

File No. 160555

Committee Item No. 1

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date June 8, 2016

Board of Supervisors Meeting

Date _____

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
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| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
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| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Information Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Budget |
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| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
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OTHER (Use back side if additional space is needed)

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Completed by: Linda Wong Date June 3, 2016
 Completed by: Linda Wong Date _____

1 [Option to Ground Lease - Potrero Housing Associates I, L.P. - Two Parcels at 1101
2 Connecticut Street - For No Cost]

3 **Resolution authorizing the execution and performance of an Option to Ground Lease in**
4 **connection with the parcels located at 1101 Connecticut Street (Assessor's Parcel**
5 **Block No. 4287, Lot No. 007) ("Parcel One") and Connecticut Street and 25th Street**
6 **(Assessor's Parcel Block No. 4287, No. Lot 001A) ("Parcel Two" and together with**
7 **Parcel One, "the Property") for no cost, which expires on June 30, 2017, with an**
8 **extension option of six months until December 31, 2017, between the City and County**
9 **of San Francisco and Potrero Housing Associates I, L.P., a California limited**
10 **partnership; adopting findings that the conveyance is consistent with the General Plan,**
11 **and the eight priority policies of Planning Code, Section 101.1; and authorizing and**
12 **directing the execution of any documents necessary to implement this Resolution, as**
13 **defined herein.**

14
15 WHEREAS, In August 2007, the San Francisco Board of Supervisors established the
16 HOPE SF program to fund revitalization of San Francisco's most distressed public housing
17 (Ordinance No. 180-07 and 556-07); and

18 WHEREAS, In October 2007, the Housing Authority of San Francisco ("SFHA") issued
19 a Request for Qualifications to Redevelop Authority Property for seven sites including Potrero
20 Terrace and Potrero Annex ("Potrero"); and

21 WHEREAS, In March 2008, the SFHA Board of Commissioners selected BRIDGE
22 Housing Corporation as the developer for the revitalization of Potrero through HOPE SF; and

23 WHEREAS, In April 2008, the Mayor's Office of Housing and Community Development
24 ("MOHCD") issued a Notice of Funding Availability for selected HOPE SF developers and
25 BRIDGE Housing Corporation was recipient for Potrero; and

1 WHEREAS, In September 2008, BRIDGE Housing Corporation entered into an
2 Exclusive Negotiating Rights Agreement with the SFHA for Potrero, which is inclusive of the
3 Property; and

4 WHEREAS, MOHCD is the fee owner of Parcel One and shall enter into an Option to
5 Purchase and Sale Agreement for Parcel Two; and

6 WHEREAS, MOHCD intends to merge Parcel One and Parcel Two to facilitate
7 affordable housing development consisting of approximately 72 units for low income families
8 and individuals on the assembled parcel as part of HOPE SF Potrero; and

9 WHEREAS, BRIDGE Housing Corporation established a separate entity named
10 Potrero Housing Associates I, L.P., a California limited partnership under which to lease the
11 Property and develop the Project; and

12 WHEREAS, The Option expires on June 30, 2017, with an extension option for one
13 additional 6-month period, and sets forth the material terms of the Ground Lease as follows:

14 (i) a term of 75 years with an extension option for 24 additional years; (ii) tenant shall be
15 responsible for all property taxes and assessments levied against the Property; (iii) the
16 Property shall be used during the term of the ground lease only for affordable housing with
17 maximum rent and income levels set at no greater than 60% area median income ("AMI"); (iv)
18 the annual rent shall be set at 10% of fair market value of the land as determined by an MAI
19 appraiser prior to execution of the Ground Lease (the "Rent"); (v) Rent shall consist of an
20 annual base rent of Fifteen Thousand Dollars (\$15,000) (the "Base Rent") and the remainder
21 in residual rent, which shall be payable only to the extent proceeds are available from the
22 Project at all times thereafter; (vi) the annual rent shall be adjusted on the fifteenth (15th)
23 anniversary of the expiration of the first full calendar lease year and every fifteenth (15th) year
24 thereafter, and shall be equal to ten percent (10%) of then appraised value of the land as
25 determined by a MAI appraiser selected by, and at the sole cost of, the tenant; any such

1 adjustment shall be made to the residual rent and not the base rent; (vii) tenant shall be
2 responsible for construction, operation and maintenance of the Property; (viii) the City will own
3 fee title to the land and the tenant will own fee title to all improvements; (ix) at the end of the
4 term, fee title to all the improvements shall vest in the City; (x) the Ground Lease shall include
5 standard mortgagee protection provisions; (xi) the City will provide any notice of and defaults
6 to the tenant and the tenant's limited partners and lenders and allow any such parties the right
7 to cure such default; (xii) the tenant can encumber its leasehold interest to secure loans, as
8 approved by MOHCD; and

9 WHEREAS, In order to consummate the transfer and ground lease of the Property, the
10 Board of Supervisors desires to authorize the execution, delivery and performance of the
11 Option and, if the Sponsor exercises the Option, the Ground Lease (collectively, the
12 "Transaction Documents"); and

13 WHEREAS, By letter dated January 13, 2016, the Department of City Planning
14 adopted and issued a General Plan Consistency Finding, a copy of which is on file with the
15 Clerk of the Board of Supervisors, wherein the Department of City Planning found that the
16 acquisition of the Property are consistent with the City's General Plan, and with the eight
17 priority policies under Planning Code, Section 101.1; and

18 WHEREAS, On December 10, 2015, the Department of City Planning certified the
19 Final Environmental Impact Report (Motion No. 19529), adopted CEQA Finding including a
20 statement of overriding considerations (Motion No. 19530), and adopted Findings of
21 Consistency with the General Plan and Planning Code, Section 101.1 (Motion No. 19531);
22 now, therefore, be it

23 RESOLVED, That the Board of Supervisors hereby finds that the ground lease terms
24 contained in the Option of the Property are consistent with the General Plan, and with the
25 eight priority policies of Planning Code, Section 101.1 for the same reasons as set forth in the

1 letter of the Department of City Planning, dated January 13, 2016, and hereby incorporates
2 such findings by reference as though fully set forth in this Resolution; and, be it

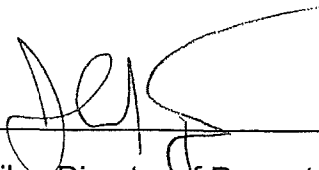
3 FURTHER RESOLVED, That in accordance with the recommendation of the Director
4 of Property and the Director of MOHCD, the Board of Supervisors approves the Transaction
5 Documents, and authorizes the Director of Property (or his designee) and the Director of
6 MOHCD (or his designee) to execute and deliver the Transaction Documents and any such
7 other documents that are necessary or advisable to complete the transaction contemplated by
8 the Transaction Documents, including the Ground Lease (if the Sponsor exercises the
9 Option); and, be it

10 FURTHER RESOLVED, That the Board of Supervisors authorizes the Director of
11 Property (or his designee) and the Director of MOHCD (or his designee), in consultation with
12 the City Attorney, to enter into any additions, amendments or other modifications to the Option
13 and, if the Option is exercised, the Ground Lease, and any other documents or instruments
14 necessary in connection therewith, that the Director of Property and the Director of MOHCD
15 determine are in the best interests of the City, do not materially decrease the benefits to the
16 City with respect to the Property, do not materially increase the obligations or liabilities of the
17 City, and are necessary or advisable to complete the transaction contemplated therein and
18 that effectuate the purpose and intent of this Resolution, such determination to be
19 conclusively evidenced by the execution and delivery by the Director of Property (or his
20 designee) and the Director of MOHCD (or his designee) of any such additions, amendments,
21 or other modifications; and, be it


22 FURTHER RESOLVED, That all actions authorized and directed by this Resolution
23 and heretofore taken are hereby ratified, approved and confirmed by this Board of
24 Supervisors.

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RECOMMENDED:



John Updike, Director of Property



Olson Lee, Director, Mayor's Office of Housing and Community Development

OPTION TO LEASE AGREEMENT

This Option to Lease Agreement (this “**Agreement**”) is entered into as of this ____ day of _____ 2016, by and between the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation (“**City**”), acting by and through the Mayor’s Office of Housing and Community Development (“**MOHCD**”), and Potrero Housing Associates I, L.P., a California Limited Partnership, and its permitted successors and assigns hereunder (the “**Optionee**”), with reference to the following facts:

RECITALS

- A. The City is the fee owner of that certain real property and the improvements thereon, located at 1101 Connecticut Street, San Francisco and more particularly described in Exhibit A attached hereto (the “1101 CT Property”).
- B. The City has entered into an Option to Purchase and Sale Agreement for certain real property located at Connecticut Street and 25th Street and more particularly described in Exhibit B attached hereto (the “SFHA Property” and together with the 1101 CT Property, the “Property”).
- C. The City intends to merge the 1101 CT Property and the SFHA Property to facilitate affordable housing development on the resulting parcel.
- D. Optionee desires to develop the Property with up to 72 studio, one-, two- and three-bedroom units for low income families (the “Project”). In order to develop the Project, Optionee desires to enter into a ground lease with the City in which the City will lease to Optionee the Property subject to certain conditions as provided herein.
- E. Optionee intends to develop the Project with tax-exempt bonds, 4% Low Income Housing Tax Credits, State of California Department of Housing and Community Development Affordable Housing and Sustainable Communities funding, San Francisco Federal Home Loan Bank Affordable Housing Program funding, City financing and other sources, if necessary.
- F. In order to apply for Project financing, Optionee desires to obtain from the City, and the City desires to grant to Optionee, upon the specific terms and conditions set forth in this Agreement, the exclusive right and option to lease the Property.

NOW, THEREFORE, IN CONSIDERATION OF THE MUTUAL PROMISES CONTAINED IN THIS AGREEMENT, THE PARTIES AGREE AS FOLLOWS:

AGREEMENT

Section 1. Grant of Option. The City grants to Optionee the option to lease the Property and construct improvements thereon for the consideration and under the terms and conditions set forth in this Agreement (the “**Option**”).

Section 2. Term of Option: Exercise.

a. Term and Extension of Term. The term of the Option (the “**Term**”) shall be for a period commencing on the date of this Agreement and ending June 30, 2017, (the “**Initial Term**”) unless extended. So long as the Optionee is not then in default, Optionee may request an extension of the Term for an additional six (6) months (the “**Extended Term**”) by giving written notice to the City between the date that is thirty (30) days prior to the expiration of the Initial Term and at any time before the expiration of the Initial Term. The Extended Term shall commence on 12:01 A.M. on the day immediately following the expiration of the Initial Term and shall end on December 31, 2017. All references in this Agreement to the Term shall mean the Initial Term, and if extended as set forth above, the Extended Term. During the Term, if the Ground Lease (defined below) is approved by the City’s Director of Property and the MOHCD Director pursuant to this Section 2, the City agrees to exercise its option to acquire the SFHA Property in a timely manner. During the Term, Optionee and City staff agree to negotiate in good faith to complete all of the terms and conditions of the ground lease of the Property from the City to Optionee consistent with this Agreement (upon completion of such negotiations, the “**Ground Lease**”). The final terms of the Ground Lease must be agreed to by Optionee, the City’s Director of Property, and the MOHCD Director or her/his designee, in writing, before Optionee’s exercise of the Option. The Term shall end on the date set forth above or, if earlier, on the effective date of the Ground Lease.

b. Exercise of Option. At any time following (i) acquisition of the SFHA Property by the City and (ii) approval of the Ground Lease by the City’s Director of Property and the MOHCD Director and before the expiration of the Term, and so long as Optionee is not then in default under this agreement or any other agreements with the City, Optionee may exercise the Option by giving written notice to the City (the “**Option Notice**”).

c. Expiration. The Option shall expire at midnight on the last day of the Term. If the expiration of the Term falls on a Saturday, Sunday or legal holiday in the State of California, then the Option may be exercised on the next following business day. Upon termination of the Option and a written request by the City, Optionee shall sign and deliver a quitclaim deed or such other document as may be reasonably required by the City to evidence the termination of the Option.

