. Vehicles may wait through several signal cycles and long queues of vehicles form upstream.
F	> 80.0	**Excessive Delays:** Considered to be unacceptable to most drivers. Often occurs with over saturation, that is, when arrival flow rates exceed the capacity of the intersection. Poor progression and long cycle lengths may also be major contributing causes to such delay levels. Queues may block upstream intersections.

Source: Highway Capacity Manual 2000, Transportation Research Board, 2000.

INTERSECTION ANALYSIS

As part of the *Highway Capacity Manual, 2000* methodology (*HCM*), adjustments are typically made to the capacity of each intersection to account for various factors that reduce the ability of the streets to accommodate vehicles. These adjustments are performed to ensure that the LOS analysis results reflect the operating conditions that are observed in the field.

The following are the standard *HCM* adjustments that were applied in the intersection analyses conducted for this project:

1. Area type
2. Lane width
3. Grade
4. Heavy vehicles
5. Parking
6. Bus blockages
7. Conflicting pedestrians
8. Vehicle arrival type

EXISTING CONDITIONS

Block 1 Mixed-Use Project
Mission Bay South Area
Existing PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

Intersection #5 16th Street and Third Street

Cycle (sec):	100	Critical Vol./Cap.(X):	0.424
Loss Time (sec):	5	Average Delay (sec/veh):	27.0
Optimal Cycle:	100	Level Of Service:	C

Street Name:	Third Streeet						16th Street					
Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Permitted			Permitted		
Rights:	Include			Include			Include			Include		
Min. Green:	20	41	41	10	30	30	34	34	34	34	34	34
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	2	0 1	1 0	1	0 1	1 0	1	0 1	1 0	1	0 0	1 0
Volume Module:												
Base Vol:	270	540	2	10	422	139	127	34	268	5	64	36
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	270	540	2	10	422	139	127	34	268	5	64	36
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	270	540	2	10	422	139	127	34	268	5	64	36
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93
PHF Volume:	290	581	2	11	454	149	137	37	288	5	69	39
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	290	581	2	11	454	149	137	37	288	5	69	39
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	290	581	2	11	454	149	137	37	288	5	69	39
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.90	0.86	0.86	0.93	0.83	0.79	0.60	0.75	0.69	0.48	0.79	0.77
Lanes:	2.00	1.99	0.01	1.00	1.49	0.51	1.00	1.00	1.00	1.00	0.63	0.37
Final Sat.:	3432	3257	12	1769	2343	772	1136	1419	1317	910	948	533
Capacity Analysis Module:												
Vol/Sat:	0.08	0.18	0.18	0.01	0.19	0.19	0.12	0.03	0.22	0.01	0.07	0.07
Crit Moves:		****		****					****			
Green/Cycle:	0.20	0.41	0.41	0.10	0.31	0.31	0.44	0.44	0.44	0.44	0.44	0.44
Volume/Cap:	0.41	0.43	0.43	0.06	0.63	0.63	0.27	0.06	0.50	0.01	0.16	0.16
Delay/Veh:	36.4	22.2	22.2	41.4	33.1	33.1	19.2	16.1	22.8	15.8	17.5	17.5
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	36.4	22.2	22.2	41.4	33.1	33.1	19.2	16.1	22.8	15.8	17.5	17.5
LOS by Move:	D	C	C	D	C	C	B	B	C	B	B	B
HCM2kAvgQ:	4	7	7	0	9	9	3	1	7	0	2	2

Block 1 Mixed-Use Project
Mission Bay South Area
Existing PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

Intersection #7 16th Street and Owens Street

Cycle (sec):	110	Critical Vol./Cap.(X):	0.150
Loss Time (sec):	9	Average Delay (sec/veh):	25.7
Optimal Cycle:	110	Level Of Service:	C

Street Name:	Owens Street						16th Street					
Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Protected			Protected		
Rights:	Include			Include			Include			Include		
Min. Green:	0	0	0	45	45	45	15	55	55	35	35	35
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	0	0 0	0 0	2	0 0	0 1	1	0 2	0 0	0	0 1	1 0
Volume Module:												
Base Vol:	0	0	0	120	0	193	137	314	0	0	470	108
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	0	0	0	120	0	193	137	314	0	0	470	108
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	0	0	0	120	0	193	137	314	0	0	470	108
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	0	0	0	126	0	203	144	331	0	0	495	114
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	0	0	0	126	0	203	144	331	0	0	495	114
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	0	0	0	126	0	203	144	331	0	0	495	114
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	1.00	1.00	1.00	0.90	1.00	0.61	0.93	0.86	1.00	1.00	0.84	0.79
Lanes:	0.00	0.00	0.00	2.00	0.00	1.00	1.00	2.00	0.00	0.00	1.61	0.39
Final Sat.:	0	0	0	3432	0	1150	1769	3272	0	0	2557	588
Capacity Analysis Module:												
Vol/Sat:	0.00	0.00	0.00	0.04	0.00	0.18	0.08	0.10	0.00	0.00	0.19	0.19
Crit Moves:				****				****		****		
Green/Cycle:	0.00	0.00	0.00	0.41	0.00	0.41	0.15	0.51	0.00	0.00	0.36	0.36
Volume/Cap:	0.00	0.00	0.00	0.09	0.00	0.43	0.53	0.20	0.00	0.00	0.54	0.54
Delay/Veh:	0.0	0.0	0.0	20.0	0.0	24.0	45.1	14.8	0.0	0.0	28.8	28.8
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	0.0	0.0	0.0	20.0	0.0	24.0	45.1	14.8	0.0	0.0	28.8	28.8
LOS by Move:	A	A	A	B	A	C	D	B	A	A	C	C
HCM2kAvgQ:	0	0	0	1	0	5	5	3	0	0	9	9

Block 1 Mixed-Use Project
Mission Bay South Area
Existing PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

Intersection #13 Mission Rock Street/Third Street

Cycle (sec):	100	Critical Vol./Cap.(X):	0.346
Loss Time (sec):	16	Average Delay (sec/veh):	27.9
Optimal Cycle:	101	Level Of Service:	C

Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Permitted			Permitted		
Rights:	Include			Include			Include			Include		
Min. Green:	15	37	37	15	37	37	33	33	33	33	33	33
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	1	0 1	1 0	1	0 1	1 0	0	0 1!	0 0	0	0 1!	0 0
Volume Module:												
Base Vol:	5	725	7	10	204	5	5	14	14	11	4	32
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	5	725	7	10	204	5	5	14	14	11	4	32
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	5	725	7	10	204	5	5	14	14	11	4	32
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	5	763	7	11	215	5	5	15	15	12	4	34
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	5	763	7	11	215	5	5	15	15	12	4	34
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	5	763	7	11	215	5	5	15	15	12	4	34
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.93	0.84	0.83	0.93	0.83	0.83	0.70	0.72	0.66	0.65	0.68	0.59
Lanes:	1.00	1.98	0.02	1.00	1.95	0.05	0.15	0.41	0.44	0.22	0.08	0.70
Final Sat.:	1769	3150	30	1769	3095	76	199	558	558	271	98	788
Capacity Analysis Module:												
Vol/Sat:	0.00	0.24	0.24	0.01	0.07	0.07	0.03	0.03	0.03	0.04	0.04	0.04
Crit Moves:		****		****							****	
Green/Cycle:	0.15	0.37	0.37	0.15	0.37	0.37	0.33	0.33	0.33	0.33	0.33	0.33
Volume/Cap:	0.02	0.66	0.66	0.04	0.19	0.19	0.08	0.08	0.08	0.13	0.13	0.13
Delay/Veh:	36.9	29.7	29.7	37.1	22.2	22.2	23.9	23.9	23.9	24.6	24.6	24.6
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	36.9	29.7	29.7	37.1	22.2	22.2	23.9	23.9	23.9	24.6	24.6	24.6
LOS by Move:	D	C	C	D	C	C	C	C	C	C	C	C
HCM2kAvgQ:	0	11	11	0	2	2	1	1	1	1	1	1

Note: Queue reported is the number of cars per lane.

Block 1 Mixed-Use Project
Mission Bay South Area
Existing PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

Intersection #14 Channel Street/Third Street

Cycle (sec):	100	Critical Vol./Cap.(X):	0.411
Loss Time (sec):	16	Average Delay (sec/veh):	28.8
Optimal Cycle:	100	Level Of Service:	C

Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Permitted			Permitted		
Rights:	Include			Include			Include			Include		
Min. Green:	15	36	36	16	37	37	32	32	32	32	32	32
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	1	0 1	1 0	1	0 1	1 0	0	1 0	0 1	0	0 1!	0 0
Volume Module:												
Base Vol:	24	732	6	4	108	13	16	16	76	35	10	66
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	24	732	6	4	108	13	16	16	76	35	10	66
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	24	732	6	4	108	13	16	16	76	35	10	66
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	25	771	6	4	114	14	17	17	80	37	11	69
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	25	771	6	4	114	14	17	17	80	37	11	69
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	25	771	6	4	114	14	17	17	80	37	11	69
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.93	0.84	0.84	0.93	0.82	0.81	0.83	0.86	0.59	0.64	0.65	0.61
Lanes:	1.00	1.98	0.02	1.00	1.78	0.22	0.51	0.49	1.00	0.31	0.09	0.60
Final Sat.:	1769	3155	26	1769	2791	336	802	802	1127	373	107	704
Capacity Analysis Module:												
Vol/Sat:	0.01	0.24	0.24	0.00	0.04	0.04	0.02	0.02	0.07	0.10	0.10	0.10
Crit Moves:		****		****							****	
Green/Cycle:	0.15	0.36	0.36	0.16	0.37	0.37	0.32	0.32	0.32	0.32	0.32	0.32
Volume/Cap:	0.10	0.68	0.68	0.01	0.11	0.11	0.07	0.07	0.22	0.31	0.31	0.31
Delay/Veh:	37.4	30.3	30.3	35.5	20.9	20.9	23.9	23.9	26.3	27.8	27.8	27.8
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	37.4	30.3	30.3	35.5	20.9	20.9	23.9	23.9	26.3	27.8	27.8	27.8
LOS by Move:	D	C	C	D	C	C	C	C	C	C	C	C
HCM2kAvgQ:	1	12	12	0	1	1	1	1	2	3	3	3

Note: Queue reported is the number of cars per lane.

Block 1 Mixed-Use Project
Mission Bay South Area
Existing PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

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Intersection #15 Channel Street/Fourth Street

****

Cycle (sec):	100	Critical Vol./Cap.(X):	0.157
Loss Time (sec):	10	Average Delay (sec/veh):	12.7
Optimal Cycle:	100	Level Of Service:	B

****

Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Permitted			Permitted			Permitted			Permitted		
Rights:	Include			Include			Include			Include		
Min. Green:	0	0	0	0	0	0	0	0	0	0	0	0
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	1	0	0 1	0	0	1 0	0	0	1! 0	0	1	0 0 1
Volume Module:												
Base Vol:	10	58	6	90	123	12	23	12	16	2	8	37
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	10	58	6	90	123	12	23	12	16	2	8	37
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	10	58	6	90	123	12	23	12	16	2	8	37
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	11	61	6	95	129	13	24	13	17	2	8	39
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	11	61	6	95	129	13	24	13	17	2	8	39
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	11	61	6	95	129	13	24	13	17	2	8	39
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.56	0.77	0.76	0.60	0.77	0.76	0.64	0.67	0.60	0.90	0.96	0.58
Lanes:	1.00	0.90	0.10	1.00	0.91	0.09	0.45	0.22	0.33	0.21	0.79	1.00
Final Sat.:	1067	1329	137	1133	1338	130	543	283	378	359	1437	1095
Capacity Analysis Module:												
Vol/Sat:	0.01	0.05	0.05	0.08	0.10	0.10	0.04	0.04	0.04	0.01	0.01	0.04
Crit Moves:					****			****				
Green/Cycle:	0.62	0.62	0.62	0.62	0.62	0.62	0.28	0.28	0.28	0.28	0.28	0.28
Volume/Cap:	0.02	0.07	0.07	0.14	0.16	0.16	0.16	0.16	0.16	0.02	0.02	0.13
Delay/Veh:	7.4	7.8	7.8	8.1	8.2	8.2	27.1	27.1	27.1	25.8	25.8	26.8
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	7.4	7.8	7.8	8.1	8.2	8.2	27.1	27.1	27.1	25.8	25.8	26.8
LOS by Move:	A	A	A	A	A	A	C	C	C	C	C	C
HCM2kAvgQ:	0	1	1	1	2	2	1	1	1	0	0	1

****

Note: Queue reported is the number of cars per lane.

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Block 1 Mixed-Use Project
Mission Bay South Area
Existing PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

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Intersection #16 King Street/Third Street

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Cycle (sec):	100	Critical Vol./Cap.(X):	0.811
Loss Time (sec):	10	Average Delay (sec/veh):	40.2
Optimal Cycle:	100	Level Of Service:	D

****

Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Split Phase			Split Phase			Protected			Protected		
Rights:	Ovl			Include			Include			Include		
Min. Green:	26	26	26	0	0	0	20	46	46	13	39	39
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	0	1	3 0 1	0	0	0 0 0	3	0	1 1 0	2	0	1 1 0
Volume Module:												
Base Vol:	59	751	278	0	0	0	718	873	14	135	949	24
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	59	751	278	0	0	0	718	873	14	135	949	24
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	59	751	278	0	0	0	718	873	14	135	949	24
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97
PHF Volume:	61	774	287	0	0	0	740	900	14	139	978	25
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	61	774	287	0	0	0	740	900	14	139	978	25
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	61	774	287	0	0	0	740	900	14	139	978	25
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.87	0.87	0.62	1.00	1.00	1.00	0.89	0.82	0.82	0.89	0.57	0.81
Lanes:	0.29	3.71	1.00	0.00	0.00	0.00	3.00	1.97	0.03	2.00	1.96	0.04
Final Sat.:	481	6119	1172	0	0	0	5053	3070	49	3369	2141	54
Capacity Analysis Module:												
Vol/Sat:	0.13	0.13	0.24	0.00	0.00	0.00	0.15	0.29	0.29	0.04	0.46	0.46
Crit Moves:	****						****				****	
Green/Cycle:	0.26	0.26	0.40	0.00	0.00	0.00	0.20	0.50	0.50	0.14	0.44	0.44
Volume/Cap:	0.49	0.49	0.61	0.00	0.00	0.00	0.73	0.59	0.59	0.29	1.04	1.04
Delay/Veh:	32.3	32.3	29.5	0.0	0.0	0.0	42.2	19.4	19.4	40.0	67.4	67.4
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	32.3	32.3	29.5	0.0	0.0	0.0	42.2	19.4	19.4	40.0	67.4	67.4
LOS by Move:	C	C	C	A	A	A	D	B	B	D	E	E
HCM2kAvgQ:	6	6	8	0	0	0	9	11	11	2	24	32

****

Note: Queue reported is the number of cars per lane.

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Block 1 Mixed-Use Project
Mission Bay South Area
Existing PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

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Intersection #17 King Street/Fourth Street

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Cycle (sec):	100	Critical Vol./Cap.(X):	0.704
Loss Time (sec):	13	Average Delay (sec/veh):	67.0
Optimal Cycle:	125	Level Of Service:	E

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Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Protected			Protected		
Rights:	Include			Include			Include			Include		
Min. Green:	28	28	28	28	28	28	10	42	42	14	45	45
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	0	1	0	0	1	1	0	1	1	1	0	2	1	0	1	0	1	1	0
Volume Module:												
Base Vol:	16	42	53	46	280	536	96	1504	13	17	971	20
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	16	42	53	46	280	536	96	1504	13	17	971	20
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	16	42	53	46	280	536	96	1504	13	17	971	20
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	17	44	56	48	295	564	101	1583	14	18	1022	21
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	17	44	56	48	295	564	101	1583	14	18	1022	21
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	17	44	56	48	295	564	101	1583	14	18	1022	21
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.97	0.97	0.52	0.93	0.78	0.59	0.93	0.83	0.83	0.93	0.84	0.83
Lanes:	0.28	0.72	1.00	1.00	1.00	2.00	1.00	2.97	0.03	1.00	1.96	0.04
Final Sat.:	506	1329	985	1769	1488	2252	1769	4699	41	1769	3110	64
Capacity Analysis Module:												
Vol/Sat:	0.03	0.03	0.06	0.03	0.20	0.25	0.06	0.34	0.34	0.01	0.33	0.33
Crit Moves:	****					****		****		****		
Green/Cycle:	0.22	0.22	0.22	0.22	0.22	0.22	0.08	0.34	0.34	0.11	0.37	0.37
Volume/Cap:	0.15	0.15	0.25	0.12	0.88	1.12	0.70	1.00	1.00	0.09	0.90	0.90
Delay/Veh:	39.7	39.7	42.6	39.3	58.5	118.6	80.7	64.7	64.7	50.7	48.2	48.2
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	39.7	39.7	42.6	39.3	58.5	118.6	80.7	64.7	64.7	50.7	48.2	48.2
LOS by Move:	D	D	D	D	E	F	F	E	E	D	D	D
HCM2kAvgQ:	2	2	2	1	15	19	5	29	29	1	23	23

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Note: Queue reported is the number of cars per lane.

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EXISTING PLUS PROJECT CONDITIONS

Block 1 Mixed-Use Project
Mission Bay South Area
Existing plus Project - PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

Intersection #5 16th Street and Third Street

Cycle (sec):	100	Critical Vol./Cap.(X):	0.447
Loss Time (sec):	5	Average Delay (sec/veh):	27.6
Optimal Cycle:	100	Level Of Service:	C

Street Name:	Third Streeet						16th Street					
Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Permitted			Permitted		
Rights:	Include			Include			Include			Include		
Min. Green:	20	41	41	10	30	30	34	34	34	34	34	34
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	2	0 1	1 0	1	0 1	1 0	1	0 1	1 0	1	0 0	1 0
Volume Module:												
Base Vol:	270	605	2	10	473	139	144	34	268	5	64	36
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	270	605	2	10	473	139	144	34	268	5	64	36
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	270	605	2	10	473	139	144	34	268	5	64	36
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93	0.93
PHF Volume:	290	651	2	11	509	149	155	37	288	5	69	39
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	290	651	2	11	509	149	155	37	288	5	69	39
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	290	651	2	11	509	149	155	37	288	5	69	39
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.90	0.86	0.86	0.93	0.83	0.80	0.60	0.75	0.69	0.48	0.79	0.77
Lanes:	2.00	1.99	0.01	1.00	1.53	0.47	1.00	1.00	1.00	1.00	0.63	0.37
Final Sat.:	3432	3262	11	1769	2419	711	1136	1419	1317	910	948	533
Capacity Analysis Module:												
Vol/Sat:	0.08	0.20	0.20	0.01	0.21	0.21	0.14	0.03	0.22	0.01	0.07	0.07
Crit Moves:		****		****					****			
Green/Cycle:	0.20	0.41	0.41	0.10	0.31	0.31	0.44	0.44	0.44	0.44	0.44	0.44
Volume/Cap:	0.41	0.49	0.49	0.06	0.69	0.69	0.31	0.06	0.50	0.01	0.16	0.16
Delay/Veh:	36.4	23.0	23.0	41.4	34.5	34.5	19.8	16.1	22.8	15.8	17.5	17.5
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	36.4	23.0	23.0	41.4	34.5	34.5	19.8	16.1	22.8	15.8	17.5	17.5
LOS by Move:	D	C	C	D	C	C	B	B	C	B	B	B
HCM2kAvgQ:	4	8	8	0	11	10	3	1	7	0	2	2

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Block 1 Mixed-Use Project
Mission Bay South Area
Existing plus Project - PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

Intersection #7 16th Street and Owens Street

Cycle (sec):	110	Critical Vol./Cap.(X):	0.156
Loss Time (sec):	9	Average Delay (sec/veh):	25.7
Optimal Cycle:	110	Level Of Service:	C

Street Name:	Owens Street						16th Street					
Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Protected			Protected		
Rights:	Include			Include			Include			Include		
Min. Green:	0	0	0	45	45	45	15	55	55	35	35	35
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	0	0 0	0	2	0 0	0 1	1	0 2	0 0	0	0 1	1 0
Volume Module:												
Base Vol:	0	0	0	120	0	193	137	331	0	0	485	108
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	0	0	0	120	0	193	137	331	0	0	485	108
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	0	0	0	120	0	193	137	331	0	0	485	108
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	0	0	0	126	0	203	144	348	0	0	511	114
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	0	0	0	126	0	203	144	348	0	0	511	114
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	0	0	0	126	0	203	144	348	0	0	511	114
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	1.00	1.00	1.00	0.90	1.00	0.61	0.93	0.86	1.00	1.00	0.84	0.79
Lanes:	0.00	0.00	0.00	2.00	0.00	1.00	1.00	2.00	0.00	0.00	1.62	0.38
Final Sat.:	0	0	0	3432	0	1150	1769	3272	0	0	2576	574
Capacity Analysis Module:												
Vol/Sat:	0.00	0.00	0.00	0.04	0.00	0.18	0.08	0.11	0.00	0.00	0.20	0.20
Crit Moves:				****				****		****		
Green/Cycle:	0.00	0.00	0.00	0.41	0.00	0.41	0.15	0.51	0.00	0.00	0.36	0.36
Volume/Cap:	0.00	0.00	0.00	0.09	0.00	0.43	0.53	0.21	0.00	0.00	0.56	0.56
Delay/Veh:	0.0	0.0	0.0	20.0	0.0	24.0	45.1	14.9	0.0	0.0	29.0	29.0
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	0.0	0.0	0.0	20.0	0.0	24.0	45.1	14.9	0.0	0.0	29.0	29.0
LOS by Move:	A	A	A	B	A	C	D	B	A	A	C	C
HCM2kAvgQ:	0	0	0	1	0	5	5	3	0	0	9	9

Block 1 Mixed-Use Project
Mission Bay South Area
Existing plus Project - PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

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Intersection #13 Mission Rock Street/Third Street

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Cycle (sec):	100	Critical Vol./Cap.(X):	0.378
Loss Time (sec):	16	Average Delay (sec/veh):	29.4
Optimal Cycle:	101	Level Of Service:	C

****

Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Permitted			Permitted		
Rights:	Include			Include			Include			Include		
Min. Green:	15	37	37	15	37	37	33	33	33	33	33	33
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	1	0 1	1 0	1	0 1	1 0	0	0 1	0 0	0	0 1	0 0
Volume Module:												
Base Vol:	5	807	7	10	255	5	5	14	14	11	4	32
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	5	807	7	10	255	5	5	14	14	11	4	32
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	5	807	7	10	255	5	5	14	14	11	4	32
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	5	849	7	11	268	5	5	15	15	12	4	34
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	5	849	7	11	268	5	5	15	15	12	4	34
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	5	849	7	11	268	5	5	15	15	12	4	34
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.93	0.84	0.83	0.93	0.84	0.83	0.70	0.72	0.66	0.65	0.68	0.59
Lanes:	1.00	1.98	0.02	1.00	1.96	0.04	0.15	0.41	0.44	0.22	0.08	0.70
Final Sat.:	1769	3153	27	1769	3113	61	199	558	558	271	98	788
Capacity Analysis Module:												
Vol/Sat:	0.00	0.27	0.27	0.01	0.09	0.09	0.03	0.03	0.03	0.04	0.04	0.04
Crit Moves:		****		****							****	
Green/Cycle:	0.15	0.37	0.37	0.15	0.37	0.37	0.33	0.33	0.33	0.33	0.33	0.33
Volume/Cap:	0.02	0.74	0.74	0.04	0.24	0.24	0.08	0.08	0.08	0.13	0.13	0.13
Delay/Veh:	36.9	31.9	31.9	37.1	22.7	22.7	23.9	23.9	23.9	24.6	24.6	24.6
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	36.9	31.9	31.9	37.1	22.7	22.7	23.9	23.9	23.9	24.6	24.6	24.6
LOS by Move:	D	C	C	D	C	C	C	C	C	C	C	C
HCM2kAvgQ:	0	13	13	0	3	3	1	1	1	1	1	1

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Note: Queue reported is the number of cars per lane.

Block 1 Mixed-Use Project
Mission Bay South Area
Existing plus Project - PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

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Intersection #14 Channel Street/Third Street

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Cycle (sec):	100	Critical Vol./Cap.(X):	0.430
Loss Time (sec):	16	Average Delay (sec/veh):	29.7
Optimal Cycle:	100	Level Of Service:	C

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Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Permitted			Permitted		
Rights:	Include			Include			Include			Include		
Min. Green:	15	36	36	16	37	37	32	32	32	32	32	32
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	1	0 1	1 0	1	0 1	1 0	0	1 0	0 1	0	0 1	0 0
Volume Module:												
Base Vol:	65	773	6	4	159	13	97	16	76	35	10	66
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	65	773	6	4	159	13	97	16	76	35	10	66
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	65	773	6	4	159	13	97	16	76	35	10	66
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	68	814	6	4	167	14	102	17	80	37	11	69
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	68	814	6	4	167	14	102	17	80	37	11	69
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	68	814	6	4	167	14	102	17	80	37	11	69
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.93	0.84	0.84	0.93	0.83	0.82	0.62	0.67	0.59	0.62	0.64	0.60
Lanes:	1.00	1.98	0.02	1.00	1.85	0.15	0.87	0.13	1.00	0.31	0.08	0.61
Final Sat.:	1769	3156	24	1769	2908	238	1027	169	1127	365	104	688
Capacity Analysis Module:												
Vol/Sat:	0.04	0.26	0.26	0.00	0.06	0.06	0.10	0.10	0.07	0.10	0.10	0.10
Crit Moves:		****		****							****	
Green/Cycle:	0.15	0.36	0.36	0.16	0.37	0.37	0.32	0.32	0.32	0.32	0.32	0.32
Volume/Cap:	0.26	0.72	0.72	0.01	0.16	0.16	0.31	0.31	0.22	0.32	0.32	0.32
Delay/Veh:	39.9	31.4	31.4	35.5	21.3	21.3	27.8	27.8	26.3	27.9	27.9	27.9
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	39.9	31.4	31.4	35.5	21.3	21.3	27.8	27.8	26.3	27.9	27.9	27.9
LOS by Move:	D	C	C	D	C	C	C	C	C	C	C	C
HCM2kAvgQ:	2	13	13	0	2	2	3	3	2	3	3	3

****

Note: Queue reported is the number of cars per lane.

Block 1 Mixed-Use Project
Mission Bay South Area
Existing plus Project - PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

****

Intersection #15 Channel Street/Fourth Street

****

Cycle (sec):	100	Critical Vol./Cap.(X):	0.290	
Loss Time (sec):	10	Average Delay (sec/veh):	14.6	
Optimal Cycle:	100	Level Of Service:	B	

****

Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Permitted			Permitted			Permitted			Permitted		
Rights:	Include			Include			Include			Include		
Min. Green:	0	0	0	0	0	0	0	0	0	0	0	0
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	1	0	0 1	0	1	0 0 1	0	0	1 0	0	1	0 0 1
Volume Module:												
Base Vol:	10	58	6	171	123	12	23	12	16	17	8	65
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	10	58	6	171	123	12	23	12	16	17	8	65
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	10	58	6	171	123	12	23	12	16	17	8	65
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	11	61	6	180	129	13	24	13	17	18	8	68
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	11	61	6	180	129	13	24	13	17	18	8	68
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	11	61	6	180	129	13	24	13	17	18	8	68
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.55	0.77	0.76	0.59	0.77	0.76	0.55	0.67	0.61	0.69	0.85	0.36
Lanes:	1.00	0.90	0.10	1.00	0.91	0.09	0.49	0.21	0.30	0.72	0.28	1.00
Final Sat.:	1050	1329	137	1112	1337	130	507	264	352	950	447	689
Capacity Analysis Module:												
Vol/Sat:	0.01	0.05	0.05	0.16	0.10	0.10	0.05	0.05	0.05	0.02	0.02	0.10
Crit Moves:				****								****
Green/Cycle:	0.56	0.56	0.56	0.56	0.56	0.56	0.34	0.34	0.34	0.34	0.34	0.34
Volume/Cap:	0.02	0.08	0.08	0.29	0.17	0.17	0.14	0.14	0.14	0.06	0.06	0.29
Delay/Veh:	9.9	10.3	10.3	11.9	10.9	10.9	22.9	22.9	22.9	22.1	22.1	24.7
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	9.9	10.3	10.3	11.9	10.9	10.9	22.9	22.9	22.9	22.1	22.1	24.7
LOS by Move:	A	B	B	B	B	B	C	C	C	C	C	C
HCM2kAvgQ:	0	1	1	3	2	2	1	1	1	1	1	2

****

Note: Queue reported is the number of cars per lane.

