File No. 170930 Committee Item No. 1
Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Land Use and Transportation Committee **Date** October 16, 2017

Board of Supervisors Meeting **Date** _____

Cmte	Board	
☐	☐	**Motion**
☐	☐	**Resolution**
☒	☐	**Ordinance**
☒	☐	**Legislative Digest**
☐	☐	**Budget and Legislative Analyst Report**
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OTHER **(Use back side if additional space is needed)**

☒	☐	PLN Exec Summary 062217
☒	☐	PC Res No. 19949 062217
☒	☐	PC Motion No. 19976 082417
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☒	☐	PC Res No. 19979 082417
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☒	☐	PC Res No. 19981 082417
☒	☐	PLN Ltr 082817
☒	☐	Hearing Notice 100617
☐	☐	
☐	☐	

Completed by: Erica Major **Date** October 12, 2017
Completed by: Erica Major **Date** _____

[General Plan - Pier 70 Mixed-Use District Project]

Ordinance amending the General Plan to revise Maps 4 and 5 of the Urban Design Element to refer to the Pier 70 Mixed-Use Project Special Use District; adopting findings under the California Environmental Quality Act, and Planning Code, Section 340; and making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1.

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

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

Section 1. Environmental and Planning Code Findings.

(a) California Environmental Quality Act.

(1) At its hearing on August 24, 2017, and prior to recommending the proposed General Plan Amendments for approval, by Motion No. 19976, the Planning Commission certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use District Project (Project) pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code Section 21000 *et seq.*), the CEQA Guidelines (14 Cal. Code Reg. Section 15000 *et seq.*), and Chapter 31 of the Administrative Code. A copy of said Motion is on file with the Clerk of the Board of Supervisors in File No. 170930, and is incorporated herein by reference. In accordance with the actions contemplated herein, this Board has reviewed the FEIR, concurs with its conclusions, affirms the Planning Commission's certification of the

FEIR, and finds that the actions contemplated herein are within the scope of the Project described and analyzed in the FEIR.

(2) In approving the Project at its hearing on August 24, 2017, by Resolution No. 19978, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program (MMRP). A copy of said Motion and MMRP are on file with the Clerk of the Board of Supervisors in File No. 170930, and is incorporated herein by reference. The Board hereby adopts and incorporates by reference as though fully set forth herein the Planning Commission's CEQA approval findings, including the statement of overriding considerations. The Board also adopts and incorporates by reference as though fully set forth herein the Project's MMRP.

(b) Planning Code Findings.

(1) Under San Francisco Charter Section 4.105 and Planning Code Section 340, any amendments to the General Plan shall first be considered by the Planning Commission and thereafter recommended for approval or rejection by the Board of Supervisors. On August 24, 2017, by Resolution No. 19978, the Commission conducted a duly noticed public hearing on the General Plan Amendments pursuant to Planning Code Section 340, and found that the public necessity, convenience and general welfare required the proposed General Plan Amendments, adopted General Plan Amendments, and recommended them for approval to the Board of Supervisors. A copy of the Planning Commission Resolution No. 19978, is on file with the Clerk of the Board of Supervisors in File. No. 170930, and incorporated by reference herein.

(2) On August 24, 2017, the Planning Commission, in Resolution No. 19978, adopted findings that the actions contemplated in this ordinance are consistent, on balance, with the City's General Plan and eight priority policies of Planning Code Section 101.1. The

Board adopts these findings as its own. A copy of said Resolution is on file with the Clerk of the Board of Supervisors in File No. 170930, and is incorporated herein by reference.

Section 2. The General Plan is hereby amended by revising Map 4 of the Urban Design Element ("Urban Design Guidelines for Height of Buildings") as follows:

Add a reference that states, "See Pier 70 Mixed-Use Project Special Use District, Section 249.79 of the Planning Code, for buildings therein."

Section 3. The General Plan is hereby amended by revising Map 5 of the Urban Design Element ("Urban Design Guidelines for Bulk of Buildings") as follows:

Add a reference that states, "See Pier 70 Mixed-Use Project Special Use District, Section 249.79 of the Planning Code, for buildings therein."

Section 4. The General Plan is hereby amended by revising the Land Use Index as follows:

The Land Use Index shall be updated as necessary to reflect the amendments set forth in Section 2, above.

Section 5. Effective Date. This ordinance shall become effective 30 days after enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board of Supervisors overrides the Mayor's veto of the ordinance.

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

By: _____
MARLENA BYRNE
Deputy City Attorney

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FILE NO. 170930

LEGISLATIVE DIGEST

[General Plan - Pier 70 Mixed-Use District Project]

Ordinance amending the General Plan to revise Maps 4 and 5 of the Urban Design Element to refer to the Pier 70 Mixed-Use Project Special Use District; adopting findings under the California Environmental Quality Act, and Planning Code, Section 340; and making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1.

Existing Law

There is currently no Pier 70 Mixed-Use Project Special Use District in the Planning Code or General Plan.

Amendments to Current Law

The proposed legislation would amend the General Plan to add references to the Pier 70 Mixed-Use Project Special Use District to Maps 4 and 5 of the Urban Design Element of the General Plan.

Background Information

The Pier 70 Mixed Use Project is generally bounded by Illinois Street on the west, 22nd Street on the south, and San Francisco Bay on the north and east. The Project involves construction of infrastructure, public open space and other public facilities, new building construction, and rehabilitation of three significant historic resources, resulting in a mix of market-rate and affordable residential uses, commercial use, retail/arts/light-industrial uses, and shoreline improvements. The Planning Commission certified and approved a final environmental impact report on the Project under the California Environmental Quality Act (CEQA), adopted findings under the CEQA, including a Mitigation Monitoring and Reporting Plan (MMRP), and recommended the approval this Pier 70 Special Use District to the Board of Supervisors.

This Ordinance facilitates the orderly development of this site by amending the General Plan to reflect the new Special Use District. By separate legislation, the Board is considering a number of actions in furtherance of the Project, including the approval of amendments to the Planning Code to create the Special Use District and approval of a Development Agreement.

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SAN FRANCISCO
PLANNING DEPARTMENT

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Executive Summary
General Plan Amendment Initiation

HEARING DATE: JUNE 22, 2017
CONSENT

Date:	June 15, 2017
Case No.:	2014-001272GPA
Project Address:	**Pier 70 Mixed-Use Project**
Existing Zoning:	M-2 (Heavy Industrial) Zoning District P (Public) District 40-X and 65-X Height and Bulk Districts
Block/Lot:	4052/001, 4110/001 and 008A, 4111/004, 4120/002,
Project Sponsor:	Port of San Francisco and Forest City Development California, Inc.
Staff Contact:	Richard Sucre – (415) 575-9108; richard.sucre@sfgov.org
Recommendation:	**Initiate General Plan Amendments**

PROJECT DESCRIPTION

The proposed project (Project) would rezone the entire 35-acre project site (including the 28-acre site and the Illinois Parcels) and establish land use controls for the project site through adoption of the Pier 70 Special Use District (SUD), and incorporation of design standards and guidelines in a proposed *Pier 70 Design for Development* document. The Project would include the rehabilitation and adaptive reuse of three of the 12 on-site contributing resources in the Union Iron Works Historic District, and retention of the majority of one on-site contributing resource (Irish Hill). The Project includes demolition of the eight remaining on-site contributing resources and partial demolition of the single, non-contributing structure, Slipways 5 through 8, that are currently covered by fill and asphalt.

As envisioned, the Project would include market-rate and affordable residential uses, commercial use, RALI uses,[1] parking, shoreline improvements, infrastructure development and street improvements, and public open space. The Project involves a flexible land use program under which certain parcels on the project site could be designated for either commercial-office or residential uses, depending on future market demand. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space. New buildings would range in height from 50 to 90 feet, consistent with Proposition F which was passed by San Francisco voters in November 2014.

[1] The Project Sponsors describe the RALI use as including neighborhood-serving retail, arts activity, eating and drinking places, production distribution and repair, light manufacturing, and entertainment establishments.

Under the Project, development of the 28-Acre Site would include up to approximately 3,422,265 gsf of construction in new buildings and improvements to existing structures (excluding square footage allocated to accessory and structured parking). New buildings would range in height from 50 to 90 feet.

Development of the Illinois Parcels would include up to approximately 801,400 gsf of construction in new buildings (excluding square footage allocated to accessory parking). New buildings on the Illinois Parcels would not exceed a height of 65 feet.

SITE DESCRIPTION AND PRESENT USE

The project site is an approximately 35-acre area (Assessor's Block 4052/Lot 001, Block 4111/ Lot 004, Block 4120/Lot 002, and Block 4110/Lots 001 and 008A) bounded by Illinois Street to the west, 20th Street to the north, San Francisco Bay to the east, and 22nd Street to the south in San Francisco's Central Waterfront Plan Area. The project site is located within M-2 (Heavy Industrial) and P (Public) Use Zoning Districts and a 40-X and 65-X Height and Bulk Districts. The majority of the project site is located within the Pier 70 area (Pier 70), which is owned by the City and County of San Francisco through the Port of San Francisco (Port), with a portion of the project site owned by Pacific Gas and Electric (PG&E) Company. The project site is located within the Union Irons Work Historic District, which is listed in the National Register of Historic Places.

The project site currently contains approximately 351,800 gsf of buildings and facilities, most of which are deteriorating. Current uses on the site, all of which are temporary, include special event venues, artists' studios, self-storage facilities, warehouses, automobile storage lots, a parking lot, a soil recycling yard, and office spaces. The project site has varying topography, sloping up from San Francisco Bay, with an approximately 30-foot increase in elevation at the western extent of the 28-Acre Site. The 35-foot-tall remnant of Irish Hill is located in the southwestern portion of the project site and straddles both the 28-Acre Site and Illinois Parcels. Impervious surface covers approximately 98 percent of the 28-Acre Site and approximately 43 percent of the Illinois Parcels.

ZONING AND ENTITLEMENT STRUCTURE

Staff from the Planning Department, the Office of Economic and Workforce Development, Port of San Francisco and other agencies have worked extensively with the Project Sponsor to formulate a comprehensive planning approach and entitlement structure for the site.

As proposed, the Project does not comply with many of the zoning controls which currently apply to the site, including existing height and bulk limits. Therefore, the Project Sponsor is proposing the Pier 70 Special Use District ("SUD") for the site that will articulate a unique set of zoning regulations and approval processes for the implementation of the project. The entire site would be unified under the Pier 70 Zoning District, which currently applies to the majority of the site. Height and Bulk Districts would be rezoned to 90-ft, as was approved by the voters in Proposition F in 2014. In addition, a Design for Development ("D4D") document will articulate a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed.

REQUESTED ACTION

In addition to the zoning changes described above, two maps in the General Plan would need to be amended in association with the Pier 70 Mixed-Use Project. These amendments will indicate the rezoned heights proposed for the project site, and will refer to the SUD associated with the Project for guidance on specific controls for height and bulk. The specific exhibits to be amended are as follows:

- Urban Design Element Map 4 ("Urban Design Guidelines for Height of Buildings"): Add reference to Pier 70 Mixed-Use Project SUD.
- Urban Design Element Map 5 ("Urban Design Guidelines for Bulk of Buildings"): Add reference to Pier 70 Mixed-Use Project SUD.

ENVIRONMENTAL REVIEW

The requested General Plan Amendment Initiation would not, in and of itself, result in a physical change to the environment. Therefore, this action is statutorily exempt under the California Environmental Quality Act (Section 15060(c)(2)).

On December 22, 2016, the Department published the Pier 70 Mixed-Use District Project Draft Environmental Impact Report (DEIR) for public review (Case No. 2014-001272ENV). The DEIR was available for public comment until February 21, 2017. On February 9, 2017, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the DEIR. The Department is currently preparing a Comments and Responses document, and will respond to comments made on the DEIR. Certification of the Final EIR will be considered by the Planning Commission at a public hearing (currently scheduled for July 20, 2017).

HEARING NOTIFICATION

The requested General Plan Amendment Initiation does not require public notification, aside from listing in the published hearing agenda for the Planning Commission.

Should the Commission initiate the General Plan Amendment, the Commission would make a formal recommendation to the Board of Supervisors at a future hearing, which will be publicly noticed in accordance with the requirements of the Planning Code.

PUBLIC COMMENT

To date, Department staff has received no communications from the public regarding the requested General Plan Amendment Initiation.

REQUIRED COMMISSION ACTION

In order for the General Plan Amendments to proceed, the Commission must first approve a Resolution of Intent to initiate the General Plan Amendments.

Should the Commission initiate the General Plan Amendments, the Commission would make a formal recommendation to the Board of Supervisors at a future public hearing (currently scheduled for July 20, 2017). The Pier 70 Mixed-Use Project will require other additional approvals by the Planning Commission, Port Commission, and Board of Supervisors, which will be considered at future public hearings.

Initiation of the General Plan Amendments does not constitute a recommendation that the Board of Supervisors approve the Amendment, nor does it constitute an approval of the projects associated with the Amendment.

BASIS FOR RECOMMENDATION

- The initiation will enable the General Plan Amendments and other project approvals associated with the Pier 70 Mixed-Use Project to proceed.
- The Project will add residential, office, retail and arts uses that will contribute to the employment base of the City and bolster the viability of the Central Waterfront Area.
- The Project will adaptively reuse a portion of a former industrial shipyard and will add new housing opportunities along the Central Waterfront.
- The site is currently underutilized, and the addition of ground-floor retail spaces and publicly-accessibly open spaces will enliven the streetscape and also provide new access to the waterfront.
- The project is, on balance, consistent with the Goals, Policies, and Objectives of the General Plan.

RECOMMENDATION:	**Initiate General Plan Amendments**

Attachments:
Draft Resolution
Exhibits
General Plan Amendment Ordinance
Urban Design Element, Map No. 4
Urban Design Element, Map No. 5

SAN FRANCISCO
PLANNING DEPARTMENT

Planning Commission Draft Resolution

HEARING DATE: JUNE 22, 2017

1650 Mission St.
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Case No.:	2014-001272GPA
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Existing Zoning:	M-2 (Heavy Industrial) Zoning District P (Public) District 40-X and 65-X Height and Bulk Districts
Block/Lot:	4052/001, 4110/001 and 008A, 4111/004, 4120/002,
Project Sponsor:	Port of San Francisco and Forest City Development California, Inc.
Staff Contact:	Richard Sucre – (415) 575-9108; richard.sucre@sfgov.org

RESOLUTION OF INTENTION TO INITIATE AMENDMENTS TO THE GENERAL PLAN, PURSUANT TO PLANNING CODE 340, INCLUDING AMENDMENTS TO THE URBAN DESIGN ELEMENT MAP 4 (HEIGHT MAP) AND MAP 5 (BULK MAP) AND THE LAND USE INDEX OF THE GENERAL PLAN, TO ADD REFERENCES TO THE PIER 70 SPECIAL USE DISTRICT.

1. **WHEREAS,** Section 4.105 of the Charter of the City and County of San Francisco mandates that the Planning Commission shall periodically recommend to the Board of Supervisors for approval or rejection proposed amendments to the General Plan.

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

3. **WHEREAS,** The General Plan shall be periodically amended in response to changing physical, social, economic, environmental or legislative conditions.

4. **WHEREAS,** Section 340 of the Planning Code of the City and County of San Francisco provides that an amendment to the General Plan may be initiated by the Planning Commission upon an application by one or more property owners, residents or commercial lessees, or their authorized agents.

5. **WHEREAS,** Port of San Francisco and Forest City Developers ("Project Sponsor") has filed an application requesting amendments to the General Plan, Planning Code, and Zoning Maps to facilitate the construction of a mixed-use commercial, residential, retail/arts/light manufacturing, and cultural development project known as the Pier 70 Mixed-Use Project ("Project"); and

6. **WHEREAS,** the Project is located on approximately 35 acres of land under single ownership (Assessor's Block 4052 Lot 001, Block 4110 Lots 001 and 008A, Block 4111 Lot 004, Block 4120 Lot 002), and includes a portion of the Union Iron Works Historic District; and

7. WHEREAS, the Project responds to the waterfront location by proposing increased housing and employment on the Project site. The Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use, as well as construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements; and

8. WHEREAS, the Project proposes neighborhood-serving amenities, such as new ground floor retail, waterfront access, and infrastructure improvements; proposes new publicly accessible open space; and would incorporate sustainability features into the Project; and

9. WHEREAS the current zoning does not accommodate the site-specific goals of the Project, specifically achieving heights and density that are encouraged for a site of this size, in close proximity to major transit, that is amenable to a unified plan of development. The Project sponsor proposes to address this through adoption of specified development controls for the Project site set out in the Pier 70 Special Use District (Pier 70 SUD), along with a companion Design for Development Document associated with the Project; and

10. WHEREAS, The proposed Ordinance is intended to resolve the aforementioned issues by amending the Maps of the Urban Design Element and the General Plan Land Use Index, to add references to the Pier 70 SUD; and

11. WHEREAS, A Proposed Ordinance has been drafted in order to make the necessary amendments to the General Plan to implement the Project. The Office of the City Attorney has approved the Proposed Ordinance as to form.

12. WHEREAS, this General Plan Amendment Initiation would not, in and of itself, result in a physical change to the environment. Therefore, this action is statutorily exempt under the California Environmental Quality Act (Section 15060(c)(2)).

13. WHEREAS, the Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of Planning Department staff and other interested parties; and

14. WHEREAS, all pertinent documents may be found in the files of the Planning Department Commission Secretary as the custodian of records, at 1650 Mission Street, Suite 400, San Francisco; and

NOW, THEREFORE BE IT RESOLVED, That pursuant to Planning Code Section 340, the Planning Commission adopts a Resolution of Intention to initiate an amendment to the General Plan of the City and County of San Francisco, in order to implement the proposed Projects.

AND BE IT FURTHER RESOLVED, that pursuant to Planning Code Section 306.3, the Commission authorizes the Planning Department to provide appropriate notice for a public hearing

to consider the above referenced General Plan amendments contained in the draft Ordinance, approved as to form by the City Attorney, attached hereto as Exhibit A.

I hereby certify that the foregoing Resolution was **ADOPTED** by the Planning Commission on June 22, 2017.

Jonas P. Ionin
Commission Secretary

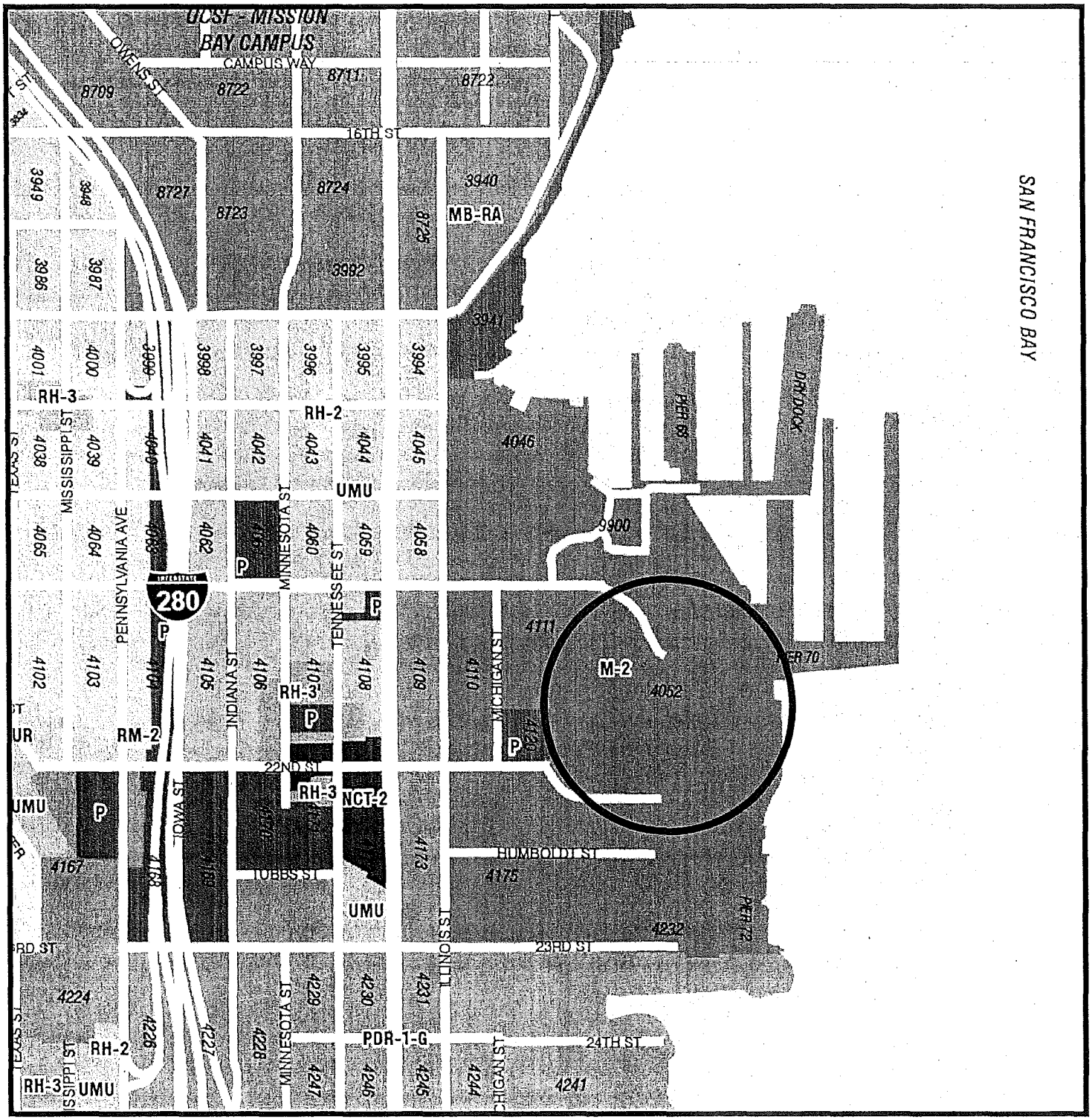
AYES:

NOES:

ABSENT:

ADOPTED: June 22, 2017

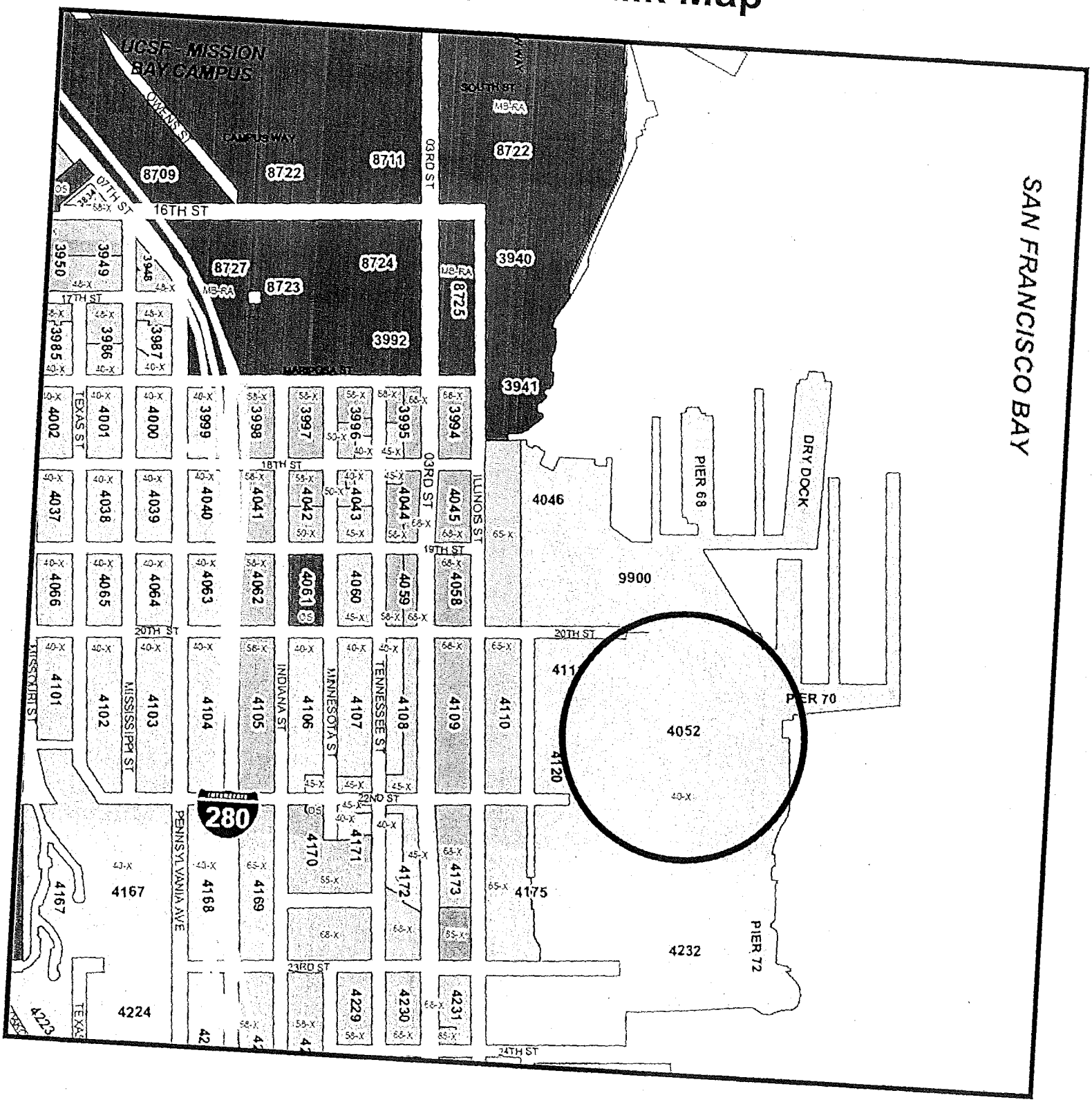
Zoning Map



General Plan Amendment
Case No. 2014-001272GPA
Pier 70 Special Use District

SAN FRANCISCO
PLANNING DEPARTMENT

Height & Bulk Map



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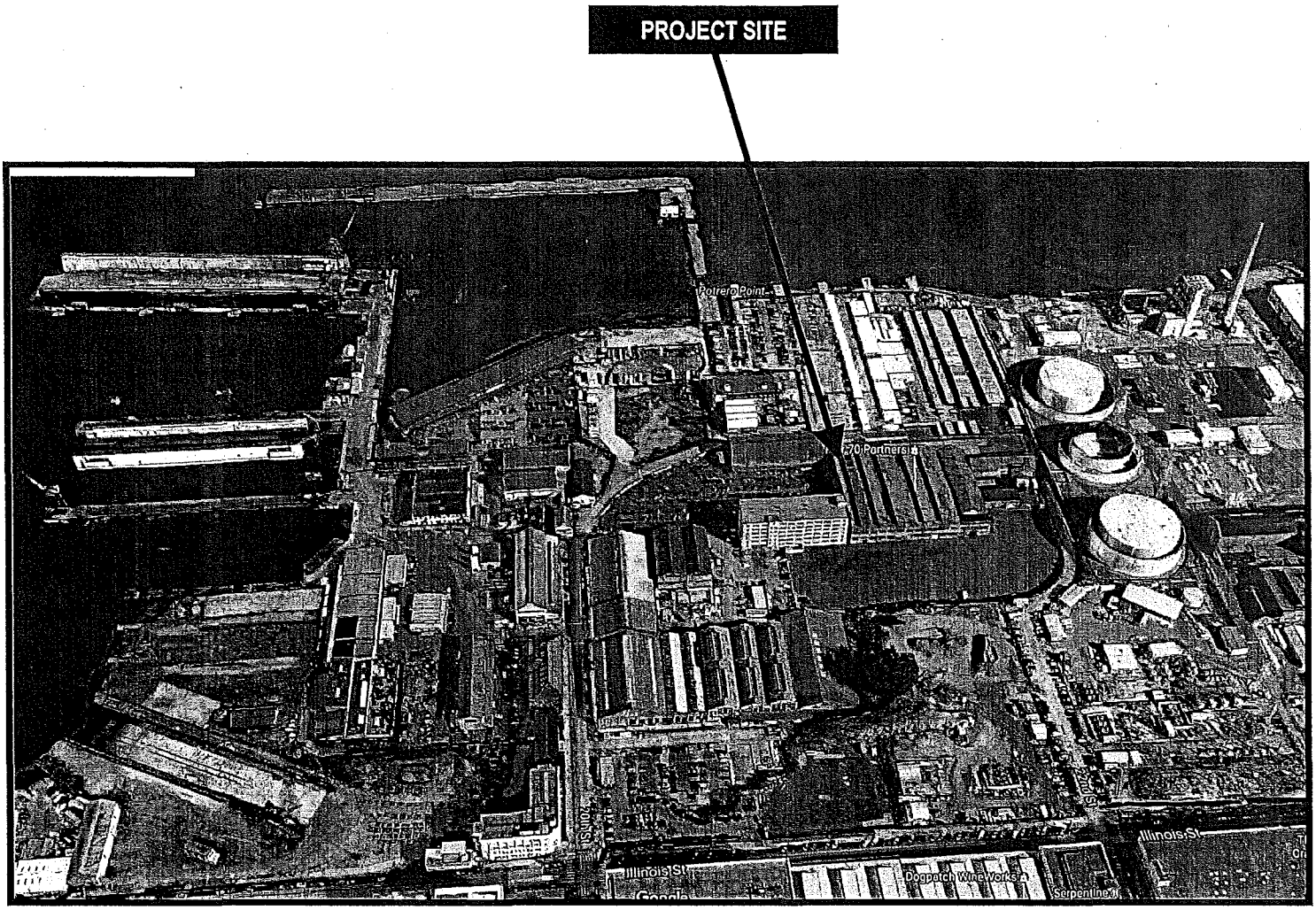
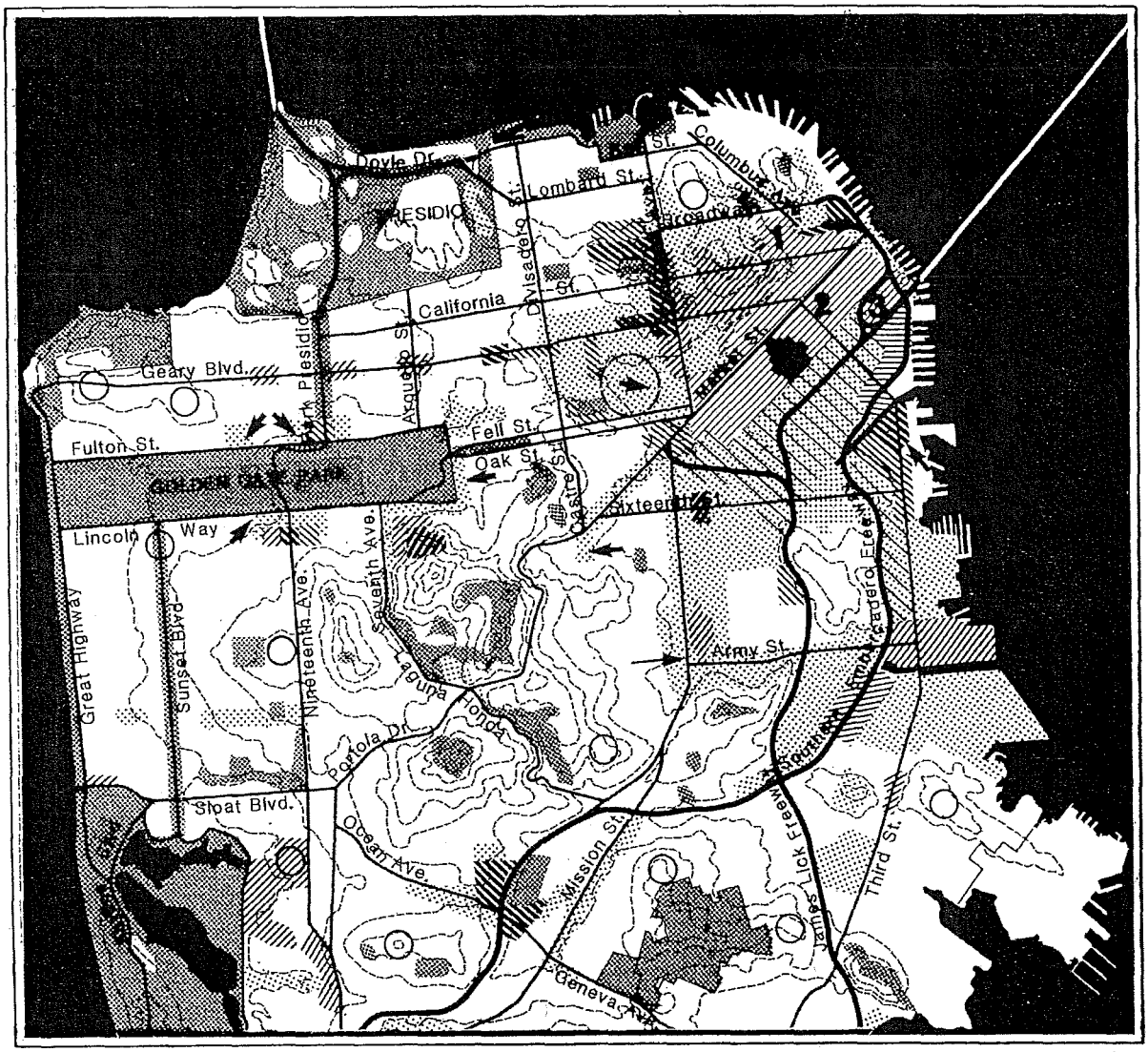
General Plan Amendment
Case No. 2014-001272GPA
Pier 70 Special Use District

Aerial Photo



General Plan Amendment
Case No. 2014-001272GPA
Pier 70 Special Use District

SAN FRANCISCO
PLANNING DEPARTMENT



URBAN DESIGN GUIDELINES FOR HEIGHT OF BUILDINGS

Map 4

- 0–40 ft
- 41–88 ft
- 89–160 ft
- 161–240 ft
- 241–400 ft
- LOWER END OF RANGE
- MIDDLE OR LOWER END OF RANGE
- OPEN SPACE
  Any Development Subject To Review
- MAXIMUM HEIGHT
  Elevation Of Freeway
- POINT TOWERS IN VICINITY
  1. See Chinatown Area Plan
  2. See Downtown Plan
  3. See Rincon Hill Plan

0 ONE MILE

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

→ *Delete the shaded areas within the Mission Bay area and add a boundary around the Mission Bay area with a line that leads to a reference that states "See Mission Bay North and Mission Bay South Redevelopment Plans." For Assessor's Blocks 3796 (Lots 1 and 2), 3797(Lot 1), and a portion of 3880, place an asterisk on the parcels with a reference on the bottom of the page that states "See the Mission Bay Guidelines adopted by the Planning Commission"*

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

→ *Add a boundary area around Candlestick Point with a line that leads to a reference that states "See Candlestick Point SubArea Plan and Bayview Hunters Point Redevelopment Plan"*

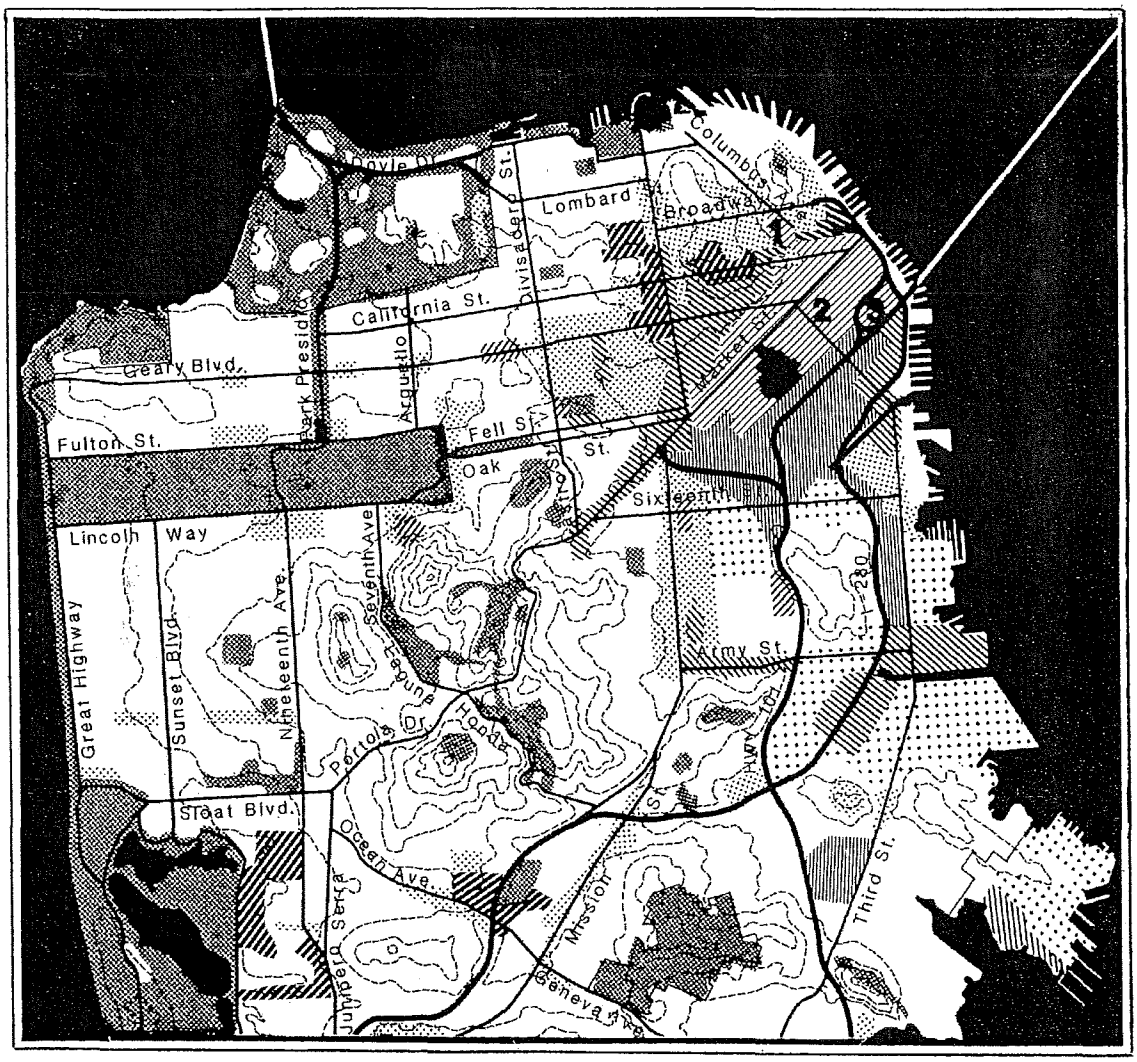
→ *Add: "See Mission Bay Guidelines adopted by the Planning Commission"*

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

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

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

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



URBAN DESIGN GUIDELINES FOR BULK OF BUILDINGS

Map 5

Guidelines Apply Above Height Of	Guidelines For Maximum Plan Dimension	Guideline For Maximum Diagonal Plan Dimension
40 ft	110 ft	125 ft
80 ft	110 ft	125 ft
40 ft *	110 ft *	140 ft *
40 ft	250 ft	300 ft
60 ft	250 ft	300 ft
150 ft	250 ft	300 ft

0 ONE MILE

Bulk Regulated By Height Controls

OPEN SPACE: Any Development Subject To Review

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

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

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

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

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

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

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

→ *Add a boundary area around Candlestick Point with a line that leads to a reference that states "See Candlestick Point SubArea Plan and Bayview Hunters Point Redevelopment Plan"*

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

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

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

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

SAN FRANCISCO
PLANNING DEPARTMENT

Planning Commission Resolution No. 19949

HEARING DATE: JUNE 22, 2017

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San Francisco,
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Reception:
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415.558.6409

Planning
Information:
415.558.6377

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

RESOLUTION OF INTENTION TO INITIATE AMENDMENTS TO THE GENERAL PLAN, PURSUANT TO PLANNING CODE 340, INCLUDING AMENDMENTS TO THE URBAN DESIGN ELEMENT MAP 4 (HEIGHT MAP) AND MAP 5 (BULK MAP) AND THE LAND USE INDEX OF THE GENERAL PLAN, TO ADD REFERENCES TO THE PIER 70 SPECIAL USE DISTRICT.

1. **WHEREAS,** Section 4.105 of the Charter of the City and County of San Francisco mandates that the Planning Commission shall periodically recommend to the Board of Supervisors for approval or rejection proposed amendments to the General Plan.

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

3. **WHEREAS,** The General Plan shall be periodically amended in response to changing physical, social, economic, environmental or legislative conditions.

4. **WHEREAS,** Section 340 of the Planning Code of the City and County of San Francisco provides that an amendment to the General Plan may be initiated by the Planning Commission upon an application by one or more property owners, residents or commercial lessees, or their authorized agents.

5. **WHEREAS,** Port of San Francisco and Forest City Developers ("Project Sponsor") has filed an application requesting amendments to the General Plan, Planning Code, and Zoning Maps to facilitate the construction of a mixed-use commercial, residential, retail/arts/light manufacturing, and cultural development project known as the Pier 70 Mixed-Use Project ("Project"); and

6. **WHEREAS,** the Project is located on approximately 35 acres of land under single ownership (Assessor's Block 4052 Lot 001, Block 4110 Lots 001 and 008A, Block 4111 Lot 004, Block 4120 Lot 002), and includes a portion of the Union Iron Works Historic District; and

7. **WHEREAS,** the Project responds to the waterfront location by proposing increased housing and employment on the Project site. The Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use, as well as construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements; and

8. **WHEREAS,** the Project proposes neighborhood-serving amenities, such as new ground floor retail, waterfront access, and infrastructure improvements; proposes new publicly accessible open space; and would incorporate sustainability features into the Project; and

9. **WHEREAS** the current zoning does not accommodate the site-specific goals of the Project, specifically achieving heights and density that are encouraged for a site of this size, in close proximity to major transit, that is amenable to a unified plan of development. The Project sponsor proposes to address this through adoption of specified development controls for the Project site set out in the Pier 70 Special Use District (Pier 70 SUD), along with a companion Design for Development Document associated with the Project; and

10. **WHEREAS,** The proposed Ordinance is intended to resolve the aforementioned issues by amending the Maps of the Urban Design Element and the General Plan Land Use Index, to add references to the Pier 70 SUD; and

11. **WHEREAS,** A Proposed Ordinance has been drafted in order to make the necessary amendments to the General Plan to implement the Project. The Office of the City Attorney has approved the Proposed Ordinance as to form.

12. **WHEREAS,** this General Plan Amendment Initiation would not, in and of itself, result in a physical change to the environment. Therefore, this action is statutorily exempt under the California Environmental Quality Act (Section 15060(c)(2)).

13. **WHEREAS,** the Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of Planning Department staff and other interested parties; and

14. **WHEREAS,** all pertinent documents may be found in the files of the Planning Department Commission Secretary as the custodian of records, at 1650 Mission Street, Suite 400, San Francisco; and

NOW, THEREFORE BE IT RESOLVED, That pursuant to Planning Code Section 340, the Planning Commission adopts a Resolution of Intention to initiate an amendment to the General Plan of the City and County of San Francisco, in order to implement the proposed Projects.

AND BE IT FURTHER RESOLVED, that pursuant to Planning Code Section 306.3, the Commission authorizes the Planning Department to provide appropriate notice for a public hearing to consider the above referenced General Plan amendments contained in the draft Ordinance, approved as to form by the City Attorney, attached hereto as Exhibit A.

I hereby certify that the foregoing Resolution was **ADOPTED** by the Planning Commission on June 22, 2017.

Jonas P. Ionin
Commission Secretary

AYES:	Fong, Hillis, Koppel and Melgar
NOES:	None
ABSENT:	Johnson, Moore and Richards
ADOPTED:	June 22, 2017

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Planning Commission Motion
No. 19976

HEARING DATE: AUGUST 24, 2017

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

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

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

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 May 6, 2015.

   B. The Department held a public scoping meeting on May 28, 2015 in order to solicit public comment on the scope of the Project's environmental review.

   C. On December 21, 2016, the Department published the Draft Environmental Impact Report (hereinafter "DEIR") and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Planning

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

D. Notices of availability of the DEIR and of the date and time of the public hearing were posted near the project site on December 21, 2016.

E. On December 21, 2016, copies of the DEIR were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR, and to government agencies, the latter both directly and through the State Clearinghouse.

F. A Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on December 21, 2016.

2. The Commission held a duly advertised public hearing on said DEIR on February 9, 2017 at which opportunity for public comment was given, and public comment was received on the DEIR. The period for acceptance of written comments ended on February 21, 2017.

3. The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the 60-day public review period for the DEIR, prepared revisions to the text of the DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR. This material was presented in a Comments and Responses document, published on August 9, 2017, distributed to the Commission and all parties who commented on the DEIR, and made available to others upon request at the Department.

4. A Final Environmental Impact Report (hereinafter "FEIR") has been prepared by the Department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available, and the Comments and Responses document all as required by law.

5. Project EIR files have been made available for review by the Commission and the public. These files are available for public review at the Department at 1650 Mission Street, Suite 400, and are part of the record before the Commission.

6. On August 24, 2017, the Commission reviewed and considered the information contained in the FEIR and hereby does find that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.

7. The Planning Commission hereby does find that the FEIR concerning File No. 2014-001272ENV reflects the independent judgement and analysis of the City and County of San Francisco, is adequate, accurate and objective, and that the Comments and Responses document contains no significant revisions to the DEIR that would require recirculation of the document pursuant to CEQA Guideline Section 15088.5, and hereby does CERTIFY THE COMPLETION of said FEIR in compliance with CEQA, the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code.

8. The Commission, in certifying the completion of said FEIR, hereby does find that the project described in the EIR would have the following significant unavoidable environmental impacts, which cannot be mitigated to a level of insignificance:

   A. **TR-5:** The Proposed Project would cause the 48 Quintara/24th Street bus route to exceed 85 percent capacity utilization in the a.m. and p.m. peak hours in both the inbound and outbound directions.

   B. **TR-12:** The Proposed Project's loading demand during the peak loading hour would not be adequately accommodated by proposed on-site or off-street loading supply or in proposed on-street loading zones, which may create hazardous conditions or significant delays for transit, bicycles or pedestrians.

   C. **C-TR-4:** The Proposed Project would contribute considerably to significant cumulative transit impacts on the 48 Quintara/24th Street and 22 Fillmore bus routes.

   D. **NO-2:** Construction of the Proposed Project would cause a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project.

   E. **NO-5:** Operation of the Proposed Project would cause substantial permanent increases in ambient noise levels along some roadway segments in the project site vicinity.

   F. **C-NO-2:** Operation of the Proposed Project, in combination with other cumulative development, would cause a substantial permanent increase in ambient noise levels in the project vicinity.

   G. **AQ-1:** Construction of the Proposed Project would generate fugitive dust and criteria air pollutants, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants.

   H. **AQ-2:** At project build-out, the Proposed Project would result in emissions of criteria air pollutants at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants.

   I. **C-AQ-1:** The Proposed Project, in combination with past, present, and reasonably foreseeable future development in the project area, would contribute to cumulative regional air quality impacts.

9. The Commission reviewed and considered the information contained in the FEIR prior to approving the Project.

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

Jonas P. Ionin
Commission Secretary

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

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Planning Commission Motion No. 19977

HEARING DATE: AUGUST 24, 2017

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

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, INCLUDING FINDINGS OF FACT, FINDINGS REGARDING SIGNIFICANT IMPACTS AND SIGNIFICANT AND UNAVOIDABLE IMPACTS, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND A STATEMENT OF OVERRIDING CONSIDERATIONS RELATED TO APPROVALS FOR THE PIER 70 MIXED-USE PROJECT ("PROJECT"), LOCATED ON ASSESSOR'S BLOCK 4052 LOT 001, BLOCK 4110 LOTS 001 and 008A, BLOCK 4111 LOT 004 and BLOCK 4120 LOT 002.

PREAMBLE

The Pier 70 Mixed-Use Project ("Project") comprises a project site of approximately 35-acres, bounded by Illinois Street to the west, 20th Street to the north, San Francisco Bay to the east, and 22nd Street to the south. Together, the Port of San Francisco ("Port") and FC Pier 70, LLC ("Forest City") are project sponsors for the Project. The Project is a mixed-use development containing two development areas—the "28-Acre Site" and the "Illinois Parcels"—that will include substantial residential uses (including affordable housing), office, retail, light industrial, arts, parks and open space areas.

The "28-Acre Site" is an approximately 28-acre area located between 20th, Michigan, and 22nd streets, and San Francisco Bay. This site includes Assessor's Block 4052/Lot 001 and Lot 002 and Block 4111/Lot 003 and Lot 004. The "Illinois Parcels" form an approximately 7-acre site that consists of an approximately 3.4-acre Port-owned parcel, called the "20th/Illinois Parcel," along Illinois Street at 20th Street (Assessor's Block 4110/Lot 001) and the approximately 3.6-acre "Hoedown Yard," at Illinois and 22nd streets (Assessor's Block 4120/Lot 002 and Block 4110/Lot 008A), which is owned by PG&E. The Hoedown Yard includes a City-owned 0.2-acre portion of street right-of-way that bisects the site.

The Project would rezone the entire 35-acre project site (including the 28-Acre Site and the Illinois Parcels) and establish land use controls for the project site through adoption of the Pier 70 Special Use District (SUD), and incorporation of design standards and guidelines in a proposed *Pier 70 Design for Development* document. The Project would include the rehabilitation and adaptive reuse of three of the 12

on-site contributing resources in the Union Iron Works Historic District, and retention of the majority of one on-site contributing resource (Irish Hill). The Project would demolish eight remaining on-site contributing resources and partially demolish the single, non-contributing structure, Slipways 5 through 8, which are currently covered by fill and asphalt. As envisioned, the Project would include market-rate and affordable residential uses, commercial use, RALI uses,[1] parking, shoreline improvements, infrastructure development and street improvements, and public open space. The Project involves a flexible land use program under which certain parcels on the project site could be designated for either commercial-office or residential uses, depending on future market demand. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space. New buildings would range in height from 50 to 90 feet, consistent with Proposition F, which was passed by San Francisco voters in November 2014. Under the Project, development of the 28-Acre Site would include up to approximately 3,422,265 gsf of construction in new buildings and improvements to existing structures (excluding square footage allocated to accessory and structured parking). . Development of the Illinois Parcels would include up to approximately 801,400 gsf of construction in new buildings (excluding square footage allocated to accessory parking). New buildings on the Illinois Parcels would not exceed a height of 65 feet. The Project is more particularly described in Attachment A (See Below).

The Project Sponsors filed an Environmental Evaluation Application for the Project with the Department on November 10, 2014.

Pursuant to and in accordance with the requirements of Section 21094 of CEQA and Sections 15063 and 15082 of the CEQA Guidelines, the San Francisco Planning Department ("Department"), as lead agency, published and circulated a Notice of Preparation ("NOP") on May 6, 2015, which notice solicited comments regarding the scope of the environmental impact report ("EIR") for the proposed project. The NOP and its 30-day public review comment period were advertised in a newspaper of general circulation in San Francisco and mailed to governmental agencies, organizations and persons interested in the potential impacts of the proposed project. The Department held a public scoping meeting on May 28, 2015, at the Port of San Francisco, Pier 1.

During the approximately 30-day public scoping period that ended on June 5, 2015, the Department accepted comments from agencies and interested parties that identified environmental issues that should be addressed in the EIR. Comments received during the scoping process were considered in preparation of the Draft EIR.

[1] The Project Sponsors describe the RALI use as including neighborhood-serving retail, arts activity, eating and drinking places, production distribution and repair, light manufacturing, and entertainment establishments.

The Department prepared the Draft EIR, which describes the Draft EIR Project and the environmental setting, analyzes potential impacts, identifies mitigation measures for impacts found to be significant or potentially significant, and evaluates alternatives to the Draft EIR Project. The Draft EIR assesses the potential construction and operational impacts of the Draft EIR Project on the environment, and the potential cumulative impacts associated with the Draft EIR Project in combination with other past, present, and future actions with potential for impacts on the same resources. The analysis of potential environmental impacts in the Draft EIR utilizes significance criteria that are based on the San Francisco Planning Department Environmental Planning Division guidance regarding the environmental effects to be considered significant. The Environmental Planning Division's guidance is, in turn, based on CEQA Guidelines Appendix G, with some modifications.

The Department published a Draft EIR for the project on December 21, 2016, and circulated the Draft EIR to local, state, and federal agencies and to interested organizations and individuals for public review. On December 21, 2016, the Department also distributed notices of availability of the Draft EIR; published notification of its availability in a newspaper of general circulation in San Francisco; posted the notice of availability at the San Francisco County Clerk's office; and posted notices at locations within the project area. The Planning Commission held a public hearing on February 9, 2017, to solicit testimony on the Draft EIR during the public review period. A court reporter, present at the public hearing, transcribed the oral comments verbatim, and prepared written transcripts. The Department also received written comments on the Draft EIR, which were sent through mail, fax, hand delivery, or email. The Department accepted public comment on the Draft EIR until February 21, 2017.

The San Francisco Planning Department then prepared the Comments and Responses to Comments on Draft EIR document ("RTC"). The RTC document was published on August 9, 2017, and includes copies of all of the comments received on the Draft EIR and written responses to each comment.

During the period between publication of the Draft EIR and the RTC document, the Project Sponsor has requested to adopt three variants into the Project, including the Reduced Off-Haul Variant, the Wastewater Treatment and Reuse System Variant, and the Irish Hill Passageway Variant. Thus, these three variants are added to the Project Description as part of the Project. The Reduced Off-Haul Variant would minimize the overall volume of excavated soils and the number of off-haul truck trips required for the transport and disposal of excavated soils. Under the Wastewater Treatment and Reuse System Variant, blackwater, graywater, and rainwater would be collected from all newly constructed buildings, treated, and reused for toilet and urinal flushing, irrigation, and cooling tower makeup. This variant differs from the project without the variant, because it assumes blackwater is treated and recycled and that all newly constructed buildings would form a district system. Finally, the Irish Hill Passageway Variant would realign the proposed pedestrian passageway between Illinois Street and the proposed Irish Hill Playground in order to create a view corridor through the proposed infill construction, from Illinois Street to the Irish Hill landscape feature. Under this Variant, the 40-foot-wide pedestrian passageway connecting Illinois Street and the proposed Irish Hill Playground would separate construction within Parcel PKS and Parcel HDY2 at the southwest corner of the project site. The pedestrian passageway would be shifted northward by approximately 165 feet, to bisect Parcel PKS

(which would become PKS1 and HDY3 with this variant), to allow views of the western face of the Irish Hill remnant from Illinois Street. These variants were fully studied in the Draft EIR.

In addition to describing and analyzing the physical, environmental impacts of the revisions to the Project, the RTC document provided additional, updated information, clarification and modifications on issues raised by commenters, as well as Planning Department staff-initiated text changes to the Draft EIR. The Final EIR, which includes the Draft EIR, the RTC document, the Appendices to the Draft EIR and RTC document, and all of the supporting information, has been reviewed and considered. The RTC documents and appendices and all supporting information do not add significant new information to the Draft EIR that would individually or collectively constitute significant new information within the meaning of Public Resources Code Section 21092.1 or CEQA Guidelines Section 15088.5 so as to require recirculation of the Final EIR (or any portion thereof) under CEQA. The RTC documents and appendices and all supporting information contain no information revealing (1) any new significant environmental impact that would result from the Project or from a new mitigation measure proposed to be implemented, (2) any substantial increase in the severity of a previously identified environmental impact, (3) any feasible project alternative or mitigation measure considerably different from others previously analyzed that would clearly lessen the environmental impacts of the Project, but that was rejected by the project sponsor, or (4) that the Draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

The Commission reviewed and considered the Final Environmental Impact Report (FEIR) for the Project and found the contents of said report and the procedures through which the FEIR was prepared, publicized and reviewed complied with the California Environmental Quality Act (Public Resources Code section 21000 *et seq.*) ("CEQA"), the CEQA Guidelines (14 Cal. Code Reg. section 15000 *et seq.*), and Chapter 31 of the San Francisco Administrative Code.

The Commission found the FEIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Planning Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and certified the Final EIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31 by its Motion No. 19976.

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

- Cause one individual Muni route (48 Quintara/24th Street bus routes) to exceed 85 percent capacity utilization in the a.m. and p.m. peak hours in both the inbound and outbound directions;
- Cause loading demand during the peak loading hour to not be adequately accommodated by proposed on-site/off-street loading supply or in proposed on-street loading zones, which may create hazardous conditions or significant delays for transit, bicycles, or pedestrians;
- Contribute considerably to significant cumulative transit impacts on the 48 Quintara/24th Street and 22 Fillmore bus routes;
- Cause a substantial temporary or periodic increase in ambient noise levels during construction in the project vicinity above levels existing without the project;

- Cause substantial permanent increases in ambient noise levels in the project vicinity (22nd Street [east of Tennessee Street to east of Illinois Street]; and Illinois Street [20th Street to south of 22nd Street]);
- Combine with cumulative development to cause a substantial permanent increase in ambient noise levels in the project vicinity (22nd Street [east of Tennessee Street to east of Illinois Street] and Illinois Street [20th Street to south of 22nd Street]);
- Generate fugitive dust and criteria air pollutants during construction, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants;
- Result in operational emissions of criteria air pollutants at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants; and
- Combine with past, present, and reasonably foreseeable future development in the project area to contribute to cumulative regional air quality impacts.

The Planning Commission Secretary is the custodian of records for the Planning Department materials, located in the File for Case No. 2014-001272ENV, at 1650 Mission Street, Fourth Floor, San Francisco, California.

On August 24, 2017, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2014-001272ENV to consider the approval of the Project. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the Project, the Planning Department staff, expert consultants and other interested parties.