Section 3. Option Consideration. The Option is granted in consideration of Optionee’s obligation to negotiate in good faith for the Ground Lease and for advancement of the Project. The Option consideration is related to the Option only and in no way relates to Ground Lease payments that will be owed to MOHCD.

Section 4. Ground Lease of the Property. MOHCD staff shall prepare the initial form of ground lease substantially in the form used by MOHCD for projects in which MOHCD is the fee owner of property that will be developed for affordable housing. The Ground Lease shall be in accordance with the following:

- i. Term of Ground Lease. The Ground Lease shall become effective immediately following the full execution by the parties and shall end seventy-five (75) years from the date of construction completion of the Project, provided that the tenant shall have an option to extend the term for an additional twenty-four (24) years for no additional consideration (but rent shall continue during any extended term as set forth below).
- ii. Taxes and Assessments. The tenant shall be responsible for the payment of any and all property taxes and assessments levied against the leasehold estate and the Property during the term of the Ground Lease subject to any abatement available therefrom.
- iii. Project Use. The Property shall be used during the term of the Ground Lease only for affordable housing, with maximum rent and income levels set at no greater than 60% Area Median Income (“AMI”) as determined by the United States Department of Housing and Urban Development for the San Francisco area, adjusted solely for household size, but not high housing cost area, and approved ancillary uses. If required by the Project’s tax credit investor based on the Project’s residual value analysis test, and if approved by the MOHCD Director in his or her reasonable discretion, the Ground Lease may permit increases in the maximum rent and income levels after the 55th year of the Ground Lease term, but such increases shall be limited only to the extent necessary to satisfy the Project’s residual value analysis test.
- iv. Rent. The tenant shall pay the landlord annual rent in the amount of ten percent (10%) of the land value of the Property (as determined by a MAI appraiser selected by, and at the sole cost of, the tenant, and set forth in the Ground Lease), consisting of \$15,000 in base rent and the remainder in residual rent. Unpaid base rent shall accrue without interest. The residual rent shall be payable only to the extent proceeds are available from the Project after deductions for Project operating expenses, mandatory debt service payments, property management fees, reserve deposits required by Project lenders, deferred developer fees, and asset and partnership management fees in amounts permitted in accordance with the then-current MOHCD policy. Unpaid residual rent shall not accrue. If required by the Project’s tax credit investor based on the Project’s residual value analysis test, and if approved by the

MOHCD Director in his or her reasonable discretion, residual rent shall only be payable after full repayment of any residual receipts Project financing provided by MOHCD. The annual rent shall be adjusted on the fifteenth (15th) anniversary of the expiration of the first full calendar lease year and every fifteen (15) years thereafter, and shall be equal to ten percent (10%) of then appraised value of the land as determined by a MAI appraiser selected by, and at the sole cost of, the tenant. Any such adjustment shall be made to the residual rent and not the base rent.

- v. Construction and Operation of the Project. The tenant shall be responsible, at its sole cost, for construction, operation, and maintenance of the Project during the Ground Lease term.
- vi. Title to Property. The Ground Lease shall provide that the City will own fee title to the land, and the Optionee will own fee title to all improvements constructed or otherwise located on the land, during the Ground Lease term.
- vii. Disposition of Improvements at End of Lease. At the end of the Ground Lease term, fee title to all the improvements shall vest in the City without further action of any party, without any obligation by the City to pay any compensation therefor to the tenant and without the necessity of a deed from the tenant to the City.
- viii. Mortgagee Protections. The Ground Lease shall include standard mortgagee protection provisions.
- ix. Defaults; Right to Cure. The City will provide any notice of any defaults under the Ground Lease to the tenant's limited partners and lenders, and allow any such parties the right to cure a default by the tenant under the Ground Lease. Pursuant to the terms of the Ground Lease, City shall not be entitled to terminate the Ground Lease following any uncured default by the tenant during the fifteen (15) year tax credit compliance period for the Project, except if such default is failure to pay rent.
- x. Encumbrances. The Ground Lease will permit the tenant to encumber its leasehold interest in the Property to secure any loans deemed necessary by the tenant, as approved by MOHCD. Any funds from a loan secured by the Property

must be used for the development, maintenance, rehabilitation or operation of the Property.

Section 5. Closing.

a. Expenses. All expenses, fees or costs (except attorneys' fees and costs) incurred in connection with the Ground Lease of the Property, including but not limited to city and county documentary transfer tax, conveyance taxes, recording charges (if any), and costs of title insurance shall be borne by the Optionee. Each party shall bear its own attorneys' fees and costs incurred in connection with negotiation and execution of this Agreement and the Ground Lease.

b. Proration of Taxes. Real property taxes on the Property shall be prorated as of the date of closing of the Ground Lease.

c. Title Insurance. The closing of the Ground Lease shall be conditioned on the issuance to the tenant of an ALTA leasehold policy of title insurance, from a title company chosen by the tenant, insuring the tenant's leasehold interest in the Property subject only to reasonable exceptions approved by the tenant.

Section 6. Notices. All notices or other communications made pursuant to this Agreement shall be in writing and shall be deemed properly delivered, given or served to the parties at the following addresses when (i) mailed by certified mail, postage prepaid, return receipt requested; (ii) sent by express delivery service, charges prepaid with a delivery receipt; or (iii) personally delivered when a delivery receipt is obtained:

City: City and County of San Francisco Mayor's Office of Housing and
Community Development
1 South Van Ness Avenue, 5th Floor
San Francisco, CA 94103
Attn: Director

with a copy to: Real Estate Division
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, California 94102
Attn: Director of Property

Optionee: Potrero Housing Associates I, LP
600 California Street, Suite 900
San Francisco, CA 94108
Attn: President

All notices so delivered, mailed or sent shall be deemed received as of the date shown on the delivery receipt as the date of delivery, the date delivery was refused or the date the notice was returned as undeliverable. Either party may change its address for the purposes of this paragraph by giving prior written notice of the change to the other party

in the manner provided in this Section 6. Any notice required under this Agreement that is sent by a Party shall be sent to, or contemporaneously copied to, all of the other Parties.

Section 7. Assignment of Option. Without the prior written consent of the City, Optionee may assign its rights and obligations under this Agreement to any limited liability company in which MCB Family Housing Inc. or its affiliate is the managing member or partner, or a limited partnership in which MCB Family Housing Inc. or its affiliate is a general partner. All other transfers by Optionee shall require the prior written consent of the City.

Section 8. Binding Effect. This Agreement and its terms and conditions shall bind upon and inure to the benefit of the parties to this Agreement and their respective successors and permitted assigns. By approving this Agreement, the City's Board of Supervisors approves the Ground Lease with the substantive terms described in Section 4 without the need for additional action by the Board of Supervisors; provided, if there are any material changes that are to the detriment of the City, as determined by the MOHCD Director, then such material changes will be subject to Board of Supervisor approval before the Ground Lease becomes effective.

Section 9. Time. Time is of the essence of this Agreement.

Section 10. Further Documents. Upon the reasonable request of the other party, each party will execute, acknowledge and deliver or cause to be executed, acknowledged and delivered, such further instruments and documents as may be reasonably necessary in order to carry out the intent and purpose of this Agreement, including escrow instructions.

Section 11. Commission. Each party to this Agreement represents to the other party that it has not engaged or used the services of any person, firm or corporation that may claim a broker's commission or finder's fee upon execution of this Agreement or the Ground Lease, and each party to this Agreement agrees to hold the other party harmless from any loss, damage, expense or liability, including attorney's fees, resulting from any claim by any person, firm or corporation based upon its having acted as broker or finder on behalf of said indemnifying party.

Section 12. Captions. The captions of the paragraphs of this Agreement are for convenience and reference only, and the words contained in the captions shall in no way be held to explain, modify, amplify or aid in the interpretations, constructions or meaning of the provisions of this Agreement.

Section 13. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same Agreement.

Section 14. Entire Agreement; Signatures. This Agreement contains the entire agreement between the parties respecting the matters set forth, and supersedes all prior agreements between the parties respecting the matters set forth.

Section 15. Attorneys' Fees. In any action between Optionee and the City to enforce or interpret any of the terms of this Agreement, the prevailing party shall be entitled to recover costs of suit and expenses including, without limitation, reasonable attorneys' fees.

Section 16. Sunshine Ordinance. Optionee understands and agrees that under City's Sunshine Ordinance (San Francisco Administrative Code, Chapter 67) and the State Public Records Law (Gov. Code Section 6250 et seq.), this Agreement and any and all records, information, and materials submitted to City hereunder public records subject to public disclosure. Optionee hereby acknowledges that City may disclose any records, information and materials submitted to City in connection with this Agreement.

Section 17. Prohibition Against Making Contributions to City. Through its execution of this Agreement, Optionee acknowledges that it is familiar with Section 1.126 of the San Francisco Campaign and Governmental Conduct Code, which prohibits any person who contracts with the City for the selling or leasing of any land or building to or from the City whenever such transaction would require the approval by a City elective officer, the board on which that City elective officer serves, or a board on which an appointee of that individual serves, from making any campaign contribution to (1) the City elective officer, (2) a candidate for the office held by such individual, or (3) a committee controlled by such individual or candidate, at any time from the commencement of negotiations for the contract until the later of either the termination of negotiations for such contract or six months after the date the contract is approved. Optionee acknowledges that the foregoing restriction applies only if the contract or a combination or series of contracts approved by the same individual or board in a fiscal year have a total anticipated or actual value of \$50,000 or more.

Section 18. Conflicts of Interest. Through its execution of this Agreement, Optionee acknowledges that it is familiar with the provisions of Article III, Chapter 2 of City's Campaign and Governmental Conduct Code, and Section 87100 et seq. and Section 1090 et seq. of the Government Code of the State of California, and certifies that it does not know of any facts which would constitute a violation of said provision, and agrees that if Optionee becomes aware of any such fact during the term of this Agreement, Optionee shall immediately notify the City.

Section 19. Effective Date. Notwithstanding anything to the contrary contained herein, this Agreement shall not be effective until the date on which the City's Board of Supervisors and Mayor enact a resolution approving and authorizing this Agreement and the transactions contemplated hereby, following execution of this Agreement by both parties.

NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED IN THIS AGREEMENT, OPTIONEE ACKNOWLEDGES AND AGREES THAT NO OFFICER OR EMPLOYEE OF CITY HAS AUTHORITY TO COMMIT CITY TO THIS AGREEMENT UNLESS AND UNTIL APPROPRIATE LEGISLATION OF CITY'S BOARD OF SUPERVISORS SHALL HAVE BEEN DULY ENACTED APPROVING THIS AGREEMENT AND AUTHORIZING THE TRANSACTIONS CONTEMPLATED HEREBY. THEREFORE, ANY OBLIGATIONS OR

LIABILITIES OF CITY HEREUNDER ARE CONTINGENT UPON THE DUE ENACTMENT OF SUCH LEGISLATION, AND THIS AGREEMENT SHALL BE NULL AND VOID IF CITY'S BOARD OF SUPERVISORS AND MAYOR DO NOT APPROVE THIS AGREEMENT, IN THEIR RESPECTIVE SOLE DISCRETION.

[Signatures appear on following page]

IN WITNESS WHEREOF, Optionee and the City have executed this Agreement as of the date first written above.