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Block 1 Mixed-Use Project
Mission Bay South Area
Existing plus Project - PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

****

Intersection #16 King Street/Third Street

****

Cycle (sec):	100	Critical Vol./Cap.(X):	0.819	
Loss Time (sec):	10	Average Delay (sec/veh):	40.9	
Optimal Cycle:	100	Level Of Service:	D	

****

Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Split Phase			Split Phase			Protected			Protected		
Rights:	Ovl			Include			Include			Include		
Min. Green:	26	26	26	0	0	0	20	46	46	13	39	39
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	0	1	3 0 1	0	0	0 0 0	3	0	1 1 0	2	0	1 1 0
Volume Module:												
Base Vol:	59	783	310	0	0	0	716	873	14	180	954	24
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	59	783	310	0	0	0	716	873	14	180	954	24
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	59	783	310	0	0	0	716	873	14	180	954	24
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97	0.97
PHF Volume:	61	807	320	0	0	0	738	900	14	186	984	25
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	61	807	320	0	0	0	738	900	14	186	984	25
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	61	807	320	0	0	0	738	900	14	186	984	25
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.87	0.87	0.62	1.00	1.00	1.00	0.89	0.82	0.82	0.89	0.57	0.81
Lanes:	0.28	3.72	1.00	0.00	0.00	0.00	3.00	1.97	0.03	2.00	1.97	0.03
Final Sat.:	462	6137	1169	0	0	0	5053	3070	49	3369	2141	54
Capacity Analysis Module:												
Vol/Sat:	0.13	0.13	0.27	0.00	0.00	0.00	0.15	0.29	0.29	0.06	0.46	0.46
Crit Moves:		****					****				****	
Green/Cycle:	0.26	0.26	0.40	0.00	0.00	0.00	0.20	0.50	0.50	0.14	0.44	0.44
Volume/Cap:	0.51	0.51	0.68	0.00	0.00	0.00	0.73	0.59	0.59	0.39	1.04	1.04
Delay/Veh:	32.6	32.6	32.5	0.0	0.0	0.0	42.1	19.4	19.4	41.5	69.1	69.1
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	32.6	32.6	32.5	0.0	0.0	0.0	42.1	19.4	19.4	41.5	69.1	69.1
LOS by Move:	C	C	C	A	A	A	D	B	B	D	E	E
HCM2kAvgQ:	7	7	9	0	0	0	9	11	11	3	24	33

****

Note: Queue reported is the number of cars per lane.

Block 1 Mixed-Use Project
Mission Bay South Area
Existing plus Project - PM Peak Hour Conditions

Level Of Service Computation Report
2000 HCM Operations Method (Future Volume Alternative)

****

Intersection #17 King Street/Fourth Street

****

Cycle (sec): 100 Critical Vol./Cap.(X): 0.700
Loss Time (sec): 13 Average Delay (sec/veh): 67.9
Optimal Cycle: 125 Level Of Service: E

****

Approach:	North Bound			South Bound			East Bound			West Bound		
Movement:	L	T	R	L	T	R	L	T	R	L	T	R
Control:	Protected			Protected			Protected			Protected		
Rights:	Include			Include			Include			Include		
Min. Green:	28	28	28	28	28	28	10	42	42	14	45	45
Y+R:	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Lanes:	0	1	0	0	1	1	0	1	1	1	0	2	1	0	1	0	1	1	0
Volume Module:												
Base Vol:	16	42	53	46	330	536	96	1504	13	22	971	20
Growth Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Initial Bse:	16	42	53	46	330	536	96	1504	13	22	971	20
Added Vol:	0	0	0	0	0	0	0	0	0	0	0	0
PasserByVol:	0	0	0	0	0	0	0	0	0	0	0	0
Initial Fut:	16	42	53	46	330	536	96	1504	13	22	971	20
User Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
PHF Adj:	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95	0.95
PHF Volume:	17	44	56	48	347	564	101	1583	14	23	1022	21
Reduct Vol:	0	0	0	0	0	0	0	0	0	0	0	0
Reduced Vol:	17	44	56	48	347	564	101	1583	14	23	1022	21
PCE Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
MLF Adj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
FinalVolume:	17	44	56	48	347	564	101	1583	14	23	1022	21
Saturation Flow Module:												
Sat/Lane:	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Adjustment:	0.97	0.97	0.52	0.93	0.79	0.61	0.93	0.83	0.83	0.93	0.84	0.83
Lanes:	0.28	0.72	1.00	1.00	1.00	2.00	1.00	2.97	0.03	1.00	1.96	0.04
Final Sat.:	506	1329	985	1769	1497	2309	1769	4699	41	1769	3110	64
Capacity Analysis Module:												
Vol/Sat:	0.03	0.03	0.06	0.03	0.23	0.24	0.06	0.34	0.34	0.01	0.33	0.33
Crit Moves:	****					****		****			****	
Green/Cycle:	0.22	0.22	0.22	0.22	0.22	0.22	0.08	0.34	0.34	0.11	0.37	0.37
Volume/Cap:	0.15	0.15	0.25	0.12	1.04	1.09	0.70	1.00	1.00	0.12	0.90	0.90
Delay/Veh:	39.7	39.7	42.6	39.3	88.4	107.3	80.7	64.7	64.7	51.1	48.2	48.2
User DelAdj:	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
AdjDel/Veh:	39.7	39.7	42.6	39.3	88.4	107.3	80.7	64.7	64.7	51.1	48.2	48.2
LOS by Move:	D	D	D	D	F	F	F	E	E	D	D	D
HCM2kAvgQ:	2	2	2	1	20	18	5	29	29	1	23	23

****

Note: Queue reported is the number of cars per lane.

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APPENDIX D
TRAVEL DEMAND

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
FINAL SUMMARY OF TRIPS

	Daily Person Trips					PM Peak Hour Person Trips						Percent of Daily vs PM Peak Hour				
Mode	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total		Residential	Hotel	Not Used	Retail	Total
Auto	1,398	1,013	0	2,413	4,824	243	114	0	218	575	51.4%	17.4%	11.3%	0.0%	9.0%	11.9%
Transit	1,178	331	0	451	1,960	204	34	0	41	279	24.9%	17.3%	10.3%	0.0%	9.1%	14.2%
Walk	690	269	0	815	1,774	119	18	0	73	210	18.8%	17.2%	6.7%	0.0%	9.0%	11.8%
Other	234	137	0	71	442	40	9	0	6	55	4.9%	17.1%	6.6%	0.0%	8.5%	12.4%
All Modes	**3,500**	**1,750**	**0**	**3,750**	**9,000**	**606**	**175**	**0**	**338**	**1,119**	**100.0%**	**17.3%**	**10.0%**	**0.0%**	**9.0%**	**12.4%**
Vehicle Trips	1,251	499	0	1,300	3,050	217	76	0	117	410		17.3%	15.2%	0.0%	9.0%	13.4%
Avg. veh occup.	*1.12*	*2.03*	*0.00*	*1.86*	*1.58*	*1.12*	*1.50*	*0.00*	*1.86*	*1.40*						

	Total	PM Peak Hour Person-Trips					PM Peak Hour Transit-Trips					PM Peak Hour Vehicle-Trips				
Distribution	**Daily PTs**	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total
SF Superdistrict 1	2,435	345	18	0	21	384	115	5	0	6	126	122	5	0	5	132
SF Superdistrict 2	862	49	21	0	31	101	17	4	0	5	26	18	9	0	13	40
SF Superdistrict 3	3,244	49	55	0	200	304	17	11	0	19	47	18	17	0	60	95
SF Superdistrict 4	600	49	13	0	17	79	17	3	0	2	22	18	6	0	8	32
East Bay	600	52	21	0	12	85	18	6	0	2	26	19	8	0	5	32
North Bay	199	16	7	0	7	30	5	1	0	1	7	6	4	0	4	14
South Bay	825	46	35	0	33	114	15	3	0	3	21	16	25	0	16	57
Out of Region	235	0	5	0	17	22	0	1	0	3	4	0	2	0	6	8
All Origins	**9,000**	**606**	**175**	**0**	**338**	**1,119**	**204**	**34**	**0**	**41**	**279**	**217**	**76**	**0**	**117**	**410**

SF Guidelines	Residential		Athletic Club		Not Used		Retail	
Table C-2 (PM peak)	Work	Non-work	Work	Non-work	Work	Non-work	Work	Non-work
Inbound	100%	33%	0%	50%	0%	50%	0%	50%
Outbound	0%	67%	100%	50%	100%	50%	100%	50%

PM Peak Hour	Inbound					Outbound					Total Inbound+Outboubd				
Auto Trips	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total
SF Superdistrict 1	91	2	0	4	97	46	6	0	6	58	137	8	0	10	155
SF Superdistrict 2	12	3	0	9	24	7	11	0	10	28	19	14	0	19	52
SF Superdistrict 3	13	7	0	59	79	7	22	0	61	90	20	29	0	120	169
SF Superdistrict 4	13	2	0	7	22	7	8	0	8	23	20	10	0	15	45
East Bay	14	2	0	4	20	7	12	0	5	24	21	14	0	9	44
North Bay	4	0	0	3	7	2	5	0	3	10	6	5	0	6	17
South Bay	12	3	0	13	28	6	28	0	16	50	18	31	0	29	78
Out of Region	1	1	0	5	7	1	2	0	5	8	2	3	0	10	15
All Origins	**160**	**20**	**0**	**104**	**284**	**83**	**94**	**0**	**114**	**291**	**243**	**114**	**0**	**218**	**575**

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
FINAL SUMMARY OF TRIPS

PM Peak Hour Transit Trips	Inbound					Outbound					Total Inbound+Outboubd				
	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total
SF Superdistrict 1	77	1	0	3	81	39	4	0	3	46	116	5	0	6	127
SF Superdistrict 2	11	1	0	2	14	6	4	0	3	13	17	5	0	5	27
SF Superdistrict 3	11	3	0	9	23	6	8	0	10	24	17	11	0	19	47
SF Superdistrict 4	11	0	0	1	12	5	2	0	1	8	16	2	0	2	20
East Bay	12	1	0	1	14	5	5	0	1	11	17	6	0	2	25
North Bay	4	0	0	0	4	2	1	0	2	5	6	1	0	2	9
South Bay	10	0	0	1	11	5	3	0	2	10	15	3	0	3	21
Out of Region	0	0	0	1	1	0	1	0	1	2	0	1	0	2	3
All Origins	**136**	**6**	**0**	**18**	**160**	**68**	**28**	**0**	**23**	**119**	**204**	**34**	**0**	**41**	**279**

PM Peak Hour Walk/Other Trips	Inbound					Outbound					Total Inbound+Outboubd				
	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total
SF Superdistrict 1	60	2	0	3	65	30	4	0	3	37	90	6	0	6	102
SF Superdistrict 2	9	2	0	3	14	4	2	0	2	8	13	4	0	5	22
SF Superdistrict 3	9	5	0	30	44	4	10	0	30	44	13	15	0	60	88
SF Superdistrict 4	9	0	0	0	9	4	1	0	0	5	13	1	0	0	14
East Bay	9	0	0	1	10	5	0	0	1	6	14	0	0	2	16
North Bay	3	0	0	0	3	1	0	0	0	1	4	0	0	0	4
South Bay	8	0	0	1	9	4	1	0	1	6	12	1	0	2	15
Out of Region	0	0	0	2	2	0	0	0	2	2	0	0	0	4	4
All Origins	**107**	**9**	**0**	**40**	**156**	**52**	**18**	**0**	**39**	**109**	**159**	**27**	**0**	**79**	**265**

PM Peak Hour All Modes Person Trips	Inbound					Outbound					Total Inbound+Outboubd				
	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total
SF Superdistrict 1	228	5	0	10	243	115	14	0	12	141	343	19	0	22	384
SF Superdistrict 2	32	6	0	14	52	17	17	0	15	49	49	23	0	29	101
SF Superdistrict 3	33	15	0	98	146	17	40	0	101	158	50	55	0	199	304
SF Superdistrict 4	33	2	0	8	43	16	11	0	9	36	49	13	0	17	79
East Bay	35	3	0	6	44	17	17	0	7	41	52	20	0	13	85
North Bay	11	0	0	3	14	5	6	0	5	16	16	6	0	8	30
South Bay	30	3	0	15	48	15	32	0	19	66	45	35	0	34	114
Out of Region	1	1	0	8	10	1	3	0	8	12	2	4	0	16	22
All Origins	**403**	**35**	**0**	**162**	**600**	**203**	**140**	**0**	**176**	**519**	**606**	**175**	**0**	**338**	**1,119**

PM Peak Hour Vehicle-Trips	Inbound					Outbound					Total Inbound+Outboubd				
	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total	Residential	Hotel	Not Used	Retail	Total
SF Superdistrict 1	81	1	0	2	84	41	4	0	3	48	122	5	0	5	132
SF Superdistrict 2	12	2	0	6	20	6	7	0	7	20	18	9	0	13	40
SF Superdistrict 3	12	3	0	29	44	6	15	0	30	51	18	18	0	59	95
SF Superdistrict 4	12	1	0	4	17	6	5	0	4	15	18	6	0	8	32
East Bay	12	1	0	3	16	6	7	0	3	16	18	8	0	6	32
North Bay	4	0	0	2	6	2	4	0	2	8	6	4	0	4	14
South Bay	11	1	0	6	18	6	24	0	9	39	17	25	0	15	57
Out of Region	0	0	0	3	3	0	1	0	4	5	0	1	0	7	8
All Origins	**144**	**9**	**0**	**55**	**208**	**73**	**67**	**0**	**62**	**202**	**217**	**76**	**0**	**117**	**410**

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
LAND USE: RESIDENTIAL (WORK TRIPS)

Proposed Size:		350 units			
DAILY			PM PEAK HOUR		
Person-trip Generation Rate [1]:		10.0 trips/unit	Person-trip Generation Rate [1]:	17.3%	1.7 trips/unit
Total Person-trips:		3,500 person-trips	Total Person-trips:		606 person-trips
Work Trips [2]:	33%	1,155 person-trips	Work Trips [2]:	50%	303 person-trips

Place of Origin	Percent Distribution [3]	Mode of Travel	Percent Distribution [4]	Average Vehicle Occupancy [4]	Daily Person Trips	Daily Vehicle-Trips	PM Peak Hour Person Trips	PM Peak Hour Vehicle-Trips
SF Superdistrict 1	56.8%	Auto	40.0%	1.12	262	234	69	61
		Transit	33.6%		221		58	
		Walk	19.7%		129		34	
		Other	6.7%		44		11	
		All Modes	100.0%		656	234	172	61
SF Superdistrict 2	8.1%	Auto	40.0%	1.12	37	33	10	9
		Transit	33.6%		32		8	
		Walk	19.7%		18		5	
		Other	6.7%		6		2	
		All Modes	100.0%		94	33	25	9
SF Superdistrict 3	8.1%	Auto	40.0%	1.12	37	33	10	9
		Transit	33.6%		32		8	
		Walk	19.7%		18		5	
		Other	6.7%		6		2	
		All Modes	100.0%		94	33	25	9
SF Superdistrict 4	8.1%	Auto	40.0%	1.12	37	33	10	9
		Transit	33.6%		32		8	
		Walk	19.7%		18		5	
		Other	6.7%		6		2	
		All Modes	100.0%		94	33	25	9
East Bay	8.6%	Auto	40.0%	1.12	40	36	10	9
		Transit	33.6%		34		9	
		Walk	19.7%		20		5	
		Other	6.7%		7		2	
		All Modes	100.0%		100	36	26	9
North Bay	2.6%	Auto	40.0%	1.12	12	11	3	3
		Transit	33.6%		10		3	
		Walk	19.7%		6		2	
		Other	6.7%		2		1	
		All Modes	100.0%		30	11	8	3
South Bay	7.6%	Auto	40.0%	1.12	35	31	9	8
		Transit	33.6%		30		8	
		Walk	19.7%		17		5	
		Other	6.7%		6		2	
		All Modes	100.0%		88	31	23	8
Out of Region	0.0%	Auto	40.0%	1.12	0	0	0	0
		Transit	33.6%		0		0	
		Walk	19.7%		0		0	
		Other	6.7%		0		0	
		All Modes	100.0%		0	0	0	0
All Origins	100.0%	Auto	40.0%	1.12	462	413	121	108
		Transit	33.6%		389		102	
		Walk	19.7%		228		60	
		Other	6.7%		77		20	
		All Modes	100.0%		1,155	413	303	108

Notes:
[1] SF Guidelines, Appendix C - Table C-1 (Residential)
[2] SF Guidelines, Appendix C - Table C-2 (Residential)
[3] 2000 U.S. Census journey-to-work data for San Francisco and Tract 607
[4] 2007-2011 American Community Survey 5-Year Estimate for Tract 607

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
LAND USE: RESIDENTIAL (NON-WORK TRIPS)

Proposed Size:		350 units			
DAILY			PM PEAK HOUR		
Person-trip Generation Rate [1]:		10.0 trips/unit	Person-trip Generation Rate [1]:	17.3%	1.7 trips/unit
Total Person-trips:		3,500 person-trips	Total Person-trips:		606 person-trips
Non-Work Trips [2]:	67%	2,345 person-trips	Non-Work Trips [2]:	50%	303 person-trips

Place of Origin	Percent Distribution [3]	Mode of Travel	Percent Distribution [4]	Average Vehicle Occupancy [4]	Daily Person Trips	Daily Vehicle-Trips	PM Peak Hour Person Trips	PM Peak Hour Vehicle-Trips
SF Superdistrict 1	56.8%	Auto	40.0%	1.12	532	476	69	61
		Transit	33.6%		448		58	
		Walk	19.7%		263		34	
		Other	6.7%		89		11	
		All Modes	100.0%		1,332	476	172	61
SF Superdistrict 2	8.1%	Auto	40.0%	1.12	76	68	10	9
		Transit	33.6%		64		8	
		Walk	19.7%		38		5	
		Other	6.7%		13		2	
		All Modes	100.0%		190	68	25	9
SF Superdistrict 3	8.1%	Auto	40.0%	1.12	76	68	10	9
		Transit	33.6%		64		8	
		Walk	19.7%		38		5	
		Other	6.7%		13		2	
		All Modes	100.0%		190	68	25	9
SF Superdistrict 4	8.1%	Auto	40.0%	1.12	76	68	10	9
		Transit	33.6%		64		8	
		Walk	19.7%		38		5	
		Other	6.7%		13		2	
		All Modes	100.0%		190	68	25	9
East Bay	8.6%	Auto	40.0%	1.12	81	72	10	9
		Transit	33.6%		68		9	
		Walk	19.7%		40		5	
		Other	6.7%		14		2	
		All Modes	100.0%		203	72	26	9
North Bay	2.6%	Auto	40.0%	1.12	25	22	3	3
		Transit	33.6%		21		3	
		Walk	19.7%		12		2	
		Other	6.7%		4		1	
		All Modes	100.0%		62	22	8	3
South Bay	7.6%	Auto	40.0%	1.12	71	64	9	8
		Transit	33.6%		60		8	
		Walk	19.7%		35		5	
		Other	6.7%		12		2	
		All Modes	100.0%		178	64	23	8
Out of Region	0.0%	Auto	40.0%	1.12	0	0	0	0
		Transit	33.6%		0		0	
		Walk	19.7%		0		0	
		Other	6.7%		0		0	
		All Modes	100.0%		0	0	0	0
All Origins	100.0%	Auto	40.0%	1.12	937	838	121	108
		Transit	33.6%		789		102	
		Walk	19.7%		462		60	
		Other	6.7%		157		20	
		All Modes	100.0%		2,345	838	303	108

Notes:
[1] SF Guidelines, Appendix C - Table C-1 (Residential)
[2] SF Guidelines, Appendix C - Table C-2 (Residential)
[3] 2000 U.S. Census journey-to-work data for San Francisco and Tract 607
[4] 2007-2011 American Community Survey 5-Year Estimate for Tract 607

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
LAND USE: RETAIL (WORK TRIPS)

Proposed Size:	25,000 sq.ft.				
DAILY			PM PEAK HOUR		
Person-trip Generation Rate [1]:		150.0 trips/1,000 gsf	Person-trip Generation Rate [1]:	9.0%	13.5 trips/1,000 gsf
Total Person-trips:		3,750 person-trips	Total Person-trips:		338 person-trips
Work Trips [2]:	4%	150 person-trips	Work Trips [2]:	4%	14 person-trips

Place of Origin	Percent Distribution [3]	Mode of Travel	Percent Distribution [3]	Average Vehicle Occupancy [3]	Daily		PM Peak Hour	
					Person Trips	Vehicle-Trips	Person Trips	Vehicle-Trips
SF Superdistrict 1	8.3%	Auto	46.9%	1.30	6	4	1	0
		Transit	32.7%		4		0	
		Walk	17.7%		2		0	
		Other	2.7%		0		0	
		All Modes	100.0%		12	4	1	0
SF Superdistrict 2	10.6%	Auto	64.6%	1.26	10	8	1	1
		Transit	26.4%		4		0	
		Walk	6.9%		1		0	
		Other	2.1%		0		0	
		All Modes	100.0%		16	8	1	1
SF Superdistrict 3	23.9%	Auto	59.7%	1.25	21	17	2	2
		Transit	20.6%		7		1	
		Walk	15.1%		5		0	
		Other	4.6%		2		0	
		All Modes	100.0%		36	17	3	2
SF Superdistrict 4	7.9%	Auto	75.7%	1.48	9	6	1	1
		Transit	21.5%		3		0	
		Walk	0.0%		0		0	
		Other	2.8%		0		0	
		All Modes	100.0%		12	6	1	1
East Bay	14.3%	Auto	68.8%	1.61	15	9	1	1
		Transit	29.7%		6		1	
		Walk	0.0%		0		0	
		Other	1.5%		0		0	
		All Modes	100.0%		21	9	2	1
North Bay	5.6%	Auto	86.9%	1.44	7	5	1	0
		Transit	10.5%		1		0	
		Walk	0.0%		0		0	
		Other	2.6%		0		0	
		All Modes	100.0%		8	5	1	0
South Bay	26.9%	Auto	88.5%	1.13	36	32	3	3
		Transit	8.8%		4		0	
		Walk	0.0%		0		0	
		Other	2.7%		1		0	
		All Modes	100.0%		40	32	4	3
Out of Region	2.5%	Auto	61.8%	1.56	2	1	0	0
		Transit	35.3%		1		0	
		Walk	0.0%		0		0	
		Other	2.9%		0		0	
		All Modes	100.0%		4	1	0	0
All Origins	100.0%	**Auto**	**71.0%**	1.28	**107**	**83**	**10**	**7**
		Transit	**20.2%**		**30**		**3**	
		Walk	**5.8%**		**9**		**1**	
		Other	**2.9%**		**4**		**0**	
		All Modes	100.0%		150	83	14	7

Notes:
[1] SF Guidelines, Appendix C - Table C-1 (General Retail)
[2] SF Guidelines, Appendix C - Table C-2 (Retail)
[3] SF Guidelines, Appendix E - Table E-5 Work Trips to SD3 (All)

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
LAND USE: RETAIL (NON-WORK TRIPS)

Proposed Size:	25,000 sq.ft.				
DAILY			PM PEAK HOUR		
Person-trip Generation Rate [1]:		150.0 trips/1,000 gsf	Person-trip Generation Rate [1]:	9.0%	13.5 trips/1,000 gsf
Total Person-trips:		3,750 person-trips	Total Person-trips:		338 person-trips
Non-Work Trips [2]:	96%	3,600 person-trips	Non-Work Trips [2]:	96%	324 person-trips

Place of Origin	Percent Distribution [3]	Mode of Travel	Percent Distribution [3]	Average Vehicle Occupancy [3]	Daily		PM Peak Hour	
					Person Trips	Vehicle-Trips	Person Trips	Vehicle-Trips
SF Superdistrict 1	6.0%	Auto	45.0%	1.76	97	55	9	5
		Transit	29.0%		63		6	
		Walk	22.0%		48		4	
		Other	4.0%		9		1	
		All Modes	100.0%		216	55	19	5
SF Superdistrict 2	9.0%	Auto	61.8%	1.52	200	132	18	12
		Transit	15.3%		50		4	
		Walk	19.8%		64		6	
		Other	3.1%		10		1	
		All Modes	100.0%		324	132	29	12
SF Superdistrict 3	61.0%	Auto	60.4%	2.04	1,326	650	119	59
		Transit	9.5%		209		19	
		Walk	28.7%		630		57	
		Other	1.4%		31		3	
		All Modes	100.0%		2,196	650	198	59
SF Superdistrict 4	5.0%	Auto	84.7%	1.78	152	86	14	8
		Transit	9.7%		17		2	
		Walk	2.8%		5		0	
		Other	2.8%		5		0	
		All Modes	100.0%		180	86	16	8
East Bay	3.0%	Auto	75.0%	1.77	81	46	7	4
		Transit	12.5%		14		1	
		Walk	12.5%		14		1	
		Other	0.0%		0		0	
		All Modes	100.0%		108	46	10	4
North Bay	2.0%	Auto	87.5%	1.44	63	44	6	4
		Transit	12.5%		9		1	
		Walk	0.0%		0		0	
		Other	0.0%		0		0	
		All Modes	100.0%		72	44	6	4
South Bay	9.0%	Auto	86.4%	1.98	280	141	25	13
		Transit	9.1%		29		3	
		Walk	3.2%		10		1	
		Other	1.3%		4		0	
		All Modes	100.0%		324	141	29	13
Out of Region	5.0%	Auto	59.2%	1.69	107	63	10	6
		Transit	16.9%		30		3	
		Walk	19.7%		35		3	
		Other	4.2%		8		1	
		All Modes	100.0%		180	63	16	6
All Origins	100.0%	**Auto**	**64.1%**	1.90	**2,307**	**1,217**	**208**	**110**
		Transit	**11.7%**		**421**		**38**	
		Walk	**22.4%**		**806**		**73**	
		Other	**1.8%**		**66**		**6**	
		All Modes	100.0%		3,600	1,217	324	110

Notes:
[1] SF Guidelines, Appendix C - Table C-1 (General Retail)
[2] SF Guidelines, Appendix C - Table C-2 (Retail)
[3] SF Guidelines, Appendix E - Table E-14 Visitor Trips to SD3 (Retail)

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
LAND USE: HOTEL (WORK TRIPS)

Proposed Size:		250 rooms			
DAILY			PM PEAK HOUR		
Person-trip Generation Rate [1]:		7.0 trips/room	Person-trip Generation Rate [1]:	10.0%	0.7 trips/room
Total Person-trips:		1,750 person-trips	Total Person-trips:		175 person-trips
Work Trips [2]:	12%	210 person-trips	Work Trips [2]:	60%	105 person-trips