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

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

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

Jonas P. Ionin
Commission Secretary

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

Attachment A

Pier 70 Mixed-Use Project

California Environmental Quality Act Findings:

FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND STATEMENT OF OVERRIDING CONSIDERATIONS

SAN FRANCISCO PLANNING COMMISSION

August 24, 2017

In determining to approve the Pier 70 Mixed-Use Project ("Project"), as described in Section I.A, Project Description, below, the following findings of fact and decisions regarding mitigation measures and alternatives are made and adopted, and the statement of overriding considerations is made and adopted, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act, California Public Resources Code Sections 21000-21189.3 ("CEQA"), particularly Sections 21081 and 21081.5, the Guidelines for implementation of CEQA, California Code of Regulations, Title 14, Sections 15000-15387 ("CEQA Guidelines"), particularly Sections 15091 through 15093, and Chapter 31 of the San Francisco Administrative Code.

This document is organized as follows:

Section I provides a description of the project proposed for adoption, project objectives, the environmental review process for the project, the approval actions to be taken, and the location of records;

Section II identifies the impacts that were not studied in the EIR;

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

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

Section V identifies significant impacts that cannot be avoided or reduced to less-than-significant levels and describes any applicable mitigation measures as well as the disposition of the mitigation measures;

Section VI evaluates the different project alternatives and the economic, legal, social, technological, and other considerations that support approval of the project and the rejection as infeasible of alternatives, or elements thereof, analyzed; and

Section VII presents a statement of overriding considerations setting forth specific reasons in support of the actions for the project and the rejection as infeasible of the alternatives not incorporated into the project.

The **Mitigation Monitoring and Reporting Program** ("MMRP") for the mitigation measures that have been proposed for adoption is attached with these findings as Attachment B to Motion No. 19977. The MMRP is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. The MMRP provides a table setting forth each mitigation measure listed in the Final Environmental Impact Report for the Project ("Final EIR") that is required to reduce or avoid a significant adverse impact. The MMRP also specifies the agency responsible for implementation of each measure and establishes monitoring actions and a monitoring schedule. The full text of the mitigation measures is set forth in the MMRP.

These findings are based upon substantial evidence in the entire record before the San Francisco Planning Commission. The references set forth in these findings to certain pages or sections of the Draft Environmental Impact Report ("Draft EIR" or "DEIR") or the Responses to Comments document ("RTC") in the Final EIR are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings.

I. PROJECT DESCRIPTION, OBJECTIVES, ENVIRONMENTAL REVIEW PROCESS, APPROVAL ACTIONS, AND RECORDS

The [Project is a mixed-use development project, located on an approximately 35-acre portion of Pier 70 bounded by Illinois Street to the west, 20th Street to the north, San Francisco Bay to the east, and 22nd Street to the south. Together, the Port of San Francisco ("Port") and FC Pier 70, LLC ("Forest City") are project sponsors for the Project. The Project contains two development areas: the "28-Acre Site" and the "Illinois Parcels." The "28-Acre Site" is an approximately 28-acre area located between 20th, Michigan, and 22nd streets, and San Francisco Bay. This site includes Assessor's Block 4052/Lot 001 and Lot 002 and Block 4111/Lot 003 and Lot 004. The "Illinois Parcels" form an approximately 7-acre site that consists of an approximately 3.4-acre Port-owned parcel, called the "20th/Illinois Parcel," along Illinois Street at 20th Street (Assessor's Block 4110/Lot 001) and the approximately 3.6-acre "Hoedown Yard," at Illinois and 22nd streets (Assessor's Block 4120/Lot 002 and Block 4110/Lot 008A), which is owned by PG&E. The Hoedown Yard includes a City-owned 0.2-acre portion of street right-of-way that bisects the site.

The Project would provide a phased mixed-use land use program in which certain parcels could be developed with either primarily commercial uses or residential uses, with much of the ground floor dedicated to retail/arts/light-industrial ("RALI") uses. In addition, two parcels on the project site (Parcels C1 and C2) could be developed for structured parking, residential/commercial use, or solely residential use, depending on future market demand for parking and future travel demand patterns. Development of the 28-Acre Site would include up to a maximum of approximately 3,422,265 gross square feet (gsf) of construction in new buildings and improvements to existing structures (excluding square footage allocated to accessory parking). New buildings would have maximum heights of 50 to 90 feet. Development of the Illinois Parcels would include up to a maximum of approximately 801,400 gsf in new buildings; these new buildings would not exceed a height of 65 feet, which is the existing height limit along Illinois Street on both the Port-owned and the western portion of the Hoedown Yard.

A. Project Description.

1. Project Location and Site Characteristics.

a. Project Site and Vicinity.

The 35-acre project site is located within the 69-acre Pier 70 area on San Francisco Bay along San Francisco's Central Waterfront. It is just south of Mission Bay South and east of the Potrero Hill and Dogpatch neighborhoods. The American Industrial Center, a large multi-tenant light-industrial building, is located across Illinois Street, west of the Illinois Parcels. To the north of the project site are the BAE Systems Ship Repair facility, the 20th Street Historic Core (Historic Core) of the Union Iron Works Historic District, future Crane Cove Park (construction of which is scheduled to begin in 2016), and the Mission Bay South redevelopment area. To the south of the project site are PG&E's Potrero Substation (a functioning high-voltage transmission substation serving San Francisco), the decommissioned Potrero Power Plant, and the TransBay Cable converter station, which connects the Pittsburg-San Francisco 400-megawatt direct-current, underwater electric transmission cable to PG&E's electricity transmission grid by way of the Potrero Substation. There is a dilapidated pier extending from the project site into San Francisco Bay immediately northeast of the slipways, but is not part of the Project analyzed in this EIR.

The project site currently contains approximately 351,800 gsf of buildings and facilities, most of which are deteriorating. Current uses on the site, all of which are temporary, include special event venues, artists' studios, self-storage facilities, warehouses, automobile storage lots, a parking lot, a soil recycling yard, and office spaces. The project site has varying topography, sloping up from San Francisco Bay, with an approximately 30-foot increase in elevation at the western extent of the 28-Acre Site. The 35- foot-tall remnant of Irish Hill is located in the southwestern portion of the project site and straddles both the 28-Acre Site and Illinois Parcels. Impervious surface covers approximately 98 percent of the 28-Acre Site and approximately 43 percent of the Illinois Parcels.

b. Union Iron Works Historic District.

Most of Pier 70 (66 of the total 69 acres) is listed in the Union Iron Works Historic District. The Historic District's National Register nomination report documents the significance of Union Iron Works (UIW) and Bethlehem Steel at Pier 70 and their role in the nation's maritime history, supporting multiple war efforts, as well as in the evolution of industrial architecture in San Francisco. The Historic District's 44 contributing features and 10 non-contributing features include "buildings, piers, slips, cranes, segments of a railroad network, and landscape elements." Most of the buildings are of an industrial architectural style and historic use, and made of "unreinforced brick masonry, concrete, and steel framing, with corrugated iron or steel cladding." UIW built or repaired ships at Pier 70 from the time of the Spanish American War in 1898, and ship repair operations continue today.

The project site contains 12 of the 44 contributing features in the Historic District and one of the ten non-contributing features in the Historic District. The Hoedown Yard is not within the Historic District, but it has also been used for industrial purposes since the 1880s. Identifiable historical uses at the Hoedown Yard appear to have been limited to the storage of fuel oil in above-ground storage tanks

(30,000- to 40,000-barrel capacity) for adjacent industrial activities. PG&E acquired the Hoedown Yard over time from various companies, including UIW and Bethlehem Steel.

c. **Historic Uplands and Tidelands.**

The largest portion of the Pier 70 site comprises lands mapped and sold by the Board of Tide Land Commissioners (BTLC). The sales were authorized by Chapter 543 of the Statutes of 1868. Most of the BTLC lots were owned by Bethlehem Steel or Risdon Iron & Locomotive Works by the turn of the nineteenth century into the twentieth century. All of the filled lands north of the Bethlehem Steel property appear to have been reserved from sale by the State, including Illinois Street, portions of 20th and Michigan streets, and the Central Basin. The State conveyed these lands to the City as part of the Burton Act grant.

d. **Proposition F.**

On November 4, 2014, the San Francisco electorate approved Proposition F, a ballot measure that authorized a height increase at the 28-Acre Site from the existing 40 to 90 feet, directed that the project proposed on the 28-Acre Site undergo environmental review, and established policies regarding the provision of certain significant public benefits as part of the proposed project at the 28-Acre Site. Proposition F complied with the requirement established by Proposition B (June 2014) for San Francisco voter approval for any proposed height limit increase along the San Francisco waterfront on Port-owned property that would exceed existing height limits in effect on January 1, 2014. Proposition B does not apply to the Hoedown Yard, because the property is not owned by the Port. Proposition F conditioned the effective date of the proposed height increase on completion of an EIR and approval of a development plan for the 28-Acre Site by the Port Commission and Board of Supervisors. Proposition F did not address heights on the Illinois Parcels.

The height increase approved in Proposition F was contingent on the City's later approval of a project at the 28-Acre Site that would include the following:

- Provision of 9 acres of waterfront parks, playgrounds, and recreation opportunities on and adjacent to the 28-Acre Site;
- Construction of between approximately 1,000 and 2,000 new housing units;
- Provision of 30 percent of all new housing units at below-market rates;
- Stipulation that the majority of new housing units be offered for rent;
- Restoration of those historic structures on the site that are essential to the integrity of the Union Iron Works Historic District;
- Creation of substantial new and renovated space for arts, cultural, small-scale manufacturing, local retail, and neighborhood-serving uses;
- Preservation of the artist community currently located in Building 11 (the Noonan Building) by providing new state-of-the-art, on-site space that is affordable, functional and aesthetic, and by continuing to accommodate the Noonan Building community within the Union Iron Works Historic District during any transition period associated with the construction of new space;

- Creation of between approximately 1,000,000 and 2,000,000 square feet of new commercial and office space; and
- Provision of accessory parking facilities and other transportation infrastructure as part of a transportation demand management program that enhances mobility in the district and neighborhood.

2. **Project Characteristics.**

a. **Demolition and Rehabilitation.**

The project site has 12 contributors to the Union Iron Works Historic District and one non-contributor, totaling 351,800 gsf. The Project includes rehabilitation, in compliance with the Secretary of the Interior's Standards for the Treatment of Historic Properties, of approximately 227,800 gsf in Buildings 2, 12, and 21 for reuse. Buildings 2 and 12 would remain in their current location. Building 21 would be relocated about 75 feet to the southeast, to create public frontage along the waterfront park and maintain a visual connection to Buildings 2 and 12. Seven of the remaining contributing buildings and structures on the site (Buildings 11, 15, 16, 19, 25, 32, and 66), containing 92,945 gsf, would be demolished. A small portion of the contributing feature, the remnant of Irish Hill, would also be removed. The Port has proposed to demolish the 30,940-gsf Building 117, located on the Project site, as part of the 20th Street Historic Core project to allow the adjacent building (Building 116) to be rehabilitated to meet fire code. This demolition is proposed separately from and prior to approval of the Project. The non-contributing feature on the project site (subterranean portions of Slipways 5 through 8) would be partially removed as part of the Project.

b. **Special Use District and Land Use Program**

The Project amends the Planning Code to create the Pier 70 Special Use District (SUD), and amends the Zoning Maps to make conforming changes related to Pier 70 SUD. The Pier 70 SUD requires compliance with the proposed Pier 70 SUD Design for Development, which is discussed on p. 2.35 of the DEIR. Under the SUD, the Project provides a mixed-use land use program in which certain parcels (Parcels F, G, H1, H2, HDY1, and HDY2) and Building 2 could be developed for either primarily commercial uses or residential uses. Parcels C1 and C2 would be designated for structured parking, but could be developed with either residential or commercial (Parcel C1) or residential uses (Parcel C2), depending on future methods of travel for residents and visitors.

The Zoning Maps are amended to show changes from the current zoning (M-2 [Heavy Industrial] and P [Public]) to the Pier 70 SUD. Height limits on the 28-Acre Site would be increased from 40 to 90 feet, except for a 100-foot-wide portion adjacent to the shoreline that would remain at 40 feet, as authorized by Proposition F in November 2014. The Zoning Map amendments also modify the existing height limits on an eastern portion of the Hoedown Yard from 40 to 65 feet. The height limits for the Illinois Street parcels would remain the same at 65 feet. Height limits are further restricted through the design standards established in the Pier 70 SUD Design for Development (Design for Development). The Project also amends the Port's Waterfront Land Use Plan (WLUP).

Proposed new zoning in the SUD would permit the following uses, listed below by parcel and shown in DEIR Table 2.2: Proposed Pier 70 Special Use District – Primary Uses by Parcel and Rehabilitated Building.

On the 28-Acre Site:

- Parcels A and B: Restricted to primarily commercial use, with RALI uses allowed on the ground floor.
- Parcel C1: Permitted for commercial, residential, or structured parking uses with RALI uses allowed on the ground floor.
- Parcel C2: Permitted for either residential or structured parking uses, with RALI uses allowed on the ground floor.
- Parcels D, E1, E2, and E3: Restricted to primarily residential use, with RALI uses allowed on the ground floor.
- Parcels F, G, H1, and H2, and Building 2: Permitted for either commercial or residential uses, with RALI uses allowed on the ground floor.
- Parcel E4 and Buildings 12 and 21: Permitted for RALI uses with commercial allowed on the upper floor of Parcel E4 and Building 12.
- All 28-Acre Site parcels except existing Buildings 2, 12, and 21 and Parcel E4: Permitted to include accessory parking.

On the Illinois Parcels:

- 20th/Illinois Parcel (Subdivided into Parcel K North [PKN] and Parcel K South [PKS]): Restricted to primarily residential use, with RALI uses on the ground floor.
- Hoedown Yard (Subdivided into Parcel Hoedown Yard 1 [HDY1] and Parcel Hoedown Yard 2 [HDY2]): Permitted for either commercial or residential uses, with RALI uses allowed on the ground floor.
- All Illinois Parcels: Permitted to include accessory parking.

To cover a full range of potential land uses that could be developed under the proposed SUD, the EIR analyzed a maximum residential-use scenario and a maximum commercial-use scenario for the project site. The Maximum Residential Scenario and the Maximum Commercial Scenario for both the 28-Acre Site and the Illinois Parcels are mutually exclusive: the maximum commercial and maximum residential programs could not both be built. Depending on the uses developed over time, the Project's total gross square feet (gsf) would range between a maximum of 4,212,230 gsf, under the Maximum Residential Scenario, to 4,179,300 gsf, under the Maximum Commercial Scenario, excluding square footage associated with accessory and structured parking. Total construction would not exceed a maximum of 3,422,265 gsf on the 28-Acre Site and 801,400 gsf on the Illinois Parcels.

Maximum Residential Scenario

Development under the Maximum Residential Scenario on the 28-Acre Site would include a maximum of up to 3,410,830 gsf in new and renovated buildings (excluding square footage allocated to parking). Under this scenario, there would be up to 2,150 residential units (up to approximately 710 studio/one-bedroom units and 1,440 two- or more bedroom units), totaling about 1,870,000 gsf, as well as approximately 1,095,650 gsf of commercial space and 445,180 gsf of RALI space (241,655 gsf of retail space, 60,415 gsf of restaurant space, and 143,110 gsf of arts/light-industrial space). Under a scenario where the Project provides up to 10 percent three-bedroom units, there would be up to 2,150 residential units (up to approximately 925 studio/one-bedroom units and 1,225 two- or more bedroom units), totaling about 1,870,000 gsf. The overall development envelope includes rehabilitation of 237,800 gsf in Buildings 2, 12, and 21 in compliance with the Secretary of the Interior's Standards for the Treatment of Historic Properties.

Development under the Maximum Residential Scenario on the Illinois Parcels would include a maximum of up to 801,400 gsf in newly constructed buildings. Under this scenario, there would be up to 875 residential units (up to approximately 290 studio/one-bedroom units and 585 two- or more bedroom units), totaling about 760,000 gsf, as well as approximately 6,600 gsf of commercial area and approximately 34,800 gsf of RALI space (27,840 gsf of retail space and 6,960 gsf of restaurant space) in new buildings. Under a scenario where the Project provides up to 10 percent three-bedroom units, there would be up to 875 residential units (up to approximately 377 studio/one-bedroom units and 498 two- or more bedroom units) totaling about 760,000 gsf. Under the Maximum Residential Scenario a maximum of 3,370 off-street parking spaces would be allowed.

Maximum Commercial Scenario

Development on the 28-Acre Site under the Maximum Commercial Scenario would include a maximum of up to about 3,422,265 gsf in new and renovated buildings. Under this scenario, there would be up to 1,100 residential units (up to approximately 365 studio/one-bedroom units and 735 two- or more bedroom units), totaling about 957,000 gsf, as well as approximately 2,024,050 gsf of commercial area, and 441,215 gsf of RALI space (238,485 gsf of retail space, 59,620 gsf of restaurant space, and 143,110 gsf of arts/light-industrial space). Under a scenario where the Project provides up to 10 percent three-bedroom units, there would be up to 1,100 residential units (up to approximately 473 studio/one-bedroom units and 627 two- or more bedroom units) totaling about 957,000 gsf. The overall development envelope includes the rehabilitation of 227,800 gsf in Buildings 2, 12, and 21 in compliance with the Secretary of the Interior's Standards for Treatment of Historic Properties.

Illinois Parcels

Development on the Illinois Parcels under the Maximum Commercial Scenario would include a maximum of about 757,035 gsf in new buildings. Under this scenario, there would be up to 545 residential units (up to approximately 180 studio/one-bedroom units and 365 two-or-more bedroom units), totaling about 473,000 gsf, as well as approximately 238,300 gsf of commercial area and approximately 45,735 gsf of RALI (36,590 gsf of retail space and 9,145 gsf of restaurant space) in new buildings. Under a scenario where the Project provides up to 10 percent three-bedroom units, 545 residential units (up to approximately 235 studio/one-bedroom units and 310 two-or-more bedroom units) totaling about 473,000 gsf. Under the Maximum Commercial Scenario a maximum of 3,496 off-street parking spaces would be allowed.

c. Public Trust Exchange.

Portions of the 28-Acre Site and Illinois Parcels are subject to the common law public trust for commerce, navigation, and fisheries and the statutory trust under the Burton Act, as amended (the Public Trust). In order to clarify the Public Trust status of portions of Pier 70, the Port has obtained State legislation (AB 418) that authorizes the State Lands Commission to approve a Public Trust exchange that would free some portions of the project site from the Public Trust while committing others to the Public Trust. To implement the Project in accordance with the proposed SUD, the Port and State Lands Commission would have to implement a public trust exchange that would lift the Public Trust from designated portions of Pier 70 in accordance with the terms of a negotiated trust exchange agreement meeting the requirements of AB 418. The Hoedown Yard is not subject to the Public Trust and will not be affected by the trust exchange.

d. Affordable Housing Program.

Under the Project, 30 percent of all completed residential units on the 28-Acre Site would be required to be offered at below market rate prices, and a majority of residential units constructed would be rentals, in compliance with Proposition F. Residential units on the Illinois Parcels would be subject to the affordable housing requirements in Section 415 of the Planning Code. Under Board of Supervisors Resolution No. 54-14, if the City exercises its option to purchase the Hoedown Yard from PG&E, proceeds from the sale of the Hoedown Yard would be directed to the City's HOPE SF housing program, which includes the Potrero Terrace and Annex HOPE SF project.

e. Pier 70 SUD Design for Development.

The Pier 70 SUD Design for Development sets forth the underlying vision and principles for development of the project site, and establishes implementing standards and design guidelines. The Design for Development includes building design standards and guidelines (Building Design Standards) that are intended to address compatibility of new development within the project site with the Historic District, guide rehabilitation of existing historic buildings as critical anchors, and encourage architecture of its own time in new construction.

Future vertical development at the project site, whether constructed by Forest City, Forest City affiliates, or third-party developers selected by the Port through broker-managed offerings, would be bound by the Design for Development, including the Building Design Standards.

The Design for Development provides standards and guidelines for Zoning and Land Use; Open Space & Streetscape Improvements; Streets and Streetscapes; Parking and Loading; Building Form, Massing, and Architecture; and Lighting, Signage, and Art.

f. Project Open Space Plan.

The Project includes 9 acres of publicly owned open space, in addition to private open space areas such as balconies, rooftops with active recreational spaces, and courtyards that would be accessible only to building occupants. The open spaces are anticipated to accommodate everyday passive uses as well as public outdoor events, including art exhibitions, theater performances, cultural events, outdoor fairs,

festivals and markets, outdoor film screenings, evening/night markets, food events, street fairs, and lecture services. Fewer than 100 events per year are anticipated and would likely include approximately 25 mid-size events attracting between 500 to 750 people, and four larger-size events attracting up to 5,000 people. The proposed open space would supplement recreational amenities in the vicinity of the project site, such as the future Crane Cove Park in the northwestern part of Pier 70, and would include extension of the Blue Greenway and Bay Trail through the southern half of the Pier 70 area. Publicly owned open space on the site is allocated as follows: Waterfront Promenade; Waterfront Terrace; Slipway Commons; Building 12 Plaza and Market Square; Irish Hill Playground; 20th Street Plaza; and Rooftop Open Space Areas.

g. Traffic and Circulation Plan.

i. Street Improvements, Circulation and Parking.

The primary streets on the project site would be 20th and 22nd streets, built out from west to east. Maryland Street would be a secondary north-south-running street designed as a shared street. New minor streets include a new 21st Street, running west to east from Illinois Street to the waterfront, and Louisiana Street, running north from 22nd Street. New traffic signals would be installed at the intersection of Illinois and 21st streets. Louisiana Street from 21st Street to 20th Street would include a jog to accommodate existing historic structures within the Historic Core. Except for the western side of Louisiana Street adjacent to the Historic Core, all new streets would include sidewalks, and street furniture where appropriate. Maryland, 20th, and 22nd streets would include bicycle infrastructure or signage. With the exception of Louisiana Street between 20th and 21st streets, all streets would be two-way, with a single lane of travel in each direction. Louisiana Street would be one-way in the southbound direction, with a single lane of travel.

As part of the Project, Michigan Street from the southern side of 20th Street towards 21st Street shall be narrowed from 80 to 68 feet with 12 feet of the right-of-way converted from a public street to private use, i.e., "vacated," and developed as part of the Illinois Parcels. Vehicle travel would not be connected through to 21st Street due to a grade change, but pedestrian pathways would connect.

The Project provides parking spaces within a site-wide maximum and a maximum ratio per use. Under the Maximum Residential Scenario a maximum of 3,370 off-street parking spaces would be allowed, and under the Maximum Commercial Scenario a maximum of 3,496 off-street parking spaces would be allowed. The Project provides about 285 on street parking spaces along most the streets internal to the project site under either scenario. One parking space per 1,000 square feet of gross floor area would be provided for office/commercial and RALI uses, and 0.75 parking spaces per residential unit would be allowed. If not developed as residential or commercial uses, planned structured parking on Parcels C1 and C2 would provide shared parking for multiple uses. The Illinois Parcels and most parcels on the 28-Acre Site, excluding Buildings 2, 12, and 21, would also have accessory parking. All residential parking would be unbundled, which means parking would be an optional, additional cost to the price of renting or purchasing a dwelling unit.

ii. Transportation Plan.

The Project includes a Pier 70 SUD Transportation Plan intended to manage transportation demands and to encourage sustainable transportation choices, consistent with the City of San Francisco's Transit First, Better Streets, Climate Action, and Transportation Sustainability Plans and Policies. The Pier 70 SUD Transportation Plan includes a transportation demand management ("TDM") plan, which is described in an exhibit to the Development Agreement for the Project. The TDM Plan provides a comprehensive strategy to manage the transportation demands that the Project would create, and is also required as a mitigation measure under the Final EIR [See Mitigation Measure M-AQ-1f]. The street improvements and TDM Plan would be the same for both the Maximum Residential Scenario and the Maximum Commercial Scenario.

The Project's TDM Plan would be administered and maintained by a Transportation Management Association (TMA). The TMA would be responsible for provision of shuttle service between the project site and local and regional transit hubs.

The TMA would work collaboratively with SFMTA and Bay Area Bike Share (BABS) representatives to finalize the design, location, installation timeline, and funding arrangements for both initial installation and ongoing operation and maintenance of any proposed bikesharing station. Supplementary components such as provision of passenger amenities, real-time occupancy data for shared parking facilities, on-street carshare spaces, unbundled parking for residents, and preferential treatment for high-occupancy vehicles would be coordinated and provided through the TMA, as required by the TDM Plan and mitigation measure.

iii. **Bicycle and Pedestrian Improvements.**

The Project includes bike lanes, bike-safety-oriented street design, and bike-parking facilities to promote bicycling in and around the project site. Under the provisions of the SUD, bike amenities would be constructed on the project site that would meet or exceed the existing Planning Code requirements at the time of permit submittal. Under the Maximum Residential Scenario, 1,142 Class 1 and 514 Class 2 bicycle parking spaces would be required. Sufficient Class 2 bicycle parking should also be provided at key entrance areas of the major open spaces. Under the Maximum Commercial Scenario, 995 Class 1 and 475 Class 2 bicycle parking spaces would be required. Improvements proposed for the Project include construction of Class II facilities (bicycle lanes) and Class III facilities (shared-lane markings and signage) on 20th, 22nd, and Maryland streets. A Class I separated bicycle and pedestrian facility would be provided along the Bay Trail and Blue Greenway the length of the project site along the shoreline, connecting at Georgia Street to the northbound path to Crane Cove Park and the southern waterfront park boundary to the future southern connection through the former Potrero Power Plant site.

Pedestrian travel would be encouraged throughout the project site by establishing a network of connected pedestrian pathways running both west-to-east and north-to-south to connect open spaces. Street and open space design would also incorporate pedestrian-safe sidewalk and street design and signage. All streets on the project site would include 9- to 18-foot-wide sidewalks. The project site is designed to make the area east of Maryland Street a predominantly pedestrian zone, and there would be no vehicular streets along the length of waterfront parks, with the exception of the north-south running portion of 20th Street. Maryland Street and 20th Street could potentially have a shared street condition, to reinforce the pedestrian connection from the western portion of the site, across the street, and to San Francisco Bay.

Both 20th and 22nd streets would feature pedestrian amenities to encourage walking from the Dogpatch neighborhood, as well as transit use along the Third and 22nd streets corridors.

iv. Loading.

The proposed new streets would provide access for emergency vehicles and off-street freight loading. Michigan, Louisiana, and 21st streets would be designed as primary on-street loading corridors.

h. Infrastructure and Utilities.

i. Potable Water.

Potable water distribution piping would be constructed in trenches under the planned streets to provide water for site uses and firefighting needs. To reduce potable water demand, high-efficiency fixtures and appliances would be installed in new buildings, and fixtures in existing buildings would be retrofitted, as required by City regulations.

ii. Recycled (Reclaimed) Water.

The project site is located within the City's designated recycled water use area and is subject to Article 22 of the San Francisco Public Works Code, the Recycled Water Use Ordinance, whose goal is to maximize the use of recycled water. Therefore, buildings and facilities that are subject to this ordinance must use recycled water for all uses authorized by the State once a source of recycled water is available and projects must include recycled water distribution systems within buildings as well as throughout the project sites. Although a source of recycled water is not yet available from the City, the project sponsors would install distribution pipelines to ultimately connect with the City's recycled water distribution system once it is constructed. Accordingly, the Project includes the installation of distribution pipelines beneath existing and proposed streets within the project area. Once the City's recycled water system is constructed, the Project's recycled water pipelines would connect to the City's recycled water system.

iii. On-Site Non-Potable Water.

San Francisco's Non-potable Water Ordinance requires new buildings larger than 250,000 square feet to use on-site "alternate water sources" of graywater, rainwater, and foundation drainage water to meet that building's toilet and urinal flushing and irrigation demands. The Project would include the diversion and reuse of graywater and rainwater for toilet and urinal flushing and irrigation.

iv. Auxiliary Water Supply System.

To meet supplemental firefighting water requirements for the Auxiliary Water Supply System (AWSS), the Project would be required to include on-site AWSS high-pressure distribution piping. The pipelines would be installed beneath existing and proposed streets and would supply fire hydrants within the project site for the purposes of firefighting. The AWSS may also include a permanent manifold installed upland of the shoreline that can be connected to a temporary, portable submersible pump for redundancy.

v. Wastewater (Sanitary Sewer) and Stormwater Facilities.

Wastewater and stormwater flows from the project site are currently conveyed to the Southeast Water Pollution Control Plant ("SEWPCP") for treatment via the City's combined sewer system. The Port also owns and maintains many gravity sewer lines that connect the existing buildings on the site to the SFPUC sewer lines. The project sponsors are considering three options for managing wastewater and stormwater flows from the project site: Option 1, Combined Sewer System; Option 2, Separate Wastewater and Stormwater Systems; and Option 3, Hybrid System.

vi. Electricity and Natural Gas.