CITY:

CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation

By: _____
John Updike
Director of Property

OPTIONEE:

Potrero Housing Associates I, L.P.,
a California Limited Partnership

By: MCB Family Housing Inc.,
a California nonprofit public benefit
corporation
Its: General Partner

By: _____

By: _____
Olson Lee
Director, Mayor's Office of
Housing and Community Development

APPROVED AS TO FORM:
DENNIS J. HERRERA
City Attorney

By: _____
Deputy City Attorney

EXHIBIT A

LEGAL DESCRIPTION OF 1101 CT PROPERTY

Real property in the City of San Francisco, County of San Francisco, State of California, described as follows:

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTHERLY LINE OF TWENTY-FIFTH STREET AND THE WESTERLY LINE OF MISSOURI STREET; RUNNING THENCE SOUTHERLY ALONG SAID WESTERLY LINE OF MISSOURI STREET 150 FEET; THENCE AT A RIGHT ANGLE WESTERLY 200 FEET TO THE EASTERLY LINE OF CONNECTICUT STREET; THENCE AT A RIGHT ANGLE NORTHERLY ALONG SAID EASTERLY LINE OF CONNECTICUT STREET 100 FEET; THENCE AT A RIGHT ANGLE EASTERLY 100 FEET; THENCE A RIGHT ANGLE NORTHERLY 50 FEET TO SAID SOUTHERLY LINE OF TWENTY-FIFTH STREET; THENCE AT A RIGHT ANGLE EASTERLY ALONG SAID SOUTHERLY LINE 100 FEET TO THE POINT OF BEGINNING.
BEING A PORTION OF POTRERO NUEVA BLOCK 253.

APN: LOT 007, BLOCK 4287

EXHIBIT B

LEGAL DESCRIPTION OF SFHA PROPERTY

The land referred to is situated in the County of San Francisco, City of San Francisco, State of California, and is described as follows:

Beginning at the point of intersection of the Southerly line of Twenty-fifth Street and the Easterly line of Connecticut Street; running thence Southerly along said line of Connecticut Street fifty (50) feet; thence at a right angle Easterly one hundred (100) feet; thence at a right angle Northerly fifty (50) feet to the Southerly line of Twenty-fifth Street; thence at a right angle Westerly along said line of Twenty-fifth Street one hundred (100) feet to the point of beginning.

Being portion of Potrero Nuevo Block Nos. 253-254.

Assessor's Lot 001A; Block 4287



SAN FRANCISCO PLANNING DEPARTMENT

MEMO

DATE: January 13, 2016

TO: John Updike
Director of Real Estate
Office of Real Estate
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

FROM: Mat Snyder
Planner
(415) 575-6891
mathew.snyder@sfgov.org

COPY TO: Faith Kirkpatrick, Mayor's Office of Housing and Community Development (electronic version only)
Eugene Flannery, Mayor's Office of Housing and Community Development (electronic version only)
Dan Adams, Bridge Housing (electronic version only)

RE: 1101 Connecticut Street
General Plan Referral No. 2015-015084GPR
Planning Commission Motion No. 19531

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

The Planning Department is in receipt of your General Plan Referral Application (Case No. 2015-015084GPR). The application is for the purchase of a property at 1101 Connecticut Street on behalf of Mayor's Office of Housing and Community Development ("MOHCD") for the purpose of constructing affordable housing as the first phase of the Potrero HOPE SF Master Plan Project ("Project"). This property consists of two parcels: the first parcel (Assessor's Block and Lot: 4287/007) is currently owned by the San Francisco Unified School District Planning and second parcel (Assessor's Block and Lot: 4287/007A) is currently owned by the San Francisco Housing Authority. The former is a vacant lot, the latter contains a basketball court.

The Potrero HOPE SF Master Plan Project consists of demolishing all existing 620 units, and vacating portions of the right of way that currently cross the site diagonally and building new streets that would better continue the existing street grid. The Project would transform the four existing super blocks into about 19 new fine-grained blocks, add one major new park along with several smaller parks, plazas and pedestrian ways throughout. The site would feature a new

January 13, 2016

1101 Connecticut Street

Case No. 2015-015084GPR

“Main Street” along a newly established segment of 24th Street; this new segment of 24th Street would be aligned with commercial and community uses, and parks and open space.

At completion, the Project would include up to 1,700 units, including Housing Authority replacement units (approximately 606 units), and a mix of additional affordable units (approximately 335 units at varying levels of affordability) and market rate units (approximately 661 units). New buildings would provide a consistent street wall with “eyes-on-the-street” active ground floor treatment. A variety of building types including individual townhomes, small apartment buildings and larger corridor apartment buildings would be constructed throughout. Approximately 1,150 parking spaces would be provided for the units largely below grade. Approximately 15,000 gsf of retail, and 30,000 gsf of community-serving uses is also proposed.

On December 10, 2015, the Planning Commission took the following actions regarding the Project:

- Certified the Final Environmental Impact Report (Motion No. 19529)
- Adopted CEQA Finding including a statement of overriding considerations (Motion No. 19530)
- Adopted Findings of Consistency with the General Plan and Planning Code Section 101.1 (Motion No. 19531)

Because the conveyance of the two parcels at 1101 Connecticut Street would further the Project, the Planning Commission’s actions regarding CEQA consistency with the General Plan and Planning Code Section 101.1 are applied here.

The Project is therefore, on balance, consistent with the General Plan and Planning Code Section 101.1.

Please feel free to contact me with any question.

Attachments

Planning Commission Motion 19531

Attachment A to Planning Commission Motion 19531

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SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 19531

GENERAL PLAN REFERRAL

HEARING DATE: DECEMBER 10, 2015

Date: December 3, 2015
Case No.: 2010.0515ETZ / GPR
Project: Potrero HOPE SF Master Plan Project
General Plan Findings and Planning Code Section 101.1 Findings
Location: 1095 Connecticut Street (the area generally bounded by Connecticut Street, 26th Street, Wisconsin Street, 23rd Street, Texas Street, and 25th Street)
Parcel(s): 4167/004, 004A, 4220A/001, 4223/001, 4285B/001, and 4287/001A
Project Sponsor: Dan Adams
Bridge Housing
600 California Street, Suite 900
San Francisco, CA 94108
Staff Contact: Mat Snyder – (415) 575-6891
mathew.snyder@sfgov.org
Recommendation: Adopt the Findings

1650 Mission St.
Suite 400
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Reception:
415.558.6378

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Planning
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415.558.6377

ADOPTING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN OF THE CITY AND COUNTY OF SAN FRANCISCO AND WITH SECTION 101.1 OF THE CITY PLANNING CODE FOR THE POTRERO HOPE SF MASTER PLAN PROJECT, INCLUDING VARIOUS ACTIONS NECESSARY FOR THE IMPLEMENTATION OF THE PROJECT, INCLUDING THE PURCHASING OF THE PROPERTY AT 1101 CONNECTICUT STREET.

Preamble

San Francisco Charter Section 4.105 and Administrative Code Section 2A.53 of the Administrative Code requires General Plan referrals to the Planning Commission for certain matters so that the Commission may determine if such actions are in conformity with the General Plan and Section 101.1 of the Planning Code. Actions, including but not limited to legislative actions, subdivisions, right-of-way dedications and vacations, and the purchasing of property are required to be in conformity with the General Plan and Planning Code Section 101.1.

On March 6, 2014, Bridge Housing (hereinafter "Project Sponsor") filed Application No. 2010.0515TZ (hereinafter "Application") with the Planning Department (hereinafter "Department") for Planning Code Text and Map amendments to rezone the Assessor's Block and Lots 4167/004, 004A, 4220A/001, 4223/001, 4285B/001, and 4287/001A to establish a Special Use District (hereinafter "SUD"), and change height limits specifically for Potrero HOPE SF Master Plan Project (hereinafter "Project").

On November 10, 2010, the Department issued a Notice of Preparation of an Environmental Impact Report ("NOP") for the Project. On November 5, 2014, the Department published the Draft Environmental Impact Report / Draft Environmental Impact Statement ("DEIR/DEIS") for the Project and provided public notice in a newspaper of general circulation of the availability of the DEIR/DEIS for public review and comment. The DEIR/DEIS was available for public comment from November 7, 2014

through January 7, 2015. The Planning Commission held a public hearing on December 11, 2014 on the DEIR/DEIS at a regularly scheduled meeting to solicit public comment regarding the DEIR/DEIS.

The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the public review period for the DEIR/DEIS, prepared revisions to the text of the DEIR/DEIS in response to comments received or based on additional information that became available during the public review period. This material was presented in a Response to Comments document, published on October 8, 2015, distributed to the Planning Commission and all parties who commented on the DEIR/DEIS, and made available to others upon request at the Department.

A Final Environmental Impact Report / Final Environmental Impact Statement ("FEIR/FEIS" or "Final EIR/EIS") was prepared by the Department, consisting of the Draft EIR/EIS and the Response to Comments document.

Project Environmental Impact Report files have been made available for review by this Commission and the public. These files are available for public review at the Planning Department at 1650 Mission Street, and are part of the record before this Commission.

On December 10, 2015, the Planning Commission reviewed and considered the Final EIR/EIS and found that the contents of the report and the procedures through which the Final EIR/EIS was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code section 21000 et seq.) ("CEQA"), 14 California Code of Regulations sections 15000 et seq. ("CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31").

The Commission found the Final EIR/EIS was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR/EIS, and approved the Final EIR/EIS for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

The Planning Department, Jonas P. Ionin, is the custodian of records, located in the File for Case No. 2008.0091E, at 1650 Mission Street, Fourth Floor, San Francisco, California.

Department staff prepared a Mitigation Monitoring and Reporting Program ("MMRP") for the Project and these materials were made available to the public and this Commission for this Commission's review, consideration and action.

Project Description

By this action, the Planning Commission adopts General Plan Consistency findings, including a finding that the Project, as identified in the Final EIR, is consistent with Planning Code Section 101.1. The Project is generally described below here.

The Potrero HOPE SF Master Plan Project is part of the City's Hope SF Program, which looks to transform several of the City's Housing Authority sites to revitalized mixed-use mixed-income well integrated neighborhoods.

The Potrero HOPE SF Master Plan Project includes demolishing all existing 620 units, and vacating portions of the right of way that currently cross the site diagonally and building new streets that would better continue the existing street grid. The Project would transform the four existing super

blocks into about 19 new fine-grained blocks, add one major new park along with several smaller parks, plazas and pedestrian ways throughout. The site would feature a new "Main Street" along a newly established segment of 24th Street; this new segment of 24th Street would be aligned with commercial and community uses, and parks and open space.

At completion the Potrero HOPE SF would include up to 1,700 units, including Housing Authority replacement units, and a mix of additional affordable units (approximately 335 units at varying levels of affordability) and market rate units (approximately 661 units). New buildings would provide a consistent street wall with "eyes-on-the-street" active ground floor treatment. A variety of building types including individual townhomes, small apartment buildings and larger corridor apartment buildings would be constructed throughout. Approximately 1,150 parking spaces would be provided for the units largely below grade. Approximately 15,000 gsf of retail, and 30,000 gsf of community-serving uses is also proposed

In 2008, Bridge Housing was selected by the Mayor's Office of Housing and Community Development (hereinafter "MOHCD") (then, the Mayor's Office of Housing) and the San Francisco Housing Authority to work with the local Potrero Terrance and Annex and surrounding Potrero Hill community to create a Master Plan for the site that would not only include reconstructed Housing Authority units, but additional affordable units along with market rate units, neighborhood serving retail, community service, new parks and open space, and new streets and infrastructure. Bridge Housing is also the Master Developer for the site.

In addition to applying for zoning amendments, the Project Sponsor intends to enter into a Development Agreement (hereinafter "DA") with the City and the Housing Authority to memorialize rights, responsibilities, and commitments to rebuilding the Potrero HOPE SF site. The Project Sponsor has begun working with MOHCD, the Office of Workforce and Economic Development (hereinafter "OEWD"), and the San Francisco Housing Authority, in negotiating terms of the DA. Associated with work on the DA, the Project Sponsor has been working with several City Agencies in devising a Master Infrastructure Plan. It is anticipated that the DA will not be ready for finalization until spring 2016. Because the rezoning and the DA are expected to work together, these entitlements will not be ready for Planning Commission approval until 2016.