Place of Origin	Percent Distribution [3]	Mode of Travel	Percent Distribution [3]	Average Vehicle Occupancy [3]	Daily Person Trips	Daily Vehicle-Trips	PM Peak Hour Person Trips	PM Peak Hour Vehicle-Trips
SF Superdistrict 1	8.3%	Auto	46.9%	1.30	8	6	4	3
		Transit	32.7%		6		3	
		Walk	17.7%		3		2	
		Other	2.7%		0		0	
		All Modes	100.0%		17	6	9	3
SF Superdistrict 2	10.6%	Auto	64.6%	1.26	14	11	7	6
		Transit	26.4%		6		3	
		Walk	6.9%		2		1	
		Other	2.1%		0		0	
		All Modes	100.0%		22	11	11	6
SF Superdistrict 3	23.9%	Auto	59.7%	1.25	30	24	15	12
		Transit	20.6%		10		5	
		Walk	15.1%		8		4	
		Other	4.6%		2		1	
		All Modes	100.0%		50	24	25	12
SF Superdistrict 4	7.9%	Auto	75.7%	1.48	13	8	6	4
		Transit	21.5%		4		2	
		Walk	0.0%		0		0	
		Other	2.8%		0		0	
		All Modes	100.0%		17	8	8	4
East Bay	14.3%	Auto	68.8%	1.61	21	13	10	6
		Transit	29.7%		9		4	
		Walk	0.0%		0		0	
		Other	1.5%		0		0	
		All Modes	100.0%		30	13	15	6
North Bay	5.6%	Auto	86.9%	1.44	10	7	5	4
		Transit	10.5%		1		1	
		Walk	0.0%		0		0	
		Other	2.6%		0		0	
		All Modes	100.0%		12	7	6	4
South Bay	26.9%	Auto	88.5%	1.13	50	44	25	22
		Transit	8.8%		5		2	
		Walk	0.0%		0		0	
		Other	2.7%		2		1	
		All Modes	100.0%		56	44	28	22
Out of Region	2.5%	Auto	61.8%	1.56	3	2	2	1
		Transit	35.3%		2		1	
		Walk	0.0%		0		0	
		Other	2.9%		0		0	
		All Modes	100.0%		5	2	3	1
All Origins	**100.0%**	**Auto**	**71.0%**	**1.28**	**149**	**116**	**75**	**58**
		Transit	**20.2%**		**42**		**21**	
		Walk	**5.8%**		**12**		**6**	
		Other	**2.9%**		**6**		**3**	
		All Modes	**100.0%**		**210**	**116**	**105**	**58**

Notes:
[1] SF Guidelines, Appendix C - Table C-1 (Hotel rate)
[2] SF Guidelines, Appendix C - Table C-2 (Hotel/Motel)
[3] SF Guidelines, Appendix E - Table E-5 Work Trips to SD3 (All)

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
LAND USE: HOTEL (NON-WORK TRIPS)

Proposed Size:		250 rooms			
DAILY			PM PEAK HOUR		
Person-trip Generation Rate [1]:		7.0 trips/room	Person-trip Generation Rate [1]:	10.0%	0.7 trips/room
Total Person-trips:		1,750 person-trips	Total Person-trips:		175 person-trips
Non-Work Trips [2]:	88%	1,540 person-trips	Non-Work Trips [2]:	40%	70 person-trips

Place of Origin	Percent Distribution [3]	Mode of Travel	Percent Distribution [3]	Average Vehicle Occupancy [3]	Daily Person Trips	Daily Vehicle-Trips	PM Peak Hour Person Trips	PM Peak Hour Vehicle-Trips
SF Superdistrict 1	13.0%	Auto	36.0%	2.03	72	36	3	2
		Transit	19.2%		38		2	
		Walk	33.3%		67		3	
		Other	11.5%		23		1	
		All Modes	100.0%		200	36	9	2
SF Superdistrict 2	14.0%	Auto	68.6%	1.97	148	75	7	3
		Transit	14.5%		31		1	
		Walk	2.4%		5		0	
		Other	14.5%		31		1	
		All Modes	100.0%		216	75	10	3
SF Superdistrict 3	44.0%	Auto	43.7%	2.43	296	122	13	6
		Transit	21.5%		146		7	
		Walk	25.4%		172		8	
		Other	9.4%		64		3	
		All Modes	100.0%		678	122	31	6
SF Superdistrict 4	7.0%	Auto	67.4%	2.51	73	29	3	1
		Transit	16.3%		18		1	
		Walk	7.0%		8		0	
		Other	9.3%		10		0	
		All Modes	100.0%		108	29	5	1
East Bay	9.0%	Auto	68.4%	2.59	95	37	4	2
		Transit	29.8%		41		2	
		Walk	1.8%		2		0	
		Other	0.0%		0		0	
		All Modes	100.0%		139	37	6	2
North Bay	1.0%	Auto	100.0%	2.11	15	7	1	0
		Transit	0.0%		0		0	
		Walk	0.0%		0		0	
		Other	0.0%		0		0	
		All Modes	100.0%		15	7	1	0
South Bay	9.0%	Auto	94.6%	2.28	131	58	6	3
		Transit	3.6%		5		0	
		Walk	1.8%		2		0	
		Other	0.0%		0		0	
		All Modes	100.0%		139	58	6	3
Out of Region	3.0%	Auto	73.6%	1.68	34	20	2	1
		Transit	21.1%		10		0	
		Walk	0.0%		0		0	
		Other	5.3%		2		0	
		All Modes	100.0%		46	20	2	1
All Origins	**100.0%**	**Auto**	**56.1%**	**2.26**	**864**	**383**	**39**	**17**
		Transit	**18.8%**		**289**		**13**	
		Walk	**16.7%**		**256**		**12**	
		Other	**8.5%**		**130**		**6**	
		All Modes	**100.0%**		**1,540**	**383**	**70**	**17**

Notes:
[1] SF Guidelines, Appendix C - Table C-1 (Hotel rate)
[2] SF Guidelines, Appendix C - Table C-2 (Hotel/Motel)
[3] SF Guidelines, Appendix E - Table E-15 Visitor Trips to SD3 (All Other)

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APPENDIX E
PARKING AND LOADING ANALYSIS

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
PARKING DEMAND AND CODE REQUIREMENT CALCULATIONS

PROJECT SIZE

Residential:	0 studio/1-bedroom units	Hotel:	250 rooms
	350 2 or more bedroom units	Retail:	25,000 gsf
Total	**350 total residential units**		

PARKING SUPPLY

Residential	350 spaces
Hotel/Retail	24 spaces
Total	**374 spaces**

MIDDAY PARKING DEMAND

Residential:	
Short-Term	0 spaces
Long-Term	1.1 per studio/1-bedroom unit
	85% of the peak demand [b]
	0 spaces
	1.5 per 2+ bedroom unit
	85% of the peak demand [b]
	446 spaces
Subtotal	**446 spaces**
Hotel:	
Short-Term	0 spaces [c]
Long-Term	
Guests:	0.25 spaces per room
	40% of the peak demand [d]
	25 spaces
Employees:	0.9 employees per room
	50% of employees work in daytime
	113 daytime employees
	62 spaces
Subtotal	**87 spaces**
Retail:	
Short-Term	2,307 daily visitor auto-trips
	1.90 avg. veh occupancy
	1217 daily visitor vehicle-trips
	5.5 turn-over rate
	75% of the peak demand [f]
	83 spaces
Long-Term	350 sq.ft. per employee
	71 daytime employees
	40 spaces
Subtotal	**123 spaces**
Total Midday Demand:	
Short-Term	83 spaces
Long-Term	573 spaces
TOTAL	**656 spaces**

EVENING PARKING DEMAND

Residential:	
Short-Term	0 spaces
Long-Term	1.1 per studio/1-bedroom unit
	100% of the peak demand [b]
	0 spaces
	1.5 per 2+ bedroom unit
	100% of the peak demand [b]
	525 spaces
Subtotal	**525 spaces**
Hotel:	
Short-Term	0 spaces [c]
Long-Term	
Guests	0.25 spaces per room
	100% of the peak demand [d]
	63 spaces
Employees	0.9 employees per room
	50% of employees work in daytime
	113 daytime employees
	62 spaces
Subtotal	**125 spaces**
Retail:	
Short-Term	2,307 daily visitor auto-trips
	1.90 avg. veh occupancy
	1217 daily visitor vehicle-trips
	5.5 turn-over rate
	100% of the peak demand [f]
	111 spaces
Long-Term	350 sq.ft. per employee
	71 daytime employees
	40 spaces
Subtotal	**151 spaces**
Total Evening Demand:	
Short-Term	111 spaces
Long-Term	690 spaces
TOTAL	**801 spaces**

PROJECT REQUIREMENTS
Mission Bay South Project Area

Off-street Parking Design for Development Standards (pp. 42 and 43)

Residential:	1 space maximum per dwelling unit
	350 spaces permitted
Hotel:	1 space maximum per 16 rooms
	16 spaces permitted
Retail:	1 space maximum for each 500 gsf up t
	plus 1 space maximum for each 250 gsf over
	60 spaces permitted
TOTAL	**426 maximum spaces permitted**

Handicap-Accessible Requirements (§155):

	1 handicap-accessible parking space fo
	25 parking spaces provided
Residential	14 spaces required
Hotel/Retail	1 spaces required
Total	**15 spaces required**

Bicycle Spaces Required (p. 42):

	1 secured bicycle parking space for eac
	20 parking spaces provided
Total	**19 bicycle spaces required**

Notes

[b] Midday residential parking demand represents up to 85% of the maximum, which typically occurs between 6 p.m. and 6 a.m.
[c] No short-term parking demand assumed since no conference room or simialr facilities would be provied at the hotel.
[d] Midday hotel parking demand represents up to 40% of the maximum, which typically occurs after 6 p.m.
[e] Assimilated to retail; evening commercial parking demand typically represents about 85% of the maximum, which typically occurs between noon and 4 p.m.
[f] Midday restaurant parking demand represents about 75% of the maximum, which typically occurs between 6 p.m. and 10 p.m.

Sources: SF Guidelines, ULI Shared Parking (Exhibit 28), Design for Development for the Mission Bay South Project Area (approved March 16, 2004)

Mission Bay South Plan Area

BLOCK 1 TRIP GENERATION - WEEKDAY
LOADING DEMAND AND CODE REQUIREMENT CALCULATIONS

PROJECT SIZE

Residential:	364,000 gsf
Hotel:	363,000 gsf (250 rooms)
Retail:	25,000 gsf
Total	**752,000 gsf**

SUPPLY

6	loading spaces on ground floor (minimum 10' W x 35' L x 14' H)
1	tour bus loading space (minimum 9' W x 45' L x 14' H; can be provided at adjacent curbs)

FREIGHT LOADING DEMAND

Residential:	R [a] = 0.03
Daily Trips	10.9 truck trips
Average Hour	0.5 spaces
Peak Hour [b]	0.6 spaces
Hotel:	R [c] = 0.09
Daily Trips	32.7 truck trips
Average Hour	1.5 spaces
Peak Hour [b]	1.9 spaces
Retail:	R [d] = 0.22
Daily Trips	5.5 truck trips
Average Hour	0.3 spaces
Peak Hour [b]	0.3 spaces
Total Demand:	
Daily Trips	**49.1 truck trips**
Average Hour	**2.3 spaces**
Peak Hour [b]	**2.8 spaces**

Freight Loading Demand Equations
Daily Trips = (GSF / 1,000) * R
Average Hour = (GSF / 1,000) * R / 9 / 2.4
Peak Hour [b] = (GSF / 1,000) * (R * 1.25) / 9 / 2.4

Mission Bay South Project Area
Off-street Loading Design for Development Standards (p. 44)

Residential:	up to 100,000 gfa	0 spaces	
	100,001 to 200,000 gfa	1 spaces	
	200,001 to 500,000 gfa	2 spaces	
	Over 500,000 gfa	3 spaces	plus 1 space
	per additional 400,000 gfa		
2	loading spaces required		
Hotel:	up to 100,000 gfa	0 spaces	
	100,001 to 200,000 gfa	1 spaces	
	200,001 to 500,000 gfa	2 spaces	
	Over 500,000 gfa	3 spaces	plus 1 space
	per additional 400,000 gfa		
2	loading spaces required		
Retail:	up to 10,000 gfa	0 spaces	
	10,001 to 60,000 gfa	1 spaces	
	60,001 to 100,000 gfa	2 spaces	
	Over 100,000 gfa	3 spaces	plus 1 space
	per additional 80,000 gfa		
1	loading spaces required		
Total	**5**	**loading spaces required**	

HOTEL GUESTS LOADING/UNLOADING ACTIVITIES (Appendix H)

76 PM peak hour inbound plus outbound vehicles
38 vehicle arrivals during peak 15-minute period
4 PCE; peak demand during any one minute of the 15-minute period
100 feet; minimum curb space requirement

Off-Street Tour Bus Loading Spaces Required (p. 44):

up to 200	hotel rooms	0 spaces
201	to 350 hotel rooms	1 spaces
351	to 500 hotel rooms	2 spaces
1	**tour bus off-street parking space required**	

Hotel Guests Loading/Unloading Demand Equations
PM Peak Hour Arrivals = inbound plus outbound vehicle trips during the PM peak hour
Vehicles arriving during peak 15-minute period = (PM peak arrivals * 2) / 4
PCEs during peak minute = (arrivals during peak 15-minute * 1.5) / 15
Curb space requirement (feet) = PCEs during peak minute * 25

Notes
[a] *SF Guidelines*, Appendix H, Table H-1, Residential daily truck trip generation rate
[b] Peak hour truck generation generally occurs between 10 a.m. and 1 p.m
[c] *SF Guidelines*, Appendix H, Table H-1, Hotel daily truck trip generation rate
[d] *SF Guidelines*, Appendix H, Table H-1, Restaurant daily truck trip generation rate

APPENDIX F
TRANSIT ANALYSIS

BLOCK 1 MIXED USE PROJECT

Muni Service Utilization – Weekday PM Peak Hour

Route	Direction toward		Maximum Load Point (MLP)				Proposed Project		
			Location	Ridership [a]	Capacity [a]	Utilization	Trips	Ridership	Utilization
N Judah	Inbound	Caltrain Depot	Carl/Cole	880	1,904	46%	11	891	47%
	Outbound	Sunset	Van Ness Station	1,773	2,131	83%	8	1,781	84%
T Third	Inbound	Bayshore	The Embarcadero/Folsom	508	714	71%	70	578	81%
	Outbound	Ingleside	Van Ness Station	601	830	72%	46	647	78%
30 Stockton	Inbound	Caltrain Depot	Chestnut/Octavia	705	1,224	58%	22	727	59%
	Outbound	Marina	Stockton/Sutter	660	1,248	53%	3	663	53%
45 Union-Stockton	Inbound	Caltrain Depot	Stockton/Sacramento	240	315	76%	7	247	79%
	Outbound	Marina	Stockton/Sutter	260	315	83%	1	261	83%
47 Van Ness	Inbound	Caltrain Depot	Van Ness/McAllister	276	378	73%	3	279	74%
	Outbound	F. Wharf	Van Ness/O'Farrell	258	378	68%	1	259	69%
TOTAL	Inbound			2,609	4,535	58%	113	2,722	60%
	Outbound			3,552	4,902	72%	59	3,611	74%

Note: [a] Data collected in 2010 (rail) and 2011 (bus) by Muni.
Source: SF Planning Department, Transit Data for Transportation Impact Studies, Table: Route Load and Capacity by Time Period and Direction of Travel, December 18, 2012

	Inbound			Outbound		
	from downtown only	bynd dwntwn	total	to downtown	bynd dwntwn	total
Muni from the North	18	95	113	16	59	75
Muni from the South			35			32
Total Muni			**148**			**107**
Caltrain			11			10
BART South Bay			0			0
BART East Bay			12			10
AC Transit			1			1
East Bay ferries			0			0
GGT Buses			2			3
GGT Ferries			2			2
Total Regional			**29**			**26**

5750

Regional Transit Service Utilization – Weekday PM Peak Hour - Outbound Direction

		EXISTING				PROPOSED PROJECT		
		Ridership		Capacity	Utilization	Trips	Ridership	Utilization
East Bay								
	BART	19,716	87%	22,050	89%	10	19,726	89%
	AC Transit	2,256	10%	3,926	57%	1	2,257	57%
	Ferry	805	4%	1,615	50%	0	805	50%
	Subtotal	***22,777***	***59%***	***27,591***	***83%***	***11***	***22,788***	***83%***
North Bay								
	GGT Buses	1,384	59%	2,817	49%	3	1,387	49%
	Ferry	968	41%	1,959	49%	2	970	50%
	Subtotal	***2,352***	***6%***	***4,776***	***49%***	***5***	***2,357***	***49%***
South Bay								
	BART	10,682	81%	14,910	72%	0	10,682	72%
	Caltrain	2,377	18%	3,100	77%	10	2,387	77%
	SamTrans	141	1%	320	44%	0	141	44%
	Subtotal	***13,200***	***34%***	***18,330***	***72%***	***10***	***13,210***	***72%***
TOTAL REGIONAL		**38,329**	**100%**	**50,697**	**76%**	**26**	**38,355**	**76%**

Source: SF Planning Department, Transit Data for Transportation Impact Studies, Table: Route Load and Capacity by Time Period and Direction of Travel, December 18, 2012

	BLOCK 1 TRANSIT TRIPS		
Origin	**Inbound**	**Outbound**	**Total**
SD1	81.0	46.0	127.0
SD2	14.0	13.0	27.0
SD3	23.0	24.0	47.0
SD4	12.0	8.0	20.0
EB	14.0	11.0	25.0
NB	4.0	5.0	9.0
SB	11.0	10.0	21.0
Other	1.0	2.0	3.0
Total	**160.0**	**119.0**	**279.0**

Commission on Community Investment and Infrastructure

RESOLUTION NO. 15-2013
Adopted May 21, 2013

RESOLUTION ADOPTING ENVIRONMENTAL REVIEW FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING THE PROPOSED REDEVELOPMENT PLAN AMENDMENT FOR THE MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA TO ALLOW A MIXTURE OF HOTEL, RESIDENTIAL, AND RETAIL USE ON BLOCK 1; RECOMMENDING ADOPTION OF THE PROPOSED REDEVELOPMENT PLAN AMENDMENT BY THE BOARD OF SUPERVISORS; AND SUBMITTING THE SUCCESSOR AGENCY'S RECOMMENDATION, INCLUDING THE PROPOSED REDEVELOPMENT PLAN AMENDMENT, TO THE BOARD OF SUPERVISORS; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

WHEREAS, The Commission of the former Redevelopment Agency of the City and County of San Francisco ("Redevelopment Commission") and the San Francisco Planning Commission, together acting as co-lead agencies for conducting environmental review for the Redevelopment Plans for the Mission Bay North Redevelopment Project area and the Mission Bay South Redevelopment Project Area (the "Plans"), the Mission Bay North Owner Participation Agreement ("North OPA") and the Mission Bay South Owner Participation Agreement ("South OPA"), and other permits, approvals and related and collateral action (the "Mission Bay Project"), prepared and certified a Final Subsequent Environmental Impact Report and have subsequently issued addenda thereto as described below (collectively referred to as the
FSEIR"); and,

WHEREAS, On September 17, 1998, the Redevelopment Commission adopted Resolution No. 182-98 which certified the Final Subsequent Environmental Impact Report ("FSEIR") as a program EIR for Mission Bay North and South pursuant to the California Environmental Quality Act ("CEQA") and State CEQA Guidelines Sections 15168 (Program EIR) and 15180 (Redevelopment Plan EIR). On the same date, the Redevelopment Commission also adopted Resolution No. 183-98, which adopted environmental findings (including without limitation a statement of overriding considerations and mitigation monitoring and reporting program) ("CEQA Findings"), in connection with the approval of the Mission Bay Project. The San Francisco Planning Commission ("Planning Commission") certified the FSEIR by Resolution No. 14696 on the same date. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Redevelopment Agency, and Resolution No. 854-98 adopting environmental findings (including without limitation a statement of overriding considerations and a mitigation monitoring and reporting program for the Mission Bay Project; and,

WHEREAS, On September 17, 1998, the Redevelopment Commission adopted Resolution No. 193-98, authorizing execution of an South OPA and related documents between Catellus Development Corporation, a Delaware corporation ("Catellus"), and the Redevelopment Agency. On November 2, 1998, the San Francisco Board of

Supervisors ("Board of Supervisors"), by Ordinance No. 335-98, adopted the Plan. The Plan and its implementing documents, as defined in the Plan, constitute the "Plan Documents"; and,

WHEREAS, Subsequent to certification of the FSEIR, the Planning Department and the Redevelopment Agency issued several addenda to the FSEIR. The addenda do not identify any substantial new information or new significant impacts or a substantial increase in the severity of previously identified significant effects that alter the conclusions reached in the FSEIR. The first addendum, dated March 21, 2000, analyzed temporary parking lots to serve the AT&T Ballpark. The second addendum, dated June 20, 2001, analyzed revisions to 7th Street bike lanes and relocation of a storm drain outfall provided for in the Mission Bay South Infrastructure Plan, a component of the South OPA. The third addendum, dated February 10, 2004, analyzed revisions to the Mission Bay South Design for Development ("Design for Development") with respect to the maximum allowable number of towers, tower separation and requires step-backs. The fourth addendum, dated March 9, 2004, analyzed the Design for Development with respect to the permitted maximum number of parking spaces for bio-technical and similar research facilities and the Mission Bay North OPA with respect to changes to reflect a reduction in permitted commercial development and associated parking. The fifth addendum, dated October 4, 2005, analyzed the UCSF proposal to establish a Phase I 400-bed hospital in the Mission Bay South Redevelopment Project Area ("Mission Bay South") on Blocks 36-39 and X-3. The sixth addendum, dated September 10, 2008, addressed revisions of the UCSF Medical Center at Mission Bay. The seventh addendum, dated January 7, 2010, addressed the construction of a Public Safety Building on Block 8 in Mission Bay South; and,

WHEREAS, Catellus, the original master developer of the Mission Bay North and South Redevelopment Project Areas, has sold most of its remaining undeveloped land in Mission Bay to FOCIL-MB, LLC, ("FOCIL-MB"), a subsidiary of Farallon Capital Management, LLC, a large investment management firm. The sale encompassed approximately 71 acres of land in Mission Bay, and the remaining undeveloped residential parcels in Mission Bay South. FOCIL-MB assumed all of Catellus' obligations under the North OPA and South OPA, as well as all responsibilities under the related public improvement agreements and land transfer agreements with the City and County of San Francisco ("City"). FOCIL-MB is bound by all terms of the OPAs and related agreements, including the requirements of the affordable housing program, equal opportunity program, and design review process; and,

WHEREAS, Under California Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session) ("AB 26") and the California Supreme Court's decision in California Redevelopment Association v. Matosantos, No. 5194861, all redevelopment agencies in the State of California (the "State"), including the Redevelopment Agency, were dissolved by operation of law as of February 1, 2012, and their non-affordable housing assets and obligations were transferred to certain designated successor agencies; and,

WHEREAS, Under the provisions of AB 26, the City was designated as the successor agency to the Redevelopment Agency ("Successor Agency") to receive the assets of the Redevelopment Agency; and,

WHEREAS, In June of 2012, the California legislature adopted Assembly Bill 1484 ("AB 1484") amending certain provisions of AB 26, and the Governor of the

State signed the bill and it became effective on June 27, 2012. Among other things, AB 1484 provided that a successor agency is a separate public entity from the public agency that provides for its governance; and,

WHEREAS, Subsequent to the adoption of AB 1484, on October 2, 2012 the Board of Supervisors of the City, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12 (the "Implementing Ordinance"), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency, commonly known as the Office of Community Investment and Infrastructure ("OCII"), is a separate legal entity from the City, and (b) established this Successor Agency Commission ("Commission") and delegated to it the authority to (i) act in place of the Redevelopment Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency's enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approval, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution Law (AB 26 and AB 1484, as amended in the future) requires or authorizes on behalf of the Successor Agency and any other action that this Successor Agency Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors' delegation to this Commission, commonly known as the Commission on Community Investment and Infrastructure, includes the authority to grant approvals under specified land use controls for the Mission Bay Project consistent with the approved Plan and enforceable obligations, including amending a redevelopment plan as allowed under the California Community Redevelopment Law; and,

WHEREAS, The Successor Agency has prepared a proposed Redevelopment Plan Amendment for the Mission Bay South Redevelopment Project Area to allow a mixture of hotel, residential, and retail use on Block 1 ("Plan Amendment"); and,

WHEREAS, The Commission is currently considering approval of the Plan Amendment related to the Mission Bay Project (the "Implementing Action"); and,

WHEREAS, The proposed Plan Amendment would allow up to 350 dwelling units as a secondary use on Block 1 and provide for a corresponding increase in the total number of dwelling units permitted within the Mission Bay South Redevelopment Project Area; and,

WHEREAS, Pursuant to Section 33352 of the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq.), the Successor Agency has prepared a Report on the Plan Amendment ("Report"). The environmental document prepared in conjunction with the consideration of this proposed Plan Amendment has been included as part of the Successor Agency's Report, and is more particularly described below; and,

WHEREAS, The Successor Agency opened a public hearing on May 7, 2012 on adoption of the proposed Plan Amendment, notice of which was duly and regularly published in a newspaper of general circulation in the City and County of San Francisco once a week for three successive weeks beginning 21 days prior to the date of that

hearing, and a copy of that notice and affidavit of publication are on file with the Agency. The public hearing was continued until May 21, 2013; and,

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

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

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

WHEREAS, The Successor Agency has provided an opportunity for all persons to be heard and has considered all evidence and testimony presented for or against any and all aspects of the proposed Plan Amendment; and,

WHEREAS, Since the certification of the FSEIR, adoption of the CEQA Findings, and approval of the Mission Bay Project, the Successor Agency prepared an Addendum #8 to the FSEIR, dated May 15, 2013 ("Addendum #8") that analyzes the Plan Amendment and an third amendment to the South OPA ("OPA Amendment") to allow up to 350 units of residential development on Block 1 as a secondary use, with a 250-room hotel and up to 25,000 square feet of retail uses; and,

WHEREAS, The Successor Agency prepared Addendum #8 in compliance with CEQA and the State CEQA Guidelines and it reflects the independent judgment and analysis of the Successor Agency. Addendum #8 concludes that the Mission Bay Project, as modified by the Plan Amendment and OPA Amendment is within the scope of the Mission Bay Project analyzed in the FSEIR and will not result in any new significant impacts or a substantial increase in the severity of previously identified significant effects that alter the conclusions reached in the FSEIR for the reasons stated in the Addendum #8; and,

WHEREAS, The Successor Agency staff, in making the necessary findings for the Implementing Action contemplated by this Resolution, considered and reviewed the FSEIR, and has made documents related to the Implementing Action, the FSEIR files, including Addendum #8, available for review by the Commission and the public, and these files are part of the record before the Commission; and,

WHEREAS, Copies of the FSEIR, including Addendum #8 and supporting documentation are on file with the Successor Agency Secretary and are incorporated in this Resolution by this reference; and,

WHEREAS, The Implementing Action is an undertaking pursuant to and in furtherance of the Mission Bay Project in conformance with CEQA Guidelines Section 15180; and,

WHEREAS, The FSEIR and CEQA Findings adopted by the Agency Commission by Resolution No. 183-98 dated September 17, 1998, reflected the independent judgment and analysis of the Agency Commission, were and remain adequate, accurate and objective and were prepared and adopted following the procedures required by CEQA, and the findings in such resolution are incorporated herein by reference as applicable to the Implementing Action; and,

WHEREAS, OCII staff has reviewed the Plan Amendment, and finds it acceptable and recommends approval thereof; now, therefore, be it

RESOLVED, The Commission has considered the FSEIR, the CEQA Findings that were previously adopted by the Redevelopment Commission, including the statement of overriding considerations and mitigation monitoring and reporting program, and the Addendum #8, and the Commission adopts the CEQA Findings and Addendum #8 as its own; and, be it further

RESOLVED, The Commission finds and determines that the Implementing Action is within the scope of the Mission Bay Project analyzed in the FSEIR and requires no further environmental review beyond the FSEIR pursuant to the State CEQA Guidelines Section 15180, 15162 and 15163 for the following reasons:

(1) implementation of the Plan Amendment does not require major revisions to the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant impacts; and,

(2) no substantial changes have occurred with respect to the circumstances under which the project analyzed in the FSEIR will be undertaken that would require major revisions to the FSEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FSEIR; and,

(3) no new information of substantial importance to the project analyzed in the FSEIR has become available, which would indicated that (i) the Plan Amendment will have significant effects not discussed in the FSEIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible, which would reduce one or more significant effects, have become feasible; or (iv) mitigation measures or alternatives, which are considerably different from those in the FSEIR, will substantially reduce one or more significant effects on the environment that would change the conclusions set forth in the FSEIR; and, be it further

RESOLVED, That the Commission approves the Plan Amendment and recommends forwarding the Plan Amendment to the San Francisco Board of Supervisors for their approval, subject to the following condition:

1. The First Amendment to the Mission Bay South Redevelopment Plan is conditioned on final approval by the San Francisco Board of Supervisors.