The Project would replace overhead electrical distribution with a joint trench utilities distribution system which would follow the proposed realigned roadways. The Project would also extend the existing natural gas distribution system from 20th Street to connect to the 28-Acre Site. A new natural gas distribution system would be constructed to extend to the Illinois Parcels. New gas lines would be placed in the joint utilities trench distribution system following the realigned roadways.

The Project would comply with San Francisco Green Building Requirements for energy efficiency in new buildings. Energy-efficient appliances and energy-efficient lighting would be installed in the three rehabilitated historic buildings.

Back-up emergency diesel generators are required by the San Francisco Building Code for new buildings with occupied floor levels greater than 75 feet in height. There are 10 parcels (all in the 28-Acre Site) that would allow building heights of up to 90 feet: Parcels A, B, C1, C2, D, E1, F, G, H1, and H2. Each of the buildings on Parcels A, C1, C2, D, E1, F, G, H1, and H2 would have a back-up diesel generator, if built with occupied floor levels greater than 75 feet; such generators would operate in emergency situations, each having an average size of 400 horsepower. Due to the larger size of Parcel B, the building proposed for that parcel would have two 400-horsepower, back-up diesel generators to operate in emergency situations. In total, 11 generators are anticipated on the project site.

vii. Renewable Energy.

The Project is required to meet the State's Title 24 and the San Francisco Green Building Requirements for renewable energy and the Better Roof Requirements for Renewable Energy Standards. The Project would allow for roof-mounted or building-integrated solar photovoltaic (PV) systems and/or roof-mounted solar thermal hot water systems for all proposed buildings, excluding existing Buildings 2, 12, and 21. At least 15 percent of the roof area would include roof-mounted or building-integrated PV systems and/or roof-mounted solar thermal hot water systems that would be installed in residential and commercial buildings. These systems would partially offset the energy demands of the associated buildings. No ground-mounted facilities are proposed under the Project. The solar PV arrays located on various rooftops could be interconnected via a community microgrid that serves as a site-wide distribution network capable of balancing captive supply and demand resources to maintain stable service within the Project.

i. Grading and Stabilization Plan.

i. Site Grading.

The Project would involve excavation of soils for grading and construction of the 15- to 27-foot-deep basements planned on Parcels A, B, C1, C2, D, E1, E2, E3, E4, F, G, H1, H2, PKN, PKS, HDY1 and HDY2. No basement levels are planned for existing Buildings 2, 12, or 21. The Project will likely require bedrock removal by controlled rock fragmentation techniques. Controlled rock fragmentation technologies may include pulse plasma rock fragmentation, controlled foam or hydraulic injection, and controlled blasting. In some scenarios it may be necessary to utilize a combination of these techniques.

The Project would raise the grade of the 28-Acre Site and the southern, low-lying portions of the Illinois Parcels by adding up to 5 feet of fill in order to help protect against flooding and projected future sea level rise and as required for environmental remediation.

A portion of the northern spur of the remnant of Irish Hill would be removed for construction of the new 21st Street. Retaining walls would be necessary along the sides of the new 21st Street to protect the adjacent Building 116 in the Historic Core as well as the remnant of Irish Hill and along the reconfigured 22nd Street, to account for the proposed elevation difference between the streets and adjacent ground surfaces.

ii. **Geotechnical Stabilization.**

To address the potential hazard of liquefaction and lateral spreading that may occur during a major earthquake, the Project would include construction of improvements to control the amount of lateral displacement that could occur. These improvements could include either reinforcing the existing slope with structural walls or implementing ground improvements.

iii. **Shoreline Protection Improvements and Sea Level Rise Adaptation.**

The objectives of the proposed shoreline protection improvements include maintaining a stable shoreline in the project area by preventing shoreline erosion and protecting the proposed development from coastal flooding. The proposed shoreline protection system is designed to minimize the need for placing fill in San Francisco Bay; maximize open space and public access to the shoreline edge; improve existing slope protection, where feasible; develop aesthetically pleasing and cost-efficient shoreline protection; and provide for future sea level rise adaptation. For design purposes, the existing shoreline is divided into four separate "reaches." Options for shoreline protection improvements were developed for each reach.

The improvements constitute minor repairs to the existing shoreline protection system along the bayfront of the 28-Acre site that is currently in disrepair. These improvements are restricted to repair or replacement of the existing bulkhead in Reach II, and repair or replacement of the existing rip rap slopes in Reaches I, III, and IV. As proposed, the improvements would provide shoreline protection from erosion based on current flooding conditions, and the worst case flooding projected for the year 2100. The entire 100-foot shoreline band, including the shoreline protection features, would be reserved for public access that is safe and feasible. The project sponsors would also implement a long-term inspection and maintenance program to observe for deterioration of the shoreline protection system, and would repair any deficiencies noted to ensure adequate erosion and flood protection for the life of the project.

3. **Project Variants.**

The Draft EIR studied five variants to the Project. Each variant would modify a limited feature or aspect of the Project. During the period between publication of the Draft EIR and the RTC document, the Project Sponsor requested adoption of three variants into the Project, including the Reduced Off-Haul Variant, the Wastewater Treatment and Reuse System Variant, and the Irish Hill Passageway Variant. Thus, these three variants are added to the Project.

The Reduced Off-Haul Variant would minimize the overall volume of excavated soils and the number of off-haul truck trips required for the transport and disposal of excavated soils. Under the Wastewater Treatment and Reuse System Variant, blackwater, graywater, and rainwater would be collected from all newly constructed buildings, treated, and reused for toilet and urinal flushing, irrigation, and cooling tower makeup. This variant differs from the project without the variant, because it assumes blackwater is treated and recycled and that all newly constructed buildings would form a district system. Finally, the Irish Hill Passageway Variant would realign the proposed pedestrian passageway between Illinois Street and the proposed Irish Hill Playground in order to create a view corridor through the proposed infill construction, from Illinois Street to the Irish Hill landscape feature. Under this Variant, the 40-foot-wide pedestrian passageway connecting Illinois Street and the proposed Irish Hill Playground would separate construction within Parcel PKS and Parcel HDY2 at the southwest corner of the project site. The pedestrian passageway would be shifted northward by approximately 165 feet, to bisect Parcel PKS (which would become PKS1 and HDY3 with this variant), to allow views of the western face of the Irish Hill remnant from Illinois Street.

Additionally, the FEIR analyzed two additional project variants that are not proposed for approval at this time: the District Energy System Variant and the Automated Waste Collection System Variant. The Project assumes all heating and cooling would be done at the individual building level and independent from adjacent buildings, and PG&E would provide natural gas, and electricity would be provided by the SFPUC and renewable power generated on the project site. Under the District Energy System Variant, a single central energy plant would be located in one of the basement levels of a newly constructed building on Parcel C1. The proposed central energy plant would provide heating and cooling for a linked group of residential and commercial buildings.

Under the Project, typical collection trucks would drive around the project site to pick up solid waste (separated by residents and businesses into recyclables, compostables, and trash/waste) from each individual building for transport to Pier 96 (recyclables) in San Francisco, the Jepson-Prairie facility (compostables) in Solano County, and the Hay Road Landfill (trash/waste) in Solano County. Under the

Automated Waste Collection System (AWCS) Variant, an automated waste collection system would be installed to transport solid waste from individual new buildings and in public areas, replacing interior and outdoor trash receptacles. The central waste collection facility would be located in a stand-alone building near the proposed 20th Street Pump Station on the BAE Systems Ship Repair site directly north of Parcels A and B on the project site. This variant has the potential to operate more efficiently and would reduce the number of trash collection truck trips and the associated noise and air pollutant emissions.

1. Project Construction Phasing and Duration.

For both development scenarios, the Maximum Residential Scenario and the Maximum Commercial Scenario, Project construction is conceptual; however it is expected to begin in 2018 and would be phased over an approximately 11-year period, concluding in 2029. Proposed development is expected to involve up to five phases, designated as Phases 1, 2, 3, 4, and 5. The Project's construction and rehabilitation phasing for the Maximum Residential and Maximum Commercial Scenarios are outlined in Tables 2.5 and 2.6 in the DEIR on pp. 2.80 to 2.84.

Infrastructure improvements (utilities, streets, and open space) and grading and excavation activities would be constructed by Forest City, as master developer, and would occur in tandem, as respective and adjacent parcels are developed. Vertical development on the various parcels could be constructed by Forest City and its affiliates, or by third party developers.

B. Project Objectives.

The Port and Forest City seek to achieve the following objectives by undertaking the Project:

- Create a unique San Francisco neighborhood within an industrial historic district that includes new, activated waterfront open spaces with the amenities and services necessary to support a diverse, thriving community of residents and workers, while addressing potential land use conflicts with ongoing ship repair at Pier 70.
- Implement the open space, housing, affordability, historic rehabilitation, artist community preservation, commercial, waterfront height limit and urban design policies endorsed by the voters in Proposition F for the 28-Acre Site (November 2014).
- Provide dense, mixed-income housing that includes both ownership and rental opportunities, to attract a diversity of household types in order to help San Francisco meet its fair share of regional housing needs.
- Provide a model of 21st century sustainable urban development by implementing the Pier 70 Risk Management Plan approved by the San Francisco Bay Regional Water Quality Control Board; encouraging energy and water conservation systems; and reducing vehicle usage, emissions, and vehicle miles traveled to reduce the carbon footprint impacts of new development, consistent with the Port's Climate Action Plan.
- Provide access to San Francisco Bay where it has been historically precluded, by opening the eastern shore of the site to the public with a major new waterfront park, extending the Bay Trail, and establishing the Blue Greenway, and create a pedestrian- and bicycle-friendly environment.

- Rehabilitate three contributors to the Union Iron Works Historic District to accommodate new uses consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties, and design and build new infrastructure, public realm areas, parks and buildings consistent with the Infill Development Design Criteria within the Port's *Pier 70 Preferred Master Plan* and support the continued integrity of the Union Iron Works Historic District.
- Create business and employment opportunities for local workers and businesses during the design, construction, and operation phases of the Project.
- Elevate and reinforce site infrastructure and building parcels to allow the new Pier 70 neighborhood to be resilient to projected levels of sea level rise and any major seismic event, as well as incorporate financing strategies that enable the project and the Port's Bay shoreline to adapt to future, increased levels of sea level rise.
- Along with the Historic Core and Crane Cove Park, serve as a catalyst project for Pier 70 to support the Port's site-wide goals established in the Pier 70 Preferred Master Plan, including new infrastructure, streets and utilities, and new revenue to fund other Pier 70 improvements.
- Construct a high-quality, public-private development project that can attract sources of public investment, equity, and debt financing sufficient to fund the Project's site and infrastructure costs, fund ongoing maintenance and operation costs, and produce a market rate return investment that meets the requirement of Assembly Bill (AB) 418 (2011) and allows the Port to further its Public Trust mandate and mission.
- Through exercise of the City's option with PG&E to purchase the Hoedown Yard, provide funds for the City's HOPE VI rebuild projects in accordance with Board Resolution No. 54-14, such as the Potrero Terrace and Annex project.

C. Approval Actions.

The Project is subject to review and approvals by local, regional, State, and Federal agencies, with jurisdiction after completion of environmental review, including the following:

San Francisco Board of Supervisors

- Approval of *General Plan* amendments.
- Approval of Planning Code Text Amendments and associated Zoning Map Amendments.
- Approval of a Development Agreement.
- Approval of the Interagency Cooperation Agreement.
- Approval of a Public Trust Exchange Agreement.
- Approval of a Disposition and Development Agreement, including forms of ground leases and purchase and sale agreements.
- Approval of Final Subdivision Maps.
- Approval of street vacations, approval of dedications and easements for public improvements, and acceptance (or delegation to Public Works Director to accept) of public improvements, as necessary.

- Approval of the formation of one or more community facilities districts and adoption of a Rate and Method of Apportionment for the districts and authorizing other implementing actions and documents.
- Approval of one or more appendices to the Infrastructure Financing Plan for City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco) and formation of one or more sub-project areas for the 28-Acre Site and some or all of the Illinois Parcels and authorizing other implementing actions and documents.

San Francisco Planning Commission

- Certification of the Final EIR.
- Adoption of findings that the Public Trust Exchange is consistent with the *General Plan*.
- Approval of *Pier 70 SUD Design for Development*.
- Initiation and recommendation to Board of Supervisors to approve amendments to the *General Plan*.
- Initiation and recommendation to the Board of Supervisors to approve Planning Code amendments adopting a Special Use District and associated Zoning Map amendments.
- Recommendation to Board of Supervisors to approve a Development Agreement.
- Approval of the Interagency Cooperation Agreement.

San Francisco Port Commission

- Adoption of findings regarding Public Trust consistency.
- Approval of Disposition and Development Agreement, including forms of Ground Leases and Purchase and Sale Agreements, authorizing other actions and documents necessary to implement the project, and recommending that the Port Commission and the Board of Supervisors take other actions and documents necessary to implement the project.
- Consent to a Development Agreement and recommendation to the Board of Supervisors to approve.
- Approval of the Interagency Cooperation Agreement.
- Approval of a Development Plan for the 28-Acre Site in accordance with Section 11 of Proposition F.
- Approval of *Pier 70 SUD Design for Development*.
- Approval of amendments to *Waterfront Land Use Plan*.
- Public Trust consistency findings and approval of Public Trust Exchange Agreement with the State Lands Commission.
- Approval of project construction-related permits for property within Port jurisdiction.
- Approval of Construction Site Stormwater Runoff Control Permit.

San Francisco Public Utilities Commission

- Consent to Development Agreement.
- Consent to Interagency Cooperation Agreement.

San Francisco Public Works

- Review of subdivision maps and presentation to the Board for approval.
- Approval of Interagency Cooperation Agreement.
- Issuance of Public Works street vacation order.

San Francisco Municipal Transportation Agency

- Approval of transit improvements, public improvements and infrastructure, including certain roadway improvements, bicycle infrastructure and loading zones, to the extent included in the project, if any.
- Consent to Development Agreement.
- Consent to Interagency Cooperation Agreement.

San Francisco Fire Department

- Consent to Interagency Cooperation Agreement.

San Francisco Art Commission

- Approval of design of public structures and private structures located within public property, to the extent any such structures are located outside of Port jurisdiction.

San Francisco Department of Public Health

- Oversee compliance with San Francisco Health Code Article 22A (Maher Ordinance).

Bay Conservation and Development Commission

- Approval of permits for improvements and activities within the San Francisco Bay Conservation and Development Commission's jurisdictions.

State Lands Commission

- Approval of Public Trust Exchange Agreement.

Regional Water Quality Control Board – San Francisco Bay Region

- Approval of Section 401 water quality certification.
- Site-Specific Remediation Completion Approval(s) under Risk Management Plan.

Bay Area Air Quality Management District

- Approval of any necessary air quality permits (e.g., Authority to Construct and Permit to Operate) for individual air pollution sources, such as boilers and emergency diesel generators.

California Public Utilities Commission

- Approval of PG&E's sale of Hoedown Yard parcel, if PG&E's operations on the site have not already been relocated.

California Department of Fish and Wildlife

- Possible Section 404/Section 10 Permit.

U.S. Army Corps of Engineers

- Possible Section 404/Section 10 Permit.

U.S. Fish and Wildlife

- Possible Section 404/Section 10 Permit.

National Marine Fisheries Service

- Possible Essential Fish Habitat Consultation.
- Possible Endangered Species Act Consultation.

D. **Findings About Significant Environmental Impacts and Mitigation Measures.**

The following Sections II, III, IV, and V set forth the findings about the determinations of the Final EIR regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide written analysis and conclusions regarding the environmental impacts of the Project and the mitigation measures included as part of the Final EIR and adopted as part of the Project.

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

These findings do not attempt to describe the full analysis of each environmental impact contained in the Final EIR. Instead, a full explanation of these environmental findings and conclusions can be found in the Final EIR and these findings hereby incorporate by reference the discussion and analysis in the Final EIR supporting the determination regarding the Project impacts and mitigation measures designed to address those impacts. In making these findings, the determinations and conclusions of the Final EIR relating to environmental impacts and mitigation measures, are hereby ratified, adopted and incorporated in these

findings, except to the extent any such determinations and conclusions are specifically and expressly modified by these findings.

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

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

E. **Location and Custodian of Records.**

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

II. IMPACTS NOT CONSIDERED

CEQA Section 21099(d), provides that "aesthetics and parking impacts of a residential, mixed-use residential, or employment center project on an infill site located within a transit priority area shall not be considered significant impacts on the environment." Accordingly, aesthetics and parking are not considered in determining whether the Project has the potential to result in significant environmental effects since the Project meets all of the following three criteria:

1. The Project is in a transit priority area;
2. The Project is on an infill site; and
3. The Project is residential, mixed-use residential, or an employment center.

A "transit priority area" is defined as an area within one-half mile of an existing or planned major transit stop. A "major transit stop" is defined in California Public Resources Code Section 21064.3 as a rail transit station, a ferry terminal served by either a bus or rail transit service, or the intersection of two or more major bus routes with a frequency of service interval of 15 minutes or less during the morning and afternoon peak commute periods.

III. IMPACTS FOUND NOT TO BE SIGNIFICANT AND THUS DO NOT REQUIRE MITIGATION

Under CEQA, no mitigation measures are required for impacts that are less than significant (Pub. Res. Code § 21002; CEQA Guidelines §§ 15126.4, subd. (a)(3), 15091). As more fully described in the Final EIR and based on the evidence in the whole record of this proceeding, it is hereby found that implementation of the Project would not result in any significant impacts in the following areas and that these impact areas therefore do not require mitigation.

A. Land Use.

Impacts LU-1: The Project would not physically divide an existing community.

Impacts LU-2: The Project would not conflict with applicable land use plans, policies or regulations adopted for the purpose of avoiding or mitigating an environmental effect, Such that a substantial adverse physical change in the environment related to Land Use would result.

Impact C-LU-1: The Project, in combination with past, present and reasonably foreseeable future projects, would not contribute considerably to significant cumulative land use impacts related to (a) physical division of an established community, or (b) conflicts with applicable land use plans and policies adopted for the purpose of avoiding or mitigating an environmental effect.

B. Population, Employment and Housing.

Impacts PH-1: The Project would not substantially induce population growth, either directly or indirectly.

Impacts PH-2: The Project would not displace substantial numbers of existing housing units or create demand for additional housing, necessitating the construction of replacement housing elsewhere.

Impact C-PH-1: The Project under the Maximum Residential and Maximum Commercial scenarios, in combination with past, present, and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to significant cumulative population and housing impacts.

C. Cultural Resources.

Impact CR-3: Construction activities for the Project would not cause a substantial adverse change in the significance of a tribal cultural resource, as defined in Public Resources Code Section 21074, if such resources are present within the project site.

Impact CR-4: The Project would result in the demolition of seven buildings that contribute to the significance of the UIW Historic District. These are Buildings 11, 15, 16, 19, 25, 32, and 66.

The demolition of these buildings would not result in a substantial adverse change in the historic significance of the UIW Historic District, nor would the demolition result in a deleterious effect on most of the District's character-defining features. The UIW Historic District would retain sufficient contributing features, character-defining features, and overall integrity to continue its listing in the NRHP

and the CRHR. As such, the demolition of contributing Buildings 11, 15, 16, 19, 25, 32, and 66 would not materially impair the physical characteristics that justify the UIW Historic District's inclusion in the NRHP or the CRHR. Although demolition of contributing Buildings 11, 15, 16, 19, 25, 32, and 66 would have a less-than- significant impact on individual historical resources identified in this EIR and the UIW Historic District as a whole, implementation of **Improvement Measure I-CR-4a: Documentation** and **I-CR-4b: Public Interpretation**, which call for the documentation and interpretation of the UIW Historic District for the general public, would further reduce the less-than-significant impact resulting from the proposed demolition of contributing features.

Impact CR-6: The relocation of contributing Building 21 would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources, nor the physical characteristics of Building 21 that justify its eligibility for individual inclusion in the California Register of Historical Resources.

Impact CR-7: The demolition of non-contributing slipways would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

Impact CR-8: The site grading work associated with contributing Buildings 2 and 12 would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

Impact CR-9: The alteration of Irish Hill, a contributing landscape feature, and the proposed infill construction surrounding Irish Hill, would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

Impact CR-10: The changes and additions to the network of streets and open space would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

Impact CR-12: The Project would not materially alter, in an adverse manner, the physical characteristics of other historical resources (outside of the UIW National Register Historic District) that justify inclusion of such resources in a Federal, State or local register of historical resources.

Impact C-CR-3: The impacts of the Project, in combination with other past, present, and future projects, would not materially alter, in an adverse manner, the physical characteristics of historical resources (outside of the UIW National Register Historic District) that justify its inclusion in the California Register of Historical Resources, resulting in a cumulative impact.

D. <u>Transportation and Circulation.</u>

Impact TR-1: Construction of the Project would not result in significant impacts on the transportation and circulation network because they would be of limited duration and temporary.

Although no mitigation measures would be required, **Improvement Measure I-TR-A: Construction Management Plan** is identified to further reduce less-than-significant potential conflicts between

construction activities and pedestrians, bicyclists, transit, and autos, and between construction activities and nearby businesses and residents.

Impact TR-2: The Project would not cause substantial additional VMT nor substantially induce automobile travel.

Impact TR-3: The Project would not create major traffic hazards.

Impact TR-4: The Project would not result in any Muni screenlines or sub-corridors exceeding 85 percent capacity utilization nor would it increase ridership by more than five percent on any Muni screenline or subcorridor forecast to exceed 85 percent capacity utilization under Baseline conditions without the Project.

Impact TR-6: Two individual Muni routes would continue to operate within the 85 percent capacity utilization standard in the a.m. and p.m. peak hours in both the inbound and outbound directions with addition of the Project.

Impact TR-7: The Project would not cause significant impacts on regional transit routes.

Impact TR-8: Pedestrian travel generated by the Project could be accommodated on the new roadway and sidewalk network proposed for the project site.

Although the Project's parking facility access points would comply with appropriate design standards, the less-than-significant effect of vehicle queuing across sidewalks would be minimized with implementation of **Improvement Measure I-TR-B: Queue Abatement,** to ensure that pedestrian travel is unimpeded.

Impact TR-9: Existing pedestrian facilities in the vicinity of the project site, while incomplete, would not pose substantial hazards to pedestrian traffic generated by the Project.

Impact TR-11: The Project would not create potentially hazardous conditions for bicyclists and would not interfere with bicycle accessibility to the project site or adjoining areas.

Impact TR-13: The Project would not result in significant impacts on emergency access to the project site or adjacent locations.

Although not required to address significant impacts, implementation of **Improvement Measure I-TR-C: Strategies to Enhance Transportation Conditions During Events** would ensure that events at Pier 70 are coordinated with events at AT&T Park to further reduce the less-than-significant effects of congestion on emergency vehicle circulation.

Impact C-TR-1: Construction of the Project would occur over an approximately 11-year time frame and may overlap with construction of other projects in the vicinity. Due to the detailed planning and coordination requirements, the Project would not contribute considerably to a significant cumulative impact in the area.

Although no mitigation measures would be required, **Improvement Measure I-TR-A: Construction Management Plan** is identified to further reduce impacts associated with construction of the Project.

Impact C-TR-2: The Project's incremental effects on regional VMT would not be significant, when viewed in combination with past, present, and reasonably foreseeable future projects.

Impact C-TR-3: The Project would not contribute to a major traffic hazard.

Impact C-TR-5: The Project would not contribute considerably to a significant cumulative impact on the KT Third Ingleside Muni line.

Impact C-TR-6: The Project would not contribute considerably to significant cumulative impacts at Muni Downtown screenlines or subcorridors.

Impact C-TR-7: The Project would not contribute considerably to significant cumulative impacts on regional transit routes.

Impact C-TR-8: The Project would not contribute considerably to significant cumulative pedestrian impacts.

Impact C-TR-9: The Project would not contribute considerably to a significant cumulative bicycle impact.

Impact C-TR-10: The Project would not contribute to a significant cumulative loading impact.

Impact C-TR-11: The Project would not contribute considerably to a significant cumulative impact on emergency vehicle access.

E. Noise.

Impact NO-8: Operation of the Project would not expose people and structures to or generate excessive groundborne vibration or noise levels.

Impact C-NO-1: Construction of the Project combined with cumulative construction noise in the project area would not cause a substantial temporary or periodic increase in ambient noise levels in the project vicinity during construction.

F. Air Quality.

Impact AQ-5: The Maximum Residential or Maximum Commercial Scenarios would not create objectionable odors that would affect a substantial number of people.

G. Greenhouse Gas Emissions.

Impact C-GG-1: The Project would generate GHG emissions, but not at levels that would result in a significant impact on the environment or conflict with any policy, plan, or regulation adopted for the purpose of reducing GHG emissions.

H. Wind and Shadow.

Impact WS-3: At full build-out, the Project would not alter wind in a manner that substantially affects ground-level public areas. The pedestrian comfort criterion is not considered within the CEQA significance threshold; however, **Improvement Measures I-WS-3a: Wind Reduction for Public Open Spaces and Pedestrian and Bicycle Areas, I-WS-3b: Wind Reduction for Waterfront Promenade and Waterfront Terrace, I-WS-3c: Wind Reduction for Slipways Commons, I-WS-3d: Wind Reduction for Building 12 Market Plaza and Market Square, I-WS-3e: Wind Reduction for Irish Hill Playground. and I-WS-3f: Wind Reduction for 20th Street Plaza** would improve the comfort, suitability, and usability of public open spaces and further reduce this less-than-significant impact. City decision makers may choose to impose these improvement measures on the Project as conditions of approval.

Impact WS-4: The Project would not create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas.

Impact C-WS-1: The Project at full build-out, when combined with other cumulative projects, would not alter wind in a manner that substantially affects public areas within the vicinity of the project site.

Impact C-WS-2: The Project, in combination with past, present, and reasonably foreseeable future projects in the project vicinity, would not create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas. The Project would not make a cumulatively considerable contribution to a significant cumulative shadow impact.

I. Recreation.

Impact RE-1: The Project would increase the use of existing neighborhood and regional parks or other recreational facilities, but not to such an extent that substantial physical deterioration of existing facilities would occur or be accelerated, or such that the construction of new facilities would be required.

Impact RE-2: Construction of the parks and recreational facilities proposed as part of the Project would not result in substantial adverse physical environmental impacts beyond those analyzed and disclosed in the Final EIR.

Impact C-RE-1: The Project, in combination with past, present, and reasonably foreseeable future development, would not result in a cumulatively considerable contribution to significant cumulative impacts on recreation.

J. Utilities and Service Systems.

Impact UT-1: The City's water service provider would have sufficient water supply available to serve the Project from existing entitlements and resources, and would not require new or expanded water supply resources or entitlements.

Impact UT-2: The Project would not require or result in the construction of new water treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects.

Impact UT-3: The Project would not exceed wastewater treatment requirements of the Southeast Water Pollution Control Plant.

Impact UT-4: The Project would not require or result in the construction of new wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects. Nor would the project result in a determination by the SFPUC that it has inadequate capacity to serve the project's projected demand in addition to its existing commitments.

Impact UT-5: The Project would not require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects.

Impact UT-6: The Project would be served by a landfill with sufficient capacity to accommodate the Project's solid waste disposal needs.

Impact UT-7: The Project would not fail to comply with Federal, State, and local statutes and regulations related to solid waste.

Impact C-UT-1: The Project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative utilities and service systems impacts.

K. **Public Services.**

Impact PS-1: The Project would not result in the need for new or physically altered facilities in order to maintain acceptable service ratios, response times, or other performance objectives for police protection.

Impact PS-2: The Project would not result in the need for new or physically altered facilities in order to maintain acceptable response times for fire protection and emergency medical services.

Impact PS-3: The increase in students associated with implementation of the Project would not require new or expanded school facilities, the construction of which could result in substantial adverse impacts.

Impact PS-4: The Project would not result in an increase in demand for library services that could not be met by existing library facilities.

Impact C-PS-1: The Project, in combination with other past, present, and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to significant adverse cumulative impacts that would result in a need for construction of new or physically altered facilities in order to maintain acceptable service ratios, response times, or other performance objectives for any public services, including police protection, fire protection and emergency services, schools, and libraries.

L. **Biological Resource.**

Impact BI-6: The Project would not conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance, and would not have a substantial conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or State habitat conservation plan.

M. Geology and Soils.

Impact GE-1: The Project would not expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving fault rupture, seismic ground shaking, seismically induced ground failure, or seismically induced landslides.

Impact GE-2: The Project would not result in substantial erosion or loss of topsoil.

Impact GE-4: The Project would not create substantial risks to life or property as a result of locating buildings or other features on expansive or corrosive soils.

Impact GE-5: The Project would not substantially change the topography or any unique geologic or physical features of the site.

Impact C-GE-1: The Project, in combination with past, present, and reasonably foreseeable future projects, would not substantially contribute to cumulative impacts on geology and soils.

N. Hydrology and Water Quality.

Impact HY-1: Construction of the Project would not violate a water quality standard or a waste discharge requirement, or otherwise substantially degrade water quality.

Impact HY-3: The Project would not substantially deplete groundwater supplies or interfere with groundwater recharge such that there would be a net deficit in aquifer volume or a lowering of the local groundwater table.