A part of the Project includes an adjacent property at 1101 Connecticut Avenue owned by the San Francisco Unified School District along with a small Housing Authority parcel (commonly referred to as "Block X") that will be the first construction phase. It is the intention of City to purchase the site. Because Block X has no current residential or commercial uses that would require relocation, beginning construction on Block X is critical for the overall phasing. This new construction project will to enable residents of the subsequent phases to move into the new units before beginning demolition of the existing units. Therefore, MOHCD and the Project Sponsor would like to move forward with the purchase of the property in advance of approval of the DA and rezoning.

Other than those actions described above, several actions will be required for the project over its multi-year buildout. These actions include but are not limited to approval of subdivisions, right-of-way dedications and vacations.

Motion No. 19531
Hearing Date: December 10, 2015

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Potrero HOPE SF Master Plan Project

The Planning Commission wishes to facilitate the physical, environmental, social and economic revitalization of Project site, using the legal tools available through the Planning and Administrative Codes, while creating jobs, housing and open space in a safe, pleasant, attractive and livable mixed use neighborhood that is linked rationally to adjacent neighborhoods. The Commission wishes to enable implementing actions, such as the purchase of Block X, prior to approving the rezoning and DA, and therefore is adopting these findings now.

The Potrero HOPE SF Master Plan Project 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, as expressed in the findings contained in Attachment A to this resolution.

Motion No. 19531
Hearing Date: December 10, 2015

Case No: 2010.0515ETZ / GPR
Potrero HOPE SF Master Plan Project

NOW, THEREFORE, BE IT RESOLVED, That the Planning Commission hereby adopts the CEQA Findings set forth in Motion No. 19530 and finds that the Project and approval actions thereto are consistent with the General Plan, and with Section 101.1 of the Planning Code as described in Attachment A to this Resolution.

I hereby certify that the foregoing Resolution was ADOPTED by the San Francisco Planning Commission on December 10, 2015.

Jonas Ionin
Commission Secretary

AYES: Fong, Wu, Antonini, Johnson, Moore, Richards

NOES:

ABSENT: Hillis

Attachment A

To Planning Commission Motion No. 19531

Case No. 2010.0515ETZ / GPR

The Potrero Hope SF Master Plan Project General Plan Findings

and

Planning Code Section 101.1 Findings

The following constitute findings that the Potrero Hope SF Master Plan Project (Project) and approval actions thereto are, on balance, consistent with the General Plan and Planning Code Section 101.1. The Potrero Hope SF Master Plan Project is described within the Final EIR, Certified by the Planning Commission on December 10, 2015, with Planning Commission Motion No. 19530, and within the the CEQA findings under Planning Commission Motion No. 19531.

Approval actions that will be required to implement the Project include, but are not limited to: (1) Adoption of Planning Code Text and Map Amendments that would establish a Hope SF Potrero Special Use District and associated Design Standards and Guidelines Document, and would increase heights in some locations; (2) Approval of a Development Agreement between the City of County of San Francisco, the Master Developer, and the San Francisco Housing Authority; (3) various mapping, street vacation and street dedication actions; and (4) the purchase of the site at Connecticut from the San Francisco Unified School District to the City and County of San Francisco for the development of affordable housing.

SHOWPLACE SQUARE / POTRERO AREA PLAN

The Showplace Square / Potrero Area Plan was approved in 2009 along with the East Soma, Mission District, and Central Waterfront Area Plans, which together, are referred to as the Eastern Neighborhoods. The Showplace Square / Potrero Area Plan was adopted, in part, to guide development in previously zoned M-1(Light Industrial) and M-2(Heavy Industrial) Districts to assure both preservation of PDR uses, and to encourage high quality mixed-use development where land was being opened up to development. The Showplace Square / Potrero Area Plan also provides objectives and policies to encourage the development of complete neighborhoods – that housing come with complementary uses and needed infrastructure. The Plan also emphasizes maximizing the development of affordable housing to the extent feasible.

Showplace Square / Potrero Area Plan – Housing

- OBJECTIVE 2.1 ENSURE THAT A SIGNIFICANT PERCENTAGE OF NEW HOUSING CREATED IN THE SHOWPLACE / POTRERO IS AFFORDABLE TO PEOPLE WITH A WIDE RANGE OF INCOMES
- POLICY 2.1.2 Provide land and funding for the construction of new housing affordable to very low and low income households.
- OBJECTIVE 2.2 RETAIN AND IMPROVE EXISTING HOUSING AFFORDABLE TO PEOPLE OF ALL INCOMES
- POLICY 2.2.5: Facilitate the redevelopment of the Potrero View Public Housing through the Hope SF program.
- OBJECTIVE 2.3 REQUIRE THAT A SIGNIFICANT NUMBER OF UNITS IN NEW DEVELOPMENTS HAVE TWO OR MORE BEDROOMS EXCEPT SENIOR HOUSING AND SRO DEVELOPMENTS UNLESS ALL BELOW MARKET RATE UNITS ARE TWO OR MORE BEDROOM UNITS
- POLICY 2.3.1 Target the provision of affordable units for families.
- POLICY 2.3.2 Prioritize the development of affordable family housing, both rental and ownership, particularly along transit corridors and adjacent to community amenities.
- POLICY 2.3.4 Encourage the creation of family supportive services, such as childcare facilities, parks and recreation, or other facilities, in affordable housing or mixed use developments.
- OBJECTIVE 2.5 PROMOTE HEALTH THROUGH RESIDENTIAL DEVELOPMENT DESIGN AND LOCATION
- POLICY 2.5.2 Develop affordable family housing in areas where families can safely walk to schools, parks, retail, and other services.
- POLICY 2.5.3 Require new development to meet minimum levels of “green” construction.

OBJECTIVE 2.6 CONTINUE AND EXPAND THE CITY'S EFFORTS TO INCREASE PERMANENTLY AFFORDABLE HOUSING PRODUCTION AND AVAILABILITY

The Potrero Hope SF Master Plan Development meets these objectives and policies in that they provide a truly mixed income community with replacement units for very low income residents including families, additional new affordable units for low income families and seniors, as well as market rate housing..

Policy 2.2.5 specifically names the redevelopment through Potrero HOPE SF as meeting Objective 2.1 signaling the important policy priority of this master development. The housing planned is primarily family housing with a smaller senior housing component envisioned. . As a Hope SF Project, community services will be provided at each affordable housing development, as well as additional community wide facilities including child care. Residential-serving uses, such as neighborhood retail is also planned. Parks and green streets that better connect the residents with nearby open space resources are also integral to the Project. Finally, the neighborhood will be designed to LEED Neighborhood Development standards.

Showplace Square / Potrero Area Plan – Built Form

OBJECTIVE 3.1

PROMOTE AN URBAN FORM THAT REFLECTS SHOWPLACE SQUARE AND POTRERO HILL'S DISTINCTIVE PLACE IN THE CITY'S LARGER FORM AND STRENGTHENS ITS PHYSICAL FABRIC AND CHARACTER

POLICY 3.1.1 Adopt heights that are appropriate for Showplace Square's location in the city, the prevailing street width and block pattern, and the anticipated land uses, while respecting the residential character of Potrero Hill.

POLICY 3.1.3 Relate the prevailing heights of buildings to street and alley width throughout the plan area.

POLICY 3.1.5 Respect public view corridors. Of particular interest are the east-west views to the bay or hills, and several north-south views towards downtown and Potrero Hill.

POLICY 3.1.6 New buildings should epitomize the best in contemporary architecture, but should do so with full awareness of, and respect for, the height, mass, articulation and materials of the best of the older buildings that surrounds them.

- POLICY 3.1.8 New development should respect existing patterns of rear yard open space. Where an existing pattern of rear yard open space does not exist, new development on mixed-use-zoned parcels should have greater flexibility as to where open space can be located.
- OBJECTIVE 3.2 PROMOTE AN URBAN FORM AND ARCHITECTURAL CHARACTER THAT SUPPORTS WALKING AND SUSTAINS A DIVERSE, ACTIVE AND SAFE PUBLIC REALM
- POLICY 3.2.3 Minimize the visual impact of parking.
- POLICY 3.2.4 Strengthen the relationship between a building and its fronting sidewalk.
- POLICY 3.2.6 Sidewalks abutting new developments should be constructed in accordance with locally appropriate guidelines based on established best practices in streetscape design.
- OBJECTIVE 3.3 PROMOTE THE ENVIRONMENTAL SUSTAINABILITY, ECOLOGICAL FUNCTIONING AND THE OVERALL QUALITY OF THE NATURAL ENVIRONMENT IN THE PLAN AREA
- POLICY 3.3.1 Require new development to adhere to a new performance-based evaluation tool to improve the amount and quality of green landscaping.
- POLICY 3.3.4 Compliance with strict environmental efficiency standards for new buildings is strongly encouraged.

The Project, on balance, meets the above objectives and policies regarding urban form. The Project includes the re-alignment of the irregular street grid to one that is consistent with and improves connectivity to the rest of the of the Potrero neighborhood. Buildings will be constructed so that they form consistent building "street walls" along rights-of-way in proportion to street widths in accordance principles for good urban design. While at times taller than typical Potrero Hill houses and apartments, buildings will be broken down both vertically and horizontally, and will be aligned with active uses to assure that they are designed to the human scale. New streets will meet the City's Better Streets standards. New parks and open spaces will be established with a variety of active and passive uses. Some of the rights-of-way will also serve as "Green Connections" that will have open space features, and connect the on-site open spaces together as a cohesive network.

Due to the new development, portions of existing views across the site will be changed to feature foreground views of the new buildings in place of far-away views of the Bay and hills. For one view from

the top of Potrero Recreation Center looking south, a Mitigation Measure limiting some building heights across 23rd Street will assure that most of the view will be retained. Even with the change of some views, on balance, the quality of the site will be significantly improved thereby, on balance, meeting the Built Form objectives and policies of the Showplace Square / Potrero Area Plan.

OBJECTIVE 4.1 IMPROVE PUBLIC TRANSIT TO BETTER SERVE EXISTING AND NEW DEVELOPMENT IN SHOWPLACE SQUARE / POTRERO HILL

POLICY 4.1.1 Commit resources to an analysis of the street grid, the transportation impacts of new zoning, and mobility needs in Showplace Square Potrero /Eastern Neighborhoods to develop a plan that prioritizes transit while addressing needs of all modes (auto circulation, freeway traffic, bicyclists, pedestrians).

OBJECTIVE 4.3 ESTABLISH PARKING POLICIES THAT IMPROVE THE QUALITY OF NEIGHBORHOODS AND REDUCE CONGESTION AND PRIVATE VEHICLE TRIPS BY ENCOURAGING TRAVEL BY NON-AUTO MODES

POLICY 4.3.1 For new residential development, provide flexibility by eliminating minimum off-street parking requirements and establishing reasonable parking caps.

OBJECTIVE 4.5 CONSIDER THE STREET NETWORK IN SHOWPLACE SQUARE/POTRERO HILL AS A CITY RESOURCE ESSENTIAL TO MULTI-MODAL MOVEMENT AND PUBLIC OPEN SPACE

OBJECTIVE 4.6 SUPPORT WALKING AS A KEY TRANSPORTATION MODE BY IMPROVING PEDESTRIAN CIRCULATION WITHIN SHOWPLACE SQUARE/POTRERO HILL AND TO OTHER PARTS OF THE CITY

POLICY 4.6.1 Use established street design standards and guidelines to make the pedestrian environment safer and more comfortable for walk trips.

OBJECTIVE 4.8 ENCOURAGE ALTERNATIVES TO CAR OWNERSHIP AND THE REDUCTION OF PRIVATE VEHICLE TRIPS

POLICY 4.8.3 Develop a Transportation Demand Management (TDM) program for the Eastern Neighborhoods that provides information and incentives for employees, visitors and residents to use alternative transportation modes and travel times.

The project meets the above Showplace Square / Potrero Area Plan objectives and policies regarding Transportation.