I hereby certify that the foregoing resolution was adopted by the Successor Agency Commission at its meeting of May 21, 2013.

Natasha Jones

Commission Secretary

Commission on Community Investment and Infrastructure

RESOLUTION NO. 16-2013
Adopted May 21, 2013

RESOLUTION ADOPTING ENVIRONMENTAL REVIEW FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND CONDITIONALLY AUTHORIZING A THIRD AMENDMENT TO THE MISSION BAY SOUTH OWNER PARTICIPATION AGREEMENT WITH FOCIL-MB, LLC, A DELAWARE LIMITED LIABILITY COMPANY, TO ALLOW A MIXTURE OF HOTEL, RESIDENTIAL, AND RETAIL USE ON BLOCK 1; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

WHEREAS, The Commission of the former Redevelopment Agency of the City and County of San Francisco ("Redevelopment Commission") and the San Francisco Planning Commission, together acting as co-lead agencies for conducting environmental review for the Redevelopment Plans for the Mission Bay North Redevelopment Project area and the Mission Bay South Redevelopment Project Area (the "Plans"), the Mission Bay North Owner Participation Agreement ("North OPA") and the Mission Bay South Owner Participation Agreement ("South OPA"), and other permits, approvals and related and collateral action (the "Mission Bay Project"), prepared and certified a Final Subsequent Environmental Impact Report and have subsequently issued addenda thereto as described below (collectively referred to as the FSEIR"); and,

WHEREAS, On September 17, 1998, the Redevelopment Commission adopted Resolution No. 182-98 which certified the Final Subsequent Environmental Impact Report ("FSEIR") as a program EIR for Mission Bay North and South pursuant to the California Environmental Quality Act ("CEQA") and State CEQA Guidelines Sections 15168 (Program EIR) and 15180 (Redevelopment Plan EIR). On the same date, the Redevelopment Commission also adopted Resolution No. 183-98, which adopted environmental findings (including without limitation a statement of overriding considerations and mitigation monitoring and reporting program) ("CEQA Findings"), in connection with the approval of the Mission Bay Project. The San Francisco Planning Commission ("Planning Commission") certified the FSEIR by Resolution No. 14696 on the same date. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Redevelopment Agency, and Resolution No. 854-98 adopting environmental findings (including without limitation a statement of overriding considerations and a mitigation monitoring and reporting program for the Mission Bay Project; and,

WHEREAS, On September 17, 1998, the Redevelopment Commission adopted Resolution No. 193-98, authorizing execution of an South OPA and related documents between Catellus Development Corporation, a Delaware corporation ("Catellus"), and the Redevelopment Agency. On November 2, 1998, the San Francisco Board of Supervisors ("Board of Supervisors"), by Ordinance No. 335-98, adopted the Plan. The Plan and its implementing documents, as defined in the Plan, constitute the "Plan Documents"; and,

WHEREAS, Subsequent to certification of the FSEIR, the Planning Department and the Redevelopment Agency issued several addenda to the FSEIR. The addenda do not identify any substantial new information or new significant impacts or a

substantial increase in the severity of previously identified significant effects that alter the conclusions reached in the FSEIR. The first addendum, dated March 21, 2000, analyzed temporary parking lots to serve the AT&T Ballpark. The second addendum, dated June 20, 2001, analyzed revisions to 7th Street bike lanes and relocation of a storm drain outfall provided for in the Mission Bay South Infrastructure Plan, a component of the South OPA. The third addendum, dated February 10, 2004, analyzed revisions to the Mission Bay South Design for Development ("Design for Development") with respect to the maximum allowable number of towers, tower separation and requires step-backs. The fourth addendum, dated March 9, 2004, analyzed the Design for Development with respect to the permitted maximum number of parking spaces for bio-technical and similar research facilities and the Mission Bay North OPA with respect to changes to reflect a reduction in permitted commercial development and associated parking. The fifth addendum, dated October 4, 2005, analyzed the UCSF proposal to establish a Phase I 400-bed hospital in the Mission Bay South Redevelopment Project Area ("Mission Bay South") on Blocks 36-39 and X-3. The sixth addendum, dated September 10, 2008, addressed revisions of the UCSF Medical Center at Mission Bay. The seventh addendum, dated January 7, 2010, addressed the construction of a Public Safety Building on Block 8 in Mission Bay South; and,

WHEREAS, Catellus, the original master developer of the Mission Bay North and South Redevelopment Project Areas, has sold most of its remaining undeveloped land in Mission Bay to FOCIL-MB, LLC, ("FOCIL-MB"), a subsidiary of Farallon Capital Management, LLC, a large investment management firm. The sale encompassed approximately 71 acres of land in Mission Bay, and the remaining undeveloped residential parcels in Mission Bay South. FOCIL-MB assumed all of Catellus' obligations under the North OPA and South OPA, as well as all responsibilities under the related public improvement agreements and land transfer agreements with the City and County of San Francisco ("City"). FOCIL-MB is bound by all terms of the OPAs and related agreements, including the requirements of the affordable housing program, equal opportunity program, and design review process; and,

WHEREAS, Under California Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session) ("AB 26") and the California Supreme Court's decision in California Redevelopment Association v. Matosantos, No. 5194861, all redevelopment agencies in the State of California (the "State"), including the Redevelopment Agency, were dissolved by operation of law as of February 1, 2012, and their non-affordable housing assets and obligations were transferred to certain designated successor agencies; and,

WHEREAS, Under the provisions of AB 26, the City was designated as the successor agency to the Redevelopment Agency ("Successor Agency") to receive the assets of the Redevelopment Agency; and,

WHEREAS, In June of 2012, the California legislature adopted Assembly Bill 1484 ("AB 1484") amending certain provisions of AB 26, and the Governor of the State signed the bill and it became effective on June 27, 2012. Among other things, AB 1484 provided that a successor agency is a separate public entity from the public agency that provides for its governance; and,

WHEREAS, Subsequent to the adoption of AB 1484, on October 2, 2012 the Board of Supervisors of the City, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12 (the "Implementing Ordinance"), which

Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency, commonly known as the Office of Community Investment and Infrastructure ("OCII"), is a separate legal entity from the City, and (b) established this Successor Agency Commission ("Commission") and delegated to it the authority to (i) act in place of the Redevelopment Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency's enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approval, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution Law (AB 26 and AB 1484, as amended in the future) requires or authorizes on behalf of the Successor Agency and any other action that this Successor Agency Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors' delegation to this Commission, commonly known as the Commission on Community Investment and Infrastructure, includes the authority to grant approvals under specified land use controls for the Mission Bay Project consistent with the approved Plan and enforceable obligations, including amending an existing obligation as allowed by the Redevelopment Dissolution Law; and,

WHEREAS, The Successor Agency has prepared a proposed third amendment to the South OPA ("OPA Amendment") in conjunction with an amendment to the Plan ("Plan Amendment") for the Mission Bay South Redevelopment Project Area to allow a mixture of hotel, residential, and retail use on Block 1; and,

WHEREAS, The Commission is currently considering approval of the OPA Amendment related to the Mission Bay Project (the "Implementing Action"); and,

WHEREAS, OCII engaged PKF Consulting USA ("PKF") to complete a peer review study to determine if a 500-room hotel on Block 1 would be feasible in the current market conditions. PKF found that in the current market, a 500-room hotel would not be feasible, but a smaller, 250-room hotel would be feasible and would result in fiscal benefits that would not otherwise occur in the current market if the site remained entitled for a 500-room hotel; and,

WHEREAS, The proposed OPA Amendment would provide for development on Block 1 of either a 500-room hotel with up to 50,000 square feet of retail, as currently allowed by the Plan, or an alternative development of up to 350 dwelling units, 250 hotel rooms, and 25,000 square feet of retail. Any residential development on Block 1 would be required to pay an in-lieu fee for affordable housing if condominiums are built, and provide affordable inclusionary units for rental projects, which will be targeted to low-income households of up to sixty percent (60%) of the area median income, as adjusted only for household size ("AMI"), which is consistent with the typical maximum affordability of stand-alone affordable housing projects that OCII is constructing in Mission Bay South; and,

WHEREAS, By allowing for residential use and an economically-feasible hotel, the OPA Amendment will support the full economic use of Block 1 and will accelerate the completion of development under the Plan, the South OPA and the related enforceable obligations. The change in permitted uses on Block 1 is expected to result in its development, which would generate more revenues from property

taxes payable to the taxing entities, including the City and County of San Francisco, the Bay Area Rapid Transit District, the San Francisco Community College District, and the San Francisco Unified School District, as well as the State of California, compared with the existing, undeveloped conditions. The OPA Amendment does not propose any new capital expenditures by the Successor Agency or any change in the Successor Agency's overall method of financing the redevelopment of the Mission Bay South Redevelopment Project Area, and will accelerate the completion of development under the Plan and the South OPA; and,

WHEREAS, Since the certification of the FSEIR, adoption of the CEQA Findings, and approval of the Mission Bay Project, the Successor Agency prepared an Addendum #8 to the FSEIR, dated May 15, 2013 ("Addendum #8") that analyzes the OPA Amendment and Plan Amendment to allow up to 350 units of residential development on Block 1 as a secondary use, with a 250-room hotel and up to 25,000 square feet of retail uses; and,

WHEREAS, The Successor Agency prepared Addendum #8 in compliance with CEQA and the State CEQA Guidelines and it reflects the independent judgment and analysis of the Successor Agency. Addendum #8 concludes that the Mission Bay Project, as modified by the Plan Amendment and OPA Amendment is within the scope of the Mission Bay Project analyzed in the FSEIR and will not result in any new significant impacts or a substantial increase in the severity of previously identified significant effects that alter the conclusions reached in the FSEIR for the reasons stated in the Addendum #8; and,

WHEREAS, The Successor Agency staff, in making the necessary findings for the Implementing Action contemplated by this Resolution, considered and reviewed the FSEIR, and has made documents related to the Implementing Action, the FSEIR files, including Addendum #8, available for review by the Commission and the public, and these files are part of the record before the Commission; and,

WHEREAS, Copies of the FSEIR, including Addendum #8 and supporting documentation are on file with the Successor Agency Secretary and are incorporated in this Resolution by this reference; and,

WHEREAS, The Implementing Action is an undertaking pursuant to and in furtherance of the Mission Bay Project in conformance with CEQA Guidelines Section 15180; and,

WHEREAS, The FSEIR and CEQA Findings adopted by the Agency Commission by Resolution No. 183-98 dated September 17, 1998, reflected the independent judgment and analysis of the Agency Commission, were and remain adequate, accurate and objective and were prepared and adopted following the procedures required by CEQA, and the findings in such resolution are incorporated herein by reference as applicable to the Implementing Action; and,

WHEREAS, OCII staff has reviewed the OPA Amendment, and finds it acceptable and recommends approval thereof; now, therefore, be it

RESOLVED, The Commission has considered the FSEIR, the CEQA Findings that were previously adopted by the Redevelopment Commission, including the statement of overriding considerations and mitigation monitoring and reporting program, and the Addendum #8, and the Commission adopts the CEQA Findings and Addendum #8 as its own; and, be it further

RESOLVED, The Commission finds and determines that the Implementing Action is within the scope of the Mission Bay Project analyzed in the FSEIR and requires no further environmental review beyond the FSEIR pursuant to the State CEQA Guidelines Section 15180, 15162 and 15163 for the following reasons:

(1) implementation of the OPA Amendment does not require major revisions to the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant impacts; and,

(2) no substantial changes have occurred with respect to the circumstances under which the project analyzed in the FSEIR will be undertaken that would require major revisions to the FSEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FSEIR; and,

(3) no new information of substantial importance to the project analyzed in the FSEIR has become available, which would indicated that (i) the OPA Amendment will have significant effects not discussed in the FSEIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible, which would reduce one or more significant effects, have become feasible; or (iv) mitigation measures or alternatives, which are considerably different from those in the FSEIR, will substantially reduce one or more significant effects on the environment that would change the conclusions set forth in the FSEIR; and, be it further

RESOLVED, That the Commission approves the OPA Amendment, substantially in the form lodged with the Commission Secretary, subject to the following condition:

1. The Third Amendment to the Mission Bay South Owner Participation Agreement is conditioned on the final approval by the Oversight Board and California Department of Finance.

I hereby certify that the foregoing resolution was adopted by the Successor Agency Commission at its meeting of May 21, 2013.

Natasha Jones
Commission Secretary

Commission on Community Investment and Infrastructure

RESOLUTION NO. 18-2013
Adopted May 21, 2013

APPROVING THE REPORT ON THE REDEVELOPMENT PLAN AMENDMENT FOR THE MISSION BAY SOUTH REDEVELOPMENT PLAN TO ALLOW A MIXTURE OF HOTEL, RESIDENTIAL, AND RETAIL USE ON BLOCK 1 AND AUTHORIZING TRANSMITTAL OF THE REPORT ON THE REDEVELOPMENT PLAN AMENDMENT TO THE BOARD OF SUPERVISORS; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

WHEREAS, On September 17, 1998, by Resolution No. 190-98, the Commission of the former Redevelopment Agency of the City and County of San Francisco ("Redevelopment Agency") approved the Redevelopment Plan for the Mission Bay South Redevelopment Project Area ("Plan"). On November 2, 1998, the San Francisco Board of Supervisors ("Board of Supervisors"), by Ordinance No. 335-98, adopted the Plan. The Plan and its implementing documents, as defined in the Plan, constitute the "Plan Documents"; and,

WHEREAS, Under California Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session) ("AB 26") and the California Supreme Court's decision in California Redevelopment Association v. Matosantos, No. 5194861, all redevelopment agencies in the State of California (the "State"), including the Redevelopment Agency, were dissolved by operation of law as of February 1, 2012, and their non-affordable housing assets and obligations were transferred to certain designated successor agencies; and,

WHEREAS, Under the provisions of AB 26, the City was designated as the successor agency to the Redevelopment Agency ("Successor Agency") to receive the assets of the Redevelopment Agency; and,

WHEREAS, In June of 2012, the California legislature adopted Assembly Bill 1484 ("AB 1484") amending certain provisions of AB 26, and the Governor of the State signed the bill and it became effective on June 27, 2012. Among other things, AB 1484 provided that a successor agency is a separate public entity from the public agency that provides for its governance; and,

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

obligations, and (iii) take any action that the Redevelopment Dissolution Law (AB 26 and AB 1484, as amended in the future) requires or authorizes on behalf of the Successor Agency and any other action that this Successor Agency Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors' delegation to this Commission, commonly known as the Commission on Community Investment and Infrastructure, includes the authority to act as the former Redevelopment Agency for the Mission Bay Project consistent with the approved Plan and enforceable obligations, including amending a redevelopment plan as allowed under the California Community Redevelopment Law; and,

WHEREAS, The Successor Agency has proposed an amendment to the Plan (the "Redevelopment Plan Amendment"); and,

WHEREAS, The proposed Redevelopment Plan Amendment would add dwelling units as a permissible secondary use within the Mission Bay South Hotel District and would allow a corresponding increase in the total number of dwelling units in the plan area, with a smaller hotel; and,

WHEREAS, The Successor Agency has prepared a Report on the Redevelopment Plan Amendment to the Board of Supervisors in conformity with § 33352 of the California Community Redevelopment Law ("Report on the Redevelopment Plan Amendment"); and

WHEREAS, Approval of the Report on the Redevelopment Plan Amendment and recommendation of its transmission to the Board of Supervisors of the City and County of San Francisco is statutorily exempt from the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Section 15262 as it is only a study for a possible future action, which a public agency has not yet approved, adopted or funded; now, therefore, be it

RESOLVED, By this Commission that the Report on the Redevelopment Plan Amendment to the Board of Supervisors is hereby approved; and, be it further

RESOLVED, That the Executive Director of the Successor Agency is hereby authorized to transmit said Report on the Redevelopment Plan Amendment to the Board of Supervisors of the City and County of San Francisco for its background and information.

I hereby certify that the foregoing resolution was adopted by the Successor Agency Commission at its meeting of May 21, 2013.

Natasha Jones

Commission Secretary

AMENDMENT OF THE WHOLE
10/14/98

FILE NO. 98-1427 RESOLUTION NO. 854-98

[CEQA Findings]

ADOPTING ENVIRONMENTAL FINDINGS (AND A STATEMENT OF OVERRIDING CONSIDERATIONS) PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND STATE GUIDELINES IN CONNECTION WITH ADOPTION OF THE MISSION BAY NORTH AND MISSION BAY SOUTH REDEVELOPMENT PLANS AND VARIOUS OTHER ACTIONS NECESSARY TO IMPLEMENT SUCH PLANS

WHEREAS, the proposed Mission Bay North and South Redevelopment Areas are generally bounded by Townsend Street, Seventh Street and Interstate 280, Mariposa Street, Terry A. Francois Boulevard and Third Street ("Plan Areas"); and

WHEREAS, the Plan Areas comprise approximately 303 acres of an underutilized and underdeveloped industrial area characterized by deteriorated, obsolete or dysfunctional buildings and a lack of infrastructure in the Mission Bay South Project Area; and

WHEREAS, the Planning Department ("Department") and the Redevelopment Agency ("Agency") have undertaken a planning and environmental review process for the proposed Plan Areas and other uses in the Plan Areas and provided for appropriate public hearings before the Planning Commission and the Redevelopment Agency Commission; and

WHEREAS, the actions listed in Attachment A hereto (the "Actions") are part of a series of considerations in connection with adoption of the Redevelopment Plans (the "Project"), as more particularly defined in Attachment A hereto; and

WHEREAS, on April 11, 1998, the Department and the Agency released for public review and comment the Draft Subsequent Environmental Impact Report for the Project; and

WHEREAS, the Planning Commission and the Redevelopment Agency Commission held a joint public hearing on the Draft Environmental Impact Report on May 12, 1998 and further written public comments were received until 5:00 p.m. on June 9, 1998; and

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WHEREAS, a Final Subsequent Environmental Impact Report ("FSEIR") for the Project has been prepared by the Department and Agency consisting of the Draft Environmental Impact Report, the comments received during the review period, any additional information that became available and the Draft Summary of Comments and Responses, all as required by law; and

WHEREAS, the FSEIR files and other Project-related Department and Agency files have been available for review by this Board of Supervisors and the public, and those files are part of the record before this Board of Supervisors; and

WHEREAS, on September 17, 1998, the Planning Commission and the Redevelopment Agency Commission reviewed and considered the FSEIR and, by Motion No. 14696 and Resolution No.182-98, respectively, found that the contents of said report and the procedures through which the FSEIR was prepared, publicized and reviewed complied with the provisions of the California Environmental Quality Act ("CEQA") and the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, by Motion No. 14696 and Resolution No. 182-98, the Planning Commission and the Redevelopment Agency Commission, respectively, found that the FSEIR was adequate, accurate and objective, reflected the independent judgment and analysis of each Commission and that the summary of Comments and Responses contained no significant revisions to the draft Subsequent Environmental Impact Report, adopted findings of significant impacts associated with the Project and certified the completion of the Final Subsequent Environmental Impact Report for the Project in compliance with CEQA and the CEQA Guidelines; and

WHEREAS, the Department and Agency prepared proposed Findings, as required by CEQA, regarding the alternatives and variants, mitigation measures and significant environmental impacts analyzed in the FSEIR, overriding considerations for approving the

Project including all of the actions listed in Attachment A hereto, and a proposed mitigation monitoring program, which material was made available to the public and this Board of Supervisors for the Board of Supervisors' review, consideration and actions; now, therefore, be it

RESOLVED, that the Board of Supervisors reviewed and considered Planning Commission Motion No. 14696 certifying the FSEIR and finding the FSEIR adequate, accurate and objective, and reflecting the independent judgment and analysis of the Planning Commission, and affirmed the Planning Commission's certification of the FSEIR by Board of Supervisors Motion No. M98-132 and be it

FURTHER RESOLVED, that the Board of Supervisors finds that (1) modifications incorporated into the Project and reflected in the Actions will not require important revisions to the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; (2) no substantial changes have occurred with respect to the circumstances under which the Project or the Actions are undertaken which would require major revisions to the FSEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FSEIR; and (3) no new information of substantial importance to the Project or the Actions has become available which would indicate (a) the Project or the Actions will have significant effects not discussed in the FSEIR, (b) significant environmental effects will be substantially more severe; (c) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (d) mitigation measures or alternatives which are considerably different from those in the FSEIR would substantially reduce one or more significant effects on the environment; and be it

FURTHER RESOLVED, that the Board of Supervisors has reviewed and considered the FSEIR and hereby adopts the Project Findings attached hereto as Attachment A, including its Exhibits 1 and 2, and incorporates the same herein by this reference.

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Title.
Resolution

File Number: 981427 **Date Passed:**

Resolution adopting environmental findings (and a statement of overriding considerations) pursuant to the California Environmental Quality Act and State Guidelines in connection with adoption of the Mission Bay North and Mission Bay South Redevelopment Plans and various other actions necessary to implement such plans.

October 19, 1998 Board of Supervisors — ADOPTED

Ayes: 9 - Ammiano, Bierman, Brown, Katz, Leno, Medina, Teng, Yaki, Yee
Absent: 1 - Newsom
Excused: 1 - Kaufman

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File No. 981427

I hereby certify that the foregoing Resolution was ADOPTED on October 19, 1998 by the Board of Supervisors of the City and County of San Francisco.

Gloria L. Young
Clerk of the Board

OCT 30 1998
Date Approved

Mayor Willie L. Brown Jr.

File No. 981427 continued...

ATTACHMENT A

MISSION BAY CEQA FINDINGS

BOARD OF SUPERVISORS

FOR THE CITY AND COUNTY OF SAN FRANCISCO

I. INTRODUCTION

The following findings are hereby adopted by the Board of Supervisors of the City and County of San Francisco ("Board of Supervisors") with respect to the Mission Bay Final Subsequent Environmental Impact Report ("FSEIR"), pursuant to the requirements of the California Environmental Quality Act, California Public Resources Sections 21000 et seq. ("CEQA"), the Guidelines for Implementation of CEQA, 15 California Code of Regulations Sections 15000 et seq., (the "CEQA Guidelines") and Chapter 31 of the San Francisco Administrative Code.

The Project is described in Article II, below. The actions to be taken by the Board of Supervisors in connection with the Project ("Actions") are described in Article III, below.

Article IV of this document sets forth the basis for approval of the Project, and the economic, legal, technological, social and other considerations which support the rejection of the elements of the Alternatives and Variants analyzed in the FSEIR which were not incorporated into the Project.

Article V sets forth findings as to the disposition of each of the mitigation measures proposed in the FSEIR. These findings fall into three categories: (1) measures recommended for adoption by the Board of Supervisors exactly as proposed in the FSEIR and which can be implemented by City Agencies; (2) measures proposed in the FSEIR and recommended by the Board of Supervisors for modification or rejection and which can be implemented by City Agencies; and (3) measures proposed in the FSEIR and recommended by the Board of Supervisors for adoption or rejection and which are enforceable by agencies other than City agencies. Where measures are modified, the modified language is indicated in the text. Exhibit 1, attached to these findings, contains the Mitigation Monitoring and Reporting Program. The full text of the mitigation measures as proposed in the FSEIR is set forth in Exhibit 2, attached hereto.

Article VI identifies the unavoidable, significant adverse environmental impacts of the Project which have not been mitigated to a level of insignificance by the adoption of mitigation measures as provided in Article V, above.

Article VII contains a Statement of Overriding Considerations, setting forth specific reasons in support of the Board of Supervisors' Actions and its rejection of elements of the Mitigation Measures, Alternatives and Variants not incorporated in the Project.

II. PROJECT DESCRIPTION

A. Project Approvals

The Project requires a series of approvals that define the terms under which the Project will occur. It includes the following major permits and approvals and related and collateral actions: (1) Mission Bay North and Mission Bay South Redevelopment Plans and related Interagency Cooperation Agreements; (2) Mission Bay North and Mission Bay South Design for Development Documents; (3) Amendments to the General Plan of the City and County of San Francisco, including rescission of the Mission Bay Plan and adoption of the Mission Bay Plan as Planning Commission Guidelines applicable to property outside the Plan Areas; (4) Amendments to the Zoning Map of the City and County of San Francisco; (5) Amendments to Article 9 of the Planning Code of the City and County of San Francisco; (6) General Plan and Planning Code Section 101.1 Consistency Determinations; (7) Amendments to the Waterfront Land Use Plan; (8) Amendment of the San Francisco Subdivision Code and Regulations; (9) Street Vacations; (10) Mission Bay North and South Owner Participation Agreements, including Owner Participation Rules and Business Occupant Re-entry Preference Program; (11) Amended and Restated City Land Transfer Agreement; (12) Amended and Restated Port Land Transfer Agreement; (13) Amended and Restated Agreement Concerning the Public Trust; (14) UCSF Land Donation Agreement; (15) Public Trust/Burton Act Findings; (16) Agency Affordable Housing Policy; (17) Agency Lease findings; (18) Transfer of Port Administrative Jurisdiction; (19) Termination of Transportation Projects Agreement; (20) Mission Bay North and Mission Bay South Tax Allocation Agreements; (21) Community Facilities District Resolutions of Formation; and (22) implementation actions associated with the settlement of title disputes and resolution of title matters. These approvals, along with implementation of the Redevelopment Plans, are referred to collectively herein as the "Project".

As described in Article III, only some of the approvals described above are before the Board of Supervisors at this time.

B. Detailed Project Description/Relationship to FSEIR

The following is a description of the uses contemplated by the Project and the Project's relationship to the FSEIR. The Project is based primarily on the Project Description contained in the FSEIR, plus Variant 1 (Terry A. Francois Boulevard Variant/Expanded Bayshore Open Space Proposal), Variant 2 (Esprit Commercial Industrial/Retail Variant), Variant 3A (Modified No Berry Street Crossing Variant), and Variant 5 (Castle Metals Block Commercial Industrial/Retail Variant) as discussed below. The Project, including these Variants, is substantially as described in the FSEIR Project Description and in FSEIR Chapter VII, Section G, Combination of Variants Currently Under Consideration by the Project Sponsors. The Project land use program is described in gross square feet, consistent with the balance of the FSEIR analysis, in Tables VII.G.1 and VII.G.2 therein. It is also summarized briefly below, generally in leasable square feet, for informational purposes.

The development program for the Project is summarized as follows:

Total Program	
Residential (dwelling units):	6,090
Commercial Industrial (leasable square feet):	5,953,600
Retail (leasable square feet)	
• City-serving	219,300
• Entertainment-oriented	400,000
• Local-serving	244,300
Total Retail	863,600
Hotel (rooms)	500
Public open space (acres)	49
Public facilities (acres)	5.2
UCSF (gross square feet)	2,650,000
Mission Bay North Program	
Residential (dwelling units)	3,000
Retail (leasable square feet)	
• City-serving	100,000
• Entertainment-oriented	350,000
• Local-serving	55,000
Total Retail	505,000
Public open space (acres)	6
Public facilities (acres)	1.5
Mission Bay South Program	
Residential (dwelling units)	3,090
Commercial Industrial (leasable square feet)	5,953,600
Retail (leasable square feet)	
• City-serving	119,300
• Entertainment-oriented	50,000
• Local-serving	189,300
Total Retail	358,600
Hotel (rooms)	500
Public open space (acres)	43

Public facilities (acres)	3.7
UCSF (gross square feet)	2,650,000

The 863,600 leasable square feet of retail space provides 15,000 leasable square feet of neighborhood-serving retail beyond the program described in the Combination of Variants. As further described in the letter dated September 10, 1998 prepared by the Planning Department, and contained in Planning Department File No. 96.771E, this minor additional development is consistent with the land use program analyzed in the FSEIR and would not result in any new significant effects or cause significant effects identified in the FSEIR to be substantially more severe.