Impact HY-4: The Project would not substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner that would result in substantial erosion, siltation, or flooding on- or off site.

Impact HY-5: Operation of the Project would not place housing within a 100-year flood zone or place structures within an existing 100-year flood zone that would impede or redirect flood flows.

Impact HY-6: Operation of the Project would not place structures within a future 100-year flood zone that would impede or redirect flood flows.

Impact HY-7: The Project would not expose people or structures to substantial risk of loss, injury, or death due to inundation by seiche, tsunami, or mudflow.

Impact C-HY-1: The Project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not result in a considerable contribution to cumulative impacts on hydrology and water quality.

O. Hazards and Hazardous Materials.

Impact HZ-1: Construction and operation of the Project would not create a significant hazard through routine transport, use, or disposal of hazardous materials.

Impact HZ-9: The Project would not handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school. Although construction activities would emit diesel particulate matter and naturally occurring asbestos, these emissions would not result in adverse effects on nearby schools.

Impact HZ-10: The Project would not expose people or structures to a significant risk of loss, injury, or death involving fires, nor would it impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan.

Impact C-HZ-1: The Project, in combination with other past, present or reasonably foreseeable future projects in the project vicinity, would not result in a considerable contribution to significant cumulative impacts related to hazards and hazardous materials.

P. Mineral and Energy Resources.

Impact ME-1: The Project would not have a significant adverse impact on the availability of a known mineral resource and/or a locally important mineral resource recovery site.

Impact ME-2: The Project would not have a substantial adverse effect on the use of fuel, water, or energy consumption, and would not encourage activities that could result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner.

Impact ME-3: The Project would not result in new or expansion of existing electric or natural gas transmission and/or distribution facilities that would cause significant physical environmental effects.

Impact C-ME-1: The Project, in combination with other past, present and reasonably foreseeable future projects in the vicinity, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on mineral and energy resources.

Q. Agriculture and Forest Resources.

Impact AG-1: The Project would not convert designated farmland under the Farmland Mapping and Monitoring Program, nor would it conflict with any existing agricultural zoning or a Williamson Act contract, nor would it involve any changes to the environment that would result in the conversion of designated farmland. The Project would have no impact on farmland and land zoned or contracted for agricultural uses. Therefore no mitigation measures are necessary.

Impact AG-2: The Project would not conflict with existing zoning for, or cause rezoning of, forest land or timberland, nor would it result in the loss of or conversion of forest land to non-forest uses. There would be no impact with respect to forest land or timberland, and no mitigation measures are necessary.

Impact C-AG-1: The Project, in combination with other past, present and reasonably foreseeable future projects in the vicinity, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on agricultural resources or forest land or timberland, and no mitigation measures are necessary.

R. Growth Inducement.

While the Project in itself represents growth, the provision of new housing and employment opportunities would not encourage substantial new growth in the City that has not been previously projected or in an area of the City that has not been identified through local and regional planning processes as an area that could accommodate future population, housing, and employment growth. Thus, the Project would not have a substantial growth-inducing impact.

IV. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL THROUGH MITIGATION AND THE DISPOSITION OF THE MITIGATION MEASURES

CEQA requires agencies to adopt mitigation measures that would avoid or substantially lessen a project's identified significant impacts or potential significant impacts if such measures are feasible (unless mitigation to such levels is achieved through adoption of a project alternative). The findings in this Section IV and in Section V concern mitigation measures set forth in the Final EIR. These findings discuss mitigation measures as identified in the Final EIR for the Project. The full text of the mitigation measures is contained in the Final EIR and in Attachment B, the Mitigation Monitoring and Reporting Program. The impacts identified in this Section IV would be reduced to a less-than-significant level through implementation of the mitigation measures contained in the Final EIR, included in the Project, or imposed as conditions of approval and set forth in Attachment B. The impacts identified in Section V, below, for which feasible mitigation has been identified in the Final EIR also would be reduced, although not to a less-than-significant level.

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

A. Cultural Resources.

Impact CR-1: Construction activities for the Project would cause a substantial adverse change in the significance of archeological resources, if such resources are present within the project site.

Construction activities, in particular grading and excavation, could disturb archeological resources potentially located at the project site. Unless mitigated, ground-disturbing construction activity within the project site, particularly within previously undisturbed soils, could adversely affect the significance of archeological resources under CRHR Criterion 4 (Information Potential) by impairing the ability of such resources to convey important scientific and historical information. This effect would be considered a substantial adverse change in the significance of an historical resource and would therefore be a potentially significant impact under CEQA.

Mitigation Measures M-CR-1a: Archeological Testing, Monitoring, Data Recovery and Reporting and **Mitigation Measure M-CR-1b: Interpretation**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-CR-1a and M-CR-1b would reduce Impact CR-1 to a less-than-significant level.

Impact CR-2: Construction activities for the Project would cause a substantial adverse change in the significance of human remains, if such resources are present within the project site.

Because the project site has been substantially disturbed over the last two centuries, the possibility of discovering human remains is considered low. Although unlikely, it is possible human remains may be encountered during project implementation. If human remains are present within the project site, construction activities for the Project would cause a substantial adverse change in the significance of human remains.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that with implementing **Mitigation Measures M-CR-1a**, referenced above, would reduce Impact CR-2 to a less-than-significant level.

Impact C-CR-1: Disturbance of archeological resources, if encountered during construction of the Project, in combination with other past, present, and future reasonably foreseeable projects, would make a cumulatively considerable contribution to a significant cumulative impact on archeological resources.

Ground-disturbing activities of foreseeable projects, in particular (but not limited to) those along San Francisco's Central Waterfront, have the potential to disturb previously unidentified archeological resources that could yield information pertaining to common research themes identified for the Project in the ARDTP (consumer behavior, social status and identity, wharf and pier construction, land reclamation, and industrialization and technology). As such, the potential disturbance of archeological resources within the project site could make a cumulatively considerable contribution to a loss of significant historic and scientific information about California, Bay Area, and San Francisco history.

There is no evidence that the Project would cause a substantial adverse change in the significance of a tribal cultural resource. For this reason, the Project in combination with past, present, and future reasonably foreseeable projects would not make a cumulatively considerable contribution to a significant cumulative impact on tribal cultural resources.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that with implementation of **Mitigation Measures M-CR-1a and M-CR-1b**, referenced above, the Project's contribution to cumulative impacts on archeological resources would not be cumulatively considerable.

Impact CR-5: The rehabilitation of Buildings 2, 12, and 21 would materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources and would materially alter the physical characteristics of Building 21 that justify its individual eligibility for inclusion in the California Register of Historical Resources.

Buildings 2, 12, and 21 would be rehabilitated under the Project for a range of possible reuse purposes. Prior to Port issuance of building permits, the City and the Port of San Francisco would require the project sponsors to rehabilitate Buildings 2, 12, and 21 in accordance with the Secretary of the Interior's Standards for Rehabilitation (Secretary's Standards). As noted in CEQA Section 15064.5(a)(3), "a project that follows the Secretary of the Interior's Standards for the Rehabilitation and Guidelines for Rehabilitating Historic Buildings ... shall be considered as mitigated to a level of less-than-significant impact on the historical resource."

As the rehabilitation efforts for these buildings are still in the design phase, the Planning Department conservatively finds that the impact of the proposed rehabilitation to Buildings 2, 12, and 21 to be significant.

Mitigation Measure M-CR-5: Preparation of Historic Resource Evaluation Reports, Review, and Performance Criteria, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementation of Mitigation Measure M-CR-5 would reduce Impact CR-5 to a less-than-significant level.

Impact CR-11: The proposed infill construction would materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

As new construction is expected to begin in 2018, would be phased over an approximately 11-year period, and could be designed and constructed by different development teams responding to varying real estate market conditions, it is possible that new infill development could change the historic significance of the UIW Historic District by introducing a wide variety of new building designs and types that may not be compatible with the historic character of adjacent historical resources. This could incrementally reduce the integrity of the UIW Historic District to the extent it may no longer qualify for the National Register, which would be considered a significant impact on historical resources.

However, the Project site was more densely developed at the end of the UIW Historic District's period of significance (1945) than it is today. As such, the proposed infill construction would return the site to a building density that is more in keeping with its historic density.

The application of the Pier 70 Design for Development standards and guidelines, including the application of maximum heights, building articulation, material grain and palette, and building-specific responsiveness, would help maintain the integrity of the UIW Historic District by emphasizing the industrial character of the District. The Project would also establish buffer zones surrounding the core of historic buildings and landscapes that specify the minimum distances of separation between historic buildings and landscapes and new construction. These measures would reduce the impacts of new construction on the integrity of adjacent contributing buildings and the UIW Historic District.

The proposed new construction would not result in the need to adjust the boundary of the UIW Historic District, because the boundary is based on the boundary of the shipyard at the end of WWII, according to

the Bethlehem Shipbuilding Division's 1944 Master Plan. The district boundary, therefore, captures the entire shipyard's development from 1884 through 1945.

Mitigation Measure M-CR-11: Performance Criteria and Review Process for New Construction, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein. Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementation of Mitigation Measure M-CR-11 would reduce Impact CR-11 to a less-than-significant level.

Impact C-CR-2: The impacts of the Project, in combination with other past, present, and future projects, would materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources, and could materially alter the physical characteristics of Building 21 that justify its individual eligibility for inclusion in the California Register of Historical Resources.

In addition to the Project, there are three anticipated projects within the UIW Historic District that have the potential to have a significant cumulative impact on the significance of the UIW Historic District: (1) Crane Cove Park project, (2) BAE Systems Lease Renewal project, and (3) revisions to the on-going 20th Street Historic Core project, which would demolish historic Buildings 40 and 117.

The Planning Department completed the environmental review for the Crane Cove Park project in October 2015. As part of the Crane Cove Park environmental review, Planning Department Preservation staff completed a HRER that evaluated the impacts of the project on historical resources. Department staff found that the demolition of two contributing buildings (Buildings 30 and 50) within the UIW Historic District would not cause a significant adverse impact upon any qualified historical resource.

The Planning Department completed the environmental review for the BAE Systems Lease Renewal Project in March 2015. As part of the BAE Systems Lease Renewal Project environmental review, Planning Department Preservation staff completed a HRER that evaluated the impacts of project on historical resources. Department staff found that the demolition of Buildings 38, 119, and 121 would not impact the integrity of the UIW Historic District.

In 2014, the Planning Department issued a CPE for the 20th Street Historic Core Project (Case No. 2013.1168E) to the Port of San Francisco for the rehabilitation of 10 historic buildings at Pier 70. The rehabilitation project is currently underway. In 2015, the Port added demolition of contributing Buildings 40 and 117, located within the Pier 70 project site. Although Building 40 is a contributor to the District, it was not found to possess individual significance because it is one of many architecturally undistinguished support buildings from World War II and it has lost integrity due to advanced deterioration. Therefore, it would not qualify for listing under the National or California Registers as an individual historical resource. The Planning Department and Port of San Francisco found that the proposed demolition of Building 40 would have a less-than-significant impact on the integrity of the UIW Historic District.

Although Building 117 is a contributor to the District, it was not found to possess individual significance because its simple, undistinguished, and utilitarian design lacks architectural distinction, and it had a minor support function as a parts storage warehouse in the shipbuilding and repair process. Therefore, it

would not qualify for listing under the National or California Registers as an individual historical resource. The Planning Department and Port of San Francisco found that the proposed demolition of Building 117 would have a less-than-significant impact on the integrity of the UIW Historic District.

All projects described above cumulatively would result in the collective loss of 14 historic buildings that contribute to the significance of the UIW Historic District, as well as the retention and rehabilitation, or no change, to the other 30 contributing features. The collective demolition of these buildings and its cumulative impact on the integrity of the UIW Historic District were analyzed in a report prepared by Carey & Co., Inc. for the Port of San Francisco in August 2015. The Planning Department concurs that that despite the new construction under the Crane Cove Park project and the loss of two contributing buildings (Buildings 30 and 50), the loss of three contributing buildings (Buildings 38, 119, and 121) from the BAE Systems Lease Renewal project, and the loss of two contributing buildings (Buildings 40 and 117) from the revised 20th Street Historic Core project, these three projects would have a less-than-significant impact on the integrity of the UIW Historic District.

The Project would also result in a less-than-significant impact to historical resources (demolition of seven contributing resources), and would result in significant but mitigable impacts to historical resources resulting from rehabilitation of three contributing features and new infill construction.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that with implementation of **Mitigation Measures M-CR-5** and **M-CR-11**, referenced above, the Project and other projects described above would collectively result in a less-than-significant cumulative impact upon historical resources.

B. Transportation and Circulation.

Impact TR-10: Existing pedestrian facilities at the Project's access points would present barriers to accessible pedestrian travel.

The Project's access points would use existing stop-controlled intersections on Illinois Street at 20th Street and 22nd Street and a new intersection at the new 21st Street to be added west of Illinois Street. Several barriers to accessible pedestrian travel currently exist between these intersections, including missing ADA curb ramps at the intersection of 22nd Street and Illinois Street and a narrow stretch of sidewalk with obstructions mid-block on Illinois Street between 22nd and 20th streets. This lack of an accessible path of travel to and from the project site would be a significant impact.

Additionally, the Project's transit riders would cross Illinois Street at the intersections with 20th, 21st, and 22nd streets. Although the Project is proposing to construct a new signal at the new intersection at Illinois Street and 21st Street, pedestrian crossings at the all-way stop controlled intersections along Illinois Street at 20th and 22nd streets would be particularly challenging, given forecasted increases in traffic along Illinois Street. This would also be a significant impact.

Mitigation Measure M-TR-10: Improve pedestrian facilities on Illinois Street adjacent to and leading to the project site, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-TR-10 would reduce Impact CR-5 to a less-than-significant level.

C. Noise.

Impact NO-1: Construction of the Project would expose people to or generate noise levels in excess of standards in the Noise Ordinance (Article 29 of the San Francisco Police Code) or applicable standards of other agencies.

Operation of jackhammers, concrete saws, controlled rock fragmentation (CRF) equipment, rock drills, and a rock/concrete crusher would have the potential to exceed the noise limit for construction equipment (as specified by the Police Code) by 2 to 4 dBA. While jackhammers with approved acoustic shields as well as rock drills and pile drivers with approved intake and exhaust mufflers are exempt from this ordinance limit, concrete saws and rock/concrete crushers would not be exempt. Therefore, operation of concrete saws, a rock/concrete crusher, or any other equipment not exempt from the Police Code that exceeds the noise limit would be a significant noise impact.

Mitigation Measure M-NO-1: Construction Noise Control Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined implementing Mitigation Measure M-NO-1: Construction Noise Control Plan would reduce Impact NO-1 to a less-than-significant level.

Impact NO-3: Construction of the Project would expose people and structures to or generate excessive groundborne vibration levels.

The Project would include the types of construction activities that could produce excessive groundborne vibration (i.e., CRF during excavation and pile driving for foundations or secant walls). In addition, construction equipment used for demolition, site preparation, and shoring activities, such as jackhammers, pavement breakers, and drills, could generate varying degrees of temporary groundborne vibration, with the highest levels expected during demolition, excavation, and below-grade construction stages of each construction phase. If groundborne vibration generated by project-related demolition and construction activities were to exceed 0.5 in/sec PPV, it could cause cosmetic damage to a nearby structure. Pile driving, CRF, and building locations on project parcels have not been specified for the entire site, but pile driving is proposed adjacent to and east of the 20th Street Historic Core, which adjoins the northwestern boundary of the 28-Acre Site and eastern boundary of the 20th/Illinois Parcels. CRF may need to be employed along the western portion of the site (Parcels PKN, PKS, and HDY), as well as Parcels C1, D, E2, F and G on the 28-Acre Site. While it may be possible to maintain a setback of 70 feet or more between pile drivers and adjacent structures at many locations to avoid cosmetic damage to adjacent structures, the minimum separation between some parcels such as between Parcel E1, Parcel E4, and Building 21 or between Parcels E2 and E3 would be less than 70 feet. At distances of less than 70 feet, vibration from impact or vibratory pile-driving activities could result in cosmetic damage to Project structures and historic Buildings 113 and 114, a significant vibration impact.

Depending on the timing of development at Parcels E2, E3, and E4, as well as the timing of the proposed relocation of Historic Building 21 to within 25 feet of new development, construction-related vibration impacts on this building from adjacent pile driving activities could be avoided entirely if development precedes relocation. If, however, relocation of Building 21 precedes development at adjacent Parcels E2, E3, and E4, significant vibration impacts could occur. When the more stringent threshold of 0.2 in/sec PPV is applied to historic buildings, cosmetic damage could occur at distances of up to 160 feet from historic buildings.

While vibratory pile driving (or similar continuous vibration sources) can reduce the potential impacts to fragile structures that can occur with impact pile driving (where higher intermittent vibration levels can occur when the hammer strikes the pile), continuous vibration can also cause liquefaction (or differential settlement in sandy soils), due to the continuous nature of the vibration. The potential for structural damage from vibration-induced liquefaction would be a significant vibration impact.

Mitigation Measure M-NO-3: Vibration Control Measures During Construction, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, implementing Mitigation Measure M-NO-3 would reduce Impact NO-3 to a less-than-significant level.

Impact NO-4: Operation of the Project would result in a substantial permanent increase in ambient noise levels in the immediate project vicinity, or permanently expose persons to noise levels in excess of standards in the San Francisco General Plan and San Francisco Noise Ordinance.

Stationary Equipment

Assuming HVAC equipment operates 24 hours per day (worst-case), such noise levels would exceed ordinance noise limits if this equipment is placed near parcel boundaries, resulting in a significant impact.

Emergency generators would be required on at least 11 of the proposed parcels where building heights would exceed 70 feet under both the Maximum Residential and Maximum Commercial scenarios, as well as at the proposed pump station. The only exception would be Parcel E1, which would not require an emergency generator under the Maximum Commercial Scenario, because the building on this parcel would be 65 feet high under this scenario. The Project's residential receptors could be located as close as 50 feet from these buildings/parcels. At this distance, noise levels generated by operation of emergency generators would exceed noise limits specified in the City's Noise Ordinance and result in a significant impact.

A wastewater pump station (the 20th Street Pump Station) and electrical transformers are proposed to be located to the north of the 28-Acre Site between Building 108 and Building 6. Combined noise generated by these facilities would have a slight potential to increase ambient noise levels in this vicinity. Given the range of existing ambient noise levels in the pump station vicinity, addition of the proposed pump station is conservatively considered to have the potential to slightly exceed ordinance noise limits, and result in a significant impact.

Other Noise-Generating Uses

Development of commercial-office uses in proximity to existing residential uses would increase the potential for noise disturbance or conflicts. Sources of noise typically associated with such non-residential uses that can cause sleep disturbance include mechanical equipment, delivery trucks and associated loading areas, parking cars, and use of refuse bins. There would be a potential for sleep disturbance from these types of noise under both scenarios, because all future commercial-office or RALI buildings would be located adjacent to one or more residential buildings (as close as 23 to 38 feet in some instances), a potentially significant noise impact.

If deliveries and associated unloading/loading activities occur in proximity to future residential buildings and during the nighttime hours, future residents could be subject to sleep disturbance by noise from these activities.

Noise associated with parking cars includes engines starting and car doors slamming. Such noise can cause annoyance at adjacent residential uses if it is concentrated in one area (i.e., a surface parking lot is located adjacent to residences), and if it occurs during the evening or nighttime hours, it could cause sleep disturbance, a potentially significant impact.

Noise associated with trash or refuse facilities for both future residential and commercial-office uses could disturb or annoy any future nearby residents, a significant impact.

Mitigation Measures M-NO-4a: Stationary Equipment Noise Controls, M-NO-4b: Design of Future Noise-Generating Uses near Residential Uses and **M-NO-6: Design of Future Noise-Sensitive Uses**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-NO-4a, M-NO-4b and M-NO-6 would reduce Impact NO-4 to a less-than-significant level.

Impact NO-6: The Project's occupants would be substantially affected by existing and future noise levels on the site.

The primary sources of future noise on the project site and its vicinity are from BAE Systems Ship Repair facility activities, earthmoving activities in the southwestern corner of the Illinois Parcel (PG&E Hoedown Yard), Existing Plus Project traffic noise on Illinois Street and other local streets, tonal noise from transformers at PG&E Potrero Substation, and loading dock activities along Illinois Street at the AIC Building. In addition to shipyard-related noise, there is continuous, distant background traffic noise from the I-280 freeway and other roadways. Passing Muni light rail and Caltrain rail operations also contribute to background noise.

Future noise levels at all Project parcels designated for residential use have existing noise levels that are considered Conditionally Acceptable according the City's Land Use Compatibility Chart for Community Noise ranging between 60 dBA and 70 dBA (Ldn), except residential units facing the future 21st Street on

Parcels PKN and PKS would be subject to noise levels of up to 72 dBA (Ldn), resulting in a significant impact.

The applicant would be required to demonstrate that the 45-dBA (Ldn or CNEL) interior noise standard specified by Title 24 would be met at all project residences, and additional noise attenuation measures are required to be incorporated into the project design as necessary to meet this interior standard, but also address potential sleep disturbance effects on affected parcels from adjacent or nearby industrial activities. It is noted that on-site noise levels could increase with proposed building demolition, but also decrease in the future with project implementation if existing heavy equipment operations at the Hoedown Yard cease and Project buildings are up to 90 feet tall in the northern portion of the 28-Acre Site. Such building heights could help partially shield the rest of the site from noise generated by the BAE Systems Ship Repair facility (i.e., BAE boilers and generators). Such future noise reductions, however, would ultimately depend on the final locations and heights of proposed buildings but could reduce the extent of noise attenuation required at some residential units. Compliance with Title 24's interior standard would reduce noise compatibility impacts to less-than-significant levels at all residential units except those subject to noise levels above 70 dBA (Ldn). Mitigation Measure M-NO-6 would require design elements for those units subject to noise levels of up to 72 dBa (Ldn) to meet Title 24's interior standard.

Future noise levels at all but three Project parcels designated for open space/park/playground uses are considered acceptable. However, park users could access quieter areas within these parks (away from adjacent streets), and noise levels would be considered generally acceptable at all proposed open space/park/playground areas.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing **Mitigation Measure M-NO-6: Design of Future Noise-Sensitive Uses**, referenced above, would reduce Impact NO-6 to a less-than-significant level.

Impact NO-7: The Project's special events would result in substantial periodic, temporary noise increases.

The proximity of future residential uses to open space uses would pose the potential for Project residents to be disturbed or annoyed by noise from outdoor active recreation/open space activities. Noise levels associated with the proposed café terrace, social lawn, beer garden, food/beverage operations, picnic areas and the playground would be typical of an urban, mixed-use residential area and would be less than significant in regards to compatibility with nearby sensitive receptors. The potential noise conflicts would be greatest where amplified sound systems would be used and/or events occur during the more noise-sensitive late evening/nighttime hours when sleep disturbance could occur.

Promoters of any proposed outdoor events on the site's outdoor plaza that would use amplified sound or music would be required to obtain a permit from the City prior to the event. This permit process requires a public hearing and includes a requirement for neighborhood outreach. Article 1, Section 47.2 of the Police Code, while generally focused on truck-mounted amplification equipment, regulates the use of any sound amplifying equipment, whether truck-mounted or otherwise. Hours of operation are restricted to between 9:00 a.m. and 10:00 p.m., unless permitted by the San Francisco Entertainment Commission.

Due to uncertainties as to the nature and extent of future outdoor events at the project site, the use of amplified sound equipment could still have the potential for significant noise impacts to nearby sensitive receptors in excess of standards established in the San Francisco General Plan or San Francisco Noise Ordinance.

Mitigation Measure M-NO-7: Noise Control Plan for Special Outdoor Amplified Sound, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-NO-7, and compliance with Sections 47.2, 1060.1 and 2909 of the Police Code, would reduce Impact NO-7 to less than significant.

D. Air Quality.

Impact AQ-3: Construction and operation of the Project would generate toxic air contaminants, including DPM, which would expose sensitive receptors to substantial pollutant concentrations.

Site preparation activities, such as demolition, excavation, grading, foundation construction, and other ground-disturbing construction activity, in addition to the long-term emissions from the Project's mobile and stationary sources would affect localized air quality during the construction phases of the Project. Neither the proposed receptors nor the nearest off-site receptors are located within an area that currently meets the APEZ criteria. Therefore, a Health Risk Assessment (HRA) was conducted for the Project to determine whether the Project would, in combination with other existing sources in the area, result in a given off-site or on-site receptor meeting the APEZ criteria.

Excess Cancer Risk from Construction and Operation Emissions at Off-Site Receptors

The HRA showed that unmitigated emissions plus existing background emissions would not result in a total excess cancer risk of 100 in one million at the most impacted off-site receptor. This would be below the level for causing a new location to meet the APEZ excess cancer risk criteria, and thus would be a less-than-significant impact.

Excess Cancer Risk from Construction and Operation Emissions at On-Site Receptors

Both the Maximum Residential Scenario and the Maximum Commercial Scenario would include development of residential units, which is considered a sensitive land use for purposes of air quality evaluation.

The HRA showed that the project's emissions would combine with existing background concentrations and would exceed the APEZ excess cancer risk criteria of an excess cancer risk of 100 per one million persons exposed. Therefore, the impact with regard to increased cancer risk would be significant for on-site receptors for the Maximum Residential and Maximum Commercial Scenarios. The mitigated condition assumed in the HRA included emission reductions quantified for **Mitigation Measures M-AQ-1a: Construction Emissions Minimization, M-AQ-1b: Diesel Backup Generator Specifications, M-AQ-1c: Use Low- and Super-Compliant VOC Architectural Coatings in Maintaining Buildings through**

CC&Rs, and M-AQ-1f: Transportation Demand Management. Implementation of Mitigation Measure M-AQ-1a alone would be sufficient to reduce this impact to a less-than-significant level.

PM2.5 Concentrations from Construction and Operation Emissions at Off-Site Receptors

The HRA showed that unmitigated emissions in combination with background concentrations would result in $PM_{2.5}$ concentrations of 8.5 $\mu g/m^3$ for both scenarios, which would be below the levels for causing a new location to meet the APEZ criteria of 10 $\mu g/m^3$. Therefore, this would be a less than significant impact.

PM2.5 Concentrations from Construction and Operation Emissions at On-Site Receptors

The HRA showed that unmitigated emissions in combination with background concentrations would result in $PM_{2.5}$ concentrations of 8.6 $\mu g/m^3$ for both scenarios, which would be below the levels for causing a new location to meet the APEZ criteria of 10 $\mu g/m^3$. Therefore, this would be a less than significant impact.

Mitigation Measure M-AQ-1a: Construction Emissions Minimization, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-AQ-1a would reduce Impact AQ-3 to less than significant.

Impact AQ-4: The Maximum Residential or Maximum Commercial Scenarios would conflict with implementation of the Bay Area 2010 Clean Air Plan.

The most recently adopted air quality plan for the SFBAAB is the 2010 Clean Air Plan. The Clean Air Plan includes 55 control measures aimed at reducing air pollutants in the SFBAAB. Twenty-five of these measures are suited to implementation through local planning efforts or project approval actions. Without certain mitigation measures incorporated into the Project, the Project would not include applicable control measures from the 2010 Clean Air Plan and this impact would be significant. As such, mitigation described below requires incorporation of applicable measures, the Project would include the applicable control measures. Transportation control measures that are identified in the Clean Air Plan are implemented by the San Francisco General Plan and the Planning Code, for example, through the City's Transit First Policy, the bicycle parking requirements, and transit impact development fees. The Project will comply with these policies and regulations.

Mitigation Measures M-AQ-1f: Transportation Demand Management, M-AQ-1g: Additional Mobile Source Control Measures, and **M-AQ-1h: Offset of Operational Emissions,** as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that with implementing Mitigation Measures M-AQ-1a (referenced above), M-AQ-1f, AQ-1g, and M-AQ-1h, Impact AQ-4 would be less than significant.

Impact C-AQ-2: The Maximum Residential or Maximum Commercial Scenarios, in combination with past, present, and reasonably foreseeable future development in the project area, would contribute to cumulative health risk impacts on sensitive receptors.

The HRA takes into account the cumulative contribution of existing localized health risks to sensitive receptors from sources included in the Citywide modeling plus the Project's sources. There are, however, other future projects, whose emissions have not been incorporated into the existing citywide health risk modeling because analysis with respect to CEQA for these future project either has not yet been prepared or is pending.

There are 16 cumulative projects within the 1,000 foot zone of influence, two of which are already completed and/or occupied. Another one of these cumulative projects is for the renewal of the lease for BAE Systems whose operations were already considered in the HRA analysis. The remaining projects are either residential, most of which have a ground floor retail or commercial component, or the proposed development of Crane Cove Park.

Cumulative year 2040 conditions without the project show lower background risks than the existing baseline cancer risks and consequently, addition of the project's risks cancer risk to 2040 conditions would similarly not result in new locations meeting the APEZ criteria that otherwise would not without the project with mitigation. Therefore, the project plus cumulative development projects and background risks in 2040 would not result in significant health risk impacts and the analysis in Impact AQ-3 presents a worst-case cumulative health risk analysis.