The street network will be re-established to fit in with the Potrero Street grid, where it does not currently; this will greatly improve connectivity for all modes of transportation. Streets will be designed to emphasize safety, comfort and connectivity for pedestrians. Bus lines will be rerouted per the new street layout and per the Muni Forward program improving the bus' access and performance. The Project Sponsor will develop a Transportation Demand Management program that will further encourage modes of transportation other than by single-occupancy vehicle.

Showplace Square / Potrero Area Plan – Streets and Open Space

- OBJECTIVE 5.1 PROVIDE PUBLIC PARKS AND OPEN SPACES THAT MEET THE NEEDS OF RESIDENTS, WORKERS AND VISITORS
- OBJECTIVE 5.2 ENSURE THAT NEW DEVELOPMENT INCLUDES HIGH QUALITY PRIVATE OPEN SPACE
- POLICY 5.2.1 Require new residential and mixed-use residential development to provide on-site private open space designed to meet the needs of residents.
- POLICY 5.2.5 New development should respect existing patterns of rear yard open space. Where an existing pattern of rear yard open space does not exist, new development on mixed-use-zoned parcels should have flexibility as to where open space can be located.
- OBJECTIVE 5.3 CREATE A NETWORK OF GREEN STREETS THAT CONNECTS OPEN SPACES AND IMPROVES THE WALKABILITY, AESTHETICS, AND ECOLOGICAL SUSTAINABILITY OF THE NEIGHBORHOOD
- POLICY 5.3.2 Maximize sidewalk landscaping, street trees and pedestrian scale street furnishing to the greatest extent feasible.
- OBJECTIVE 5.4 THE OPEN SPACE SYSTEM SHOULD BOTH BEAUTIFY THE NEIGHBORHOOD AND STRENGTHEN THE ENVIRONMENT

The Hope SF Potrero Master Plan Project includes about 3.5 acres of new parks and open space. Further, it includes new streets that will have open space features and create a "Green Connections" network within the site. Individual development sites within the overall Hope SF site will have their

own usable open space requirement, some of which will also be open to the public. Those blocks that will be developed next to existing rear yards will adhere to rear yard standards typical for San Francisco.

Showplace Square / Potrero Area Plan – Community Services and Facilities

POLICY 7.1.1 Support the siting of new facilities to meet the needs of a growing community and to provide opportunities for residents of all age levels.

POLICY 7.1.3 Ensure childcare services are located where they will best serve neighborhood workers and residents.

OBJECTIVE 7.2 ENSURE CONTINUED SUPPORT FOR HUMAN SERVICE PROVIDERS THROUGHOUT THE EASTERN NEIGHBORHOODS

POLICY 7.2.1 Promote the continued operation of existing human and health services that serve low-income and immigrant communities in the Eastern Neighborhoods, and prevent their displacement.

Integral to the Hope SF initiative, is a series of community building programs for its population. The Project will include a 25,000 – 35,000 sf community center that will include a child care center, among other services for families and the broader community. Active and continued community engagement is paramount to the multi-year work at the current site to promote connections with services to the low income residents living at Potrero Terrace and Annex.

HOUSING ELEMENT

The principle objectives of the Housing Element are to provide new housing; retain the existing supply; enhance physical conditions and safety without jeopardizing use or affordability; support affordable housing production by increasing site availability and capacity; increase the effectiveness and efficiency of the affordable housing production system; protect the affordability of existing housing; expand financial resources for permanently affordable housing; ensure equal access; avoid or mitigate hardships imposed by displacement; reduce homelessness and the risk of homelessness in coordination with relevant agencies and providers; pursue place making and neighborhood building principles in increasing the supply of housing; and strengthen citywide affordable housing programs through coordinated regional and state efforts.

The Project is consistent with and implements the following objectives and policies of the Housing Element:

- OBJECTIVE 1 Identify and make available for development adequate sites to meet the City's housing needs, especially permanently affordable housing.

- POLICY 1.3 Work proactively to identify and secure opportunity sites for permanently affordable housing.

- Objective 4 Foster a housing stock that meets the needs of all residents across lifecycles.

- POLICY 4.1 Develop new housing, and encourage the remodeling of existing housing, for families with children.

- POLICY 4.2 Provide a range of housing options for residents with special needs for housing support and services.

- 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 5 Ensure that all residents have equal access to available units.

- POLICY 5.5 Minimize the hardships of displacement by providing essential relocation services.

- POLICY 5.6 Offer displaced households the right of first refusal to occupy replacement housing units that are comparable in size, location, cost, and rent control protection.

- Objective 7 Secure funding and resources for permanently affordable housing, including innovative programs that are not solely reliant on traditional mechanisms or capital.
- POLICY 7.5 Encourage the production of affordable housing through process and zoning accommodations, and prioritize affordable housing in the review and approval processes.
- 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.
- POLICY 8.3 Generate greater public awareness about the quality and character of affordable housing projects and generate communitywide support for new affordable housing.
- Objective 9 Preserve units subsidized by the federal, state or local sources.
- POLICY 9.3 Maintain and improve the condition of the existing supply of public housing, through programs such as HOPE SF.
- POLICY 11.1 Promote the construction and rehabilitation of well-designed housing that emphasizes beauty, flexibility, and innovative design, and respects existing neighborhood character.
- POLICY 11.2 Ensure implementation of accepted design standards in project approvals.
- POLICY 11.3 Ensure growth is accommodated without substantially and adversely impacting existing residential neighborhood character.
- POLICY 11.6 Foster a sense of community through architectural design, using features that promote community interaction.
- Objective 12 Balance housing growth with adequate infrastructure that serves the City's growing population.
- POLICY 12.1 Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

- POLICY 12.2 Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.
- POLICY 12.3 Ensure new housing is sustainably supported by the City's public infrastructure systems.

The Hope SF initiative, including the Potrero Hope SF Master Development Project, is a central affordable housing and community development program for the City and County of San Francisco. Through the Hope SF initiative, existing affordable housing sites for very low income residents will be rebuilt with better connected mixed-income, complete neighborhoods that increase the permanent affordable housing stock of the City as well as provides a range of housing options for residents with special needs and for a range of income levels. The Potrero HOPE SF Master Development Project will seek to minimize displacement of existing residents and will provide essential relocation services that include maintenance of subsidized housing opportunities and the right to return as provided in the Right to Return Ordinance. The proposed funding of this large scale project is creative and leverages extensive public and private sources of capital. The project will receive zoning and priority approval processes to encourage the production of affordable housing. The high visibility of this project will increase capacity of builders and owners of affordable and mixed income communities as well as raise greater public awareness of the high quality design and character of affordable housing. Policy 9.3 specifically names HOPE SF as leading initiative to maintain and improve the condition of existing supply of public housing in the Plan Area. As a site that is well under the Planning Code's density limit, the Hope SF also looks to take advantage of the additional allowed density to construct market-rate units, which, in turn, will both create a mixed-income neighborhood and will cross-subsidizing the cost of reconstructing the existing dilapidated affordable housing. Also central to the Hope SF initiative is the construction of new infrastructure including new streets and parks that meet -- and in some cases exceed -- current City standards for ecological performance, safety, and comfort.

COMMERCE AND INDUSTRY

The principle objectives for Commerce & Industry are to manage economic growth and change, maintain a sound and diverse economic base and fiscal structure, provide expanded employment opportunities for city residents particularly the unemployed and underemployed in a wide range of fields and levels, improve viability of existing businesses as well as attract new businesses – particularly in new industries, and assure entrepreneurial opportunities for local businesses.

The following objectives and policies are relevant to the Project:

- OBJECTIVE 6 MAINTAIN AND STRENGTHEN VIABLE NEIGHBORHOOD
COMMERCIAL AREAS EASILY ACCESSIBLE TO CITY RESIDENTS.
- POLICY 6.1 Ensure and encourage the retention and provision of neighborhood-
serving goods and services in the city's neighborhood commercial
districts, while recognizing and encouraging diversity among the
districts.
- POLICY 6.2 Promote economically vital neighborhood commercial districts which
foster small business enterprises and entrepreneurship and which are
responsive to economic and technological innovation in the marketplace
and society
- 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 6.7 Promote high quality urban design on commercial streets.

The Project meets and furthers the Objectives and Policies of the Commerce and Industry Element by reinforcing the typical San Francisco pattern of including resident serving uses along with residential development. The Project will generally permit small scale retail and community related uses throughout and requiring ground floor non-residential uses on a portion of 24th Street, which will serve as the neighborhood's "Main Street". Design and Land Use regulations for the development will require that neighborhood commercial retail be established in a pedestrian-oriented active environment typical of San Francisco neighborhoods and specifically called for in the Commerce and Industry Element. The possible provision of retail space will provide entrepreneurial opportunities for local residents and workers. Of course, new development will provide construction business opportunities, especially with outreach to small businesses through the City's SBE program, along with opportunities for property management and maintenance.

RECREATION AND OPEN SPACE ELEMENT

The principle objectives of the Recreation and Open Space Element are to preserve large areas of open space sufficient to meet the long-range needs of the Bay Region, develop and maintain a diversified and balanced citywide system of high quality public open space, provide a continuous public open space along the shoreline, and provide opportunities for recreation and the enjoyment of open space in every neighborhood.

- OBJECTIVE 1 ENSURE A WELL-MAINTAINED, HIGHLY UTILIZED, AND INTEGRATED OPEN SPACE SYSTEM

- POLICY 1.1 Encourage the dynamic and flexible use of existing open spaces and promote a variety of recreation and open space uses, where appropriate.

- POLICY 1.11 Encourage private recreational facilities on private land that provide a community benefit, particularly to low and moderate-income residents.

- OBJECTIVE 2 INCREASE RECREATION AND OPEN SPACE TO MEET THE LONG-TERM NEEDS OF THE CITY AND BAY REGION

- POLICY 2.7 Expand partnerships among open space agencies, transit agencies, private sector and nonprofit institutions to acquire, develop and/or manage existing open spaces.

- POLICY 2.8 Consider repurposing underutilized City-owned properties as open space and recreational facilities.

- OBJECTIVE 3 IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE

- POLICY 3.1 Creatively develop existing publicly-owned right-of-ways and streets into open space.

- POLICY 3.2 Establish and Implement a network of Green Connections that increases access to parks, open spaces, and the waterfront.

- POLICY 3.6 Maintain, restore, expand and fund the urban forest.

The Project meets and furthers the Objectives and Policies of the Recreation and Open Space by creating a new street and open space network within an area that is currently characterized by wide disconnected streets, steep unoccupied terrain, and lack of recreational opportunities. Altogether, 3.5 acres of new parks and open space are proposed for the site. Further, the new street network will improve connectivity from existing residential neighborhoods, parks and open spaces.

TRANSPORTATION ELEMENT

The Transportation Element is largely concerned with the movement of people and goods. It addresses the need for multi-modal streets and facilities, implementation of the City's transit-first policy, the need to limit parking and auto capacity on the roads, and ways to incentivize travel by transit, bike and by foot. It also addresses the relationship between transportation and land use and how the two should be coordinated to reduce the need for auto trips.