III. ACTIONS

The Actions of the Board of Supervisors in connection with the Project include the following approvals: (1) Affirmance of the Planning Commission's certification of the FSEIR; (2) Adoption of CEQA findings, including mitigation measures and a mitigation monitoring program; (23) Amendments to the General Plan of the City and County of San Francisco, including rescission of the Mission Bay Plan; (24) Amendments to the Zoning Map of the City and County of San Francisco; (25) Amendments to Article 9 of the Planning Code of the City and County of San Francisco; (6) Approval of Mission Bay North and Mission Bay South Redevelopment Plans and related Interagency Cooperation Agreements; (7) Amendment of the San Francisco Subdivision Code; (8) Street Vacations; (9) Approval of Amended and Restated City Land Transfer Agreement; (10) Amended and Restated Port Land Transfer Agreement; (11) Approval of Amended and Restated Agreement Concerning the Public Trust; (12) Approval of UCSF Land Donation Agreement; (13) Transfer of Port Administrative Jurisdiction; (14) Termination of Transportation Projects Agreement; (15) Approval of Mission Bay North and Mission Bay South Tax Allocation Agreements; and (16) implementation actions associated with the settlement of title disputes.

IV. ALTERNATIVES

A. Reasons for Selecting the Project

As discussed in Article II.B above, the Project is based on the Project Description analyzed in the FSEIR, plus Variants 1, 2, 3A and 5, incorporated in their entirety. The FSEIR analyzed three Alternatives to the Project, including the "No Project/Expected Growth" Alternative, and five Variants.

Alternative 1 is the "No Project/Expected Growth" Alternative, which reflects a level of development based on existing zoning regulations pursuant to Article 9 of the City Planning Code and the 1990 Mission Bay Plan. The assumed development is consistent with population and employment projected through the year 2015 according to ABAG's Projections '96. Alternative 2 is the "Redevelopment North of Channel/Expected Growth South of Channel Alternative." This alternative is a hybrid consisting of the project proposed in the Project Description for Mission Bay North, and

Alternative 1 for Mission Bay South. Alternative 3 is the "Residential/Open Space Development" Alternative. This is a modified version of full-build out of Alternative B from the 1990 FSEIR. Alternative 3 is identified in the FSEIR as the "Environmentally Superior Alternative" pursuant to CEQA Sections 21002 and 21081. No redevelopment plans for the Plan Areas were assumed under this Alternative. FSEIR Section VIII.D provides detail about other Alternatives which were considered and rejected as infeasible and therefore were not analyzed in the FSEIR.

The FSEIR also analyzes five Variants: (1) Terry A. François Boulevard Variant/Extended Bayshore Open Space Proposal, (2) Esprit Commercial Industrial/Retail Variant, (3) No Berry Street At-Grade Rail Crossing Variant (including Variant 3A Modified No Berry Street Crossing Variant), (4) Mission Bay North Retail Variant, and (5) Castle Metals Block Commercial Industrial/Retail Variant.

In approving the Project, the Board of Supervisors has carefully considered the attributes and environmental effects of the Project and the Alternatives and Variants discussed in the FSEIR. This consideration, along with the reports from the City staff, and considerable public testimony, has resulted in the Project. The Project achieves the objectives as set forth in the FSEIR and the Redevelopment Plans as follows:

1. Eliminating blighting influences and correcting environmental deficiencies in the Plan Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities.

   The Project is a comprehensive mixed-use development program, including substantial new infrastructure, open space and public facilities that address each of these blighting influences. It includes a development program that, if implemented, would eliminate high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities. It also includes a comprehensive environmental remediation program, to be implemented through Risk Management Plans (RMPs), to be approved by the Regional Water Quality Control Board ("RWQCB"), which will address environmental deficiencies in the Plan Area.

2. Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with UCSF, which seeks to provide space for existing and new programs and consolidate academic and support units for many dispersed sites at a single major new site which can accommodate the 2,650,000 square foot program analyzed in the UCSF Long Range Development Plan ("LRDP").

   The Project includes an approximately 43-acre site which will accommodate the development program described in the UCSF LRDP.

On this basis, The Regents has selected Mission Bay as the location for the UCSF major new site among competing sites.

3. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Areas.

The Project includes land transfer agreements which would facilitate the assemblage of land into suitable developable parcels. The Project also includes detailed pedestrian, bicycle and vehicular circulation plans designed to accommodate and facilitate development proposed in the Plan Areas.

4. Re-planning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.

The Plan Areas now consist of largely vacant and underutilized property. The Project involves the comprehensive replanning and redesigning of the entire Plan Areas to address this underutilization. It also includes Design for Development documents containing detailed design standards and guidelines to ensure that quality urban design is provided throughout the development.

5. Providing flexibility in development of the Plan Areas to respond readily and appropriately to market conditions.

The Redevelopment Plans include broad land use designations to allow a range of appropriate uses within various designations. The Design for Development documents also include sufficient flexibility in their guidelines to respond to a variety of use types. The proposed Mission Bay North and Mission Bay South Owner Participation Agreements (OPAs) are designed to facilitate property transfers in response to market conditions while retaining an appropriate level of discretion and control in the Agency.

6. Providing opportunities for participation by owners in the redevelopment of their properties.

The Project includes proposed OPAs between Catellus and the Agency which provide the terms and conditions for participation by Catellus in the redevelopment of its properties. In addition, the Redevelopment Plans set forth the parameters for future participation by other private property owners in the redevelopment of their properties.

7. Strengthening the community's supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by construction of approximately 6,090 very low-, low- and moderate-

income and market-rate units, including approximately 1,700 units of very low-, low- and moderate-income housing.

The Project includes the installation of needed site improvements and the expansion and improvement of the housing supply by construction of approximately 6,090 very low-, low- and moderate-income and market-rate units, including approximately 1,700 units of very low-, low- and moderate-income housing. Approximately 28% of the residential units to be developed in the Plan Areas will be affordable housing units, a substantially higher number than required by state law for redevelopment areas.

8. Strengthening the economic base of the Plan Areas and the community by strengthening retail and other commercial functions in the Plan Areas through the addition of approximately 835,000 leasable square feet of retail space, a 500-room hotel and associated uses and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses.

The Project includes a significant retail component of approximately 835,000 square feet of retail space, plus additional retail space to be developed by the Port and the Agency, bringing the total to approximately 863,600 leasable square feet of retail space. The Project would also include a 500-room hotel and associated uses and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses.

9. Facilitating emerging commercial and industrial sectors including those expected to emerge or expand due to the proximity to the new UCSF site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Areas, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.

The Project facilitates emerging commercial and industrial sectors and the employment associated therewith, including highly trained workers, by: providing broad land use categories which could accommodate a variety of such uses; improving transportation access to these areas through the new bicycle, pedestrian and vehicular network and proximity to a variety of transit, including the Third Street light rail system; improving safety within the Plan Areas by removing blighting influences, providing lighting and other safety features; conducting environmental remediation; and providing additional site improvements such as parks, community facilities and other amenities.

10. Facilitating public transit opportunities to and within the Plan Areas to the extent feasible.

The Project is in close proximity to a variety of public transportation modes and has been designed in conjunction with the City, including MUNI, to maximize coordination with existing and proposed transit systems. The Project is also designed with a relatively minimal amount of parking and substantial bicycle parking to encourage use of transit consistent with the City's Transit First Policy. The Project includes Transportation Management Plans for both Plan Areas.

11. Providing land in an amount of approximately 47 acres for a variety of publicly accessible open spaces.

The Project meets and exceeds this objective by providing approximately 49 acres of land for a variety of publicly accessible open spaces, including both passive and active uses.

12. Achieving the objectives described above in the most expeditious manner feasible.

The Project provides the ability to achieve these objectives in an expeditious manner by providing for flexibility in land uses and the ability to respond to market conditions, and by including a variety of detailed implementation programs to facilitate development through the Redevelopment Plans and the OPAs and their attachments, including the Infrastructure Plans, the Housing Programs and the Financing Plans.

B. Alternatives Rejected and Reasons for Rejection

The Alternatives and Variants set forth in the FSEIR and listed below are rejected because the Boarad of Supervisors finds that there is substantial evidence that the specific considerations described in this Article IV.B and in Article VII below make infeasible such Alternatives and Variants.

1. Alternative 1: No Project/Expected Growth

Alternative 1 would not be desirable nor meet the project objectives. Implementation of this Alternative would amount to a continuation of the existing conditions, which is characterized by blighting influences and environmental deficiencies. The current uses and uses permitted under the existing zoning scheme do not provide a feasible opportunity to alleviate these conditions, as is evidenced by the lack of new development in this area over the past 30 years, despite entitlements including a zoning scheme and Development Agreement. Alternative 1 further fails to meet the project objectives because it does not provide the opportunity to retain and promote UCSF and the economic and technological benefits associated therewith; includes an inflexible land use scheme which does not allow a ready response to market conditions; does not provide the level of residential, retail or commercial-industrial uses contemplated in the

oject objectives within the foreseeable future and does not facilitate emerging commercial-industrial sectors, including those expected to emerge or expand due to proximity to the UCSF site, and the substantial employment opportunities, including those for highly trained workers, associated therewith. The lack of new construction under the current zoning scheme and Development Agreement further suggests that new development, if it were to occur at all, would not be achieved expeditiously.

2. Alternative 2: Redevelopment North of Channel/Expected Growth South of Channel

This Alternative would not be desirable nor meet the project objectives. A redevelopment area would be in place in the North Plan Area, providing some opportunity for alleviation of existing blighting conditions. However, this Alternative, like Alternative 1, would retain the current zoning and would not include a redevelopment plan designation for the South of Channel area. Therefore, it would not meet the objectives for the South Plan Area as described under reasons for rejection of Alternative 1 above.

3. Alternative 3: Residential/Open Space Development

Alternative 3 consists primarily of a substantial residential and open space component. This Alternative was identified as the Environmentally Superior Alternative in the SEIR. Alternative 3 would meet or exceed the objectives related to provision of housing, including affordable housing, as well as open space. However, this Alternative would not address the important objectives of retaining and promoting UCSF and other commercial-industrial sectors which would be expected to emerge or expand due to their proximity to the new UCSF site, including the economic and technological benefits associated therewith, would not provide flexibility in development of the Plan Areas, and would not include the retail and the other commercial-industrial components described in the project objectives, nor the substantial employment opportunities related thereto, including those for highly trained workers.

4. Variant 3: No Berry Street At-Grade-Rail-Crossing-Variant

This Variant has been superseded by a slightly modified new Variant, Variant 3A, which is proposed as part of the Project. Variant 3 is rejected because the modifications associated with Variant 3A, which provides for an extension of Berry Street south to Common Street, will better facilitate transportation circulation while still improving safety within the Plan Areas by reducing the number of at-grade crossings to one. As compared to Variant 3, Variant 3A also eliminates a significant impact regarding emergency access.

5. Variant 4: (Mission Bay North Retail Variant)

This Variant is substantially the same as under the Project, except that it contemplates changing the mix of uses on the two blocks bounded by Townsend, Third, Berry and Fourth Streets. This Variant was included to provide flexibility in considering the appropriate mix of uses on these blocks and to assess whether an alternative scheme

on these blocks might eliminate any significant traffic impacts that would result from the Project. The analysis concluded that this Variant would not substantially reduce nor eliminate any significant impacts of the Project.

V. MITIGATION MEASURES

The findings in this section concern mitigation measures set forth in the FSEIR. These findings fall into three categories: (1) a discussion of mitigation measures proposed in the FSEIR and recommended for adoption by the Board of Supervisors, which can be implemented by City agencies including, but not limited to, the San Francisco Redevelopment Agency ("Agency"), the Port of San Francisco ("Port"), the Department of Public Works ("DPW"), the Department of Parking and Traffic ("DPT"), the Department of Planning ("Planning"), the Department of Public Health ("DPH"), the Office of Emergency Services ("OES"), the Fire Department, the San Francisco Public Utilities Commission ("SFPUC"), the Public Transportation Commission ("PTC") and the San Francisco Unified School District; (2) a discussion of mitigation measures proposed in the FSEIR and recommended by the Board of Supervisors for modification or rejection and which could be appropriately adopted and implemented by City agencies; and (3) a discussion of mitigation measures proposed in the FSEIR and recommended by the Board of Supervisors for adoption or rejection which are or would be enforceable by agencies other than City agencies.

All of the mitigation measures discussed in the FSEIR are coded and attached hereto as Exhibit 2. In the text of these findings, mitigation measures adopted by the Board of Supervisors are referenced by the number and topic in Exhibit 2. Mitigation measures within the jurisdiction of other agencies are similarly referenced, together with an indication of the appropriate jurisdiction. Mitigation measures are organized by subject matter in the same order that those subjects appear in the FSEIR. Each measure is followed by a parenthetical which indicates whether it applies to the Mission Bay North Redevelopment Project Area **(North)**, Mission Bay South Redevelopment Project Area **(South)**, or both **(North/South)**.

The Board of Supervisors finds that the mitigation measures recommended for adoption, either as they appear in the FSEIR, or as proposed for modification, are feasible and enforceable through the Project Approvals, or, in the case of UCSF, will be applied in substantially similar form, which finding is further supported by the analysis set forth in the Fiscal and Economic Analysis dated August 24, 1998 prepared by the Sedway Group for the Agency and the City.

The Agency is listed as an implementing agency for the majority of the mitigation measures. As further described in Exhibit 1, the Agency's role is generally limited to oversight through the plan review process to confirm that any relevant measures have been implemented by other City agencies and non-City agencies with jurisdiction over such measures. Where a measure is monitored through the site permit or permitting process, the measure is monitored primarily by DBI and/or DPW depending on the nature of the improvement, but the Agency generally will maintain a general oversight role through its participation as a reviewing and approving agency. Thus the measures

proposed for adoption generally will be implemented by the Agency as well as other City agencies.

A discussion of the measures as they relate to development of the new UCSF site by the Regents is provided in Article V.D below.

A. MITIGATION MEASURES RECOMMENDED BY THE BOARD OF SUPERVISORS FOR ADOPTION AS PROPOSED AND IMPLEMENTATION BY CITY AGENCIES

The following measures in the FSEIR have been found by the Board of Supervisors to mitigate, reduce or avoid significant effects and are hereby recommended for adoption and implementation by City agencies, which agencies can and should adopt these measures. The Planning Commission, the Agency, the PTC, the Port, the Building Inspection Commission and the SFPUC have already acted to adopt the measures within their jurisdictions which the Board of Supervisors recommends for implementation below. The Clerk of the Board of Supervisors is hereby directed to transmit copies of these measures to the affected City agencies.

1. Visual Quality and Urban Design

D.1 **Lighting and Glare.** The Agency, the Planning Department and DBI would implement this measure as part of the plan review and site permit processes. The Board of Supervisors recommends that this measure be implemented by the Agency, the Planning Deparatment and DBI. **(North/South)**

D.2 **Architectural Resources - Evaluation of Fire Station No. 30. (South)**

D.2.a. **Retain Building.** The Agency would require retention of an architectural historian to evaluate the building as part of its plan review prior to demolition or alteration of the structure. If the building is found to be eligible for the National Register, the building should be retained. The Agency will consult with the Planning Department's Office of Environmental Review ("OER") and the Landmarks Preservation Advisory Board ("LPAB") as part of its evaluation. The Board of Supervisors recommends that the Agency and the Planning Department implement this measure.

D.2.b. **Demolition Measures.** The Agency would implement this measure as part of its plan review process, in consultation with OER and the LPAB. The Board of Supervisors recommends that the Agency and the Planning Department implement this measure.

D.3 **Archeological Resources.** The Agency would implement this measure prior to excavation as part of its plan review process, and ongoing monitoring would be implemented as required by the measure. The Agency would consult with OER and the LPAB in implementation of this measure. The Board of Supervisors

recommends that the Agency and the Planning Department implement this measure. **(North/South)**

D.4 **Archeological Exploration Program.** The Agency would implement measures D.4.a-D.4.d as part of its plan review, in consultation with OER and the LPAB. The Board of Supervisors recommends that the Agency and the Planning Department implement these measures. **(North/South)**

D.5 **Archeological Monitoring at 19th Century City Dump.** The Agency would implement this measure as part of its plan review, in consultation with OER and the LPAB. The Board of Supervisors recommends that the Agency and the Planning Department implement this measure. **(North/South)**

D.6 **Unknown Archeological Remains.** The Agency would implement this measure as part of its plan review, in consultation with OER and the LPAB. The Board of Supervisors recommends that the Agency and the Planning Department implement this measure. **(North/South)**

D.7 **Pedestrian - Level Winds.** The Agency would implement this measure as part of its plan review. The Board of Supervisors recommends that the Agency implement this measure.**(North/South)**

2. Transportation

E.1 **Third Street/King Street.** The Agency would ensure implementation of measures E.1.a-E.1.c as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. The DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(North/South)**

E.2 **Third Street/Berry Street.** The Agency would ensure implementation of measures E.2.a-E.2.c as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(North/South)**

E.3 **Third Street/Owens Street.** The Agency would ensure implementation of measure E.3 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.4 **Third Street/The Common.** The Agency would ensure implementation of measure E.4 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will

also review the plans. The Board of Supervisors recommends that the Agency, DPTand DPW implement this measure. **(South)**

E.5 **Third Street/South Street.** The Agency would ensure implementation of measure E.5 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.6 **Third Street/Sixteenth Street.** The Agency would ensure implementation of measures E.6.a-E.6.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(South)**

E.7 **Third Street/Mariposa Street.** The Agency would ensure implementation of measures E.7.a-E.7.c as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(South)**

E.8 **Fourth Street/King Street.** The Agency would ensure implementation of measures E.8.a-E.8.c as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The PTC would also be involved in implementation of measure E.8.b if it elects to commence service before the Owner's obligation to construct is otherwise triggered. The Board of Supervisors recommends that the Agency, the PTC, DPW, and DPT implement these measures. **(North)**

E.9 **Fourth Street/Berry Street.** The Agency would ensure implementation of measures E.9.a-E.9.d as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The PTC would also be involved in implementation of measure E.9.c if it elects to commence service before the Owner's obligation to construct is otherwise triggered. The Board of Supervisors recommends that the Agency, PTC, DPW and DPT implement these measures. **(North)**

E.10 **Fourth Street/Owens Street.** The Agency would ensure implementation of measure E.10 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.11 **Fourth Street/UCSF Private Street.** The Agency would ensure implementation of measure E.11 as part of its plan review, and DPW would ensure

implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.12 **Fourth Street/Sixteenth Street.** The Agency would ensure implementation of measure E.12 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.13 **Fourth Street/Mariposa Street.** The Agency would ensure implementation of measures E.13.a-E.13.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(South)**

E.14 **Seventh Street/Sixteenth Street.** The Agency would ensure implementation of measures E.14.a-E.14.f as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT would also participate in implementation of measure 14.a. The Board of Supervisors recommends that the Agency, DPW and DPT implement these measures. With respect to E.14.f, implementation would also be required by non-City agencies. Accordingly, this measure is also listed in Article V.C below. **(South)**

E.15 **Owens Street/Sixteenth Street.** The Agency would implement measure E.15 as part of its plan review and DPW would implement this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. This measure would also be implemented by non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(South)**

E.16 **Owens Street/Mariposa Street/I-280 Off-Ramp.** The Agency would implement measures E.16.a-E.16.b as part of its plan review and DPW would implement these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. These measures would also be implemented by other non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(South)**

E.17 **I-280 On-Ramp/Mariposa Street.** The Agency would ensure implementation of measures E.17.a-E.17.b as part of its plan review and DPW would ensure implementation of these measures as part of its subdivision improvement plan. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. These measures would also be implemented by other non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(South)**

E.18 **Seventh Street/The Common.** The Agency would ensure implementation of measures E.18.a-E.18.b as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. These measures would also be implemented by other non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(South)**

E.19 **Fifth Street/King Street.** The Agency would ensure implementation of measures E.19.a-E.19.c as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. These measures would also be implemented by other non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(North)**

E.21 **Third Street.** The Agency would ensure implementation of measures E.21.a-E.21.c as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. Consultation with the PTC would also be required for measure E.21.c. The Board of Supervisors recommends that the Agency, PTC, DPW and DPT implement these measures. **(North/South)**

E.22 **Mariposa Street.** The Agency would ensure implementation of measure E.22 as part of its plan review and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. This measure would also be implemented by other non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(South)**

E.23. **Fourth Street.** The Agency would ensure implementation of measures E.23.a-E.23.b as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. Measure E.23.a would involve coordination with and implementation by the PTC. The Board of Supervisors recommends that the Agency, PTC, DPW, and DPT implement these measures. **(North/South)**

E.24 **King Street.** The Agency would ensure implementation of measures E.24.a-E.24.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(North)**

E.25 **Owens Street.** The Agency would ensure implementation of measures E.25.a-E.25.d as part of its plan review and DPW would ensure implementation of

these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. Measure E.25.a would involve coordination with and implementation by the PTC. The Board of Supervisors recommends that the Agency, PTC, DPW, and DPT implement these measures. **(South)**

E.26 **North Common and South Common Streets Connection.** The Agency would ensure implementation of measures E.26.a-E.26.b as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. Measure E.26.b would also require coordination with and implementation by DPT and PTC. The Board of Supervisors recommends that the Agency, PTC, DPW, and DPT implement these measures. Measure E.26.a would also require implementation by non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(South)**

E.27 **MUNI Line 22-Fillmore.** The Agency would ensure implementation of this measure as part of its plan review and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. Implementation of this measure would be primarily within the jurisdiction of the PTC. The Board of Supervisors recommends that the Agency, PTC and DPW implement this measure. **(South)**

E.28 **MUNI L-Line, 30 Stockton or 45-Union/Stockton.** The Agency would ensure implementation of measures E.28.a-E.28.d as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. Primary responsibility for implementation of these measures would lie with the PTC. The Board of Supervisors recommends that the Agency, PTC and DPW implement these measures. Measure E.28.a would also require implementation by non-City agencies. Accordingly, this measure is also listed under Article V.C. below. **(South)**

E.29 **Seventh Street/Brannan Street.** The Agency would ensure implementation of measure E.29 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.30 **Seventh Street/Townsend Street.** The Agency would ensure implementation of measures E.30.a - E.30.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(North)**

E.31 **Seventh Street/Berry Street.** The Agency would ensure implementation of measures E.31.a-E.31.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(North)**

E.32 **Seventh Street/North and South Common Street.** The Agency would ensure implementation of measures E.32.a-E.32.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(South)**

E.33 **Sixteenth Street/Potrero Street.** The Agency would ensure implementation of this measure as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.34 **Sixteenth Street/Vermont Street.** The Agency would ensure implementation of this measure as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.35 **Eighth Street/Townsend Street.** The Agency would ensure implementation of measures E.35.a-E.35.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement these measures. **(North)**

E.36 **Third Street/Townsend Street.** The Agency would ensure implementation of measures E.36.a-E.36.b as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. These measures are primarily within the jurisdiction of DPT. The Board of Supervisors recommends that the Agency, DPW and DPT implement these measures. **(North)**

E.38 **Fourth Street/King Street.** The Agency would ensure implementation of this measure as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW adopt and implement this measure. **(North)**

E.41 **Fourth Street.** The Agency would ensure implementation of this measure as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Board of Supervisors recommends that the Agency, DPT and DPW implement this measure. **(North)**

E.42 **Seventh Street.** The Agency would ensure implementation of this measure as part of its plan review and DPW would ensure implementation of this measure

as part of its review of subdivision and parcel maps. This measure is primarily within the jurisdiction of DPT. The Board of Supervisors recommends that the Agency, DPW and DPT implement this measure. This measure would also require implementation by non-City agencies. Accordingly, this measure is listed under Article V.C below. **(North/South)**

E.45 **Extend N-Judah MUNI Metro Line.** The Agency would ensure implementation of this measure as part of its plan review and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. Primary responsibility for implementation of this measure would be within the jurisdiction of PTC. The Board of Supervisors recommends that the Agency, PTC and DPW implement this measure. **(North/South)**

E.46a **Transportation Management Organizations.** Measures E.46.a would be implemented by the Agency as part of its first Major Phase approval. Ongoing participation and/or monitoring would be required by various City agencies including the Agency, the PTC, DPW and DPT. The Board of Supervisors recommends that the Agency, PTC, DPW and DPT implement this measure. Measure E.46.b is proposed for modification as set forth below. **(North/South)**

E.47 **Transportation System Management (TSM) Plan.** Measures E.47.a-E.47.h would be implemented by the Agency as part of its first Major Phase approval. Ongoing participation would be required by various City agencies including the Agency, PTC, DPW and DPT. The Board of Supervisors recommends that the Agency, PTC, DPW and DPT implement these measures. **(North/South)**

E.49 **Ferry Service.** The Agency would ensure implementation of this measure as part of the first Major Phase approval and the Port would ensure implementation of this measure on an ongoing basis. The Board of Supervisors recommends that the Agency and Port implement this measure. **(North/South)**

3. Air Quality

F.1 **TSM Measures.** Transportation Measures E.46-E.50 would be implemented by the Agency as part of its first Major Phase approval and would also address air quality impacts. Ongoing participation would be required by various City agencies including the Agency, the PTC, DPW and DPT. The Board of Supervisors recommends that the Agency, PTC, DPW and DPT implement these measures. **(North/South)**

F.2 **Construction PM_{10}.** DPW and/or DBI would implement measures F.2.a-F.2.n through the necessary permitting process. The Board of Supervisors recommends that DPW and DBI implement these measures. **(North/South)**

F.3 **Toxic Air Contaminants (TACs).** DPW and/or DBI would implement this measure, in consultation with DPH, through the site permit process. The Board

of Supervisors recommends that DPW, DBI and DPH implement this measure. **(North/South)**

F.4 **Meteorological Station.** Measures F.4.a-F.4.g provide for a meteorological station in Mission Bay South. If located outside of the UCSF site, the Agency would implement these measures in consultation with the Bay Area Air Quality Management District ("BAAQMD"). The Board of Supervisors recommends that the Agency implement this measure. These measures are also within the jurisdiction of non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(South)**

F.5 **Dry Cleaning Facilities.** The Agency would implement this measure, in consultation with DPH and DBI, as part of its plan review. The Board of Supervisors recommends that the Agency, DPH and DBI implement this measure. This measure is also within the jurisdiction of a non-City agency. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

F.6 **Child-Care Buffer Zones.** The Agency would implement this measure, in consultation with DPH and DBI, as part of its plan review. The Board of Supervisors recommends that the Agency, DPH and DBI implement this measure. The implementation of this measure is also within the jurisdiction of a non-City agency. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

4. Noise and Vibration

G.1 **Noise Reduction in Pile Driving.** DPW and/or DBI would implement this measure as part of the necessary permitting process. The Board of Supervisors recommends that DPW and DBI implement this measure. **(North/South)**

G.2. **Potential Vibrations from CalTrain.** DPW and/or DBI would implement this measure as part of the necessary permitting process. The Board of Supervisors recommends that DPW and DBI implement this measure. **(North)**

5. Seismicity

H.1 **Heavy Equipment Storage.** The Agency would implement this measure, in consultation with OES, prior to issuance of the first Certificate of Occupancy. Updating would be required on a periodic basis. The Board of Supervisors recommends that the Agency and OES implement this measure. **(North/South)**

H.2. **Emergency Preparedness and Emergency Response.** The Agency would implement this measure, in consultation with OES, prior to issuance of the first Certificate of Occupancy. Updating would be required on a periodic basis. The Board of Supervisors recommends that the Agency and OES implement this measure. **(North/South)**

H.3 **Comprehensive Preparedness and Response Plan.** The Agency would implement this measure, in consultation with OES, prior to issuance of the first Certificate of Occupancy. Updating would be required on a periodic basis. The Board of Supervisors recommends that the Agency and OES implement this measure. **(North/South)**