The Project would be required to implement **Mitigation Measure M-AQ-1a: Construction Emission Minimization**, referenced above. Additionally, **Mitigation Measure M-AQ-1b: Diesel Backup Generator Specifications**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-AQ-1a and M-AQ-1b would reduce the Project's contribution to cumulative air quality impacts to a less-than-significant level.

E. Wind and Shadow

Impact WS-1: The phased development of the Project would temporarily alter wind in a manner that substantially affects public areas.

Although the Project at full build-out would generally slightly improve wind conditions on the project site, potentially significant interim wind impacts may occur prior to the completion of construction. Due to phased build-out, a particular building configuration resulting from partial completion of the Project could last for one or more years, creating the potential for interim wind impacts.

The potential for exceedances of the wind hazard criterion during the phased construction period would occur under the Maximum Residential Scenario and the Maximum Commercial Scenario. Additionally, the ultimate build-out of the Project might not maximize the development potential under either of these two scenarios. Such wind hazards would likely exist until buildings on adjacent parcels are completed and provide shelter from the unabated force of the wind. These hazards would be a significant impact.

Mitigation Measure M-WS-1: Identification and Mitigation of Interim Hazardous Wind Impacts, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-WS-1 would reduce Impact WS-1 to a less-than- significant level.

Impact WS-2: For public open space built on rooftops, the Project would alter wind in a manner that affects those public open spaces.

If Parcels C1 and C2 are developed with structured parking, public open space would be provided on the rooftops. Under the Maximum Residential Scenario and Maximum Commercial Scenario, the wind hazard criterion of Planning Code Section 148 would be exceeded on the rooftop of Building C1 at test point 143 for 1 hour per year. Under the Maximum Commercial Scenario - Pedestrian Passageway Option, test point 143 would have 2 hours of exceedance of the hazard criterion. In all three modeled instances, Building C1 was modeled at a maximum height of 90 feet. These exceedances represent a potentially significant impact.

Mitigation Measure M-WS-2: Wind Reduction for Rooftop Winds, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-WS-2 would reduce Impact WS-2 to a less-than- significant level.

F. Biological Resources

Impact BI-1: Construction and operation of the Project would have a substantial adverse effect either directly or through habitat modifications on migratory birds and/or on bird species identified as special status in local or regional plans, policies, or regulations, or by the California Department of Fish and Wildlife or U.S. Fish and Wildlife Service.

Construction Impacts

Construction activities within both the 20th/Illinois Parcel and the 28-Acre Site, especially those that involve heavy machinery, may adversely affect nesting bird species within 0.25 mile of the project site during the nesting season (January 15–August 15).

Birds currently residing in both the terrestrial and marine study areas are accustomed to varying levels of ambient noise emanating from existing human activities in the area. Typical noise levels for some construction activities anticipated during project implementation would exceed ambient levels in the project vicinity. Construction activities that would substantially alter the noise environment could disrupt birds attempting to nest, disrupt parental foraging activity, or displace mated pairs with territories in the project vicinity. Given the long build-out period for the Project, the potential impacts of noise and visual disturbance to breeding birds are likely to occur over several nesting seasons, with the highest potential impacts associated with initial disturbance to idle parcels of the site.

As the project progresses and the level of disturbance to the site increases with parcel development, nesting birds are less likely to be attracted to the site and the potential for construction-related impacts to birds and their nests will decrease over time. The loss of an active nest attributable to project activities would be considered a significant impact under CEQA.

Disruption of nesting migratory or native birds is not permitted under the MBTA or California Fish and Game Code. Thus, the loss of any active nest by, for example, removing a tree, or shrub, or demolishing a building containing an active nest or causing visual or noise disturbance which leads to nest abandonment must be avoided under Federal and California law.

Mitigation Measures M-BI-1a: Worker Environmental Awareness Program Training and **M-BI-1b: Nesting Bird Protection Measures**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-BI-1a and M-BI-1b, in combination with compliance with the MBTA and California Fish and Game Code, would avoid or reduce Impact BI-1 to a less-than- significant level.

Operational Impacts

Direct effects on migratory as well as resident birds moving through the project site could include bird death or injury from collisions with lighted structures, and bird exhaustion and death due to light attraction, as well as bird collisions with glass during the daytime. Indirect effects to migratory birds could include delayed arrival at breeding or wintering grounds, and reduced energy stores necessary for migration, winter survival, or subsequent reproduction.

Due to the surrounding urban setting, the Project is not expected to appreciably increase the overall amount of lighting along the San Francisco waterfront as a whole, considering existing nighttime lighting conditions within the project site and adjacent development along the eastern shoreline from San Francisco Bay to AT&T Park; however, avian collisions with glass or reflective surfaces used in the proposed buildings could result in mortality, which would be a significant impact under CEQA.

The Project would comply with San Francisco's adopted Standards for Bird-Safe Buildings (Planning Code Section 139) and would incorporate specific design elements into the development to avoid or minimize avian collisions with buildings or other project features.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that Project compliance with the *Standards for Bird-Safe Buildings*, as administered by the San Francisco Planning Department, would avoid or minimize the adverse effects of avian collisions; therefore, no additional mitigation is necessary.

Impact BI-2: Construction of the Project would have a substantial adverse effect either directly or through habitat modifications on bats identified as special-status in local or regional plans, policies, or regulations, or by the California Department of Fish and Wildlife or the United States Fish and Wildlife Service.

Common bats (Mexican free-tailed bat) and special-status bats (Pallid bat and Yuma myotis) have the potential to roost in existing vacant or underutilized buildings, other human-made structures, and trees within or near the 20th/Illinois Parcel and 28-Acre Site of the Project. Destruction of an occupied, non-breeding bat roost, resulting in the death of bats; disturbance that causes the loss of a maternity colony of bats (resulting in the death of young); or destruction of hibernacula are prohibited under the California Fish and Game Code and would be considered a significant impact. This may occur due to direct or indirect disturbances.

Demolition of Buildings 11, 15, 16, 19, 25, 32, and 66, and rehabilitation of Buildings 2, 12, and 21 could result in direct mortality of or indirect disturbance to roosting special-status bats, if present. Additionally, any bats roosting in eucalyptus trees in the project site could be disturbed by periphery construction activity. Direct mortality of special-status bats would be a significant impact.

Mitigation Measure M-BI-2: Avoidance and Minimization Measures for Bats, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-BI-2 would reduce Impact BI-2 to a less-than-significant level.

Impact BI-3: Construction of the Project would have a substantial adverse effect, either directly or through habitat modifications, on aquatic species identified as candidate, sensitive, or special-status species in local, regional, or Federal plans, policies, or regulations, or by California Department of Fish and Wildlife, United States Fish and Wildlife Service, or National Oceanic and Atmospheric Administration.

San Francisco Bay waters adjacent to the Project site are used by multiple special-status marine species known to be present in the project site, including longfin smelt, green sturgeon, Pacific herring, harbor seals, California sea lions, and native Olympia oysters. In addition to FESA-, CESA-, and MMPA-listed species, as well as species of special concern, San Francisco Bay waters adjacent to the project site are used by 16 fish species managed by one of three Fisheries Management Plans under the Magnuson-Stevens Act.

Accidental Discharge and Stormwater Run-Off Impacts

The potential accidental discharge of hydrocarbon-containing materials (fuel, lubricating oils, construction materials), construction debris, and packing materials from staged equipment, building materials, and demolition debris that might be located or staged close to or adjacent to San Francisco Bay waters could pose a short-term and temporary risk of exposing these taxa to toxic contaminants and non-edible forage. Normal BMPs implemented as part of City of San Francisco, BCDC, and State Water Quality Control Board permits are expected to make the impact of these potential sources of contamination and their impact on special-status marine species less than significant.

Demolition activities at the project site could also result in extensive ground disturbance and increased surface run-off through existing and future stormwater drains to San Francisco Bay, resulting in increased sedimentation and organic and inorganic contaminant loading to San Francisco Bay waters with low-level

exposure to protected species. Potential impacts on special-status fish and marine mammal species due to increased contaminant loading to San Francisco Bay waters from low-level contaminated sediments could be significant if uncontrolled. Implementation of normal construction and demolition BMPs required as part of City of San Francisco, regional (BCDC), and State (State Water Quality Control Board) permits would be expected to reduce these impacts to a less-than-significant level. In addition, specific requirements issued by the RWQCB for stormwater discharges within the City and County of San Francisco in accordance with the Statewide stormwater permit contain additional actions to prevent and/or reduce project site sediment from reaching Bay waters and causing any significant effect on resident offshore biological resources.

Sewer/Stormwater Options

The Project proposes to upgrade the sewer and stormwater collection and transport system according to one of three options: a combined sewer and stormwater system, a separated sewer and stormwater system, and a hybrid option where a combined sewer and stormwater system would be located only in the eastern portion of the project site, with the rest of the site having a separated sewer and stormwater system. All three options would include repaired or improved outfalls at 20th and 22nd streets; however, in a separated and hybrid system option, a potential new outfall at 21st Street would be constructed in San Francisco Bay. The repair and potential construction of these outfalls would be expected to result in short-term disturbance to existing subtidal soft and hard substrate habitat and associated biological communities. Although the potential disturbance and/or loss of these habitats and associated marine communities could have an effect on special-status fish and marine mammal foraging, the overall effect would be minor and less than significant because of the very small area being disturbed and the temporary nature of the disturbance. Once installed and repaired, these stormwater outfalls and any temporarily disturbed subtidal habitat associated with them would be expected to recover naturally and quickly to pre-disturbance conditions.

Additionally, planned upgrades to the project site stormwater and sanitary waste collection, transport, and treatment system would ultimately reduce the contaminant loading of organic, inorganic, and fecal bacteria into San Francisco Bay waters. Therefore, potential impacts to special-status species from the improved stormwater and sanitary wastewater system and discharges to San Francisco Bay would be less than significant.

Sheet Pile and Soldier Pile Impacts

The repair of the bulkhead would entail the installation of either a new sheet pile bulkhead or a soldier pile wall seaward of the existing bulkhead. The construction activities associated with either option would be expected to result in the temporary loss of the sessile marine invertebrate community currently present, loss of a small area of soft substrate intertidal habitat in Reach I and associated marine communities, and potential temporary disturbance to soft and hard substrate habitat and associated marine communities where personnel and equipment transit to work on the reconstructed bulkhead. Recovery of disturbed intertidal habitat to pre-disturbance conditions is expected to occur naturally within 6 to 18 months with no remediate actions required. Consequently, these disturbances are expected to be less than significant, and no mitigation is required.

The installation of either the sheet pile or soldier wall bulkhead (using precast H-piles) for improving Reach II, could result in the generation of potential underwater noise from either vibratory or impact pile-driving hammers used to install the pilings. This underwater noise could have a damaging effect on special-status fish species and marine mammals. Further, although the potential for acute barotrauma to occur is limited, behavioral changes in fish movement or activity can be expected.

The use of vibratory pile drivers rather than impact pile drivers, or the application of established industry BMPs to reduce underwater noise generation from either equipment type, would be expected to substantially reduce underwater pile-driving noise, so that the potential impact would be less than significant.

However, if the sheet piling or H-piling installation occurs when the tide is in, the potential exists to generate underwater noise levels that could result in significant impacts to special-status fish species, and multiple marine mammal species.

Mitigation Measure M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-BI-3 would reduce Impact BI-3 to a less-than-significant level.

Impact BI-4: The Project would have a substantial adverse effect on Federally-protected waters as defined by Section 404 of the Clean Water Act through direct removal, filling, hydrological interruption, or other means.

San Francisco Bay is considered a navigable water of the United States and is therefore considered jurisdictional waters of the U.S. regulated by the Corps under Section 404 of the CWA up to the high tide line, and under Section 10 of the Rivers and Harbors Act up to the mean high water mark. These waters also are regulated by the RWQCB as Waters of the State and by BCDC, which has jurisdiction over all areas of San Francisco Bay that are subject to tidal action, as well as a 100-foot shoreline band.

Project activities such as demolition, extensive ground disturbance, grading, and shoreline improvements could result in increased surface run-off through stormwater drains to San Francisco Bay, or erosion or siltation into San Francisco Bay. In the case of soil erosion or an accidental release of damaging materials during construction, the Project could indirectly impact water quality, a significant impact. However, because the project site exceeds 1 acre in size, the project sponsors or future developers would be required to apply for coverage under the Construction General Stormwater Permit to comply with Federal National Pollutant Discharge Elimination System (NPDES) regulations (NPDES permit), and would be required to develop and implement a Stormwater Pollution Prevention Plan (SWPPP) that identifies appropriate construction BMPs designed to prevent pollutants from coming into contact with stormwater and to keep all products of erosion and stormwater pollutants from moving offsite into receiving waters. Implementation of the SWPPP would maintain the potential for degradation of water quality in wetlands and other jurisdictional waters at a less-than-significant level.

The Project includes shoreline improvements to the 28-Acre Site that would repair or replace existing shoreline protection and the existing bulkhead along Reach II with a new sheet piling or soldier wall adjacent to the east (seaward) of the existing concrete bulkhead. Additionally, planned upgrades to the project site's stormwater and sanitary waste collection, transport, and treatment system could include rebuilding the outfalls at 20th and 22nd streets or the installation of a new outfall at 21st Street under the separated system approach or the hybrid system approach and possible cleanup and rehabilitation of the intertidal areas in Reaches I and IV. Should this option be selected, these activities would result in both temporary impacts to jurisdictional waters during repair of the existing shoreline protection, bulkhead, or 20th and 22nd streets outfalls, or installation of the new 21st Street outfall, as well as potential permanent impacts through placement of fill material associated with a new bulkhead and/or a new 21st Street stormwater outfall, which would be considered a significant impact.

Project activities resulting in the discharge of Bay fill or other disturbance to jurisdictional waters (i.e., below the high tide line) require permit approval from the Corps, and a water quality certification and/or waste discharge requirements from the RWQCB. Those projects within San Francisco Bay or within the shoreline band require a permit from BCDC. Collectively, these regulatory agencies and the permits and authorizations they issue for the Project would require that placement of new fill in jurisdictional waters be avoided or minimized to the maximum extent practicable while still accomplishing the Project's purpose, and would specify an array of measures and performance standards as conditions of Project approval. In addition, permanent placement of new fill resulting in the loss of jurisdictional waters in excess of that necessary for normal maintenance may trigger a requirement for compensatory mitigation that will be aimed at restoring or enhancing similar ecological functions and services as those displaced. The types, amounts, and methods of compensatory measures required will differ between the permitting agencies depending on the specific resources they regulate and the policies and guidelines they implement.

Mitigation Measure M-BI-4: Compensation for Fill of Jurisdictional Waters, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-BI-4 would reduce Impact BI-4 to a less-than-significant level.

Impact BI-5: The Project would interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites.

Terrestrial

Construction of the Project could affect birds attempting to nest within the project site directly through nest destruction or avian mortality, and indirectly through an increase in the ambient noise environment that might disrupt breeding behavior, discourage nesting, or cause nest abandonment. _Compliance with the MBTA and California Fish and Game Code, and compliance with the San Francisco *Standards for Bird-Safe Buildings* are expected to reduce potential construction-related effects on birds nesting within the project site and surrounding vicinity and potential collision hazards for migrating birds to less-than-significant levels.

Marine

If impact hammers are used for pile driving, harbor seals and California sea lions could be subjected to underwater noise levels high enough to cause avoidance behavior while they migrate to or from haul-out or pupping locations or during normal foraging. Therefore, the potential impact from impact-hammer-generated noise on special-status marine mammal species, including harbor seals and California sea lions, migrating to or from haul-out and pupping sites or foraging could be significant.

There is a very low probability of any salmonids being present in the shallow waters adjacent to the project site where potential underwater noise levels would be high enough to result in any behavioral disturbance. As a consequence, any potential disturbance to migrating salmonids (steelhead and salmon) would be very minimal in the waters adjacent to the project site.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementation of **Mitigation Measure M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals,** referenced above, would reduce Impact BI-5 to a less-than-significant level.

Impact C-BI-1: The Project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would result in a cumulatively considerable contribution to significant biological resources impacts.

Terrestrial

The Project would have a limited effect on terrestrial biological resources that inhabit the Project site and surrounding vicinity primarily because the existing built-out environment of the study area offers marginal habitat value to resident species. Short-term construction impacts and long-term operational impacts to nesting birds and roosting bats, and the mitigation of the Project's impacts are discussed in this Section above under Impact BI-1 an BI-2, including **Mitigation Measures M-BI-1a: Worker Environmental Awareness Program Training** and **M-BI-1b: Nesting Bird Protection Measures,** and **M-BI-2: Avoidance and Minimization Measures for Bats.** These impacts would not be cumulatively considerable.

Development of the projects on San Francisco's eastern waterfront is likely to have limited effects on nesting birds and roosting bats, similar to those with the Project; however, given the limited extent of existing habitat and poor habitat quality in these planned development areas, project implementation would not result in a cumulatively considerable impact on terrestrial resources. Mitigation measures similar to those for the Project would reduce the incremental effect of the individual projects on such resources.

Landside redevelopment projects in the vicinity of the Project may result in similar temporary impacts to biological resources considered under the project analysis; however, given their existing conditions and location away from the eastern waterfront, these project sites likely offer even less habitat for terrestrial resources than the Project site.

None of the potential adverse effects identified for the Project would result in a cumulative effect with other approved or anticipated projects considered in this analysis.

Marine

The Project would have limited activities and potential effects on marine habitats and associated biological communities within the Central Bay basin waters and marine habitats adjacent to the Project site, primarily because limited project components would occur below the high tide mark. Potential effects on marine habitat and biological taxa, and the mitigation of the Project's impacts are discussed in this Section above under Impact BI-3, BI-4, and BI-5, including **Mitigation Measure M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals** and **M-BI-4: Compensation for Fill of Jurisdictional Waters.**

All of these potential impacts are common to any project sited on the San Francisco Bay shoreline. Despite this commonality with other similar projects, none of these Project impacts are anticipated to result in a cumulatively considerable contribution to a significant cumulative impact with other approved or reasonably foreseeable projects.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementation of **Mitigation Measures M-BI-1: Worker Environmental Awareness Program Training, M-BI-2: Avoidance and Minimization Measures for Bats, M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals** and **M-BI-4: Compensation for Fill of Jurisdictional Waters,** all referenced above, the Project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not result in a cumulatively considerable contribution to significant biological resources impacts.

G. Geology and Soils.

Impact GE-3: The Project site would not be located on a geologic unit or soil that is unstable, or that could become unstable as a result of the Project.

Settlement During Construction

The Project could induce ground settlement during construction as a result of excavation for construction of utilities as well as for the building foundations and basement levels, construction dewatering, and heave during pile installation.

Pile driving may cause the ground to heave up to several inches, and the heave could adversely affect structures adjacent to the pile driving work, such as existing utilities and streets as well as the 20th Street Historic Core, the existing historic buildings that would be retained on the project site (Buildings 2, 12, and 21), and buildings constructed as part of the Project during earlier development phases.

DBI or the Port would require a site-specific geotechnical report for the specific developments to be constructed under the Project in accordance with Section 1803 of the San Francisco and Port of San Francisco Building Codes. DBI or the Port would review the report to ensure that the potential settlement effects of excavation, construction-related dewatering, and pile driving are adequately addressed. With implementation of the recommendations provided in the site-specific geotechnical report, subject to review and approval by DBI or the Port as part of the building permit approval process, as well as monitoring by the project sponsor (if required), impacts related to the settlement and subsidence due to

construction on soil that is unstable, or that could become unstable as a result of excavation, dewatering, and pile driving, would be less than significant. No mitigation is necessary.

Settlement and Unstable Conditions During Operation

Once constructed, differential settlement within the Young Bay Mud could occur as a result of placement of up to 5 feet of soil to raise the site grade. In addition, cuts made into the bedrock of the remnant of Irish Hill for the construction of the new 21st Street could become unstable if not supported. Rock fall hazards also would be present near the remnant of Irish Hill and exposed bedrock cuts. The dilapidated pier extending from the project site into the Bay could also fail if it is used by site occupants and visitors.

Long-term dewatering would not be required because the below-grade walls and basement slabs would be waterproofed and designed to withstand the anticipated hydrostatic pressure in accordance with the recommendations of the preliminary geotechnical evaluations that have been completed for the Project. The design of these features would be further evaluated in the site-specific geotechnical report required under Section 1803 of the San Francisco and Port of San Francisco Building Codes.

The preliminary geotechnical evaluations for the Project estimate that the placement of fill throughout the site to raise site grades by up to 5 feet would generate large amounts of total and differential settlement in areas underlain by Young Bay Mud. These settlement effects would be restricted to those areas north and east of the historic 1869 shoreline that are underlain by artificial fill, marsh deposits, and Young Bay Mud. The proposed streets and non-building improvements also could experience settlement in areas underlain by Young Bay Mud where fill is placed. The magnitude of settlement would depend on several factors, including the thickness of fill, the thickness of Young Bay Mud, and the state of consolidation of the Young Bay Mud.

Specific intervention would be further refined in the site-specific geotechnical report and would be subject to review and approval by DBI or the Port as part of the building permit approval process. Therefore, impacts related to settlement following construction of the proposed buildings would be less than significant. No mitigation is necessary.

The existing near-vertical cuts in the serpentinite bedrock of the project site, including the remnant of Irish Hill, could be subject to rock fall hazards, as noted in the preliminary geotechnical evaluation for the Illinois Parcels. Any rock fall could potentially damage nearby structures, including buildings on Parcels PKS, C-1, and C-2, or injure site occupants, particularly visitors to the Irish Hill playground and pedestrians on 21st Street. Therefore, rock fall hazards would be significant.

A dilapidated pier extends from the project site into the Bay immediately northeast of the slipways. Although the pier is not a geologic unit, its use by future site occupants and visitors could cause it to fail due to the increased loads, which would be a significant impact.

Mitigation Measure M-GE-3a: Reduction of Rock Fall Hazards and **M-GE-3b: Signage and Restricted Access to Pier 70**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-GE-3a and M-GE-3b would reduce Impact GE-3 to a less-than-significant level.

Impact GE-6: The Project would directly or indirectly destroy a unique paleontological resource or site.

Given that sedimentary rocks of the Franciscan Complex have produced significant fossils important for understanding the age, depositional environments, and tectonic history the San Francisco area, paleontological resources could exist in the sedimentary rocks of the Franciscan Complex that underlie the project site. Project construction activities, including excavation for the planned basement levels and anticipated pile-driving activities, could disturb significant paleontological resources if such resources are present within the project site. Unless mitigated, implementation of the Project could impair the significance of unknown paleontological resources on the project site; this would be considered a significant impact

In addition to **Mitigation Measures M-CR-1a: Archaeological Testing, Monitoring, Data Recovery and Reporting**, and **M-CR-1b: Interpretation**, referenced above, **Mitigation Measure M-GE-6: Paleontological Resources Monitoring and Mitigation Program**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-CR-1a, M-CR-1b and M-GE-6 would reduce Impact GE-6 to a less-than-significant level.

H. Hydrology and Water Quality.

Impact HY-2: The Project could violate a water quality standard or waste discharge requirement or otherwise substantially degrade water quality, but runoff from the Project could exceed the capacity of a storm drain system or provide a substantial source of stormwater pollutants.

The Project includes three options for stormwater and wastewater management: Option 1, Combined Sewer System; Option 2, Separate Wastewater and Stormwater Systems; and Option 3, Hybrid System.

Water Quality Effects Related to Exceedance of Water Quality Criteria and Waste Discharge Requirements

Discharges to the Combined Sewer System

Option 1, Combined Sewer System, and Option 3, Hybrid System, would both involve discharges of wastewater and stormwater to the City's combined sewer system, and Option 2, Separate Wastewater and Stormwater Systems, would involve discharges of wastewater to the combined sewer system. However, these discharges would not violate water quality standards or otherwise degrade water quality because

all discharges would be in accordance with City regulatory requirements that have been developed to ensure compliance with the Bayside NPDES permit.

Wastewater discharges from future development projects would be subject to the permit requirements of Article 4.1 of the San Francisco Public Works Code and supplemented by SFPW Order No. 158170. Accordingly, future commercial users of the site would be required to develop and implement a pollution prevention program and comply with the pretreatment standards and discharge limitations specified in Article 4.1. These dischargers would also be required to monitor the discharge quality for compliance with permit limitations.

Additionally, Stormwater discharges to the combined sewer system under Options 1 and 3 would be subject to Article 4.2 of the San Francisco Public Works Code, Section 147 and the San Francisco Stormwater Management Requirements and Design Guidelines that apply to future development projects that create and/or replace 5,000 square feet or more of impervious surfaces.

All wastewater and stormwater discharges to the combined sewer system would be treated at the SEWPCP and Bayside wet-weather facilities in compliance with the Bayside NPDES permit for discharges from the SEWPCP, North Point Wet Weather Facility, and all of the Bayside wet-weather facilities. Therefore, project-related discharges to the combined sewer system during operation under all three options would not cause a violation of water quality standards or WDRs and would not otherwise substantially degrade water quality. This impact would be less than significant for discharges to the combined sewer system, and no mitigation is necessary.

Discharges to a Separate Stormwater System

Under Option 2, Separate Wastewater and Stormwater Systems, and Option 3, Hybrid System, future development projects would discharge stormwater to new separate stormwater systems constructed under the Project. These discharges would not violate water quality standards or otherwise degrade water quality because all discharges would be in accordance with City regulatory requirements that have been developed to ensure compliance with the Small MS4 General Stormwater Permit.

Stormwater runoff from the project site to the separate stormwater system would be managed in accordance with Article 4.2 of the San Francisco Public Works Code, Section 147, and the Stormwater Management Requirements and Design Guidelines.

Article 4.2 of the San Francisco Public Works Code, Section 147, and the Stormwater Management Requirements and Design Guidelines implement the stormwater treatment requirements of the Small MS4 General Stormwater Permit. Therefore, project-related stormwater discharges to the separate stormwater system that would be constructed under Options 2 and 3 would not cause a violation of water quality standards or WDRs and would not otherwise substantially degrade water quality. This impact would be less than significant for discharges to the separate stormwater system, and no mitigation is necessary.

Water Quality Effects Related to Exceeding the Capacity of the Stormwater System

None of the three stormwater management options would result in stormwater runoff that would exceed the capacity of the stormwater conveyance system because the new stormwater systems would be

constructed in accordance with the City Subdivision Regulations. Accordingly, the new separate stormwater system and components of the combined sewer system would be sized to accommodate the 5-year storm, and flows for the 100-year storm would be directed to San Francisco Bay via streets and other approved corridors that would be designed to accommodate 100-year flood flows in excess of the 5-year storm in accordance with the subdivision regulations. Therefore, water quality effects related to exceeding the capacity of the stormwater system would be less than significant, and no mitigation is necessary.

Water Quality Effects Related to Additional Sources of Polluted Runoff

Option 1, Combined Sewer System, and Option 3, Hybrid System, would both involve discharges of stormwater to the City's combined sewer system. Option 2, Separate Wastewater and Stormwater Systems, and Option 3 would both involve discharges of stormwater to the separate stormwater system that would be built for the Project. However, these discharges would not provide an additional source of stormwater pollutants, because all discharges would be in accordance with Article 4.2, Section 147 of the San Francisco Public Works Code and Stormwater Management Requirements and Design Guidelines that have been developed to ensure compliance with the Bayside NPDES permit and the Small MS4 General Stormwater Permit. With implementation of the source control and treatment BMPs in accordance with Article 4.2 of the San Francisco Public Works Code, Part 147, the Project would not provide an additional source of stormwater pollutants, and this impact would be less than significant. No mitigation is necessary.

Water Quality Effects Related to Changes in Combined Sewer Discharges

The project site is located within the 20th Street sub-basin of the City's combined sewer system. The Bayside NPDES permit requires that the wet-weather facilities within this sub-basin be designed for a long-term average of no more than 10 CSD events per year. The permit allows for this annual average to be exceeded in any particular year as long as the long-term average is maintained at the appropriate level. However, a permanent increase in wastewater flows could affect the ability to maintain the long-term average of no more than 10 CSD events, potentially resulting in a violation of the NPDES permit, a significant water quality impact.

Option 1: Combined Sewer System

Under Option 1, Combined Sewer System, both wastewater and stormwater from the project site would be conveyed to the new 20th Street Pump Station for ultimate conveyance to the SEWPCP via the City's combined sewer system. Without sufficient pumping capacity, the new pump station could cause the frequency of CSDs from the 20th Street sub-basin and/or downstream basins to increase beyond the long-term average of 10 CSD events per year, in violation of the Bayside NPDES permit. This would constitute a significant impact.