The following objectives and policies are relevant to the Project:

- OBJECTIVE 1 MEET THE NEEDS OF ALL RESIDENTS AND VISITORS FOR SAFE, CONVENIENT AND INEXPENSIVE TRAVEL WITHIN SAN FRANCISCO AND BETWEEN THE CITY AND OTHER PARTS OF THE REGION WHILE MAINTAINING THE HIGH QUALITY LIVING ENVIRONMENT OF THE BAY AREA.
- POLICY 1.2 Ensure the safety and comfort of pedestrians throughout the city.
- POLICY 1.6 Ensure choices among modes of travel and accommodate each mode when and where it is most appropriate.
- POLICY 2.5 Provide incentives for the use of transit, carpools, vanpools, walking and bicycling and reduce the need for new or expanded automobile and automobile parking facilities.
- OBJECTIVE 18 ESTABLISH A STREET HIERARCHY SYSTEM IN WHICH THE FUNCTION AND DESIGN OF EACH STREET ARE CONSISTENT WITH THE CHARACTER AND USE OF ADJACENT LAND.
- POLICY 18.2 Design streets for a level of traffic that serves, but will not cause a detrimental impact on adjacent land uses, or eliminate the efficient and safe movement of transit vehicles and bicycles.
- POLICY 18.4 Discourage high-speed through traffic on local streets in residential areas through traffic "calming" measures that are designed not to disrupt transit service or bicycle movement, including:
- Sidewalk bulbs and widenings at intersections and street entrances;
 - Lane off-sets and traffic bumps;

- Narrowed traffic lanes with trees, landscaping and seating areas;
and
- colored and/or textured sidewalks and crosswalks.

POLICY 20.5 Place and maintain all sidewalk elements, including passenger shelters, benches, trees, newsracks, kiosks, toilets, and utilities at appropriate transit stops according to established guidelines.

OBJECTIVE 23 IMPROVE THE CITY'S PEDESTRIAN CIRCULATION SYSTEM TO PROVIDE FOR EFFICIENT, PLEASANT, AND SAFE MOVEMENT.

POLICY 23.1 Provide sufficient pedestrian movement space with a minimum of pedestrian congestion in accordance with a pedestrian street classification system.

POLICY 23.2 Widen sidewalks where intensive commercial, recreational, or institutional activity is present, sidewalks are congested and where residential densities are high.

POLICY 23.3 Maintain a strong presumption against reducing sidewalk widths, eliminating crosswalks and forcing indirect crossings to accommodate automobile traffic.

POLICY 23.6 Ensure convenient and safe pedestrian crossings by minimizing the distance pedestrians must walk to cross a street.

OBJECTIVE 24 IMPROVE THE AMBIENCE OF THE PEDESTRIAN ENVIRONMENT.

POLICY 24.2 Maintain and expand the planting of street trees and the infrastructure to support them.

POLICY 24.3 Install pedestrian-serving street furniture where appropriate.

POLICY 24.5 Where consistent with transportation needs, transform streets and alleys into neighborhood-serving open spaces or "living streets", especially in neighborhoods deficient in open space.

OBJECTIVE 26 CONSIDER THE SIDEWALK AREA AS AN IMPORTANT ELEMENT IN THE CITYWIDE OPEN SPACE SYSTEM.

- OBJECTIVE 27 ENSURE THAT BICYCLES CAN BE USED SAFELY AND
 CONVENIENTLY AS A PRIMARY MEANS OF TRANSPORTATION, AS
 WELL AS FOR RECREATIONAL PURPOSES.
- OBJECTIVE 28 PROVIDE SECURE AND CONVENIENT PARKING FACILITIES FOR
 BICYCLES.
- POLICY 28.1 Provide secure bicycle parking in new governmental, commercial, and
 residential developments.
- OBJECTIVE 34 RELATE THE AMOUNT OF PARKING IN RESIDENTIAL AREAS AND
 NEIGHBORHOOD COMMERCIAL DISTRICTS TO THE CAPACITY OF
 THE CITY'S STREET SYSTEM AND LAND USE PATTERNS.
- POLICY 34.3 Permit minimal or reduced off-street parking supply for new buildings in
 residential and commercial areas adjacent to transit centers and along
 transit preferential streets.
- OBJECTIVE 35 MEET SHORT-TERM PARKING NEEDS IN NEIGHBORHOOD
 SHOPPING DISTRICTS CONSISTENT WITH PRESERVATION OF A
 DESIRABLE ENVIRONMENT FOR PEDESTRIANS AND RESIDENTS.

The Project meets and furthers the Objectives and Policies of the Transportation Element by requiring the creation of a new fine-grained street grid in place of the diagonally configured and disconnected street and block pattern that exists today. The Project accommodates the creation of a new mixed-use predominately development in a pattern that encourages walking and using transit. The Project also calls for streetscape improvements that will calm auto traffic while assuring pedestrian comfort and enjoyment.

URBAN DESIGN ELEMENT

The Urban Design Element addresses the physical character and order of the City. It establishes objectives and policies dealing with the city pattern, conservation (both of natural areas and historic structures), major new developments, and neighborhood environment. It discusses meeting "human needs", largely by assuring quality living environments, and by protecting and enhancing those characteristics of development that make San Francisco special.

The following objectives and policies are relevant to the Project:

- OBJECTIVE 1 EMPHASIS OF THE CHARACTERISTIC PATTERN WHICH GIVES TO THE CITY AND ITS NEIGHBORHOODS AN IMAGE, A SENSE OF PURPOSE, AND A MEANS OF ORIENTATION.

- POLICY 1.1 Recognize and protect major views in the city, with particular attention to those of open space and water.

- POLICY 1.2 Recognize, protect and reinforce the existing street pattern, especially as it is related to topography.

- POLICY 1.3 Recognize that buildings, when seen together, produce a total effect that characterizes the city and its districts.

- POLICY 1.5 Emphasize the special nature of each district through distinctive landscaping and other features.

- POLICY 1.6 Make centers of activity more prominent through design of street features and by other means.

- POLICY 1.7 Recognize the natural boundaries of districts, and promote connections between districts.

- POLICY 2.9 Review proposals for the giving up of street areas in terms of all the public values that streets afford.

- POLICY 2.10 Permit release of street areas, where such release is warranted, only in the least extensive and least permanent manner appropriate to each case.

- OBJECTIVE 3 MODERATION OF MAJOR NEW DEVELOPMENT TO COMPLEMENT THE CITY PATTERN, THE RESOURCES TO BE CONSERVED, AND THE NEIGHBORHOOD ENVIRONMENT.

- POLICY 3.3 Promote efforts to achieve high quality of design for buildings to be constructed at prominent locations.
- POLICY 3.4 Promote building forms that will respect and improve the integrity of open spaces and other public areas.
- POLICY 3.5 Relate the height of buildings to important attributes of the city pattern and to the height and character of existing development.
- POLICY 3.7 Recognize the special urban design problems posed in development of large properties.
- POLICY 3.8 Discourage accumulation and development of large properties, unless such development is carefully designed with respect to its impact upon the surrounding area and upon the city.
- OBJECTIVE 4 IMPROVEMENT OF THE NEIGHBORHOOD ENVIRONMENT TO INCREASE PERSONAL SAFETY, COMFORT, PRIDE AND OPPORTUNITY .
- POLICY 4.3 Provide adequate lighting in public areas.
- POLICY 4.4 Design walkways and parking facilities to minimize danger to pedestrians.
- POLICY 4.5 Provide adequate maintenance for public areas.
- POLICY 4.6 Emphasize the importance of local centers providing commercial and government services.
- POLICY 4.8 Provide convenient access to a variety of recreation opportunities.
- POLICY 4.10 Encourage or require the provision of recreation space in private development.
- POLICY 4.12 Install, promote and maintain landscaping in public and private areas.
- POLICY 4.13 Improve pedestrian areas by providing human scale and interest.

On balance, the Project is consistent with and furthers the Urban Design Element. The project enables the establishment of a new vibrant mixed-use-predominately-residential neighborhood on currently underutilized land. The Project will extend the Potrero street grid and block pattern where it currently

does not exist today, thereby reinforcing Potrero's street pattern. The Project's compact urban development of modulated buildings will step along the site's steep topography; open spaces and green streets will punctuate the new block pattern. Taken together, these characteristics will enable the revitalized Hope SF Potrero neighborhood to be both individually distinctive and better integrated into the larger Potrero neighborhood. Streets will be designed to Better Streets standards and will be safe, comfortable, and inviting. While the proposal includes allowing heights of buildings to be as tall as 65-feet at some locations (taller than what's allowed within other residentially portions of Potrero Hill), design standards will require that they be broken down both vertically and horizontally and be designed to the human scale. The portion of the site that allows the tallest heights will be reserved for the center of the neighborhood's planned commercial and community-serving center, thereby demarking the Project's civic heart. While the view across the site -- some from the Potrero Recreation Center -- will change in nature with additional buildings in the foreground, other views will be improved and protected by aligning new streets with existing streets allowing continual views down them and assuring they are not blocked in the future. On balance, the urban design character of the site will be significantly improved; therefore, the Project is consistent with the Urban Design Element.

ENVIRONMENTAL PROTECTION ELEMENT

The Environmental Protection Element is concerned with protecting the natural environment within San Francisco's urban context. The element provides objectives and policies for the following topics: the Bay, ocean and shoreline, air, fresh water, land, flora and fauna, transportation noise, and energy.

The following objectives and policies are relevant to the Project:

OBJECTIVE 1 ACHIEVE A PROPER BALANCE AMONG THE CONSERVATION, UTILIZATION, AND DEVELOPMENT OF SAN FRANCISCO'S NATURAL RESOURCES.

Policy 1.4 Assure that all new development meets strict environmental quality standards and recognizes human needs.

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 is consistent with and implements the Environmental Protection Element in that it calls for mixed-use, moderate density, transit-friendly, sustainable development. The Hope SF Potrero EIR identifies potential significant and unavoidable impacts regarding noise and air pollutant emissions; these impacts are largely traffic and construction related and are substantially due to the Project's scale. The Project and all related City approvals are nonetheless consistent with the Environmental Protection Element as the Project satisfies and implements the preponderance of Element's objectives and policies: the Project furthers the Element's emphasis on the need for compact, and sustainable development.

COMMUNITY FACILITIES ELEMENT

The Community Facilities element addresses police facilities, neighborhood center facilities, fire facilities, library facilities, public health facilities, and touches upon educational facilities, institutional facilities (colleges, etc.) wastewater facilities, and solid waste facilities.

The following objectives and policies are relevant to the Project:

- OBJECTIVE 3 ASSURE THAT NEIGHBORHOOD RESIDENTS HAVE ACCESS TO NEEDED SERVICES AND A FOCUS FOR NEIGHBORHOOD ACTIVITIES

- POLICY 3.6 Base priority for the development of neighborhood centers on relative need.

- OBJECTIVE 4 PROVIDE NEIGHBORHOOD CENTERS THAT ARE RESPONSIVE TO THE COMMUNITY SERVED.

- POLICY 4.1 Assure effective neighborhood participation in the initial planning, ongoing programming, and activities of multi-purpose neighborhood centers

The Project is consistent with and implements the Community Facilities Element. The Project allows for community serving uses on the ground floor throughout the development. A community center and senior housing development is planned for Block G that among other community-based uses will include child care. Whether or not community uses will eventually establish themselves in other permitted locations will depend on community needs and demands as well as broader market factors as the Project gets built out.

PUBLIC SAFETY ELEMENT

- OBJECTIVE 2 REDUCE STRUCTURAL AND NON-STRUCTURAL HAZARDS TO LIFE SAFETY, MINIMIZE PROPERTY DAMAGE AND RESULTING SOCIAL, CULTURAL AND ECONOMIC DISLOCATIONS RESULTING FROM FUTURE DISASTERS.
- POLICY 2.1 Assure that new construction meets current structural and life safety standards.
- POLICY 2.3 Consider site soils conditions when reviewing projects in areas subject to liquefaction or slope instability.
- POLICY 2.9 Consider information about geologic hazards whenever City decisions that will influence land use, building density, building configurations or infrastructure are made.
- POLICY 2.12 Enforce state and local codes that regulate the use, storage and transportation of hazardous materials in order to prevent, contain and effectively respond to accidental releases.

The Project is consistent with and implements the Community Safety Element. All improvements, including infrastructure, buildings and open space improvements will be constructed to local seismic standards, taking into account, among other considerations, the geological condition of the soil and where applicable, any remediation activity.