H.4. **Fire Station No. 30.** The Agency and DBI would implement as part of plan review and site or building permit processes, in consultation with the Fire Department. The Board of Supervisors recommends that this measure be implemented by the Agency, DBI and the Fire Department. **(North/South)**

H.5 **New Fire Station.** The Agency would implement this measure as part of the plan review process, in conjunction with the City and the Fire Department. The Board of Supervisors adopts this measure and recommends that the Agency and the Fire Department implement this measure. **(South)**

H.6 **Facilitate Emergency Access Routes.** The Agency would implement this measure, in consultation with OES, in conjunction with measure H.3. The Board of Supervisors recommends that the Agency and OES implement this measure. **(North/South)**

H.7 **Corrosivity.** DPW and/or DBI will implement this measure as part of the site permit process. The Board of Supervisors recommends that DPW and DBI implement this measure. **(North/South)**

6. Health and Safety

I.1 **Biohazardous Materials Handling Guidelines.** DBI would implement this measure as part of the building or site permit process, in consultation with DPH. The Board of Supervisors recommends that DBI and DPH implement this measure. **(South)**

I.2 **Use of HEPA Filters.** DBI would implement this measure as part of the building or site permit process, in consultation with DPH. The Board of Supervisors recommends that DBI and DPH implement this measure. **(South)**

I.3. **Handling of Biohazardous Materials.** DBI would implement this measure as part of the building or site permit process, in consultation with DPH. The Board of Supervisors recommends that DBI and DPH implement this measure. **(South)**

7. Contaminated Soils

J.1 **Risk Management Plan(s).** The Agency would ensure implementation of the Risk Management Plan described in measures J.1.a-J.1.o, including recorded deed restrictions, as part of its plan review process. DPH would assist the Regional Water Quality Control Board ("RWQCB") in implementing portions of this mitigation measure. DBI and/or DPW would also ensure implementation of

construction-related portions of this measure through the permitting process. The Board of Supervisors recommends that the Agency, DPH, DPW and DBI, as appropriate, ensure implementation of these measures. Implementation of these measures is also within the jurisdiction of a non-City agency, the RWQCB. Accordingly, these measures are also listed under Article V.C below. **North/South)**

J.2 **Site-Specific Risk Evaluation**. The Agency, following RWQCB approval, would ensure implementation of this measure as part of its plan review process. DPH would assist the RWQCB in implementing this mitigation measure. The San Francisco Unified School District, DBI and/or DPW, as appropriate, would also ensure implementation of the construction-related portions of this measure through the permitting processes. The Board of Supervisors recommends that the Agency, the San Francisco Unified School District, DPH, DPW and DBI, as appropriate, ensure implementation of this measure with the RWQCB. Implementation of this measure is primarily within the jurisdiction of a non-City agency, the RWQCB. Accordingly, this measure is also listed under Article V.C below.**(North/South)**

8. Hydrology and Water Quality

K.1 **Stormwater Pollution Prevention Program (SWPPP)**. DPW would implement measures K.1.a-K.1.i as part of its review of subdivision and parcel maps, in consultation with the SFPUC. DBI would also implement this measure through the building or site permit processes. The Board of Supervisors recommends that DPW, DBI, and the SFPUC implement these measures. **(North/South)**

K.2 **Changes in Sanitary Sewage Quality**. DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. The Board of Supervisors recommends that DPW and the SFPUC adopt and implement this measure. **(North/South)**

K.3 **Sewer Improvement Design**. DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. The Board of Supervisors recommends that DPW and the SFPUC implement this measure. **(North/South)**

K.4 **Alternative Technologies to Improve Stormwater Discharge Quality**. DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. The Board of Supervisors recommends that DPW and the SFPUC implement this measure. **(South)**

K.5 **Central/Bay Basin Stormwater Management Program**. DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. The Board of Supervisors recommends that DPW and the SFPUC implement this measure. **(South)**

K.6 **Structure Placement and Design to Minimize Dangers of Flooding.** DPW would implement measures K.6.a-K.6.f as part of its review of subdivision and parcel maps, in consultation with the SFPUC. DBI would also implement this measure through its building and site permit processes. The Board of Supervisors recommends that DPW, DBI and the SFPUC implement these measures. **(North/South)**

9. China Basin Channel Vegetation and Wildlife

L.1. **Salt Marsh Wetland Habitat Mitigation Plan.** DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. The Board of Supervisors recommends that DPW ensure implementation of this measure. Implementation of this measure is also within the jurisdiction of non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

L.2. **Wetland Habitat Avoidance.** DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Board of Supervisors recommends that DPW and DBI ensure implementation of this measure. Implementation of this measure is also within the jurisdiction of non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

L.3. **Construction During Pacific Herring Spawning Season.** DPW would implement this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Board of Supervisors recommends that DPW and DBI implement this measure. **(North/South)**

L.4. **Turbidity Prevention.** DPW would implement this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Board of Supervisors recommends that DPW and DBI implement this measure. **(North/South)**

L.5. **Construction in Channel.** DPW would implement this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Board of Supervisors recommends that DPW and DBI implement this measure. **(North/South)**

L.6. **Removal and Disposal Plan.** DPW would implement this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Board of Supervisors recommends that DPW and DBI implement this measure. **(North/South)**

D. Community Services and Utilities

M.2. **Include Water Conservation in Buildings and Landscaping.** DPW and/or DBI would implement measures M.2.a-M.2.f as part of the permitting process. The Board of Supervisors recommends that DPW and DBI implement these measures. **(North/South)**

M.3. **Extend Auxiliary Water Supply System.** The Agency would implement this measure as part of its plan review and DPW would implement this measure as part of its review of subdivision and parcel maps. This would be implemented in consultation with the Fire Department. The Board of Supervisors recommends that the Agency, DPW and the Fire Department implement this measure. **(North/South)**

M.4. **Sewers and Waste Water Treatment.** The Agency would implement this measures as part of its plan review, and DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. DBI would also ensure implementation of this measure through its building or site permit review. The Board of Supervisors recommends that the Agency, DPW, DBI and the SFPUC implement this measure. **(South)**

M.5. **Stormwater.** The Agency would implement this measure as part of its plan review and DPW would implement this measure, in consultation with the SFPUC, as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Board of Supervisors recommends that the Agency, DPW, DBI and the SFPUC implement this measure. **(South)**

B. MITIGATION MEASURES RECOMMENDED FOR ADOPTION AS MODIFIED AND WHICH WILL BE IMPLEMENTED BY CITY AGENCIES, OR MITIGATION MEASURES RECOMMENDED FOR REJECTION

- Mitigation Measures Recommended for Adoption as Modified

This section recites mitigation measures which are recommended for adoption in modified form. The nature and reason for each modification is set forth. To the extent that the mitigation measure is modified, it is rejected in its original form either for purposes of clarification or because the measure has been more clearly defined through the Project Approvals. The Board of Supervisors finds that the modifications would not result in any new, or substantial increase in, significant impacts.

1. Visual Quality and Urban Design

D.8 **Shadows.** This measure describes circumstances under which shadow studies will be required for the Project. Since the date of publication of the DSEIR, shadow studies were conducted in conjunction with the Mission Bay Citizens' Advisory Committee as part of the design standard and guideline preparation

process. Based upon these studies, the Agency has determined that development complying with the design standards in the Design for Development documents related to height, bulk, and coverage and street walls will reasonably limit areas of shadow on public open spaces during the active months of the year and during the most active times of day. Shadow fan studies conducted as part of the Initial Study process previously established that the Project will not have any significant, adverse shadow impacts because it will not cast any shadows in violation of Proposition K, the Shadow Ban Ordinance. The shadow studies prepared for the Design for Development documents further establish that any shadows would be appropriately limited. Accordingly, Measure D.8 is modified as follows to reflect the process for shadow studies outlined in the Design for Development documents:

> "The Redevelopment Plan documents would require analysis of potential shadows on existing and proposed open spaces during the building design and review process when exceptions to certain standards governing the shape or locations of buildings are requested that would cause over 13% of Mission Creek Park (either North or South), 20% of Bayfront Park, 17% of Triangle Square or 11% of Mission Bay Commons to be in continuous shadow for a period of one hour per day from March to September between 10 a.m. and 4 p.m."

The Agency would implement this measure as part of its plan review. The Board of Supervisors recommends that the Agency implement this measure as modified. **(North/South)**

2. Transportation

E.46.b **Transportation Coordinating Committee**. This measure provides that the City should form a Transportation Coordinating Committee (TCC) including representatives of Project Area property owners, UCSF, SFRA and appropriate city staff, including DPT, MUNI and DPW, to address area-wide transportation planning issues and coordinate with other uses and neighborhoods in nearby areas. The Mission Bay TCC would work closely with the San Francisco Giants concerning issues related to parking and traffic that would affect both Mission Bay employees, visitors, and residents, as well as ballpark patrons. It is also appropriate to include surrounding neighborhood organizations in the TCC to address area-wide transportation planning issues and coordinate with other uses and neighborhoods in nearby areas. Accordingly, this measure is modified to include surrounding neighborhood organizations on the TCC. Ongoing participation and/or monitoring would be required by various City agencies including the PTC, the Agency, DPW and DPT. The Board of Supervisors recommends that the Agency, PTC, DPW and DPT implement this measure as modified. **(North/South)**

E.50 **Flexible Work Time/Telecommuting.** This measure provides that, where feasible, employees be offered the opportunity to work on flexible schedules and/or telecommute. This measure is properly considered as part of a menu of measures to be addressed in the Transportation Management Plans (TMP). Accordingly, this measure is modified to the extent that it is renumbered as Measure E.47.i and included as an element to be considered in the TMP. Measure E.47.i would be implemented by the Agency as part of its first Major Phase approval. The Board of Supervisors recommends that the Agency implement this measure as modified. **(South)**

3. Community Facilities and Utilities

M.1 **Transfer School Site.** The FSEIR indicates that this measure applies to both Plan Areas. However, while this measure includes both North and South residential development in its threshold calculation, the actual implementation of the measure applies solely to Mission Bay South, where the school site is located. As a matter of clarification, the notation after the measure is modified to refer only to the South. This measure would be implemented by the Agency as part of its plan review, in consultation with the SFUSD. The Board of Supervisors recommends that the Agency and SFUSD implement this measure as modified. **(South)**

M.6 **Construct New Fire Station and Provide New Engine Company.** Measures M.6.a-M.6.b provide for construction of a new fire station and provision of a new engine company. This measure is required primarily to address significant seismic (primarily access-related) and community facilities issues associated with development in Mission Bay South. Accordingly, these measures are modified to reflect that they apply only to Mission Bay South, consistent with Measure H.5. The Agency would implement measures M.6.a. – M.6.b in consultation with the City and the Fire Department. The Board of Supervisors recommends that the Agency and the Fire Department implement these measures as modified. **(South)**

• Measures Proposed for Rejection

The Board of Supervisors hereby finds that there is substantial evidence that the specific economic, social or other considerations stated below make the following measures infeasible. The Board of Supervisors recommends that these measure be rejected.

1. Transportation

E.20 **Seventh Street/Berry Street.** Measures E.20.a - E.20.c propose traffic improvements to the intersection of Seventh Street and Berry Street. As discussed in Chapter VII of the FSEIR, these improvements are related to rail crossing signalization and safety facilities, and would apply only to the project described in the Project Description, which includes a second rail crossing.

These measures are not required for the proposed Project, which eliminates the 7th and Berry crossing. Accordingly, these measures are rejected as inapplicable to the Project. **(North)**

E.37 **Third Street/King Street.** Measures E.37.a - E.37.b relate to proposed intersection improvements for Third Street and King Street. Measure E.37.a requires acquisition of additional right-of-way on the eastern portion of Third Street from Berry Street to King Street, which would require reconfiguration and reduction in the proposed plaza area of the Giants Ballpark. The current plaza configuration is instrumental to operation of the ballpark, has been approved by a large number of regulatory agencies, and is the subject of an existing lease between the Giants and the City. Moreover, this area, which is outside of the Plan Areas, has been designed as a key component of the pedestrian network for the ballpark and the surrounding area. It is also an important civic improvement and design feature, serving as the "front door" of the ballpark. For these reasons, Measure E.37.a is rejected. Without implementation of this measure, intersection impacts at Third and King Streets would deteriorate from the current LOS C to LOS D with the Project and LOS E with cumulative 2015 conditions, and LOS F if Measure E.37.b is also rejected. This specific intersection impact is encompassed within the broader statement of significant, unavoidable intersection impacts contained in Article VI. **(North)**

Measure E.37.b would require acquisition of additional King Street right-of-way from Fourth Street to Third Street. While such acquisition would improve the level of service of the operation of the intersection, negative pedestrian safety impacts could result. The additional lane would increase the distance that pedestrians traveling in the north-south direction would walk to cross the street. Although the pedestrian signal could be timed to allow pedestrians to only cross a refuge area in the middle of the street, this refuge area may not be large enough to accommodate heavy pedestrian volumes, such as those expected before and after an event at the adjacent Pacific Bell Park. Accordingly, the imposition of this measure poses serious pedestrian safety risks at a location where heavy pedestrian volumes are expected. These risks are, on balance, of sufficient concern to outweigh the potential level of service improvements. In addition, to provide such an additional right-of-way, block N2 would need to be reduced by approximately 11 feet along the entire length of the block. This block has already been reduced from the earlier development proposal to accommodate additional traffic circulation features. Accordingly, it is the narrowest development block in Mission Bay North at 158 feet deep. The proposed land use program for block N2, including the provision of an affordable housing site and street front retail, cannot be achieved with the additional right-of-way needed for the mitigation measure. Accordingly, implementation of this measure would be inconsistent with the objectives related to the development program for residential and retail uses, and employment related thereto, and therefore is rejected. Without implementation of this measure, intersection impacts at Third and King Streets would deteriorate from the current LOS C to LOS D with the Project and LOS E with cumulative 2015 conditions, and LOS F if

Measure E.37.a is also rejected. This specific intersection impact is encompassed within the broader statement of significant, unavoidable intersection impacts contained in Article VI. **(North)**

E.39 **King Street.** This measure contemplated improvements at King Street between Fourth Street and Third Street. This measure does not address a significant impact on its own; rather, E.39 would reduce significant impacts only if implemented with measure E.37.b and accordingly is rejected for the same reasons as E.37b. **(North)**

E.40 **Third Street.** This measure involves improvements to Third Street between Berry Street and King Street. This measure does not address a significant impact on its own; rather, E.40 would reduce significant impacts only if implemented with measure E.37.a and accordingly is rejected for the same reasons as E.37a. **(North)**

2. Community Services and Utilities

M.2.g. **Water Conservation.** This measure is one component of a menu of items to be considered regarding water conservation. This measure provides that only limited turf areas should be included in open space plans. An important element of the Plan Areas is the provision of substantial open space areas, including primarily grass and turf-covered areas appropriate for a variety of active and passive recreational uses. Limiting turf areas therefore would be inconsistent with an open space program designed to ensure a variety of uses, including sports activity features that require turf areas in the Project. In addition, other effective measures are available under M.2.a-M.2.h to address water conservation. Rejection of this measure therefore would not result in any new significant impacts. Accordingly, this measure is rejected. **(North/South)**

C. MEASURES WITHIN THE JURISDICTION OF NON-CITY AGENCIES

• Measures Proposed for Adoption

The Board of Supervisors finds that the following measures, which are within the responsibility and jurisdiction of non-City agencies as indicated, can and should be adopted:

1. Transportation

E.14.f **Seventh Street/16th Street.** This measure would require approval by the Peninsula Joint Powers Board ("JPB"), the California Public Utilities Commission ("CPUC") and CalTrain. The Board of Supervisors recommends that this measure be approved by the JPB, CPUC and CalTrain. **(South)**

E.15.a **Owens Street/16th Street.** This measure would require approval by Caltrans. The Board of Supervisors recommends that Caltrans approve this measure. **(South)**

E.16 **Owens Street/Mariposa Street/I-280 Off-Ramp.** Measure E.16.a would require approval by the JPB, CalTrain and Caltrans. The Board of Supervisors recommends that the JPB, CalTrain and Caltrans approve this measure. Measure E.16.b would require approval by Caltrans. The Board of Supervisors recommends that Caltrans approve this measure. **(South)**

E.17 **I-280 On-Ramp/Mariposa Street.** Measures E.17.a-E.17.b require approval by Caltrans. The Board of Supervisors recommends that Caltrans approve these measures. **(South)**

E.18 **Seventh Street/The Common.** Measures E.18.a-E.18.b require approval by the JPB, CPUC and CalTrain. The Board of Supervisors recommends that the JPB, CPUC and CalTrain approve these measures. **(South)**

E.19 **Fifth Street/King Street.** Measures E.19.a-E.19.c require approval by Caltrans. The Board of Supervisors recommends that Caltrans approve these measures. **(North)**

E.22.a **Mariposa Street.** This measure requires approval by the JPB, CPUC and CalTrain. The Board of Supervisors recommends that the JPB, CPUC and CalTrain approve this measure. **(South)**

E.26.a **North Common and South Common Streets Connection to Seventh Street.** This measure requires approval by the JPB, CPUC and CalTrain. The Board of Supervisors recommends that the JPB, CPUC and CalTrain approve this measure. **(South)**

E.28.a **MUNI Line 30-Stockton or 45-Union/Stockton.** This measure requires approval by the JPB, CPUC and CalTrain. The Board of Supervisors recommends that the JPB, CPUC and CalTrain approve this measure. **(South)**

E.42 **Seventh Street.** This measure requires approval by the JPB and the CPUC. The Board of Supervisors recommends that the JPB and CPUC approve this measure. **(North/South)**

E.43 **Increase Bay Bridge Tolls.** This measure proposes an increase in Bay Bridge tolls for single-occupant vehicle trips during commute hours. This measure is within the jurisdiction of the Metropolitan Transportation Commission (MTC). The Board of Supervisors recommends that the MTC implement this measure. **(North/South)**

E.44 **AC Transit District.** This measure would encourage the AC Transit District to expand transbay bus service to accommodate cumulative demand and would

further encourage the MTC to provide funding for such a service expansion and support the District in its request for funding from other sources. The Board of Supervisors recommends that AC Transit and the MTC implement this measure. **(North/South)**

2 Air Quality

F.4 **Meteorological Station.** Measures F.4.a - F.4.g provide for a meteorology station in the Plan Area. If the station is sited in the UCSF site, implementation of these measures will be within the jurisdiction of The Regents. Regardless of its location, the BAAQMD will also have a role in implementing this measure. The Board of Supervisors recommends that The Regents, as necessary, and the BAAQMD implement these measures. **(South)**

F.5 **Dry Cleaning Facilities.** This measure prohibits dry cleaning facilities in residential areas and provides design and construction requirements to reduce impacts from toxic air contaminants. This measure will require consultation with the BAAQMD. The Board of Supervisors recommends that the BAAQMD participate in implementation of this measure. **(North/South)**

F.6 **Child-Care Buffer Zones.** This measure requires consultation of pre-school and child care centers with the BAAQMD regarding the locations of their operations. The Board of Supervisors recommends that the BAAQMD participate in the implementation of this measure. **(North/South)**

3 Contaminated Soils

J.1 **Risk Management Plan(s).** Measures J.1.a – J.1.o require the development and implementation of a Risk Management Plan or Plans ("RMP"). These measures would require implementation by the Regional Water Quality Control Board ("RWQCB"). The Board of Supervisors recommends that the RWQCB implement these measures. **(North/South)**

J.2 **Site-Specific Risk Evaluation.** This measure requires a site-specific risk evaluation for certain sensitive receptors. This measure would require implementation by the RWQCB. The Board of Supervisors recommends that the RWQCB implement this measure. **(North/South)**

4 China Basin Channel Vegetation and Wildlife

L.1 **Salt Marsh Wetland Habitat Mitigation Plan.** This measure would require the preparation and implementation of a salt marsh wetland habitat mitigation plan. This measure would be implemented by the U.S. Army Corps of Engineers, the RWQCB and the San Francisco Bay Conservation and Development Commission ("BCDC"). The Board of Supervisors recommends that the U.S. Army Corps of Engineers, the RWQCB and BCDC implement this measure. **(North/South)**

L.2 **Wetland Habitat Avoidance.** This measure would require the avoidance of salt marsh wetland habitat along the China Basin Channel shoreline during installation of suction inlets. This measure would require implementation by the U.S. Army Corps of Engineers, the RWQCB, and BCDC. The Board of Supervisors recommends that the U.S. Army Corps of Engineers, the RWQCB and BCDC implement this measure. **(North/South)**

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• Measure Proposed For Rejection

E.48 **UCSF Parking.** This measure would provide that parking at the UCSF site be provided at the same ratios as for similar uses in the remainder of the Plan Areas. This measure is rejected for the reasons set forth below in Section V.D. **(South)**

D. MEASURES WITHIN THE JURISDICTION OF THE REGENTS

The Regents are the lead agency under CEQA with respect to UCSF's development of the major new site in the Plan Area. Once Catellus and the City transfer land to UCSF, the UCSF site will be owned by The Regents and developed by The Regents for educational purposes, and will therefore be exempt from local land use regulation. Accordingly, implementation of the mitigation measures related to development of the UCSF site are within the jurisdiction of The Regents. The FSEIR included analysis of the impacts of the development of the new UCSF site in Mission Bay, previously analyzed in the UCSF LRDP FEIR and approved by The Regents, in order to provide a comprehensive analysis of the Project.

The Board of Supervisors has reviewed the UCSF LRDP and the mitigation measures and findings adopted by The Regents on January 17, 1997 with respect to the UCSF LRDP FEIR as it relates to the UCSF site at Mission Bay (the "LRDP Findings") and has determined that development of the UCSF site will incorporate all of the applicable mitigation measures proposed by the FSEIR, except for mitigation measure E.48, in one of three ways: (1) UCSF has already adopted equivalent mitigation measures as part of its LRDP FEIR findings; (2) UCSF has adopted policies, procedures, practices and requirements which achieve substantially the same level of mitigation as required in the potentially applicable FSEIR mitigation measures as set forth below; or, (3) UCSF has agreed to implement certain mitigation measures contained in the FSEIR not explicitly addressed by the LRDP FEIR. A description of how the applicable mitigation measure will be implemented in substantially the same form, and achieve the same result, as the mitigation measure proposed in the FSEIR follows.

D.1 **Lighting and Glare.** UCSF LRDP FEIR Measure 12L1-3 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measure D.1 and would reduce any lighting and glare impacts addressed by that measure to a level of insignificance.

D.3-D.6 **Archeological Resources.** Measure 12M4-2 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measures D.3-D.6 and would reduce archeological impacts addressed by those measures to a level of insignificance.

D.7 **Wind Studies.** The UCSF LRDP FEIR does not contain any substantially equivalent measures to FSEIR Measure D.7. Compliance with this measure would be consistent with the UCSF LRDP goals and objectives for the UCSF site as follows: "Physical development at the new site would follow established parameters of local master plans and zoning codes for the site and surrounding area to the maximum extent feasible, including guidelines related to building scale, proportion and setbacks, to promote compatibility between UCSF and neighboring uses." UCSF LRDP, pages 167-68. Compliance with these goals and objectives will ensure that no new or increased significant environmental impacts will occur.

D.8 **D.8.Shadows.** The UCSF LRDP FEIR does not contain any substantially equivalent measures to FSEIR Measure D.8. Compliance with this measure would be consistent with the UCSF LRDP goals and objectives for the UCSF site as follows: "Physical development at the new site would follow established parameters of local master plans and zoning codes for the site and surrounding area to the maximum extent feasible, including guidelines related to building scale, proportion and setbacks, to promote compatibility between UCSF and neighboring uses." UCSF LRDP, pages 167-68. Compliance with these goals and objectives will ensure that no new or increased significant environmental impacts will occur.

E.47 **Transportation System Management Plan.** Measure 12C4-1 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measure E.47 and would result in a similar contribution to reduction of significant impacts.

E.48 **Parking Ratios.** The LRDP identifies a greater number of parking spaces than is applied to other similar uses in the Mission Bay area. UCSF plans to monitor its needs and uses and provide the necessary amount of parking for its demand. There is no other policy or commitment to implement this measure as set forth in the FSEIR.

F.1 **TSM Measures.** Measures 12C4-1 and 12D4-2 were adopted in the LRDP Findings. These measures would implement the portions of Measure F.1 which contemplate direct UCSF participation. They are substantially similar to FSEIR Measure F.1 and would result in a similar contribution to reduction of significant impacts.

F.2 **Construction PM_{10} Measures.** Measure 12D1-1 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measure F.2 and would result in a similar contribution to the reduction in significant impacts.

F.3 **Toxic Air Contaminants.** The UCSF LRDP FEIR does not contain a substantially similar mitigation measure to FSEIR Measure F.3. However, UCSF has an existing process implemented through its Department of Environmental Health and Safety, which oversees new sources of air contaminants and permit compliance. Because UCSF has a stated policy, as discussed in the FSEIR, of keeping the incremental cancer risk from stationary sources of toxic emissions from its facilities at a particular site within the 10-in-1-million emissions standard and a hazard index of less than 1, the existing UCSF policy and procedure is substantially similar to FSEIR Measure F.3 and would result in a similar contribution to the reduction in significant impacts.

F.5 **Drycleaning Facilities.** The UCSF LRDP FEIR does not identify an equivalent measure to FSEIR Measure F.5. The UCSF LRDP does not contemplate inclusion of drycleaning facilities with on-site operations, nor does it contemplate residential uses on the UCSF site. Therefore, the LRDP contemplates compliance with this measure.

F.6 **Child Care Buffer Zones.** The UCSF LRDP FEIR does not contain a substantially similar mitigation measure to FSEIR Measure F.3. UCSF has indicated that it would apply a number of siting criteria in locating a childcare center at its Mission Bay site, which focus on the convenience, safety and security of childcare staff, parents and children. In addition, the location would be assessed for potential health risk effects from toxic air contaminant emissions. The UCSF LRDP FEIR adopted, as its standard of significance, the BAAQMD significance criteria of incremental cancer risk of 10-in-1 million for the sum total of operational stationary sources at the UCSF site. UCSF intends to keep within the 10-in-1 million emission standard. A screening level health risk assessment would be prepared at the time UCSF requires additional project-specific environmental review. The assessment would identify, in particular, the location of any childcare center at the Mission Bay site and assess the potential effects on receptors. UCSF has stated it will work with the BAAQMD as necessary to keep site risks below BAAQMD thresholds of significance. Therefore, UCSF has existing policies and procedures substantially similar to those described in FSEIR Measure F.6, which would result in similar contribution to the reduction in significant impacts.

G.1 **Noise Reduction and Pile Driving.** Measure 12E1-1 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measure G.1 and would reduce noise impacts addressed by that measure to a level of insignificance.

H.1 **Heavy Equipment Storage.** The UCSF LRDP FEIR did not identify an equivalent measure to FSEIR Measure H.1. However, Measure H.1 is intended to apply on a Plan Area-wide basis, rather than to any specific use. The City can implement this measure easily, using non-UCSF property, and still meet the requirements of the measure. Accordingly, further implementation of this measure by UCSF is not necessary to avoid significant impacts on seismicity.

H.2, H.3 **Emergency Preparedness and Emergency Response.** The UCSF LRDP FEIR did not contain substantial equivalent measures to FSEIR Measures H.2 and H.3. However, UCSF has a substantially similar policy and procedure. UCSF has indicated it would include the Mission Bay site in the UCSF Emergency Operations Plan, effective July 1991. The Emergency Plan outlines management systems, management organization and planned response to emergency situations. In addition, it includes areas of responsibility such as medical care, communications and hazardous materials, containment and law enforcement. The Operations Plan provides for coordination and integrated response to major emergency and disasters and is coordinated with a number of local and regional emergency response units, including the Mayor's Office of Emergency Services. UCSF will work with other property owners in the area to ensure coordination and consistency of the Emergency Operations Plan with any other emergency plans for the area. This University policy is substantially similar to FSEIR Measures H.2 and H.3, and would similarly reduce any emergency preparedness and response impacts addressed by these measures to a level of insignificance.