Option 2: Separate Wastewater and Stormwater Systems

Under Option 2, Separate Wastewater and Stormwater Systems, wastewater from the project site would continue to be conveyed to the City's combined sewer system for treatment at the SEWPCP. A new separate stormwater system would also be constructed to convey stormwater flows to a new outfall located near the foot of the realigned 21st Street. This option would eliminate all stormwater flows from

the project site to the combined sewer system, although stormwater flows from the 20th Street Historic Core site and BAE Systems Ship Repair facility to the north of 20th Street would continue to discharge to the combined sewer system.

Under this option, wet-weather discharges to the new pump station would consist of wastewater from the entire sub-basin, and stormwater from the 20th Street Historic Core and BAE Systems site. Because of the elimination of stormwater discharges from the project site and the addition of wastewater discharges from the project site to the new 20th Street Pump Station, future combined sewer discharges would consist of a much larger portion of sanitary sewage and industrial wastewater relative to existing conditions. The Bayside NPDES permit includes collection system management requirements that require the combined sewer system to be operated in a manner that does not result in a release of untreated or partially treated wastewater. Therefore, this option could result in a violation of the Bayside NPDES permit without appropriate design of the proposed pump station. This would constitute a significant impact.

Option 3: Hybrid System

Under Option 3, Hybrid System, wastewater from the entire project site and stormwater from the areas of the project site to the west of the proposed Maryland Street would be conveyed to the new pump station for ultimate conveyance to the SEWPCP via the City's combined sewer system. Only the small area to the east of the proposed Maryland Street would be served by a new separate stormwater system that would discharge stormwater to the Central Basin of Lower San Francisco Bay. The required capacity of the new pump station would be less than required under Option 1, because the total flows to the new pump station would be less under this option. However, without sufficient pumping capacity, the new pump station could cause the frequency of CSDs to increase beyond the long-term average of 10 CSD events per year specified in the Bayside NPDES Permit, a significant impact.

Mitigation Measure M-HY-2a: Design and Construction of Proposed Pump Station for Options 1 and 3 and **Mitigation Measure M-HY-2b: Design and Construction of Proposed Pump Station for Option 2**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that compliance with applicable regulations and implementing Mitigation Measures M-HY-2a and M-HY-2b Impact HY-2 would be less than significant.

Water Quality Effects Related to Use of Alternate Water Supply

In accordance with San Francisco's Non-potable Water Ordinance, the Project would use alternate water sources for non-potable applications such as toilet and urinal flushing as well as irrigation. Compliance with water quality criteria would be ensured through the permitting process. This process requires the project sponsors submit a water budget application to the SFPUC and an engineering report to the DPH. With compliance with these requirements, the quality of the alternate water supply would not exceed water quality criteria, and water quality effects related to use of an alternate water supply would be less than significant. No mitigation is necessary.

Water Quality Effects Related to Littering

The proposed use of the project site for commercial, residential, RALI, and public open space uses could increase the potential for litter, and the adjacent Lower San Francisco Bay is listed as impaired for trash. In accordance with Article 6 of the San Francisco Health Code, Garbage and Refuse, the project sponsors would be required to place containers in appropriate locations for the collection of refuse and ensure refuse containers must be constructed with tight fitting lids or sealed enclosures. The Project would also be required to comply with several City ordinances, which would decrease the amount of non-degradable trash generated under the Project.

Further, under Option 2, Separate Wastewater and Stormwater Systems, and Option 3, Hybrid System, the Project would be required to comply with the Trash Amendment of the Water Quality Control Plan for Inland Surface Waters, Enclosed Bays, and Estuaries of California. This amendment would require the Project to implement specific measures to prevent the transport of trash to San Francisco Bay.

Compliance with Article 6 of the San Francisco Health Code, the City ordinances, and the Trash Amendment for wastewater and stormwater, Options 2 and 3 would reduce the amount of non-recyclable and non-compostable wastes produced at the project site, would ensure that adequate containers and refuse service are provided, and would ensure that offshore San Francisco Bay water is kept free of trash as a result of littering at the Project site. This would reduce the potential for transport of litter to the combined or separate stormwater systems and directly to San Francisco Bay via wind or stormwater runoff. Therefore, water quality impacts related to littering would be less than significant, and no mitigation is necessary.

I. Hazards and Hazardous Materials.

Impact HZ-2: Demolition and renovation of buildings under the Project would not expose workers and the public to hazardous building materials including asbestos-containing materials, lead-based paint, bis (2-ethylhexyl) phthalate (DEHP), and mercury, or result in a release of these materials into the environment during construction. However, workers and the public would be exposed to PCBs as a result of the removal of electrical transformers.

Construction

Building 21 was constructed in approximately 1900. All of the other existing buildings at the project site were constructed between 1937 and 1945. Previous surveys for hazardous building materials have identified asbestos-containing materials and lead-based paint in Building 11 which would be demolished under the Project. Based on their age, these hazardous building materials are likely present in Buildings 15, 16, 19, 25, 32, and 66 which also would be demolished under the Project. Similarly, previous surveys for hazardous building materials have identified asbestos-containing materials and lead-based paint in Buildings 2, 12, and 21, all of which would be renovated under the Project. The Phase I ESA for the Project also noted PCB-containing light ballasts and mercury switches and thermostats in most buildings in 2011 as well as PCB-containing transformers in several locations. In addition, the Phase I ESA noted that pipes associated with the historic distribution of steam are likely to include transite materials. Other existing utility systems could include asbestos in their coatings, gaskets, or other features.

Workers and the public could be exposed to hazardous building materials if they were not removed or abated prior to demolition or renovation of the existing buildings and utility systems. There is a well-

established regulatory process that must be followed for ensuring adequate abatement of these materials prior to building demolition or renovation.

Asbestos-Containing Materials

In accordance with BAAQMD Rule 11, Regulation 2, the project sponsors would be required to retain a qualified contractor to conduct a survey to identify asbestos-containing materials in any building planned for demolition or renovation and in any utility systems that would be demolished. During removal activities, the contractor would implement controls to ensure that there are no visible asbestos emissions to the outside air. The removal activities would be conducted in accordance with the State regulations contained in Title 8 of the California Code of Regulations, Section 1529, and Title 8 of the California Code of Regulations, Sections 341.6 through 341.17. Pursuant to California law, the Port would not issue the building demolition or renovation permit until the project sponsors have complied with the notice and abatement requirements.

Section 3425 of the Port of San Francisco Building Code also addresses work practices for asbestos-containing materials. In accordance with this section, the project sponsors would be required to include an asbestos survey report with the building permit application for any subsequent development.

Compliance with the regulatory requirements and implementation of the required procedures prior to building demolition or renovation would ensure that potential impacts due to demolition or renovation of structures with asbestos-containing materials would be less than significant. No mitigation measures are necessary.

Lead-Based Paint

Because all of the buildings that would be demolished or renovated were constructed prior to 1979, and could contain lead-based paint, the project sponsors would be required to implement the requirements of Section 3426 of the Port of San Francisco Building Code, Work Practices for Lead-Based Paint on Pre-1979 Buildings and Steel Structures. Accordingly, the project sponsors would retain a qualified contractor to abate the lead-based paint prior to demolition or renovation of any buildings. At the completion of abatement activities, the contract would demonstrate compliance with the clean-up standards of Section 3426 that require removal of visible work debris, including the use of a HEPA vacuum following interior work. Pursuant to Section 3426, the Port would not issue the building demolition or renovation permit until the project sponsors have complied with the requirements.

Demolition of other structures that include lead-containing materials and renovation of the interiors of Buildings 2, 12, and 21 could also result in exposure of workers and the public to lead. However, these activities would be subject to the CalOSHA Lead in Construction Standard (Title 8 of the California Code of Regulations, Section 1532.1).

Any lead-based paint during abatement activities would be consolidated, and disposed of at a permitted facility in accordance with applicable law. Implementation of procedures required by Section 3426 of the Port of San Francisco Building Code and the Lead in Construction Standard, along with legal disposal of the lead-based paint by the project sponsors would ensure that potential impacts of demolition or renovation of structures with lead-based paint would be less than significant. No mitigation measures are necessary.

Electrical Transformers

Electrical transformers are present in at least two locations of the 28-Acre Site, including Building 21 which houses an operating electrical substation and Building 12 where a PCB-containing transformer was observed in a utility room during the 2011 Phase I ESA conducted for the 28-Acre Site in support of the Project. However, a complete survey of electrical transformers present at the site, and their PCB content, has not been conducted. If a PCB transformer is present in a building that would be demolished, a release of PCBs could occur, potentially exposing workers and the public to PCBs, or resulting in a release of PCBs to the environment. If a release of PCB-containing dielectric fluid has occurred, future occupants of the building could be exposed to residual PCBs in the building or in the soil if a release has affected soil. Therefore, impacts related to the potential release of PCBs from existing transformers at the site would be significant, if not mitigated.

Mitigation Measure M-HZ-2a: Conduct Transformer Survey and Remove PCB Transformers, Mitigation Measure M-HZ-2b: Conduct Sampling and Cleanup if Stained Building Materials Are Observed and **Mitigation Measure M-HZ-2c: Conduct Soil Sampling if Stained Soil is Observed**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-HZ-2a, M-HZ-2b and M-HZ-2c would reduce Impact HZ-2 to less than significant.

Other Hazardous Building Materials

Other hazardous building materials that are likely present within the buildings to be demolished or renovated include fluorescent light ballasts that could contain PCBs or DEHP, fluorescent lamps that contain mercury vapors, and electrical switches and thermostats that also contain mercury. Disruption or disturbance of these materials could pose health threats for construction workers if not properly disposed of. However, prior to demolition or renovation, the project sponsors, through their contractor, would remove these items and dispose of them in accordance with the established State Regulatory Framework. Therefore, through compliance with regulatory requirements, impacts related to exposure to PCBs, DEHP, and mercury in these materials would be less than significant. No mitigation measures are necessary.

Operation

Buildings 2, 12, and 21 would be renovated and reused under the Project. These buildings are known to include asbestos-containing materials and lead-based paint as well as other hazardous building materials such as fluorescent lamps, PCB-containing light ballasts, and mercury switches and thermostats. However, these materials would be abated and/or removed during the construction phase of the Project, prior to reuse of the buildings, as discussed above. Although electrical transformers are also present in Buildings 12 and 21, and release of PCB-containing oil from these transformers could have potentially contaminated building surfaces, the transformers would be removed and the surfaces would be cleaned during the construction phase of the Project in accordance with **Mitigation Measures M-HZ-2a** and **M-HZ-2b**. Soil containing PCBs would be managed in accordance with the Pier 70 RMP as specified in

Mitigation Measure M-HZ-2c. Therefore, site occupants and the public would not be exposed to hazardous building materials during operation of the Project, and this impact would be less than significant.

Impact HZ-3: Project development within the 28-Acre Site and 20th/Illinois Parcel would be conducted on a site included on a government list of hazardous materials sites and could encounter hazardous materials in the soil and groundwater, creating a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment.

The Pier 70 Preferred Master Plan area (including the 20th/Illinois Parcel, the 28-Acre Site, and Sims Metals and Auto Return which are two businesses formerly operated within the 28-Acre Site) is identified on several lists of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Numerous site investigations have been completed for both the 28-Acre Site and the 20th/Illinois Parcel, located within the Pier 70 Preferred Master Plan area, and these investigations have identified chemicals in the soil and groundwater. Groundwater monitoring wells also could be located within the Pier 70 Preferred Master Plan area, or new wells could be constructed in the future as part of remedial activities at the project site or other project activities. These wells could be damaged during construction.

Exposure to Chemicals in Soil and Groundwater during Construction

During development, including excavation for new structures, utilities, and shoreline improvements, construction workers could be exposed to chemicals in the soil, including naturally occurring asbestos, and groundwater through skin contact with the soil or groundwater, ingestion of the soil, or inhalation of airborne dust or vapors. The public, including students and staff at nearby schools as well as occupants of off-site residences and developments on adjacent parcels that have previously been developed, could be exposed to these chemicals through inhalation of airborne dust, contact with accumulated dust, and contaminated runoff. Therefore, impacts related to exposure to chemicals in the soil and groundwater during construction would be significant if not mitigated.

Mitigation Measure M-HZ-3a: Implement Construction and Maintenance-Related Measures of the Pier 70 Risk Management Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Pier 70 RMP risk management procedures in accordance with Mitigation Measure M-HZ-3a would reduce this impact to a less-than-significant level. The deed restriction prepared and enforced by the RWQCB for the Pier 70 Preferred Master Plan area also incorporates these requirements of the Pier 70 RMP.

Damage of Groundwater Monitoring Wells

If groundwater monitoring wells are damaged during construction, they could potentially create a conduit for downward migration of chemicals in the overlying soil, potentially degrading groundwater quality. This would be a significant impact.

Mitigation Measure M-HZ-3b: Implement Well Protection Requirements of the Pier 70 Risk Management Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-HZ-3b would reduce this impact to a less-than-significant level. The deed restriction prepared and enforced by the RWQCB for Pier 70 also incorporates these requirements of the Pier 70 RMP.

Impact HZ-4: Project development within the Hoedown Yard would be conducted on a site included on a government list of hazardous materials sites and could encounter hazardous materials in the soil and groundwater, creating a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment.

The Hoedown Yard is included in the Voluntary Cleanup Program database as part of the Potrero Power Plant. Several environmental investigations have identified chemicals in the soil and groundwater at the Hoedown Yard which is within the Illinois Parcels. During project construction, including excavation for new structures and utilities, construction workers could be exposed to chemicals in the soil and groundwater through skin contact with the soil or groundwater, ingestion of the soil, or inhalation of airborne dust. The public, including students and staff at nearby schools and occupants of adjacent parcels that have been previously developed, could be exposed to these chemicals through inhalation of airborne dust, contact with accumulated dust, and contaminated runoff. Therefore, impacts related to exposure to chemicals in the soil and groundwater during construction at the Hoedown Yard would be significant, if not mitigated.

This property is owned by PG&E, and a separate SMP has been prepared and approved by the RWQCB for development of this site. The Hoedown Yard SMP specifies measures that must be implemented during development activities to ensure the protection of construction workers and the public, and to ensure that contaminated materials are appropriately disposed of.

Mitigation Measure M-HZ-4: Implement Construction-Related Measures of the Hoedown Yard Site Management Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Hoedown Yard SMP measures in accordance with Mitigation Measure M-HZ-4 would reduce this impact to a less-than-significant level. Implementation of the Hoedown Yard SMP requirements is enforced by the RWQCB through the deed restriction recorded on the property in 2012.

Impact HZ-5: Operation of the Project within the "PG&E Responsibility Area" would expose residents, site workers, and site visitors to hazardous materials in the soil, creating a significant hazard to the public or the environment.

Site investigations conducted by the Port and PG&E identified two localized areas in the southeast portion of the 28-Acre Site where the accumulated DNAPL ranges in thickness from 1 to 4 feet in areas

where discontinuous DNAPL have accumulated. As the responsible party for the contamination, PG&E will be conducting site remediation with regulatory oversight by the RWQCB that involves excavating the continuous DNAPL areas at the southernmost slipway to a depth of about 25 feet and backfilling the excavations with clean fill. PG&E anticipates completing these remediation activities by 2018, well before construction would commence in Parcels H1, H2, and H3. However, implementation of the remediation activities in the PG&E Responsibility Area is outside of the project sponsors' control. In the unlikely event that PG&E's remediation activities are delayed, construction of the proposed development on Parcels H1, H2, and E3 could preclude implementation of the planned remediation and future construction workers and site occupants could be exposed to health risks if the existing pavement were removed from this area and development commenced prior to implementation of PG&E's remediation, a significant impact.

Mitigation Measure M-HZ-5: Delay Development on Proposed Parcels H1, H2, and E3 Until Remediation of the "PG&E Responsibility Area" is Complete, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-HZ-5 would reduce this impact to less than significant.

Impact HZ-6: Operation of the Project within the 28-Acre Site and the 20th/Illinois Parcel would expose residents, site workers, and site visitors to hazardous materials in the soil or soil vapors, creating a significant hazard to the public or the environment.

Exposure to Hazardous Materials in Soil

Previous sampling within the 28-Acre Site and 20th/Illinois Parcel which are part of the Pier 70 Preferred Master Plan area has found that chemical concentrations throughout the sites contain PAHs, metals, and/or TPH at concentrations exceeding residential, commercial, and/or recreational cleanup levels. To avoid unacceptable health risks associated with exposure to the soil by residents, site workers, and visitors, the Pier 70 RMP requires placement of a durable cover over the any soil with chemical concentrations greater than the cleanup level for the planned land use. However, maintenance workers would occasionally need to breach the durable cover to conduct repairs of utilities and other systems. This could result in exposure to chemicals in the soil beneath the durable cover, a significant impact.

Residential Exposure to Soil Vapors

In areas where groundwater and soil vapor concentrations exceed residential Environmental Screening Levels, building occupants in residential developments could be exposed to chemicals present in the soil vapors and groundwater as a result of vapor intrusion into the subsurface features of the building. However, the concentrations of chemicals detected in the soil vapor or groundwater exceeded residential cleanup levels in the groundwater or soil vapor at several locations. If residential development is constructed at or near any of these locations, residents could be subjected to health risks, a significant impact unless mitigated.

Mitigation Measure M-HZ-6: Additional Risk Evaluations and Vapor Control Measures for Residential Land Uses, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined implementing **Mitigation Measure M-HZ-3a: Implement Construction and Maintenance-Related Measures of the Pier 70 Risk Management Plan** and **M-HZ-6** this impact would be reduced to less that significant.

Impact HZ-7: Operation of the Project within the Hoedown Yard would expose residents, site workers, and site visitors to hazardous materials in the soil, creating a significant hazard to the public or the environment.

Previous sampling within the Hoedown Yard has found that, based on future use of the Hoedown Yard for commercial or industrial purposes, arsenic is the primary chemical of concern identified in the soil. Naturally occurring asbestos was also identified in the fill materials. Although the Hoedown Yard SMP addresses risk management measures necessary to manage site risks based on industrial use of the site by PG&E, the plan does not provide measures for redevelopment of the site, and does not address risks related to potential residential uses. Without additional evaluation and implementation of additional risk management measures, future site occupants and visitors of the residential and commercial land uses under the Project could be subjected to potential health risks as a result of contact with the site soil, a significant impact unless mitigated.

Mitigation Measure M-HZ-7: Modify Hoedown Yard Site Mitigation Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-HZ-7 would reduce this impact to less than significant.

Impact HZ-8: Operation of the Irish Hill Playground would expose site visitors to naturally occurring asbestos and naturally occurring metals, creating a significant hazard to the public or the environment.

The Irish Hill remnant is composed of serpentinite bedrock of the Franciscan Complex. Serpentinite commonly contains naturally occurring chrysotile and amphibole asbestos, fibrous minerals that can be hazardous to human health if they become airborne, as well as naturally occurring metals (i.e., arsenic, cadmium, copper, chromium, nickel, vanadium, and zinc).

If visitors to the playground play on exposed bedrock or fill materials derived from the bedrock, they could cause naturally occurring asbestos and naturally occurring metals to become airborne. As a result, playground users, including young children, could be exposed to airborne asbestos fibers and/or potentially hazardous concentrations of naturally occurring metals, a significant impact unless mitigated.

Similarly, visitors to the Irish Hill Playground could be exposed to airborne naturally occurring asbestos and naturally occurring metals if they use the playground during ground-disturbing activities for construction on adjacent parcels or during the construction of the new 21st Street which would remove a

portion of the northern spur of the Irish Hill remnant. This would also be a significant impact unless mitigated.

Mitigation Measures M-HZ-8a: Prevent Contact with Serpentinite Bedrock and Fill Materials in Irish Hill Playground and **M-HZ-8b: Restrictions on the Use of Irish Hill Playground**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein. Based on the Final EIR and the entire administrative record, it is hereby found and determined implementing **Mitigation Measures M-HZ-8a** and **M-HZ-8b** would reduce these impacts to less than significant.

V. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR MITIGATED TO A LESS-THAN-SIGNIFICANT LEVEL

Based on substantial evidence in the whole record of these proceedings, the Planning Commission finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts as identified in the Final EIR. The Commission finds that certain mitigation measures in the Final EIR, as described in this Section V, or changes, have been required in, or incorporated into, the Project, pursuant to Public Resources Code Section 21002 and CEQA Guidelines Section 15091, that may lessen, but do not avoid (i.e., reduce to less-than-significant levels), the potentially significant environmental effects associated with implementation of the Project that are described below. Although all of the mitigation measures set forth in the Final EIR and the Mitigation Monitoring and Reporting Plan (MMRP), attached as Attachment B, are hereby adopted, for some of the impacts listed below, despite the implementation of feasible mitigation measures, the effects remain significant and unavoidable.

The Commission further finds, as described in this Section V below, based on the analysis contained within the Final EIR, other considerations in the record, and the significance criteria identified in the Final EIR, that because some aspects of the Project could cause potentially significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, those impacts remain significant and unavoidable. The Commission also finds that although mitigation measures are identified in the Final EIR that would reduce some significant impacts, certain measures, as described in this Section V below, are uncertain or infeasible for reasons set forth below, and therefore those impacts remain significant and unavoidable or potentially significant and unavoidable.

Thus, the following significant impacts on the environment, as reflected in the Final EIR, are unavoidable. As more fully explained in Section VII, below, under Public Resources Code Section 21081(a)(3) and (b), and CEQA Guidelines 15091(a)(3), 15092(b)(2)(B), and 15093, it is found and determined that legal, environmental, economic, social, technological and other benefits of the Project override any remaining significant adverse impacts of the Project for each of the significant and unavoidable impacts described below. This finding is supported by substantial evidence in the record of this proceeding.

A. Transportation and Circulation.

Impact TR-5: The Project would cause one individual Muni route to exceed 85 percent capacity utilization in the a.m. and p.m. peak hours in both the inbound and outbound directions.

The T Third light rail line (renamed from the KT Third/Ingleside route following completion of the Central Subway) as well as the 22 Fillmore and the 48 Quintara/24th Street bus routes under Baseline Conditions operate within the capacity utilization standard of 85 percent in the a.m. and p.m. peak period. With ridership generated by the Maximum Residential Scenario and Maximum Commercial Scenario, the T Third light rail line and 22 Fillmore bus route would continue to operate below 85 percent capacity utilization. However, the 48 Quintara/24th Street routes would exceed 85 percent capacity utilization inbound and outbound with project implementation. This would occur in the a.m. and p.m. peak hours. The increase in capacity utilization of the 48 Quintara/24th Street routes would be a significant impact on this Muni route under either scenario of the Project.

Mitigation Measure M-TR-5: Monitor and increase capacity on the 48 Quintara/24th Street bus routes as needed, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Implementing any of the components of Mitigation Measure M-TR-5 would allow Muni to maintain transit headways, and would reduce the Project's impact to less-than-significant levels. However, implementation of features of the mitigation measure above that would require discretionary approval actions by the SFMTA or other public agencies (including allocation of funds to operate increased frequencies) is considered uncertain because public agencies subject to CEQA cannot commit to implementing any part of a proposed project, including proposed mitigation measures, until environmental review is complete. Thus, while the SFMTA has reviewed the feasibility of the options listed above, implementation of these measures cannot be assured until after certification of this EIR. Because it is unknown whether M-TR-5 would be implemented, project-related impacts on the 48 Quintara/24th Street would be significant and unavoidable if M-TR-5 is not implemented.

Impact TR-12: The Project's loading demand during the peak loading hour would not be adequately accommodated by proposed on-site/off-street loading supply or in proposed on-street loading zones, which may create hazardous conditions or significant delays for transit, bicycles or pedestrians.

To minimize conflicts with pedestrians and bicyclists, a maximum of one loading access point would be permitted for each building. This requirement would minimize curb cuts and prioritize pedestrian movement where a sidewalk is present. Exterior loading docks, where loading and unloading occurs outside of a building, would not be permitted fronting major public open spaces and the project's central waterfront area, and commercial loading entries would be required to be at least 60 feet from the corner of an intersection. Waste collection facilities would be provided separately for each building and would be visually screened from the public right-of-way, minimizing conflicts with travelways.

The Project includes a shared street treatment on Maryland Street and 20th Street that would allow limited or no vehicular access at some times, either for special events or at designated times of day. However, for all buildings fronting Maryland Street service entrances would be provided on 21st, Louisiana, and 22nd streets (although on-street loading could still occur from Maryland Street and 20th

Street during periods when the shared street was open to vehicular access). Thus, limiting or prohibiting delivery vehicles from accessing Maryland Street from time to time would not result in a significant impact because building service access would be retained.

Despite the fact that the Project would minimize loading conflicts with bicycles and pedestrians and would not result in significant loading impacts on the shared street, there would be a loading supply shortfall that would result in significant impacts.

Mitigation Measures M-TR-12A: Coordinate Deliveries and **M-TR-12B: Monitor loading activity and convert general purpose on-street parking spaces to commercial loading spaces as needed**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

While the project sponsor may reduce the severity of the impact with implementation of Mitigation Measures M-TR-12A and M-TR-12B, these measures may not fully resolve the loading shortfall, as the project's Transportation Coordinator may not be able to shift on-site delivery times. Additionally, there may not be an adequate supply of on-street general purpose parking spaces to convert to commercial loading spaces such that the loading shortfall can be accommodated on-street. Thus, even with implementation of Mitigation Measures M-TR-12A and M-TR-12B, the Project's loading impacts would remain significant and unavoidable.

Impact C-TR-4: The Project would contribute considerably to significant cumulative transit impacts on the 48 Quintara/24th Street and 22 Fillmore bus routes.

In combination with reasonably foreseeable development expected to occur under Cumulative Conditions, the Project would cause the 48 Quintara/24th Street bus route to exceed 85 percent utilization in both the Maximum Residential Scenario and the Maximum Commercial Scenario during the a.m. and p.m. peak hours. This would be a considerable contribution to a significant cumulative impact on individual transit routes.

Mitigation Measure M-TR-5: Monitor and increase capacity on the 48 Quintara/24th Street bus routes as needed, to increase capacity on the 48 Quintara/24th Street bus route, as referenced above under Impact TR-5, could reduce the Project's contribution to this significant cumulative impact. Under the Maximum Commercial Scenario, Mitigation Measure M-TR-5 would be adequate to reduce the Project's contribution to the significant cumulative impact to not considerable. Under the Maximum Residential Scenario, the Project's contribution would remain considerable even with the implementation of Mitigation Measure M-TR-5. Therefore, additional mitigation would be necessary for the Maximum Residential Scenario to reduce the considerable contribution to the significant cumulative impact on Muni service on this route.

Mitigation Measure M-C-TR-4A: Increase capacity on the 48 Quintara/24th bus route under the Maximum Residential Scenario, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

The Project would also cause the 22 Fillmore bus route to exceed 85 percent utilization in the Maximum Commercial Scenario during the a.m. and p.m. peak hours. This would be a considerable contribution to a significant cumulative impact on individual transit routes. Therefore, additional mitigation would be

necessary for the Maximum Commercial Scenario to reduce the considerable contribution to the significant cumulative impact on Muni service on this route.

Mitigation Measure M-C-TR-4B: Increase capacity on the 22 Fillmore bus route under the Maximum Commercial Scenario, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Because SFMTA cannot commit funding to operate additional buses on these routes, to expand bus zones, or to increase transit vehicle travel speeds until environmental review of the selected elements is complete, the implementation of Mitigation Measures M-C-TR-4A and M-C-TR-4B is uncertain, and the Project's contribution to the significant cumulative impact would remain significant and unavoidable under both project scenarios if Mitigation Measures M-C-TR-4A and M-C-TR-4B are not implemented.

B. Noise.

Impact NO-2: Construction of the Project would cause a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project.

On-Site Construction Activities

Demolition and construction activities would require the use of heavy trucks, material loaders, cranes, concrete saws, and other mobile and stationary construction equipment. Piles would be driven with the use of impact or vibratory pile drivers. Controlled rock fragmentation (CRF) would occur for a cumulative total of approximately 30 days per phase. During controlled rock fragmentation activities, up to five CRF events would occur daily with one drilling event lasting up to one hour before each CRF event. General building construction would be less noise intrusive, involving cranes, forklifts, saws, and nail guns. Project construction would also result in temporary increases in truck traffic noise along haul routes for off-hauling excavated materials and materials deliveries.

Because the project would be constructed in phases over an 11-year period, multiple construction activities could be occurring on different parcels within the project site at any given time (i.e., demolition could occur on one parcel while pile driving occurs on another) so that some of the noisier construction activities, such as pile driving, on one project parcel could overlap with other noisier construction phases, such as demolition or CRF and rock crushing, on other parcels. This could expose nearby sensitive receptors to temporary increases in noise levels substantially in excess of ambient levels.

If pile drivers operated on one parcel while a mounted impact hammer or concrete saw (for demolition) occurred on another parcel at the same time (worst-case condition), the combined noise level from these two noisiest pieces of equipment would not exceed these thresholds because it is expected that both types of equipment would not operate simultaneously closer than 50 feet to any existing residential or commercial uses.

Noise Impacts on Off-Site Receptors

The closest existing off-site sensitive receptors are located 140 to 200 feet from the closest site boundary (northwest corner of Parcel PKN). The maximum combined noise levels at the three closest off-site receptors would exceed these thresholds, a significant noise impact.