AIR QUALITY ELEMENT

The Air Quality Element is concerned, in part, with reducing the level of pollutants in the air, thus protecting and improving public health, welfare and the quality of life of the citizens of San Francisco and the residents of the metropolitan region. It emphasizes that opportunities for economic growth in the area can be enhanced through implementation of transportation, land use and other policies in harmony with clean air goals.

The following objectives and policies are relevant to the Project:

- 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.
- POLICY 3.6 Link land use decision making policies to the availability of transit and consider the impacts of these policies on the local and regional transportation system.
- POLICY 3.9 Encourage and require planting of trees in conjunction with new development to enhance pedestrian environment and select species of trees that optimize achievement of air quality goals

The Project is consistent with and implements the Air Quality Element in that it calls for mixed-use predominately residential, moderate density, sustainable development that will enable efficient use of land and encourage travel by transit and by foot, thereby reducing auto use. The Project will be built to LEED Neighborhood Development standards. While the Hope SF Potrero EIR identifies potential significant and unavoidable impacts regarding air pollutant emissions, the impacts are largely traffic and construction related, which, in turn, is substantially due to the Project's scale. The Project is nonetheless consistent with the Air Quality Element because it satisfies and implements the preponderance of Element's objectives and policies; most importantly, the Project furthers the Element's emphasis on efficient and compact development.

General Plan Priority Finding

(Planning Code Section 101.1 Findings)

Planning Code Section 101.1(b) establishes eight priority policies and is a basis by which differences between competing policies in the General Plan are resolved. As described below, the Project is consistent with the eight priority policies set forth in Planning Code Section 101.1(b).

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

The Project will preserve and enhance existing neighborhood serving retail uses. The Project would potentially accommodate roughly 15,000 square feet of new retail uses. The retail uses are envisioned to be local serving. The project does not include the removal of any existing neighborhood serving retail and is not expected to unduly compete against long established Potrero or Dogpatch neighborhood commercial districts along 18th Street and 22nd Street.

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

The Project accommodates new development on land that is underutilized and improvements that are dilapidated. While it would remove existing housing, the housing will be replaced by significantly improved housing in a neighborhood pattern much more similar to the rest of Potrero Hill than what exists today. Existing tenants will be actively engaged in the relocation planning process and will be offered on-site relocation opportunities as part of a larger community building strategy employed by HOPE SF to preserve the cultural and economic diversity of the neighborhood. . Outside of the boundaries of the Housing Authority site and of the adjacent site partially owned by the San Francisco School District, no Potrero Hill building would be effected by the Project.

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

The Project is a part of the Hope SF, the Mayor's signature anti-poverty initiative aimed at eradicating intergenerational poverty. . As noted above, existing affordable units will be demolished and replaced with significantly improved units at the same affordable levels as the units removed. Along with replacement units for extremely low income households, about 335 additional affordable units for low income households are also proposed.

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

The Project anticipates and accommodates new transit as planned through the City's Muni Forward Project. Design of streets and bus stops will include bus bulbs and bus shelters; street cross sections and corner design will assure sufficient space for bus travel. Moreover, the Project includes the creation of a pedestrian-oriented street and open space network that will encourage alternative modes of transportation. The Project will provide less than one-to-one parking, further encouraging travel by other modes of travel other than by single-occupancy vehicle.

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

The Project would not adversely affect the industrial sector or service sectors. No such uses would be displaced by the sectors. Construction activity generated by the Project, however, will support these sectors.

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

All new construction would be subject to the City's Building Code, Fire Code and other applicable safety standards. Thus, the Project would improve preparedness against injury and loss of life in an earthquake by prompting development that would comply with applicable safety standards.

7. That landmarks and historic buildings be preserved.

The Project would not accommodate the removal, demolition, or of any known landmark or historic building.

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

On balance, the Project would improve the City's open space and park system and would not adversely effect parks access to sunlight and vistas. The project includes providing roughly 3.5 acres of additional parks to the City's overall park system. The site is immediately adjacent to and downslope to the Potrero Recreation Center. Because the proposal does include constructing

buildings immediately across the street from the park, new shadows will be created on the park, and some views from the park will be changed. However, the EIR has shown that the new shadows would not cause a significant adverse effect. Similarly, a mitigation measure has been established to limit the height of some buildings across 23rd Street from the park to assure that the view southward from the park is sufficiently retained. Most of the area on the perimeter of the park that would be effected by shadows and where views would change are characterized by heavily forested trees on steep slopes, where most park use is limited. Given that additional parks and accessible green space is being added by the Project, and the impacts of the proposed development on Potrero Recreation Center are limited, on balance, the Project is consistent with this General Plan Priority Finding.



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion NO. M-19529

HEARING DATE: December 10, 2015

Hearing Date: December 10, 2015
Case No.: 2010.0515E
Project Address: 1095 Connecticut Street and various parcels
Zoning: RM-2 (Residential – Mixed, Moderate Density), P - Public
40-X Height and Bulk Districts
Showplace Square/Potrero Area Plan
Block/Lot: Assessor's Block/Lots: 4167/004, 004A, 4220A/001, 4223/001, 4285B/001,
and 4287/001A
Project Sponsor: BRIDGE Housing Corporation
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Staff Contact: Rachel A. Schuett – (415) 575-9030
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ADOPTING FINDINGS RELATED TO THE CERTIFICATION OF A FINAL ENVIRONMENTAL IMPACT REPORT/ ENVIRONMENTAL IMPACT STATEMENT FOR A PROPOSED PROJECT WHICH INCLUDES DEMOLITION OF THE EXISTING 620 PUBLIC HOUSING UNITS ON SITE AND DEVELOPMENT OF UP TO 1,700 RESIDENTIAL UNITS FOR A RANGE OF INCOME LEVELS, INCLUDING REPLACEMENT PUBLIC HOUSING, NEW VEHICLE AND PEDESTRIAN CONNECTIONS, A NEW STREET AND BLOCK LAYOUT, NEW TRANSIT STOPS, AND NEW WATER, WASTEWATER, AND STORM WATER INFRASTRUCTURE, AS WELL AS RETAIL USES, COMMUNITY FACILITIES, AND OPEN SPACE.

MOVED, that the San Francisco Planning Commission (hereinafter "Commission") hereby CERTIFIES the final Environmental Impact Report/Environmental Impact Statement (hereinafter "FEIR/EIS"), identified as Case No. 2010.0515E, the "Potrero HOPE SF Master Plan Project" at 1095 Connecticut Street and various other parcels, above (hereinafter "Project"), based upon the following findings:

1. The City and County of San Francisco, acting through the Planning Department (hereinafter "Department") fulfilled all procedural requirements of the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 *et seq.*, hereinafter "CEQA"), the State CEQA Guidelines (Cal. Admin. Code Title 14, Section 15000 *et seq.*, hereinafter "CEQA Guidelines") and Chapter 31 of the San Francisco Administrative Code (hereinafter "Chapter 31").
 - A. The Department determined that an Environmental Impact Report (hereinafter "EIR") was required and provided public notice of that determination by publication in a newspaper of general circulation on November 10, 2010.

- B. The Department held a public scoping meeting on November 22, 2010 in order to solicit public comment on the scope of the Potrero HOPE SF Master Plan Project's environmental review.
 - C. The Department, in consultation with the Mayor's Office of Housing, determined that an Environmental Impact Statement (hereinafter "EIS") was also required under the National Environmental Policy Act (hereinafter "NEPA"), thus a combined Environmental Impact Report/Environmental Impact Statement (hereinafter "EIR/EIS") would be prepared, and provided public notice of that determination by publication in the Federal Register, the United States government's official daily newspaper on May 2, 2012.
 - D. The Department and the Mayor's Office of Housing held a public scoping meeting on May 17, 2012 in order to solicit public comment on the scope of the Potrero HOPE SF Master Plan Project's environmental review, consistent with the requirements of NEPA.
 - E. On November 5, 2014, the Department published the Draft Environmental Impact Report/Environmental Impact Statement (hereinafter "DEIR/EIS") and provided public notice in a newspaper of general circulation of the availability of the DEIR/EIS for public review and comment and of the date and time of the Planning Commission public hearing on the DEIR/EIS; this notice was mailed to the Department's list of persons requesting such notice.
 - F. Notices of availability of the DEIR/EIS and of the date and time of the public hearing were posted near the project site by Department staff on November 5, 2014.
 - G. On November 5, 2014 copies of the DEIR/EIS were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR/EIS, to adjacent property owners, and to government agencies, the latter both directly and through the State Clearinghouse.
 - H. Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on November 5, 2014.
2. The Commission held a duly advertised public hearing on said DEIR/EIS on December 11, 2014 at which opportunity for public comment was given, and public comment was received on the DEIR/EIS. The period for acceptance of written comments ended on January 7, 2015.
 3. The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the 62-day public review period for the DEIR/EIS, prepared revisions to the text of the DEIR/EIS in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR/EIS. This material was presented in a Comments and Responses document, published on October 8, 2015, distributed to the Commission and all parties who commented on the DEIR/EIS, and made available to others upon request at the Department.
 4. A Final Environmental Impact Report/Environmental Impact Statement (hereinafter "FEIR/EIS") has been prepared by the Department, consisting of the DEIR/EIS, any consultations and comments received during the review process, any additional information that became available, and the Comments and Responses document all as required by law.

5. Project EIR/EIS files have been made available for review by the Commission and the public. These files are available for public review at the Department at 1650 Mission Street, Suite 400, and are part of the record before the Commission.
6. A public hearing was held before the Planning Commission on October 22, 2015. At that hearing the certification of the FEIR/FEIS was continued to December 10, 2015.
7. On December 10, 2015, the Commission reviewed and considered the information contained in the FEIR/EIS and hereby does find that the contents of said report and the procedures through which the FEIR/EIS was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.
8. The Planning Commission hereby does find that the FEIR/EIS concerning File No. 2010.0515E reflects the independent judgment and analysis of the City and County of San Francisco, is adequate, accurate and objective, and that the Comments and Responses document contains no significant revisions to the DEIR/EIS, and hereby does CERTIFY THE COMPLETION of said FEIR/EIS in compliance with CEQA and the CEQA Guidelines.
9. The Commission, in certifying the completion of said FEIR/EIS, hereby does find that the project described in the EIR/EIS:
 - A. Will have significant cumulative effects on the environment by contributing to substantial delays at four study intersections (i.e., Pennsylvania Avenue/SB-280 Off-Ramp; 25th Street/Indiana Street/NB I-280 On-Ramp; Cesar Chavez Street/Vermont Street; and Cesar Chavez Street/US 101 Off-Ramp);
 - B. Will have significant, project-specific impacts to transit capacity on the Muni 10 Townsend line;
 - C. Will have significant, cumulative impacts to transit capacity on the Muni 10 Townsend and 48th-Quintara-24th Street lines;
 - D. Will have significant, cumulative impacts to transit capacity on the Muni Southeast screenline;
 - E. Will have significant, project-specific impacts to exterior noise levels by causing a substantial permanent increase in ambient noise levels;
 - F. Will have significant, project-specific construction-period air quality impacts; and
 - G. Will have significant cumulative construction-period air quality impacts.
10. The Planning Commission reviewed and considered the information contained in the FEIR/EIS prior to approving the Project.

Motion No. M-15929
Hearing Date: December 10, 2015

CASE NO. 2010.0515E
Potrero HOPE SF

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting of December 10, 2015.