H.7 **Corrosivity.** UCSF is subject to the comprehensive University Policy on Seismic Safety, which was designed to insure that appropriate engineering and design for structures that would be founded on soils that are likely to collapse or subside, or that exhibit expansive characteristics that could damage foundations or structures would be implemented. This policy is substantially similar to FSEIR Measure H.7 and would similarly reduce any potential seismicity impacts addressed by that measure to a level of insignificance.

I.1 **Biohazardous Materials.** The UCSF LRDP FEIR does not contain a substantially equivalent measure to FSEIR Measure I.1. However, UCSF accepts federal funding which requires adherence to the procedures contained in those measures, and, as a matter of institutional policy, adheres to applicable guidelines related to the use of biohazardous materials. Therefore, UCSF's policy is substantially equivalent to FSEIR Measure I.1 and would similarly reduce any impacts addressed in that measure to a level of insignificance.

I.2-I.3 **Biohazardous Materials.** The UCSF LRDP FEIR does not contain a substantially equivalent measure to FSEIR Measures I.2-I.3. However, UCSF has indicated that it will comply with FSEIR Measures I.2-I.3. Therefore, there are no significant environmental impacts associated with these measures.

J.1, J.2 **Risk Management Plan and Site-Specific Risk Evaluation.** Measure 12F4-1 was adopted in the LRDP Findings. In addition, The Regents and Catellus Development Corporation have entered into an agreement which provides for the remediation of the UCSF site through the implementation of Risk Management Plan(s) as called for in FSEIR Measures J.1 and J.2. . Accordingly, Measure 12F4-1 and the UCSF/Catellus RMP agreement are substantially equivalent to

Measures J.1 and J.2 and would reduce any impacts associated with Measures J.1 and J.2 to a level of insignificance.

K.1 **Stormwater Pollution Prevention Program.** Measure 12H1-1 was adopted in the LRDP Findings. It is substantially equivalent to FSEIR Measure K.1 and would similarly reduce any impact associated with that measure to a level of insignificance.

K.2 **Sanitary Sewage Quality.** The UCSF LRDP FEIR does not identify an equivalent measure to FSEIR Measure K.2. However, UCSF currently participates in the City's Water Pollution Prevention Program and the City acts as a state agency in its implementation of the Water Pollution Prevention Program; accordingly, the program contemplated under FSEIR Measure K.2 would apply to UCSF.

K.5 **Stormwater Program.** Measure 12H1-1 was adopted in the LRDP Findings. It is substantially similar to Measure K.5 and would similarly reduce any impacts associated with that measure to a level of insignificance.

K.6 **Structure, Placement and Design to Minimize Dangers of Flooding.** Measure 12H4-4 was adopted in the LRDP Findings. This measure is substantially similar to FSEIR Measure K.6 and would similarly reduce any impacts associated with that measure to a level of insignificance.

M.2 **Water Conservation.** Measure M.2 includes water conservation in buildings and landscaping. The UCSF LRDP FEIR does not contain a substantially similar measure. However, UCSF has indicated it would include the Mission Bay site in its policy on energy conservation. As described in the UCSF LRDP FEIR, UCSF must conform to the California Code of Regulations, Titles 20 and 24 to establish conservation standards in new buildings. In addition, UCSF has adopted a resource conservation policy (as revised 2-1-97) to improve the efficiency of all resource consumption and improve the environment in all existing facilities. This policy is substantially similar to Measure M.2 and would similarly reduce any impacts associated with that measure to a level of insignificance.

With respect to the foregoing, the Board of Supervisors finds that the mitigation measures have already been adopted by The Regents, will be applied to development of the UCSF site in Mission Bay, and will mitigate the impacts identified in the FSEIR. Accordingly, the Board of Supervisors finds that The Regents, having jurisdiction over development and operation of the UCSF site, have adopted substantially equivalent measures. There are no new or substantially more severe impacts resulting from partial rejection of these mitigation measures because The Regents are otherwise imposing them on the UCSF site in Mission Bay in substantially equivalent form.

To the extent that the language of the mitigation measures applying to development of the UCSF site appears in slightly modified form either in the LRDP EIR mitigation measures or in UCSF policies and procedures, the Board of Supervisors partially rejects the mitigation measures as set forth in the FSEIR as infeasible for the three

reasons set forth above, because UCSF needs to retain control of, and flexibility in, development of the new UCSF site over an extended period of time, and because the City has minimal ability to enforce the mitigation measures as proposed in the FSEIR. Moreover, development of the UCSF site is a major objective of the City and essential to the successful development of the Mission Bay Plan Areas.

With respect to mitigation measure E.48, which The Regents have not already adopted, the Board of Supervisors rejects its adoption for the following reasons. First, UCSF has made its own computation of parking needs for the UCSF site based on its own experience and its absence of control over the extension of transit facilities in the area. Second, the LRDP FEIR reflects UCSF's plans to limit parking supply to the amount actually needed based on the timing and effectiveness of the City's proposed transit services and UCSF's Transportation Demand Management (TDM) program. Third, UCSF is not willing to reduce planned parking below expected needs until it is demonstrated not to be required due to success of alternative modes. Finally, given the importance of UCSF to the Project, as discussed above in the objectives of the Project and in the Statement of Overriding Considerations below, the Board of Supervisors does not wish to undermine the potential viability of UCSF's plans by seeking the adoption of this mitigation measure.

The Board of Supervisors finds that rejection of mitigation measure E.48 will not result in any new significant impacts not identified in the FSEIR. Measure E.48 is identified as a part of a Transportation System Management program, which includes measures E.46-E.50. The FSEIR concluded that even with imposition of all of these measures, unavoidable significant environmental impacts with respect to transportation and air quality could still occur. Although provision of parking in ratios greater than applicable to other portions of Mission Bay could encourage more people to drive, and thus contribute to that unavoidable significant impact, the impact is identified and addressed in the FSEIR and these findings.

E. ADOPTION OF A MITIGATION MONITORING AND REPORTING PROGRAM

The Board of Supervisors hereby adopts a Mitigation Monitoring and Reporting Program as required by Section 21081.6 of the Public Resources Code. This Mitigation Monitoring and Reporting Program is attached hereto as Exhibit 1 and incorporated herein by reference. The purpose of this program is to determine the stage at which each of the adopted mitigation measures must be imposed in order to ensure that the measure is carried out by the responsible official or entity, or, if the obligation lies with a private entity, that the City or the Agency enforces the obligation.

F. LOCATION AND CUSTODIAN OF RECORD

The public hearing transcript, a copy of all letters received during the public review period, the administrative record, and background documentation for the FSEIR are located at the Planning Department, 1660 Mission Street, San Francisco. The Planning Department, Dorothy Jaymes, is the custodian of record.

VI. SIGNIFICANT ENVIRONMENTAL IMPACTS

The Project includes many aspects and features that reduce or eliminate environmental impacts which could otherwise be significant. The mitigation measures will further reduce significant environmental impacts. Some significant and unavoidable impacts remain and are listed below:

- project and cumulative traffic intersection impacts, primarily affecting intersections at or near I-280 and I-80 and the South of Market Area
- cumulative bridge on-ramp impacts (lengthening of peak congestion)
- project and cumulative regional air quality impacts from increased vehicular emissions, e.g. exceedence of BAAQMD's significance threshold for reactive organic gases and oxides of nitrogen, which are ozone precursors, and for particulate matter
- potentially significant project impacts from toxic air contaminants from mobile sources, from individual stationary sources (because adequate buffers between potential stationary sources and sensitive receptors cannot be shown), from the combined risk due to emissions from multiple facilities, and from cumulative risks (from the Project and other sources)
- cumulative hazardous waste generation and disposal impacts
- cumulative water quality impacts (although the project's contribution to cumulative water quality analysis could be reduced to less-than-significant levels if mitigation measures are imposed)

The significant, unavoidable impacts listed in the FSEIR and recited above assume implementation by the City agencies and other agencies of the mitigation measures recommended for adoption herein to reduce potentially significant impacts. The Board of Supervisors has made a determination that these measures can and should be implemented by City agencies and other agencies. In so determining, the Board of Supervisors has found that the measures to be implemented by the City are feasible and implementable through the Project Approvals, supported by the analysis of the Fiscal and Economic report dated August 24, 1998 prepared by the Sedway Group. Moreover, the Board of Supervisors has determined that measures within the jurisdiction of non-City agencies are generally implementable through the normal course of review and enforcement activities by such agencies and through the exercise of their statutory authority. Measures within the jurisdiction of UCSF are specifically addressed, and Board of Supervisors has determined that UCSF has generally adopted equivalent mitigation measures as part of its UCSF LRDP approval equivalent to those described in the FSEIR, or has adopted policies, procedures, practices and/or requirements which achieve substantially the same level of mitigation as required in any potentially applicable mitigation measures recommended for adoption herein.

However, to the extent that the mitigation measures within the jurisdiction of other City agencies and non-City agencies, including UCSF, are not adopted, one or more of the following additional significant impacts could occur, depending on the

nature of the mitigation measure(s) that is/are not implemented: additional and increased impacts on the transportation and circulation systems; air quality; contaminated soils and groundwater; seismic hazards; the historical resource; and, vegetation and wildlife. There are no specific, feasible mitigation measures available to the Project, other than those identified in the FSEIR, to reduce these impacts to a level of insignificance.

For the reasons above, the Board of Supervisors finds that the Project incorporates all feasible mitigation measures and has eliminated or substantially lessened all significant effects on the environment where feasible. The remaining effects listed above are found by the Board of Supervisors to be acceptable due to the overriding considerations set forth below.

VII. STATEMENT OF OVERRIDING CONSIDERATIONS

Notwithstanding the significant effects noted above, pursuant to CEQA Section 21081(b), the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code, the Board of Supervisors finds, after considering the FSEIR and the evidence in the record, that specific overriding economic, legal, social and other considerations, as set forth below, outweigh the unavoidable significant effects on the environment of the Project and that the unavoidable impacts are therefore acceptable. In addition, the Board of Supervisors finds that those Project Alternatives, Variants and Mitigation Measures, either partially or totally rejected, are also rejected for the following economic, social or other considerations, in and of themselves, in addition to the specific reasons discussed in Articles IV and V, above.

1. The Project would eliminate blighting influences and correct environmental deficiencies in the Plan Area through a comprehensive plan for redevelopment, including the implementation of Risk Management Plans to address environmental deficiencies.

2. The Project includes a series of detailed design standards and guidelines which will ensure a quality urban design scheme.

3. The Project includes the important ability to retain and promote, within the City and County of San Francisco, academic and research activities associated with UCSF through the provision of a major new site for UCSF.

4. The retention of UCSF through the Project will provide great incentive for emerging commercial-industrial sectors, including employment opportunities for highly trained workers associated therewith, to emerge or expand due to their proximity to the UCSF new site.

5. The Project enables the achievement of an implementable mixed-use development plan incorporating many features which would not be achieved if the area were to be developed in a piecemeal fashion under existing land ownership patterns and regulations.

6. The Project would strengthen the community's supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion or improvement of the housing supply by the construction of approximately 6,090 housing units, including approximately 1,700 affordable housing units which will assist in addressing the critical housing shortage identified on the City's General Plan Residence Element.

7. The Project would strengthen the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of approximately 863,600 leasable square feet of retail space, a 500-room hotel and associated uses and about 5,953,000 leasable square feet of mixed office, research and development and light manufacturing uses.

8. The Project is anticipated to result in significant positive fiscal impacts to the City. These impacts include a cumulative surplus to the City's General Fund of about $405 million in 1998 dollars. Another approximately $117 million in net revenues will accrue to other City funds with dedicated uses, such as senior programs, hotel tax funds (including grants for the arts, fine art museums, visitors and convention services and housing), the Department of Public Works and MUNI. The San Francisco Unified School District is projected to receive a net cumulative surplus of about $5 million.

9. The development proposed by the Project will also have significant positive economic impacts on the City. At full build-out, employment at Mission Bay is expected to be about 31,100. Direct and indirect job generation is estimated to be about 42,000. About fifty-six percent of the direct and indirect jobs are expected to be held by San Francisco residents. The estimated total of 23,600 will comprise about 5% of all jobs held by City residents. Project-related construction employment is projected to total 700 annual full-time equivalent jobs over the build-out period, representing a five percent increase in the City's construction job industry base. The employees working at Mission Bay are expected to generate total household wealth of about $1.5 billion annually. Total direct and indirect wages are expected to be $2.15 billion, of which $1.2 billion is expected to be earned by San Franciscans.

10. The Project provides a comprehensive system for diversity and economic development including good faith efforts to meet goals for hiring minority- and women-owned consulting and contracting businesses, hiring of minority and women laborers, compliance with prevailing wage policies, participation in the City's "First Source Hiring Program" for economically disadvantaged individuals, and contribution of $3 million to the City to help

fund the work force development program. The Project also includes the payment of fees for childcare and school facilities.

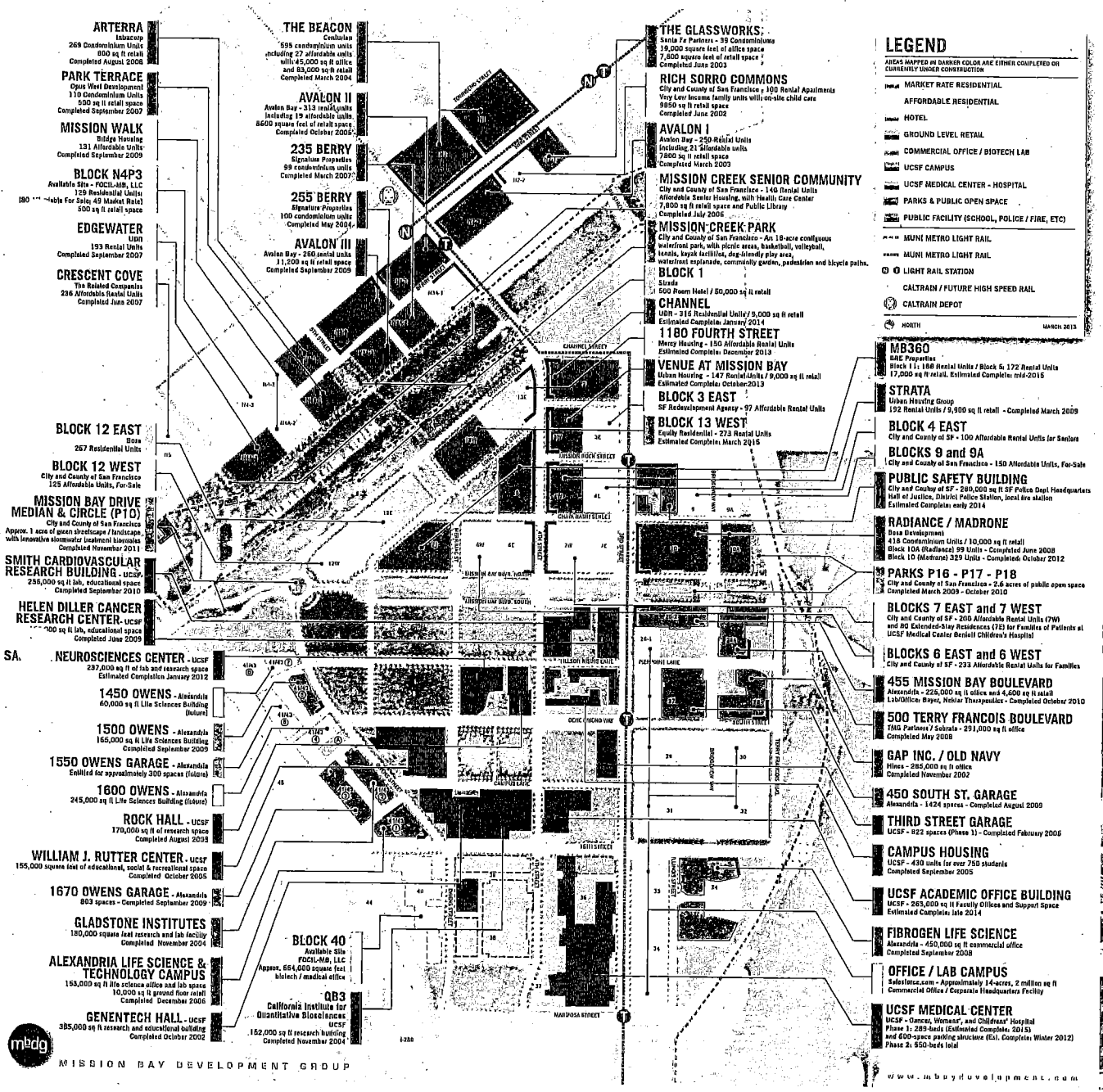
11. The Project includes the opportunity for substantial new publicly accessible open spaces totaling approximately 49 acres, including a large Bayfront park and open space on both edges of the Channel.

12. The Project includes an Amended and Restated Port Land Transfer Agreement which provides an opportunity for more efficient Port container cargo operations by adding substantial acreage to the Port's container facility at Pier 80 in exchange for under-utilized Port property within the Plan Area. Under the Amended and Restated City Land Transfer Agreement, the City will be provided with a usable assemblage of land in exchange for currently relatively unusable City property.

13. The Project includes significant new infrastructure, including a comprehensive vehicular, bicycle and pedestrian circulation system, which could not be achieved through piecemeal development. The public infrastructure will include over 33,000 lineal feet of public streets, 157,000 lineal feet of pipes, 20 traffic signals, 49 acres of open space and demolition of the abandoned I-280 freeway stub, plus additional substantial infrastructure as described in the Mission Bay North and Mission Bay South Infrastructure Plans.

14. This new infrastructure included in the Project will be financed through a self-taxing financing device to be imposed upon Catellus. If the Project generates new property tax revenue, then sixty percent of that new revenue will be dedicated to retiring Catellus' taxes which initially will finance the infrastructure to be donated to the City. This system will allow for substantial infrastructure to be constructed without contributions from the General Fund or new taxes on other areas of the City.

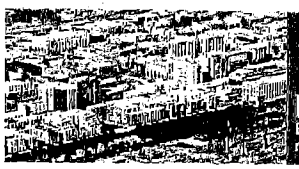
15. In addition to benefits of tax increment for infrastructure, any additional tax increment generated by the Project will be dedicated to the City's creation of affordable housing in Mission Bay.



What's Happening At

MISSION BAY

File No. 130458
6/17/13 Distributed and Presented in Committee



RESIDENTIAL

Entitled for 6000 residential units, including 4200+ market rate units and over 1800+ affordable units



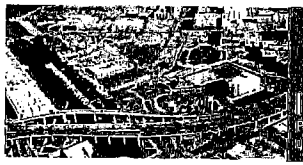
RETAIL

At least 280,000 square feet of new neighborhood-serving retail and commercial space



OFFICE / BIOTECH LAB

4.4 million square feet of commercial or medical office space, and biotechnology research laboratories



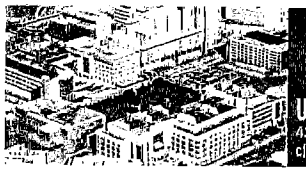
INFRASTRUCTURE

Projected 1,700 linear new streets, streetscape public utilities, pedestrian amenities, and trails improvements



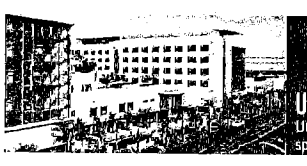
PARKS & OPEN SPACE

49 acres of new parks, plazas, sports fields, playgrounds, and publicly accessible open space



UCSF CAMPUS

43 acre campus with 2.65 million square feet of new classroom, community, and research space



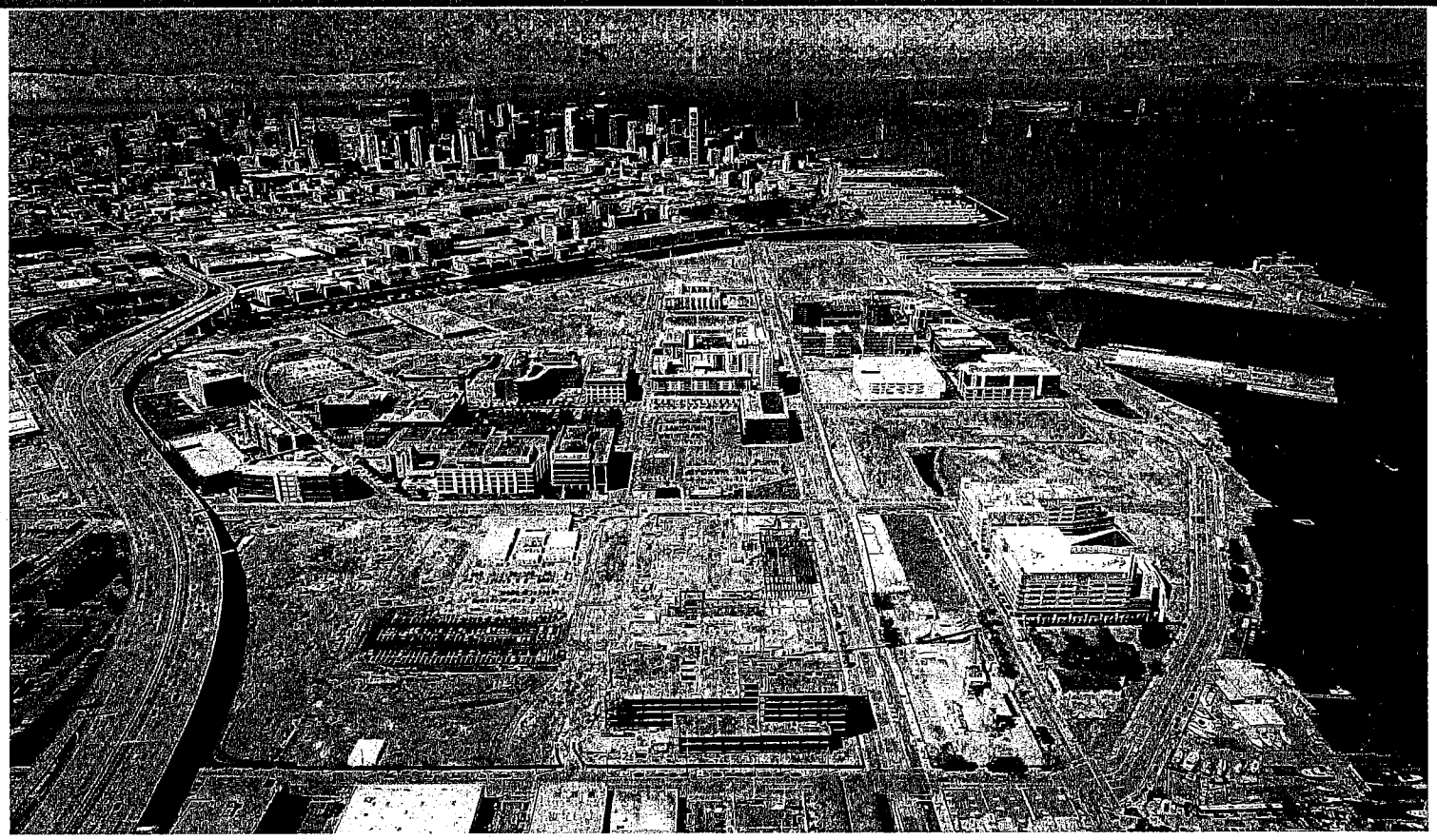
UCSF MEDICAL CENTER

UCSF's new 550-bed Children's, Women's, and Cancer specialty hospital situated on 14.5 acres

File No. 130458 4/17/13 Presented in Committee

Mission Bay – Block 1 Project

Office of Community Investment and Infrastructure (OCII)



5807

San Francisco Board of Supervisors

Land Use and Economic Development Committee: June 17, 2013

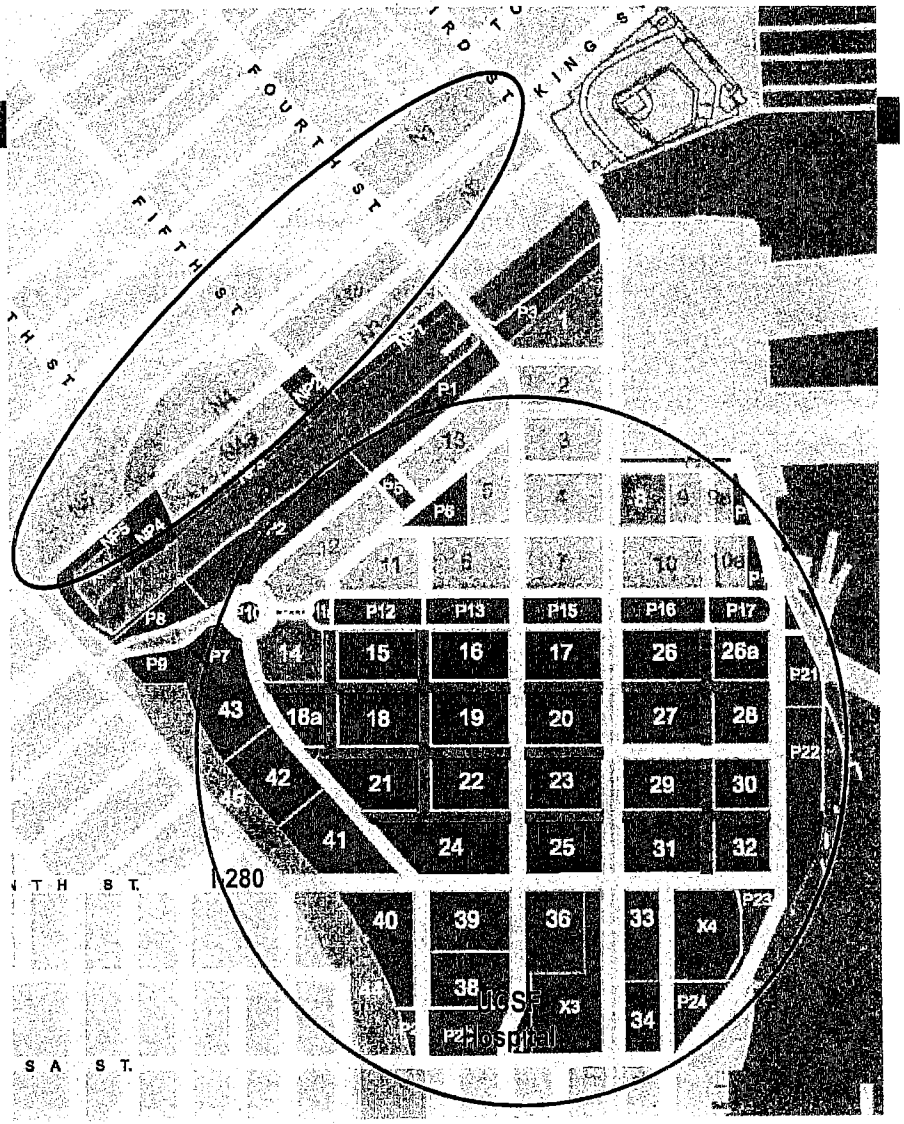
Presentation Overview

- Project Background
- Feasibility Study
- Plan, OPA, and Major Phase
- Public and Environmental Review
- Findings
- Approval Schedule

5808

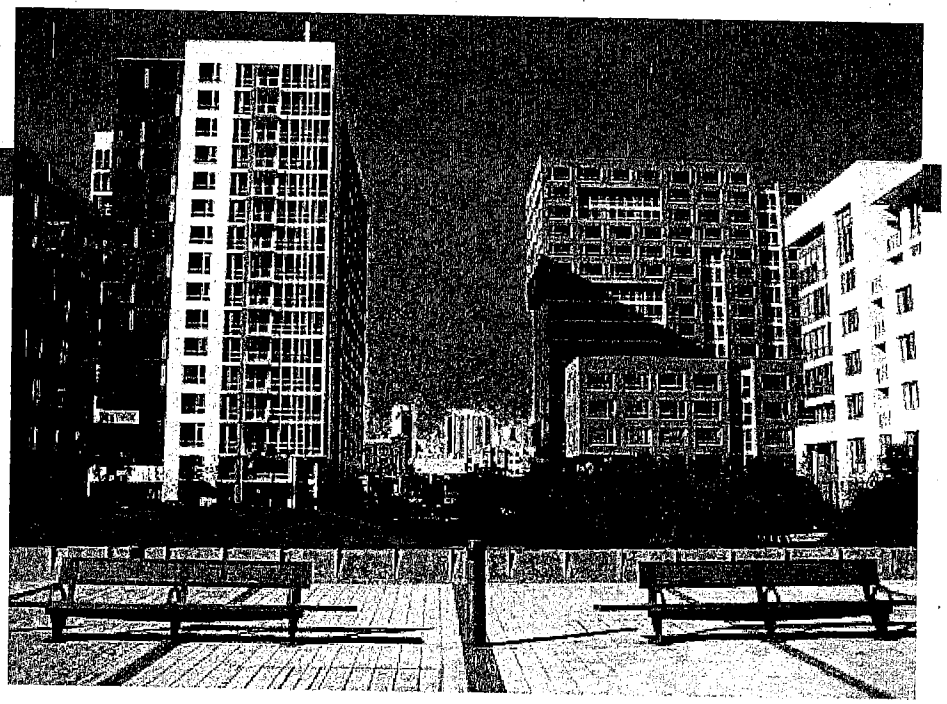
Mission Bay Overview

- Two Redevelopment Plans adopted 1998
- Over 6,000 residential units
  - 30% affordable
- 4.4 million sf office/ biotech/ R&D
- UCSF research campus and hospital
- New Hotel
- Neighborhood-serving retail
- Public school, fire/police station and headquarters, library
- 49 acres of public parks



Mission Bay Status

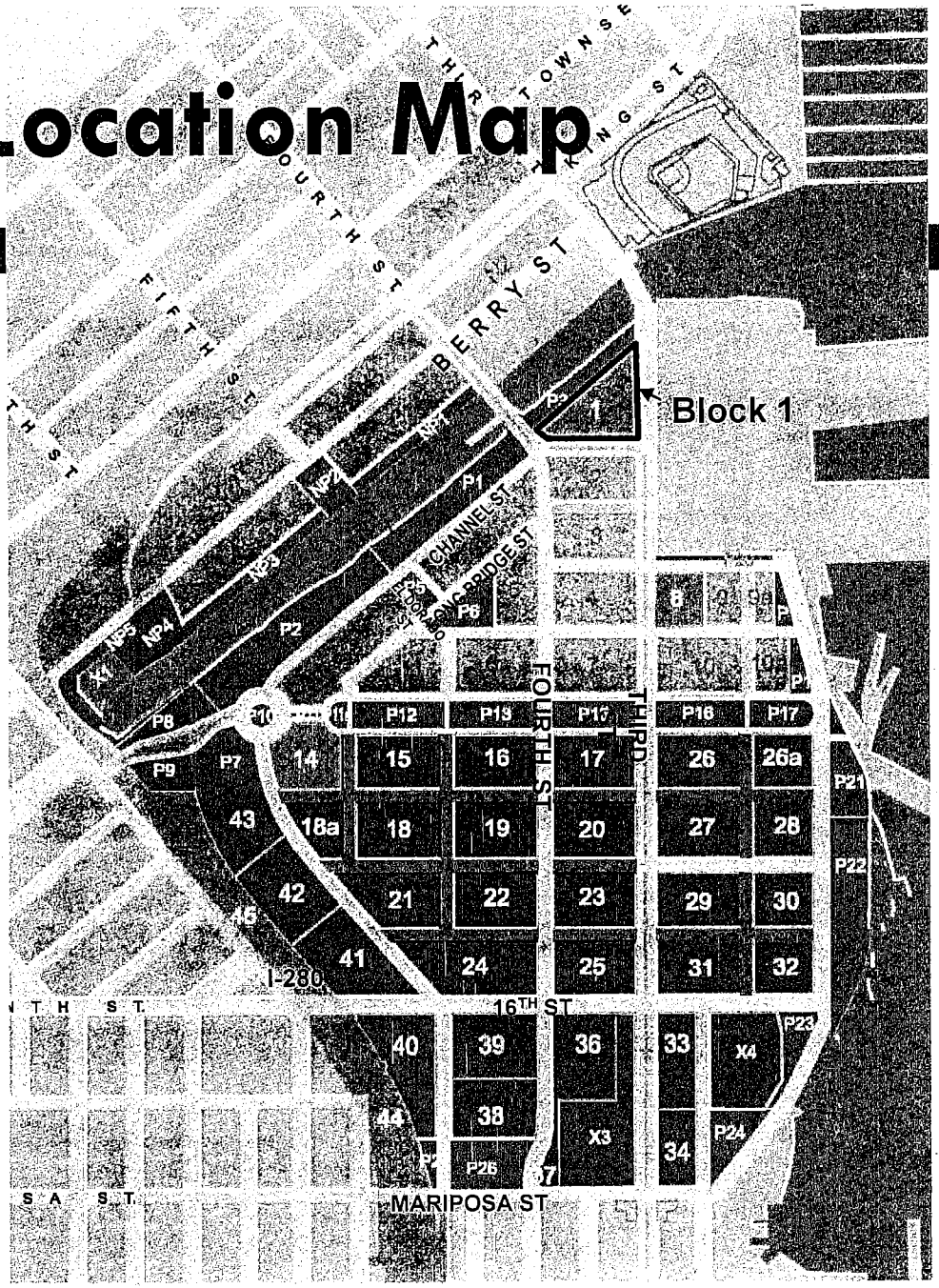
- Mission Bay North nearly complete
- Work in Mission Bay South ongoing & extensive
- 3,455 housing units completed, 1,512 units under construction
  - 824 affordable
- 1.7M sf commercial/biotech built
- UCSF $1.6B hospital underway
  - UCSF campus 60% done
- 15 acres of new parks and library completed
- Local police/fire stations & police headquarters underway





5810

Block 1 Location Map



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Block 1 History

- 1998: Mission Bay Plan adopted
  - allows 500-room hotel and 50,000 sf of retail
- 1998-2010: Multiple developers interested in Block 1
- Today: Site remains vacant
- 2011: Block 1 Associates proposes Redevelopment Plan/OPA Amendments

Proposed Block 1 Project

- Amend Redevelopment Plan and Owner Participation Agreement (OPA) to allow:
  - Up to 250-room hotel
  - Up to 350 residential units
  - Up to 25,000 square feet of retail
- Still allows up to a 500-room hotel and 50,000 sf of retail with no residential

Hotel Feasibility Study

- OCII hired PKF Consulting USA to do a complete hotel feasibility study
  - 500-room hotel not feasible under current conditions due to:
    - High cost to build
    - Low rate of return
    - Too large for location
    - High operating costs
  - 250-room hotel was feasible

Redevelopment Plan Amendment

- Allows up to 350 residential units as secondary use on Block 1
- If residential units are built on Block 1:
  - maximum hotel would be 250 rooms
  - maximum retail would be 25,000 sf

OPA Amendment

- Allows up to 250-room hotel, 350 residential units, and 25,000 sf of retail
- Affordable Housing Requirement
- Small Business Enterprise Policy

Affordable Housing Requirement

- Rental Project – 15% on-site inclusionary at 60% AMI
- Condominium Project – 20% in-lieu fee to be used for Mission Bay South affordable housing
- Existing Tenant Protection

Existing Tenant Protection

- Existing Tenants
  - 1st Right of Purchase at existing AMI
  - 5% Down Payment Assistance
  - Relocation Allowance
- Vacant Units
  - Affordable to 110% AMI

5818

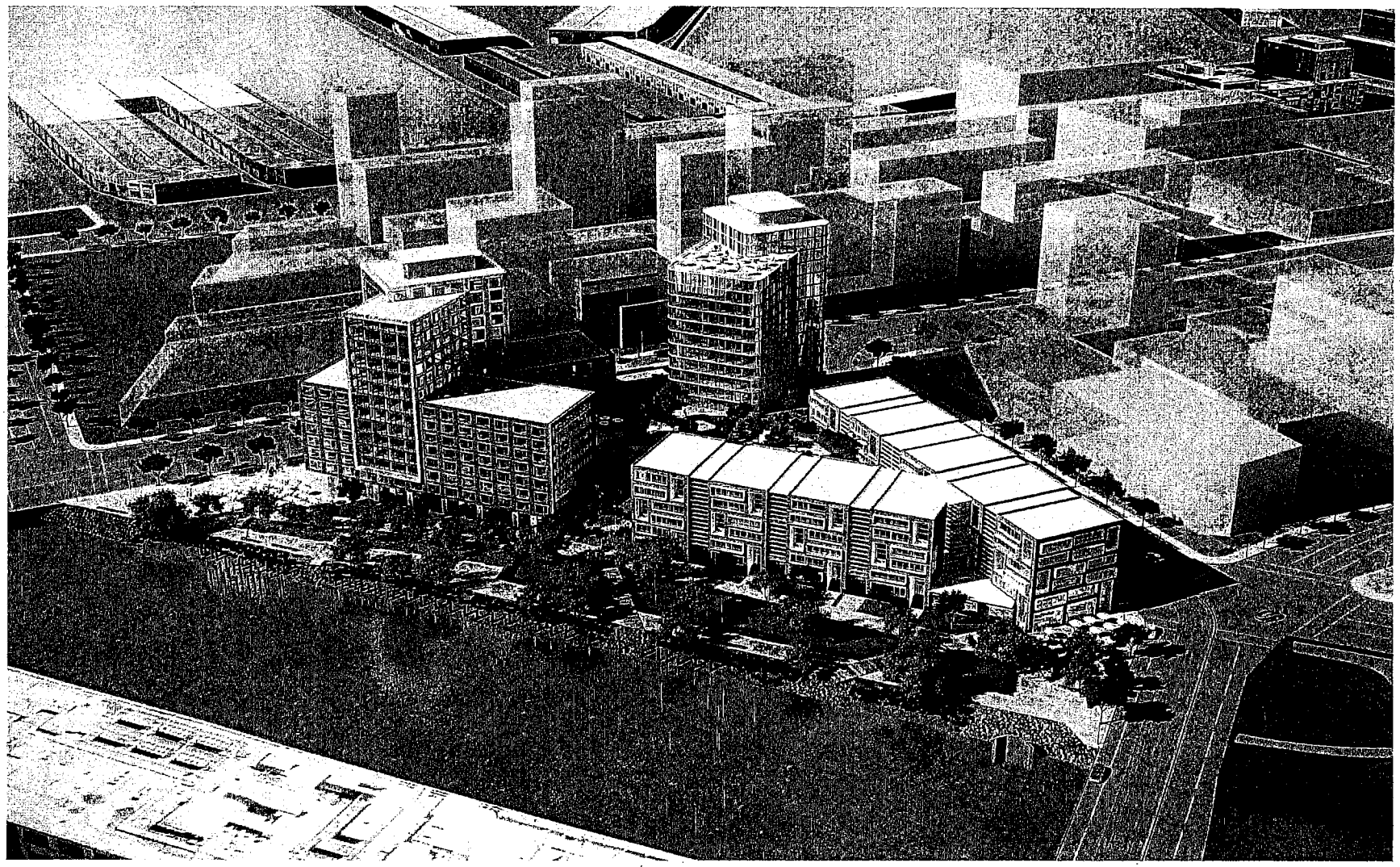
Small Business Enterprise/Workforce

- Small Business Enterprise Policy
  - 50% SBE professional services and construction subcontracting goal
  - 50% Local construction workforce hiring goal
  - Payment of Prevailing Wages
- Developer entering into a card check agreement for the Hotel

Mission Bay CAC and CEQA

- CAC Review and Endorsement - March 14, 2013
- Addendum #8

Major Phase Approval



Findings & Benefits

- Accelerates development of Block 1 and wind-down of Mission Bay
- Increase in property and sales taxes
- No new use of Tax Increment

Findings & Benefits

- **Other Benefits:**
  - $21 million in one-time development revenues and impact fees
  - 300 permanent jobs
  - New ongoing revenues from parking, hotel, and gross receipts taxes

5823

Plan Approval Schedule

- OCII/Successor Agency – May 21
- Planning Commission – June 13
- LU and ED Committee – June 17
- Full Board of Supervisors – June 25 and July 9
- Ordinance Effective Date – Mid-October

Project Proponent Introduction

- Michael Cohen from Strada Investment Group

Miller, Alisa

From: Catherine.Reilly@sfgov.org
Sent: Sunday, June 16, 2013 10:20 AM
To: Miller, Alisa
Subject: Fw: Mission Bay Redevelopment Plan Amendment - File 130458

FYI

Catherine Reilly
Project Manager
Office of Community Investment and Infrastructure (OCII)
Successor Agency to the Redevelopment Agency of the City and County of San Francisco
1 South Van Ness Avenue, Fifth Floor
San Francisco, CA 94103
415-749-2516 (direct)
http://www.sfredevelopment.org/

----- Forwarded by Catherine Reilly/REDEV/SFGOV on 06/16/2013 10:19 AM -----

From: Corinne Woods <corinnewoods@cs.com>
To: jane.kim@sfgov.org, david.chiu@sfgov.org, scott.wiener@sfgov.org
Date: 06/15/2013 05:33 PM
Subject: Mission Bay Redevelopment Plan Amendment - File 130458

To: Members of the Board of Supervisors Land Use and Economic Development Committee

RE: Mission Bay South Redevelopment Plan Amendment - File 130458

Dear Supervisors Kim, Weiner and President Chiu:

The Mission Bay Citizens Advisory Committee ("Mission Bay CAC") supports the Redevelopment Plan amendment, Owner Participation Agreement amendment, and Major Phase application for the proposed project at Mission Bay Block 1, as well as the proposal for Mission Bay Park P3.

The Mission Bay CAC considered these matters on March 14th, 2013, and voted to endorse the changes. We believe that finally activating this prominent gateway site to Mission Bay South is important and the proposed mix of uses is appropriate.

We will look forward to reviewing the design as it moves forward.

Sincerely,

Corinne Woods, Chair
Mission Bay Citizens Advisory Committee
(415) 902-7635 - cell

Hotel Council
OF
SAN FRANCISCO

June 14, 2013

Hon. Scott Weiner, Chair, Land Use and Economic Development Committee
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102

RE: Mission Bay Block 1 Project

Dear Supervisor Weiner,

I write on behalf of the Hotel Council of San Francisco and our Board of Directors to express our support for the proposed mixed-use 250-room hotel and 350-unit housing project at Mission Bay Block 1.

The Council believes the project will generate significant economic activity and contribute positively to the hospitality industry in San Francisco. The addition of this hotel will not only bring jobs into the neighborhood and tax revenue to support the city but also economic impact for surrounding businesses. Hotel guests spend twice as much money outside of hotels than inside which will benefit other businesses in the neighborhood.

The Hotel Council supports the ongoing commercial and residential development of Mission Bay and believes that this site in particular has been underutilized for too long. As the front door to Mission Bay when approached from Lefty O'Doul Bridge, Block 1 should be a vibrant contributor to the increasing street-level activity in the neighborhood. We think the developer's proposal will achieve this goal and are pleased to support their efforts.

The Hotel Council encourages the Land Use and Economic Development committee to endorse the Redevelopment Plan amendment and help move the Block 1 project forward.

Sincerely,

Kevin Carroll
Executive Director

CC:
Angela Calvillo, Clerk, San Francisco Board of Supervisors
Hon. Jane Kim, Member, San Francisco Board of Supervisors
Hon. David Chiu, President, San Francisco Board of Supervisors
Tiffany Bohee, Executive Director, Office of Community Investment and Infrastructure
Catherine Riley, Project Manager, Office of Community Investment and Infrastructure

SAN FRANCISCO CHRONICLE

925 MISSION ST, SAN FRANCISCO, CA 94103
Telephone (415) 615-3562 / Fax (415) 348-3084

This space for filing stamp only

Successor Agency Commission
+
Oversight Board
Public Hearing Notice

PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California)
County of SAN FRANCISCO) ss

Notice Type: HRG - NOTICE OF HEARING

Ad Description:
PLAN AMENDMENT AND OPA AMENDEMENT HEARINGS

I am a citizen of the United States and a resident of the State of California; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer and publisher of the SAN FRANCISCO CHRONICLE, a newspaper published in the English language in the city of SAN FRANCISCO, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of SAN FRANCISCO, State of California, under date of 11/13/1951, Case No.411596. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

04/16/2013, 04/23/2013, 04/30/2013

Executed on: 04/30/2013
At SAN FRANCISCO, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.

Signature

CNS#: 2471933

NOTICE OF PUBLIC HEARINGS

NOTICE IS HEREBY GIVEN that the following public meetings will be held pursuant to California Health and Safety Code Sections 33450 et seq.:

§ A public meeting will be held by the San Francisco Commission on Community Investment and Infrastructure ("Successor Agency Commission"), commission of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco ("Successor Agency") at City Hall, Room 416, located at 1 Dr. Carlton B. Goodlett Place, San Francisco, California, 94102, on Tuesday, May 7, 2013 at 1:00 p.m.; and

§ A public meeting will be held by the Oversight Board of the Successor Agency at City Hall, Room 416, located at 1 Dr. Carlton B. Goodlett Place, San Francisco, California, 94102, on Monday, June 10, 2013 at 11:00 a.m.

The agenda for each of these meetings will include consideration for adoption of (1) a proposed amendment to the Mission Bay South Redevelopment Plan (the "Plan Amendment"), and (2) a proposed Third Amendment to the Mission Bay South Owner Participation Agreement by and between the Successor Agency, in its capacity as the successor to the Redevelopment Agency, and FOCIL-MB, LLC (the "OPA Amendment"). Staff has prepared an addendum to the Mission Bay Final Subsequent Environmental Impact Report (the "Addendum") analyzing the potential environmental impacts of the Plan Amendment pursuant to California Environmental Quality Act Guidelines Section 15164, which concludes that a subsequent EIR is not required to support approval of the Plan or OPA Amendments. The Plan Amendment would permit dwelling units as a secondary use in the Mission Bay South Hotel District, which district consists of the block bounded by Third Street, Channel Street and Park "P3" (Block 8715, Lot 004) ("Mission Bay Block 1"), and would allow a corresponding increase in the total number of dwelling units permitted in the Mission Bay South Plan Area, with a smaller hotel. The OPA Amendment would, among other things, permit the development of up to 350 dwelling units on Mission Bay Block 1 in conjunction with a 250-room hotel and up to 25,000 square feet of retail uses instead of a 500-room hotel and 50,000 square feet of retail uses as now allowed by the Plan.

The legal description of the boundaries of the Mission Bay South Project Area was recorded with the Office of the Assessor-Recorder of the City and County of San Francisco by the Certificate of Correction to the legal description recorded January 20, 1999 as Instrument No. 99-G501704 in Book H304, Page 513, Official Records, a copy of which and is on file at the Successor Agency at One South Van Ness Avenue, 5th Floor, San Francisco, CA 94103.

A draft version of the Plan Amendment, OPA Amendment and Addendum are available for inspection and review by the general public at the Successor Agency's office at One South Van Ness Avenue, Fifth Floor, San Francisco, California, 94103, between the hours of

* A 0 0 0 0 0 3 0 6 8 2 3 7 *

8:00 a.m. and 5:00 p.m., Monday through Friday.

SUCCESSOR AGENCY
TO THE REDEVELOPMENT AGENCY
OF THE CITY AND COUNTY
OF SAN FRANCISCO
Natasha Jones
Interim Board Secretary

BOARD of SUPERVISORS

City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 554-5227

NOTICE OF PUBLIC HEARING

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

NOTICE IS HEREBY GIVEN THAT the Board of Supervisors of the City and County of San Francisco will hold a public hearing to consider the following proposal and said public hearing will be held as follows, at which time all interested parties may attend and be heard.

On June 17, 2013, at 1:30 p.m. in Committee Room 263, City Hall, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA, the Board of Supervisors Land Use and Economic Development Committee will hold a public meeting to consider the subject Ordinance (File No. 130458) and make a recommendation to the full Board of Supervisors, sitting as a Committee of the Whole, for their consideration at the following hearing:

Date: **Tuesday, June 25, 2013**

Time: **3:00 p.m.**

Location: **Legislative Chamber, Room 250, located at City Hall**
1 Dr. Carlton B. Goodlett Place, San Francisco, CA

Subject: **File No. 130526.** Hearing of persons interested in or objecting to the Ordinance approving an amendment to the Mission Bay South Redevelopment Plan, which modifies the land use designation for certain property to add residential as a permitted use and to increase the permitted residential density in the Plan Area, but does not increase the allocation of tax increment under a pre-existing enforceable obligation; making environmental findings under the California Environmental Quality Act; and making findings pursuant to the General Plan and Planning Code, Section 101.1(b).

The hearing will consider for adoption a proposed Ordinance (File No. 130458) amending the Mission Bay South Redevelopment Plan (Plan Amendment). Staff of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (Successor Agency) has prepared an addendum to the Mission Bay Final Subsequent Environmental Impact Report (EIR) analyzing the potential environmental impacts of the Plan Amendment pursuant to California Environmental Quality Act Guidelines, Section 15164, which concludes that a subsequent EIR is not required to support approval of the Plan Amendment. The Plan Amendment would permit dwelling units as a secondary use in the Mission Bay South Hotel District, which district consists of the block bounded by Third Street, Channel Street, and Park "P3" (Assessor's Block No. 8715, Lot No. 004) and would allow a corresponding increase in the total number of dwelling units permitted in the Mission Bay South Plan Area, with a smaller hotel.

The legal description of the boundaries of the Mission Bay South Project Area was recorded with the Office of the Assessor-Recorder of the City and County of San Francisco by a Certificate of Correction to the legal description, recorded January 20, 1999, as Instrument No. 99-G501704 in Book H304, Page 513, Official Records, a copy of which is on file at the Successor Agency at One South Van Ness Avenue, 5th Floor, San Francisco, CA 94103.

In accordance with San Francisco Administrative Code, Section 67.7-1, persons who are unable to attend the hearing on this matter may submit written comments to the City prior to the time the hearing begins. These comments will be made a part of the official public record in this matter, and shall be brought to the attention of the Members of the Board of Supervisors. Written comments should be addressed to Angela Calvillo, Clerk of the Board, Room 244, City Hall, 1 Dr. Carlton Goodlett Place, San Francisco, CA 94102. Information relating to this matter is available in the Office of the Clerk of the Board. Agenda information for the June 17, 2013, Land Use and Economic Development Committee hearing will be available for public review on Friday, June 14, 2013. Agenda information for the June 25, 2013, Board of Supervisors hearing will be available for public review on Friday, June 21, 2013.

Angela Calvillo, Clerk of the Board

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Alisa Miller
S.F. BD OF SUPERVISORS (OFFICIAL NOTICES)
1 DR CARLTON B GOODLETT PL #244
SAN FRANCISCO, CA 94102

CNS 2492788

COPY OF NOTICE

Notice Type: GPN GOVT PUBLIC NOTICE

Ad Description AM - 6.17.13 Land Use / 6.25.13 Board - Mission Bay

To the right is a copy of the notice you sent to us for publication in the SAN FRANCISCO CHRONICLE. Please read this notice carefully and call us with any corrections. The Proof of Publication will be filed with the Clerk of the Board. Publication date(s) for this notice is (are):

06/02/2013 , 06/09/2013 , 06/16/2013

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NOTICE OF PUBLIC HEARING
BOARD OF SUPERVISORS
OF THE CITY AND COUNTY
OF SAN FRANCISCO

NOTICE IS HEREBY GIVEN THAT the Board of Supervisors of the City and County of San Francisco will hold a public hearing to consider the following proposal and said public hearing will be held as follows, at which time all interested parties may attend and be heard.

LAND USE AND ECONOMIC DEVELOPMENT COMMITTEE
MONDAY, JUNE 17, 2013 - 1:30 P.M.
COMMITTEE ROOM 263,
CITY HALL
1 DR. CARLTON B. GOODLETT PLACE, SAN FRANCISCO, CA

The Land Use and Economic Development Committee will hold a public meeting to consider the subject Ordinance (File No. 130458) and make a recommendation to the full Board of Supervisors, sitting as a Committee of the Whole, for their consideration at the following hearing:

BOARD OF SUPERVISORS MEETING
TUESDAY, JUNE 25, 2013 - 3:00 P.M.
LEGISLATIVE CHAMBER,
ROOM 250, CITY HALL
1 DR. CARLTON B. GOODLETT
PLACE, SAN FRANCISCO, CA

(File No. 130526) Hearing of persons interested in or objecting to the Ordinance approving an amendment to the Mission Bay South Redevelopment Plan, which modifies the land use designation for certain property to add residential as a permitted use and to increase the permitted residential density in the Plan Area, but does not increase the allocation of tax increment under a pre-existing enforceable obligation; making environmental findings under the California Environmental Quality Act; and making findings pursuant to the General Plan and Planning Code, Section 101.1(b).

The hearing will consider for adoption a proposed Ordinance (File No. 130458) amending the Mission Bay South Redevelopment Plan (Plan Amendment). Staff of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (Successor Agency) has prepared an addendum to the Mission Bay Final Subsequent Environmental Impact Report (EIR) analyzing the potential environmental impacts of the Plan Amendment pursuant to California Environmental Quality Act Guidelines, Section 15164, which concludes that a subsequent EIR is not required to support approval of the Plan Amendment. The Plan Amendment would permit dwelling units as a secondary use in the Mission Bay South Hotel District, which district consists of the block bounded by Third Street, Channel Street, and Park "P3" (Assessor's Block No. 8715, Lot No. 004) and would allow a corresponding increase in the total number of dwelling units permitted in the Mission Bay South Plan Area, with a smaller hotel.

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Angela Calvillo, Clerk of the Board

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BOARD of SUPERVISORS

City Hall
Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 554-5227

May 30, 2013

Planning Commission and
Historic Preservation Commission
Attn: Jonas Ionin
1660 Mission Street, 5th Floor
San Francisco, CA 94103

Dear Commissioners:

On May 14, 2013, Mayor Lee introduced the following proposed legislation:

File No. 130458

Ordinance approving an amendment to the Mission Bay South Redevelopment Plan, which modifies the land use designation for certain property to add residential as a permitted use and to increase the permitted residential density in the Plan Area, but does not increase the allocation of tax increment under a pre-existing enforceable obligation; making environmental findings under the California Environmental Quality Act; and making findings pursuant to the General Plan and Planning Code, Section 101.1(b).

The proposed ordinance is being transmitted pursuant to Planning Code Section 302(b) for public hearing and recommendation. The ordinance is pending before the Land Use & Economic Development Committee and will be scheduled for hearing upon receipt of your response.

Angela Calvillo, Clerk of the Board

By: Alisa Miller, Committee Clerk
Land Use & Economic Development Committee

c: John Rahaim, Director of Planning
Scott Sanchez, Zoning Administrator
Sarah Jones, Chief, Major Environmental Analysis
AnMarie Rodgers, Legislative Affairs
Monica Pereira, Environmental Planning
Joy Navarrete, Environmental Planning

OFFICE OF THE MAYOR
SAN FRANCISCO

EDWIN M. LEE
MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: Mayor Edwin M. Lee
RE: Mission Bay South Redevelopment Plan Amendment
DATE: May 14, 2013

Attached for introduction to the Board of Supervisors is the ordinance (1) approving an amendment to the Mission Bay South Redevelopment Plan, which amendment modifies the land use designation for certain property to add residential as a permitted use and to increase the permitted residential density in the Plan Area but does not increase the allocation of tax increment under a pre-existing enforceable obligation; (2) making environmental findings under the California Environmental Quality Act; and (3) making findings pursuant to the General Plan and Planning Code Section 101.1(b).

I request that this item be calendared in Land Use and Economic Development Committee on June 17th, 2013.

Should you have any questions, please contact Jason Elliott (415) 554-5105.

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2013 MAY 14 PM 3:00

1 DR. CARLTON B. GOODLETT PLACE, ROOM 200
SAN FRANCISCO, CALIFORNIA 94102-4681
TELEPHONE: (415) 554-6141

130458