Jonas Ionin
Commission Secretary

AYES: Commissioners Moore, Richards, Antonini, Johnson, Fong, Wu

NOES: None

ABSENT: Hillis

ADOPTED: December 10, 2015



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 19530

CEQA FINDINGS

HEARING DATE: DECEMBER 10, 2015

Date: December 3, 2015
Case No.: 2010.0515ETZ/GPR
Project: Potrero HOPE SF Master Plan Project
CEQA Findings
Location: 1095 Connecticut Street (the area generally bounded by Connecticut Street, 26th Street, Wisconsin Street, 23rd Street, Texas Street, and 25th Street)
Parcel(s): 4167/004, 004A, 4220A/001, 4223/001, 4285B/001, and 4287/001A
Project Sponsor: Dan Adams
Bridge Housing
600 California Street, Suite 900
San Francisco, CA 94108

Staff Contact: Mat Snyder – (415) 575-6891
mathew.snyder@sfgov.org
Recommendation: Adopt the Findings

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ADOPTING ENVIRONMENTAL FINDINGS (AND A STATEMENT OF OVERRIDING CONSIDERATIONS) UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND STATE GUIDELINES IN CONNECTION WITH THE ADOPTION OF THE POTRERO HOPE SF MASTER PLAN PROJECT AND RELATED ACTIONS NECESSARY TO IMPLEMENT SUCH PLANS.

Preamble

On March 6, 2014, Bridge Housing (hereinafter "Project Sponsor") filed Application No. 2010.0515TZ (hereinafter "Application") with the Planning Department (hereinafter "Department") for Planning Code Text and Map amendments to rezone the Assessor's Block and Lots 4167/004, 004A, 4220A/001, 4223/001, 4285B/001, and 4287/001A to establish a Special Use District (hereinafter "SUD"), and change height limits specifically for Potrero HOPE SF Master Plan Project (hereinafter "Project").

On November 10, 2010, the Department issued a Notice of Preparation of an Environmental Impact Report ("NOP") for the Project. On November 5, 2014, the Department published the Draft Environmental Impact Report / Draft Environmental Impact Statement ("DEIR/DEIS") for the Project and provided public notice in a newspaper of general circulation of the availability of the DEIR/DEIS for public review and comment. The DEIR/DEIS was available for public comment from November 7, 2014 through January 7, 2015. The Planning Commission held a public hearing on December 11, 2014 on the DEIR/DEIS at a regularly scheduled meeting to solicit public comment regarding the DEIR/DEIS.

The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the public review period for the DEIR/DEIS, prepared revisions to the text

of the DEIR/DEIS in response to comments received or based on additional information that became available during the public review period. This material was presented in a Response to Comments document, published on October 8, 2015, distributed to the Planning Commission and all parties who commented on the DEIR/DEIS, and made available to others upon request at the Department.

A Final Environmental Impact Report / Final Environmental Impact Statement ("FEIR/FEIS" or "Final EIR/EIS") was prepared by the Department, consisting of the Draft EIR/EIS and the Response to Comments document.

Project Environmental Impact Report files have been made available for review by this Commission and the public. These files are available for public review at the Planning Department at 1650 Mission Street, and are part of the record before this Commission.

On December 10, 2015, the Planning Commission reviewed and considered the Final EIR/EIS and found that the contents of the report and the procedures through which the Final EIR/EIS was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code section 21000 et seq.) ("CEQA"), 14 California Code of Regulations sections 15000 et seq. ("CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31").

The Commission found the Final EIR/EIS was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR/EIS, and approved the Final EIR/EIS for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

The Planning Department, Jonas P. Ionin, is the custodian of records, located in the File for Case No. 2008.0091E, at 1650 Mission Street, Fourth Floor, San Francisco, California.

Department staff prepared a Mitigation Monitoring and Reporting Program ("MMRP") for the Project and these materials were made available to the public and this Commission for this Commission's review, consideration and action.

Project Description

By this action, the Planning Commission adopts Environmental Findings (and a Statement of Overriding Considerations) under the California Environmental Quality Act and State Guidelines in connection with the adoption of the Potrero Hope SF Master Plan Project and related actions necessary to implement such plans. The Project is generally described below here.

The Potrero HOPE SF Master Plan Project is part of the City's Hope SF Program, which looks to transform several of the City's Housing Authority sites to revitalized mixed-use mixed-income well integrated neighborhoods.

The Potrero HOPE SF Master Plan Project includes demolishing all existing 620 units, and vacating portions of the right of way that currently cross the site diagonally and building new streets that would better continue the existing street grid. The Project would transform the four existing super blocks into about 19 new fine-grained blocks, add one major new park along with several smaller parks, plazas and pedestrian ways throughout. The site would feature a new "Main Street" along a newly established segment of 24th Street; this new segment of 24th Street would be aligned with commercial and community uses, and parks and open space.

At completion the Potrero HOPE SF would include up to 1,700 units, including Housing Authority replacement units, and a mix of additional affordable units (approximately 335 units at varying levels of affordability) and market rate units (approximately 661 units). New buildings would provide a consistent street wall with "eyes-on-the-street" active ground floor treatment. A variety of building types including individual townhomes, small apartment buildings and larger corridor apartment buildings would be constructed throughout. Approximately 1,150 parking spaces would be provided for the units largely below grade. Approximately 15,000 gsf of retail, and 30,000 gsf of community-serving uses is also proposed.

In 2008, Bridge Housing was selected by the Mayor's Office of Housing and Community Development (hereinafter "MOHCD") (then, the Mayor's Office of Housing) and the San Francisco Housing Authority to work with the local Potrero Terrance and Annex and surrounding Potrero Hill community to create a Master Plan for the site that would not only include reconstructed Housing Authority units, but additional affordable units along with market rate units, neighborhood serving retail, community service, new parks and open space, and new streets and infrastructure. Bridge Housing is also the Master Developer for the site.

In addition to applying for zoning amendments, the Project Sponsor intends to enter into a Development Agreement (hereinafter "DA") with the City and the Housing Authority to memorialize rights, responsibilities, and commitments to rebuilding the Potrero HOPE SF site. The Project Sponsor has begun working with MOHCD, the Office of Workforce and Economic Development (hereinafter "OEWD"), and the San Francisco Housing Authority, in negotiating terms of the DA. Associated with work on the DA, the Project Sponsor has been working with several City Agencies in devising a Master Infrastructure Plan. It is anticipated that the DA will not be ready for finalization until spring 2016. Because the rezoning and the DA are expected to work together, these entitlements will not be ready for Planning Commission approval until 2016.

A part of the Project includes an adjacent property at 1101 Connecticut Avenue owned by the San Francisco Unified School District along with a small Housing Authority parcel (commonly referred to as "Block X") that will be the first construction phase. It is the intention of City to purchase the site. Because Block X has no current residential or commercial uses that would require relocation, beginning construction on Block X is critical for the overall phasing. This new construction project will enable residents of the subsequent phases to move into the new units before beginning demolition of the existing units. Therefore, MOHCD and the Project Sponsor would like to move forward with the purchase of the property in advance of approval of the DA and rezoning.

Other than those actions described above, several actions will be required for the project over its multi-year buildout. These actions include but are not limited to approval of subdivisions, right-of-way dedications and vacations.

The Planning Commission wishes to facilitate the physical, environmental, social and economic revitalization of Project site, using the legal tools available through the Planning and Administrative Codes, while creating jobs, housing and open space in a safe, pleasant, attractive and livable mixed use neighborhood that is linked rationally to adjacent neighborhoods. The Commission wishes to enable implementing actions, such as the purchase of Block X, prior to approving the rezoning and DA, and therefore is adopting these findings now.

Motion No. 19530
Hearing Date: December 10, 2015

Case No: 2010.0515ETZ / GPR
Potrero HOPE SF Master Plan Project

MOVED that the Planning Commission has reviewed and considered the Final EIR and the record associated herewith, including but not limited to the comments and submissions made to this Planning Commission and the Planning Department's responses to those comments and submissions, and based thereon, hereby adopts the Project Findings required by CEQA attached hereto as Attachment A including a statement of overriding considerations, and adopts the MMRP, that shall be included as a condition of approval for each and all of the approval actions set forth in the Motions described above.

I hereby certify that the foregoing Resolution was ADOPTED by the San Francisco Planning Commission on December 10, 2015.

Jonas Ionin
Commission Secretary

AYES: Fong, Wu, Antonini, Johnson, Moore, Richards

NOES:

ABSENT: Hillis

Introduction Form

By a Member of the Board of Supervisors or the Mayor

Time stamp
or meeting date

I hereby submit the following item for introduction (select only one):

- 1. For reference to Committee. (An Ordinance, Resolution, Motion, or Charter Amendment)
- 2. Request for next printed agenda Without Reference to Committee.
- 3. Request for hearing on a subject matter at Committee.
- 4. Request for letter beginning "Supervisor [] inquires"
- 5. City Attorney request.
- 6. Call File No. [] from Committee.
- 7. Budget Analyst request (attach written motion).
- 8. Substitute Legislation File No. []
- 9. Reactivate File No. []
- 10. Question(s) submitted for Mayoral Appearance before the BOS on []

Please check the appropriate boxes. The proposed legislation should be forwarded to the following:

- Small Business Commission Youth Commission Ethics Commission
- Planning Commission Building Inspection Commission

Note: For the Imperative Agenda (a resolution not on the printed agenda), use a Imperative Form.

Sponsor(s):

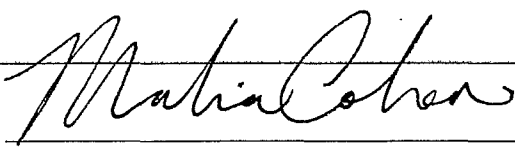
Cohen

Subject:

Option to Ground Lease Two Parcels at 1101 Connecticut Street - Potrero Housing Associates I, L.P. - For No Cost

The text is listed below or attached:

Attached

Signature of Sponsoring Supervisor: 

For Clerk's Use Only:

FORM SFEC-126:
NOTIFICATION OF CONTRACT APPROVAL
 (S.F. Campaign and Governmental Conduct Code § 1.126)

City Elective Officer Information <i>(Please print clearly.)</i>	
Name of City elective officer(s): Members, Board of Supervisors	City elective office(s) held: Members, Board of Supervisors

Contractor Information <i>(Please print clearly.)</i>	
Name of contractor: Potrero Housing Associates I, L.P.,	
<p><i>Please list the names of (1) members of the contractor's board of directors; (2) the contractor's chief executive officer, chief financial officer and chief operating officer; (3) any person who has an ownership of 20 percent or more in the contractor; (4) any subcontractor listed in the bid or contract; and (5) any political committee sponsored or controlled by the contractor. Use additional pages as necessary.</i></p> <p>1) And 2) Members of the Board of Directors, included titles MCB Family Housing Inc, a California nonprofit, public benefit corporation, its Managing General Partner Board Directors:</p> <ul style="list-style-type: none"> • Cynthia Parker, President • Ann Silverberg, Vice President • Kimberly McKay, Vice President • D. Valentine, Chief Financial Officer • Susan Johnson, Secretary • Rebecca Hlebasko, Assistant Secretary <p>3) N/A 4) N/A 5) N/A</p>	
Contractor address: Potrero Housing Associates I, L.P., 600 California Street, Suite 900, San Francisco, CA 94108	
Date that contract was approved:	Amount of contract: \$0
Describe the nature of the contract that was approved: Option to Ground Lease 1101 Connecticut and adjacent parcel (known as "Block X") for the development of 72 affordable family apartment units, included in HOPE SF Potrero project.	
Comments:	

This contract was approved by (check applicable):

the City elective officer(s) identified on this form

a board on which the City elective officer(s) serves: San Francisco Board of Supervisors
Print Name of Board

the board of a state agency (Health Authority, Housing Authority Commission, Industrial Development Authority Board, Parking Authority, Redevelopment Agency Commission, Relocation Appeals Board, Treasure Island Development Authority) on which an appointee of the City elective officer(s) identified on this form sits

Print Name of Board

Filer Information <i>(Please print clearly.)</i>	
Name of filer: Angela Calvillo, Clerk of the Board	Contact telephone number: (415) 554-5184
Address: City Hall, Room 244, 1 Dr. Carlton B. Goodlett Pl., San Francisco, CA	E-mail: Board.of.Supervisors@sfgov.org

 Signature of City Elective Officer (if submitted by City elective officer)

 Date Signed

 Signature of Board Secretary or Clerk (if submitted by Board Secretary or Clerk)

 Date Signed