For all but these three receptor locations (residences at 820 Illinois Street and 628 20th Street (second floor), and Dogpatch Alt School at 616 20th Street), there are intervening buildings that would block and reduce Project-related construction noise at nearby existing receptors. If phasing occurs as proposed, it would result in the construction of residential buildings on the western portion of the Project site (Illinois Parcels) first. These buildings would also help block and reduce project-related construction noise (including noise from pile-driving activities to the east on the 28-Acre Site) at all existing off-site receptors (including the closest existing receptors).

Mitigation Measure M-NO-2: Noise Control Measures During Pile Driving, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

With implementation of noise controls during all construction phases (specified in **Mitigation Measure M-NO-1: Construction Noise Control Plan**, referenced above) as well as implementation of noise controls during pile driving (specified in Mitigation Measure M-NO-2), the potential for noise disturbance of existing off-site receptors (assumed to be present during the 11-year construction period) located approximately 140 to 200 feet to the northwest would be reduced. However, even with implementation of these noise controls, the feasibility of quieter, alternative pile driving methods in all areas cannot be determined at this time and also the potential would still exist that combined noise levels from simultaneous operation of the noisiest types of construction equipment could still exceed the threshold. Given this uncertainty and the potential 11-year duration of this activity, this impact is conservatively considered to remain significant and unavoidable with mitigation, even with implementation of Mitigation Measures M-NO-1 and M-NO-2.

Noise Impacts on On-Site Receptors

While early construction of Project residential uses on the Illinois Parcels would help reduce construction-related noise levels at existing receptors, it would also expose future residents living in these new residential buildings to construction noise generated during subsequent phases of project construction. Construction activities in this area would occur in phases over an 11-year period.

As a result of this possible phasing under either scenario, future residents in the project site area that face an adjacent or nearby construction project could be subject to demolition and construction noise for as long as 6 to 9 years. Depending on the order of construction within each phase and overall phasing, some Project buildings that have already been constructed could interrupt the direct line-of-sight between construction sources and noise-sensitive receptors, and reduce the number of receptors directly exposed to construction noise with no intervening buffering structure.

The average thresholds at on-site receptors, and the maximum combined noise level would, at times, exceed thresholds at the closest future on-site residential receptors (those occupying residential units built in earlier phases). The degree of disturbance would vary with proximity of the demolition and construction activities to sensitive receptors, but is considered significant and unavoidable because the "Ambient +10 dBA" threshold could be exceeded.

Construction noise impacts associated with the street network, new infrastructure, and open space would be similar to, but somewhat less substantial than, those for development projects in the project site area,

except that pile driving would not be necessary for the street network changes, utility lines (including those associated with all three sewer options), or open space improvements. Building demolition, road construction, and building construction would all occur concurrently within each phase. Simultaneous operation of the noisiest pieces of equipment associated with demolition (mounted impact hammer or concrete saw) and other construction activities (excavator) would result in combined noise levels would that exceed the average thresholds at on-site receptors located at this proximity. Therefore, construction-related noise increases during other phases of construction, such as construction for road and infrastructure improvements, could adversely affect future on-site residents, a significant noise impact.

With implementation of noise controls during all construction phases (specified in **Mitigation Measure M-NO-1: Construction Noise Control Plan**, referenced above) as well as implementation of noise controls during pile driving (specified in **Mitigation Measure M-NO-2: Noise Control Measures During Pile Driving**, referenced above), the potential for noise disturbance of future on-site residents would be reduced. However, even with implementation of these noise controls, the potential would still exist that combined noise levels from simultaneous operation of the noisiest types of construction equipment could still exceed the Ambient+10 dBA threshold, and therefore, construction-related noise impacts on future on-site residential receptors is conservatively considered to be significant and unavoidable with mitigation.

Off-Site Haul Truck Traffic

The net export total of about 340,000 cubic yards of soil and an import of about 20,000 cubic yards of clean fill would generate a total of about 45,000 truck trips, which would be phased over the duration of the planned construction activities (averaging 17 truck trips per day). Given the minimal increase in traffic on local roadways that would be attributable to project-related haul trucks, temporary increases in traffic noise resulting from haul trucks would be less than significant. Use of truck routes that avoid residential uses as required by the Construction Traffic Control Plan (Improvement Measure I-TR-A: Construction Management Plan) would further reduce less-than-significant construction-related truck noise impacts.

Impact NO-5: Operation of the Project would cause substantial permanent increases in ambient noise levels along some roadway segments in the project site vicinity.

Operational Traffic Noise

Project implementation (under both the Maximum Residential and Maximum Commercial scenarios) would result in traffic noise increases ranging from 0 to 14.3 dBA on local roadways providing access to the site.

The Project would include a shuttle service, operated and maintained by the Pier 70 TMA, to connect the Pier 70 Mixed-Use District to regional transit hubs. The two preliminary routes assumed for the DEIR analysis are:

- 22nd Street, Mississippi Street, and 16th Street to access the 22nd Street Caltrain Station and the 16th Street / Mission BART station; and

- Third Street, 16th Street, and King Street to access the Fourth and King Caltrain Station (with some trips extending to the Transbay Transit Center)).)

An increase in shuttle bus volumes along these routes would incrementally increase traffic noise levels along these streets. However, the degree of impact would depend on bus sizes, frequency of buses on an hourly basis, and hours of operation. The future shuttle bus schedule is not known at this time, but it is anticipated that any shuttle trips would be relatively minor and adequately accounted for in the modeled traffic noise analysis above.

Operation of the Project would result in permanent increases in ambient noise levels, primarily through project-related increases in traffic. Noise modeling was completed to estimate existing (baseline) and future traffic noise levels along 79 road segments in the Pier 70 Mixed-Use District project area based on traffic volumes presented in the project's Traffic Impact Study. Of the 79 road segments examined, traffic noise increases on all analyzed street segments would not exceed the applicable thresholds except for the following, which would exceed traffic noise thresholds, resulting in significant impacts:

- 20th Street (east of Third Street to east of Illinois Street)
- 22nd Street (east of Tennessee Street to east of Illinois Street)
- Illinois Street (20th Street to south of 22nd Street).

There is one street segment, 22nd Street between Tennessee Street and Third Street where there are residential uses and the resulting noise level is estimated to slightly exceed 60 dBA (Ldn or CNEL) and the incremental increase attributable to the project would be 3.2 dB, 0.2 dB above the threshold.

Reduction of project-related one-way traffic by 20 percent through transportation demand management measures required in Air Quality **Mitigation Measure M-AQ-1f: Transportation Demand Management** (referenced above), could reduce noise levels by up to 1.0 dB and would reduce the above significant impacts related to noise increases to less than significant with mitigation at all of the above street segments except for three road segments:

- 22nd Street from Third Street to Illinois Street;
- 22nd Street east of Illinois Street (on the project site); and
- Illinois Street from the future 21st Street and 22nd Street (adjacent to the project site).

Project residences located adjacent to the section of 22nd Street east of Illinois Street and the section of Illinois Street between the proposed 21st and 22nd streets would not be adversely affected by future noise levels because noise attenuation measures would be incorporated into these units as necessary to ensure that interior noise levels are maintained at acceptable levels even with future traffic noise level increases, as required by **Mitigation Measure M-NO-6: Design of Future Noise-Sensitive Uses** (referenced above). While this mitigation measure would reduce the effects of project-related traffic noise increases on the interior environment of future uses, the Project's traffic would still result in noise levels that would cause a substantial permanent increase in ambient noise levels. Therefore, this impact would remain significant and unavoidable with mitigation.

Impact C-NO-2: Operation of the Project, in combination with other cumulative development would cause a substantial permanent increase in ambient noise levels in the project vicinity.

When traffic noise increases related to the Project (under both the Maximum Residential and Maximum Commercial scenarios) are added to future traffic noise increases resulting from cumulative development, the Project would add 0 to 8.0 dBA (Ldn) to estimated cumulative noise increases under both scenarios. Of the 79 road segments examined, the Project would contribute considerably to cumulative traffic noise increases along the following street segments because cumulative noise increases would exceed significance thresholds for traffic noise increases:

- 22nd Street (east of Third Street to east of Illinois Street)
- Illinois Street (Mariposa Street to 22nd Street)

These street segments either directly adjoin the project site or are within two blocks of the project site and provide direct access to the site. Residential development is located adjacent to the segment of Illinois Street between Mariposa Street and 20th Street. Based on the significance thresholds for traffic noise increases, these cumulative traffic noise increases would be a cumulatively significant impact because traffic noise would result in a substantial permanent increase in ambient noise levels, and the project's contribution to these cumulative increases would be cumulatively considerable.

Additionally, when 2040 cumulative (with Project) noise levels are compared to 2020 baseline noise levels, 2020 noise levels would increase by 0 to 15 dBA under both scenarios with increases exceeding the significance thresholds for traffic noise increases on the following roadway segments:

- Third Street (Channel to south of Mission Rock and 20th to 23rd Streets)
- 20th Street (east of Third Street to east of Illinois Street)
- 22nd Street (west of Third Street to east of Illinois Street)
- 23rd Street (Third Street to Illinois Street)
- 25th Street (west of Third Street to Illinois Street)
- Cesar Chavez (East of Third Street)
- Illinois Street (Mariposa Street to south of 22nd Street)
- Indiana Street (north of 25th Street)

These street segments either directly adjoin the project site or are within approximately eight blocks of the project site and several provide direct access to the site. There is a school and residential development located adjacent to 20th Street between Third Street and Illinois Street. Residential development is also located adjacent to Third Street (Channel to 25th), Illinois Street (Mariposa Street to 20th Street), and on 22nd Street (west of Third Street). Based on the significance thresholds for traffic noise increases, these cumulative traffic noise increases would also be a cumulatively significant impact because traffic noise

would result in a substantial permanent increase in baseline noise levels. The Project's contribution to these increases would range from 22 to 95 percent of these increases and therefore, the Project contribution to these cumulative traffic noise increases would be cumulatively considerable.

Implementation of Transportation Demand Management measures required in **Mitigation Measure M-AQ-1f: Transportation Demand Management**, referenced above, could result in reductions of one-way traffic by up to 20 percent, and such reductions could provide noise level reductions. Such reductions would reduce the above significant noise increases to less than significant along Illinois Street (between Mariposa Street and the proposed 23rd Street) and 22nd Street (west of Third Street) but would not be sufficient to reduce cumulative noise increases on any of the other above-listed street segments to less-than-significant levels (i.e., below threshold levels). Cumulative traffic noise increases would still exceed the significance thresholds for traffic noise increases on some of the above-listed street segments when compared to future baseline noise levels (2040) and existing baseline noise levels (2020). Therefore, the Project would result in a considerable contribution to this cumulative impact, which is significant and unavoidable with mitigation.

C. Air Quality.

Impact AQ-1: During construction, the Project would generate fugitive dust and criteria air pollutants, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants.

Construction activities would result in emissions of ozone precursors and PM in the form of dust (fugitive dust) and exhaust (e.g., vehicle tailpipe emissions). Emissions of ozone precursors and PM are primarily a result of the combustion of fuel from on-road and off-road vehicles. However, ROGs are also emitted from activities that involve painting, other types of architectural coatings, or asphalt paving.

Fugitive Dust

Project-related demolition, excavation, grading, drilling, rock crushing and potentially blasting, and other construction activities may cause wind-blown dust that could contribute PM into the local atmosphere. The City's Dust Control Ordinance would be applicable for the portion of the project site that is outside Port jurisdiction (Hoe Down Yard). For portions of the project site under the jurisdiction of the Port (20th/Illinois Parcel and 28-Acre Site), Section 1247 of Article 22B of the Public Health Code requires that all city agencies that authorize construction or other improvements on City property adopt rules and regulations to ensure that the dust control requirements of Article 22B are followed. DBI will not issue a building permit without written notification from the Director of Public Health that the applicant has a site-specific dust control plan, unless the Director waives the requirement.

Implementation of dust control measures in compliance with the regulations and procedures set forth by the San Francisco Dust Control Ordinance would ensure that potential dust-related construction air quality impacts of the Project would be less than significant.

Criteria Air Pollutants

Maximum Residential Scenario

Construction of the Maximum Residential Scenario would result in emissions of ROG, NOx, PM10, and PM2.5 that would be below the thresholds of significance when considered alone. However, future

construction phases (Phases 3, 4, and 5) would occur when operational emissions would also be generated by the earlier phases. Construction-related emissions during concurrent construction of Phases 1 and 2 which includes development of the entirety of the Illinois Parcels would be less than significant. Additionally, after completion and occupancy of Phase 1 and the continuation of Phase 2 construction, the combined construction-related and operational emissions would be less than significant. However, construction of Phase 3, when considered with occupancy and operation of Phases 1 and 2, would result in emissions of ROG and NOx that would exceed significance thresholds, while emissions of PM10 and PM2.5 would be below their respective thresholds. Construction of Phase 4 and Phase 5 when considered with occupancy and operation of earlier phases would also result in emissions of ROG and NOx that would exceed significance thresholds, while emissions of PM10 would be meet the threshold with Phase 5 construction and PM2.5 emissions would be below thresholds. Therefore, unmitigated criteria pollutant emissions from the Maximum Residential Scenario during simultaneous construction and operation would be a significant air quality impact.

Maximum Commercial Scenario

The Maximum Commercial Scenario's construction-related emissions during concurrent construction of Phases 1 and 2 which include development of the entirety of the Illinois Parcels would be less than significant, as would the continued construction of Phase 2 with completion and occupancy of Phase 1. However, construction of Phase 3 when considered with occupancy and operation of Phases 1 and 2 would result in emissions of ROG and NOx that would exceed significance thresholds, while emissions of PM10 and PM2.5 would be below their respective thresholds. Construction of Phase 4 when considered with occupancy and operation of earlier phases would result in emissions of ROG and NOx that would exceed significance thresholds, while emissions of PM10 and PM2.5 would be below the applicable thresholds. Construction of Phase 5 when considered with occupancy and operation of earlier phases would result in emissions of ROG, NOx, and PM10 that would exceed significance thresholds, while emissions of PM2.5 would be below the applicable threshold. Therefore, criteria pollutant emissions during simultaneous construction and operation of the Maximum Commercial Scenario would be significant.

Generally the Maximum Commercial Scenario results in a marginal 1 to 6 percent greater emissions than the Maximum Residential Scenario, depending on the year analyzed and whether average pounds per day or maximum tons per year are considered. Regardless, under the Maximum Commercial Scenario emissions of ROG, NOx, and PM10 would exceed significance thresholds, while emissions of PM2.5 would be below the applicable threshold

Health Implications of Significant Impacts Related to Emissions of Ozone Precursors and PM10

It is difficult to predict the magnitude of health effects from the project's exceedance of significance criteria for regional ROG, NOx, and PM10 emissions. The increase in emissions associated with the Project represents a fraction of total SFBAAB regional ROG emissions. However, the Project's ROG, NOx, and PM10 increases could contribute to new or exacerbated air quality violations in the SFBAAB region by contributing to more days of ozone or PM10 exceedance or result in AQI values that are unhealthy for sensitive groups and other populations. Therefore, criteria pollutant emissions during simultaneous construction and operation of the Maximum Commercial Scenario would be significant.

To address ROG, NOx, and PM10 emissions that would occur during construction of the Project under both the Maximum Residential and Maximum Commercial Scenarios, **Mitigation Measure M-AQ-1a: Construction Emissions Minimization,** referenced above, has been identified and would apply during

construction of Phases 3, 4, and 5, or after build-out of 1.3 million gross square feet of development, whichever comes first.

Residual Impacts with Implementation of Mitigation Measure M-AQ-1a

Mitigation Measure M-AQ-1a would result in a reduction of construction-related ROG emissions ranging from 8 to 10 percent, depending on the construction phase. Emissions of construction-related NOx would be reduced by 54 to 64 percent and emissions of construction-related PM10 would be reduced between 72 and 83 percent. While construction emissions alone would be less than significance thresholds, emissions of simultaneous operational and construction emissions would still exceed thresholds but would be substantially reduced by this measure. Additionally, particulate emission reductions from this measure are necessary to reduce potential health risk impacts to on-site receptors to less than significant levels. Implementation of this mitigation measure would not result in any adverse environmental effects.

To address emissions that would occur during operation of the Project, **M-AQ-1f: Transportation Demand Management**, referenced above; **M-AQ-1g: Additional Mobile Source Control Measures**, referenced above; and **M-AQ-1h: Offset Operational Emissions**, referenced above would be applied to the Project.

Additionally, **Mitigation Measures M-AQ-1b: Diesel Backup Generator Specifications, M-AQ-1c: Use Low and Super-compliant VOC Architectural Coatings in Maintaining Buildings through Covenants Conditions and Restrictions (CC&Rs) and Ground Lease, M-AQ-1d: Promote use of Green Consumer Products,** and **M-AQ-1e: Electrification of Loading Docks** , as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Residual Impact with Implementation of Mitigation Measure M-AQ-1b

Mitigation Measure M-AQ-1b would result in an 86 percent reduction of ROG emissions from generators. Emissions of NOx emissions from generators would be reduced by 89 percent and emissions of PM10 would be reduced by 98 percent. Operational emissions would still exceed thresholds as the overall contribution of generator emissions to total project emissions is very small. However, as discussed later in Impact AQ-3, particulate emission reductions from this measure are necessary to reduce potential health risk impacts to on-site receptors to less than significant levels. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1c

Mitigation Measure M-AQ-1c would reduce ROG emissions associated with maintenance application of paint and other architectural coatings by 31 percent. Operational emissions would still exceed thresholds as the overall contribution of architectural coating emissions to total project emissions is comparatively small. Should the applicant commit to requiring use of no-VOC interior paints, ROG emissions from maintenance application of paint and other architectural coatings could be further reduced by up to 90 percent. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1d

Mitigation Measure M-AQ-1d would reduce ROG emissions associated with use of consumer products. Given that the project applicant does not have authority to require use of certain products, no reduction in ROG emissions can be estimated from this measure. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1e

Mitigation Measure M-AQ-1e would reduce emissions of ROG, NOx, and PM_{10}. Given that the specific land uses are not determined, no reduction in emissions can be reliably estimated from this measure at this time. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1f

Mitigation Measure M-AQ-1f would reduce mobile source emissions of ROG, NOx, and PM10. Quantification of emission reduction from this measure is based on a 20 percent reduction target for vehicle trips. Although emission reductions would be substantial, operational emissions would still exceed thresholds. Implementation of this mitigation measure would not cause any significant effects in addition to those that would result from implementation of the Project.

Residual Impact with Implementation of Mitigation Measure M-AQ-1g

Mitigation Measure M-AQ-1g would marginally reduce mobile source emissions of ROG, NOx, and PM10. No additional emissions reductions were quantified from implementation of this mitigation measure. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1h

Mitigation Measure M-AQ-1h would offset emissions of ROG, NOx, and PM_{10} that would exceed the respective thresholds of significance for these pollutants. Implementation of the emissions reduction project could be conducted by the BAAQMD and is outside the jurisdiction and control of the City and not fully within the control of the project sponsor. M-AQ-1h also allows the project sponsor to directly fund or implement an offset project; however, no such project has yet been identified. Therefore, the residual impact of project emissions during construction is conservatively considered significant and unavoidable with mitigation, acknowledging the assumption that the project sponsor would implement Mitigation Measures M-AQ-a though M-AQ-1h (Emission Offsets). Although the specific offset projects are not known, it is anticipated that implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of All Identified Mitigation Measures

Implementation of Mitigation Measure M-AQ-1a would substantially reduce construction-related emissions of ROG, NOx, and PM10. The measure would require use of off-road equipment to meet the most stringent emission standards available and would reduce construction-related emissions of ROG,

NOx, and PM10. However, criteria air pollutant emissions would remain significant during construction of Phases 3, 4, and 5 when operational emissions are also considered.

Mitigation Measures M-AQ-1b through M-AQ-1g would reduce operational emissions associated with both the Maximum Residential Scenario and the Maximum Commercial Scenario. However, emissions of ROG and NOx during construction of Phases 3, 4, and 5 with consideration of concurrent operational emissions would remain significant even with implementation of Mitigation Measures M-AQ-1a through M-AQ-1g. Consequently, Mitigation Measure M-AQ-1h (Emissions Offsets) is identified to further reduce the residual pollutant emissions. Mitigation Measure M-AQ-1h would require the project sponsor to offset remaining emissions to below significance thresholds by funding the implementation of an offsite emissions reduction project in an amount sufficient to mitigate residual criteria pollutant emissions.

As specified in Mitigation Measure M-AQ-1h, offsetting of the project's emissions would follow completion of construction activities for Phases 1 and 2. If construction emissions were considered alone, without operational emissions, construction emissions would be less than significant. Consequently, emissions offsets would represent the necessary amount of offset required to also address operational emissions. Therefore, emissions reduction projects funded through Mitigation Measure M-AQ-1h would offset the regional criteria pollutant emissions generated by operation of the Project that would remain in excess of the applicable thresholds after implementation of the project-specific emission reductions required under Mitigation Measures M-AQ-1a through M-AQ-1g. If Mitigation Measure M-AQ-1h is implemented via a directly funded or implemented offset project, it could have the potential to reduce the impact to a less than significant level but only if the timing of the offsets could be documented prior to the occupancy of Phase 3 and ensured for the life of the project. Therefore, the residual impact of project emissions during construction is conservatively considered significant and unavoidable with mitigation, acknowledging the assumption that the project sponsor would implement Mitigation Measures M-AQ-1a though M-AQ-1h.

Impact AQ-2: At project build-out, the Project would result in emissions of criteria air pollutants at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants.

Maximum Residential Scenario

Project-related emissions under the Maximum Residential Scenario would exceed BAAQMD thresholds of significance for ROG, NOx, and PM10. Therefore, the Project would have a significant impact on regional emissions related to operational emissions of ozone precursors and PM10. Significant emissions of ozone precursors (ROG and NOx) and PM10 from operation would have the same potential health effects as discussed in Impact AQ-1 above.

Maximum Commercial Scenario

Project-related emissions under the Maximum Commercial Scenario would exceed BAAQMD thresholds of significance for ROG, NOx, and PM10. Therefore, the Project would also have a significant impact on regional emissions related to ozone precursors and PM10 under this scenario. Significant emissions of ozone precursors (ROG and NOx) and PM10 from operation would have the same potential health effects as discussed in Impact AQ-1 above.

Mitigation Measures M-AQ-1b: Diesel Backup Generator Specifications, M-AQ-1c: Use Low and Super-compliant VOC Architectural Coatings in Maintaining Buildings through Covenants Conditions and Restrictions (CC&Rs) and Ground Lease, M-AQ-1d: Promote use of Green Consumer Products, M-AQ-1e: Electrification of Loading Docks, M-AQ-1f: Transportation Demand Management, and **M-AQ-1g: Additional Mobile Source Control Measures** would reduce operational emissions associated with both the Maximum Residential and Maximum Commercial Scenarios. However, even with implementation of Mitigation Measures M-AQ-1b through M-AQ-1g, criteria pollutant emissions from operation of the Maximum Residential Scenario or the Maximum Commercial Scenario would remain significant. Consequently, implementation of **Mitigation Measure M-AQ-1h: Offsets of Operational Emissions** would be required to reduce emission to the extent feasible. As discussed in Impact AQ-1 (above), if Mitigation Measure M-AQ-1h is implemented via a directly funded or implemented offset project, it could have the potential to reduce the impact to a less than significant level but only if the timing of the offsets could be documented prior to the occupancy of Phase 3 and ensured for the life of the project. Therefore, the residual impact of project emissions during operation at build out is conservatively considered significant and unavoidable with mitigation, acknowledging the assumption that the project sponsor would implement Mitigation Measures M-AQ-1a though M-AQ-1h.

Impact C-AQ-1: The Maximum Residential or Maximum Commercial Scenarios, in combination with past, present, and reasonably foreseeable future development in the project area, would contribute to cumulative regional air quality impacts.

The contribution of a project's individual air emissions to regional air quality impacts is, by its nature, a cumulative effect. Emissions from past, present, and future projects in the region also have or will contribute to adverse regional air quality impacts on a cumulative basis. No single project by itself would be sufficient in size to result in non-attainment of ambient air quality standards. Instead, a project's individual emissions contribute to existing cumulative air quality conditions. The project-level thresholds for criteria air pollutants are based on levels by which new sources are not anticipated to contribute to an air quality violation or result in a considerable net increase in criteria air pollutants. Therefore, because the Project's emissions exceed the project-level thresholds, the project would result in a considerable contribution to cumulative regional air quality impacts. As discussed above, implementation of Mitigation Measures M-AQ-1a through M-AQ-1h would reduce this impact, however, not to a less-than-significant level. Therefore, this impact would be significant and unavoidable with mitigation.

VI. EVALUATION OF PROJECT ALTERNATIVES

This Section describes the reasons for approving the Project and the reasons for rejecting the alternatives as infeasible. CEQA requires that an EIR evaluate a reasonable range of alternatives to the proposed project or the project location that substantially reduce or avoid significant impacts of the proposed project. CEQA requires that every EIR also evaluate a "No Project" alternative. Alternatives provide the decision maker with a basis of comparison to the proposed Project in terms of their significant impacts and their ability to meet project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing environmental consequences of the Project.

A. Alternatives Selected for Detailed Analysis

The Alternatives set forth in the Final EIR and listed below are hereby rejected as infeasible based upon substantial evidence in the record, including evidence of economic, legal, social, technological, and other

considerations described in this Section, in addition to those described in Section VII below, which are hereby incorporated by reference, that make these alternatives infeasible. These determinations are made with the awareness that CEQA defines "feasibility" to mean "capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, legal, social, and technological factors." (CEQA Guidelines § 15364.) Under CEQA case law, the concept of "feasibility" encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of a project; and (ii) the question of whether an alternative is "desirable" from a policy standpoint to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.

1. No Project Alternative.

Under the No Project Alternative, existing conditions at the Pier 70 project site would not change. Under this alternative, there would be no exchange of land under the Public Trust Exchange Agreement. The 35-acre project site that contains approximately 351,800 gsf of mostly vacant buildings and facilities, most of which are unoccupied, would be retained in its current condition with the current level of maintenance. Current uses on the site, all of which are on short-term leases or temporary, would continue. The Port would continue to renew the existing short-term leases on the project site; no tenant relocation plan would be proposed. While it is likely that the Port and/or developers could develop portions or all the 28 Acre Site and Illinois Parcels over a period of time, such development is speculative and therefore not analyzed under the No Project Alternative.

Under the No Project Alternative, there would be no amendment to the Planning Code, no rezoning of the entire 35-acre project site, and no adoption of a SUD enabling development controls. None of the approximately 3,422,265 gsf or 801,400 gsf of new buildings and improvements to existing structures on the 28-Acre Site and the Illinois Parcels, respectively, proposed as part of the Project would be constructed or improved. No new proposed residential, commercial, RALI, or open space uses would be constructed on the project site under this alternative. No affordable residential units complying with the City's Affordable Inclusionary Housing Ordinance would be built. There would be no demolition or rehabilitation of contributing historic architectural resources in the Union Iron Works (UIW) Historic District on the project site under the No Project Alternative; no traffic or street and circulation improvements; no infrastructure or utilities improvements; no new 20th Street pump station; no grading or stabilization improvements; and no shoreline protection or sea level rise adaptation strategies on the project site.

If the No Project Alternative were implemented, none of the impacts associated with the Project would occur. The No Project Alternative would not preclude future development of the project site with a range of land uses that are principally permitted at the project site. Development and growth would continue within the vicinity of the project site as nearby projects are approved, constructed, and occupied. These projects would contribute to significant cumulative impacts in the vicinity, but under the No Project Alternative, the existing land use activity on the project site would continue and would therefore not contribute to these cumulative impacts beyond existing levels.

The No Project Alternative is hereby rejected as infeasible because, although it would eliminate the Project's significant and unavoidable impacts, it would fail to meet any of the basic objectives of the project and, therefore, is not a feasible alternative.

2. **Code Compliant Alternative.**

Under the Code Compliant Alternative, there would be no establishment of an SUD; the project site would remain in M-2 and P Zoning Districts. The Code Compliant Alternative would include approximately 1,881,360 gsf of development, about 45 percent less than under the Project overall. This alternative would include 590 residential units totaling 519,950 gsf, 1,162,260 gsf of commercial (office) use, 156,780 gsf of retail use, and 42,370 gsf of arts/light-industrial uses. The Code Compliant Alternative would provide 150 on-street vehicle parking spaces and 985 off-street spaces located on several surface parking lots on the site. Under this alternative, 5.76 acres of public open space would be constructed, including promenade and terrace areas along the waterfront, an Irish Hill playground area, and a plaza and market square around Building 12. Unlike the Project, this alternative does not include the Maximum Residential Scenario and the Maximum Commercial Scenario as optional development scenarios.

Under this alternative, the project site would remain within the existing Height and Bulk Districts of 65-X and 40-X. No voter approval would have been required pursuant to Proposition B under the Code Compliant Alternative because no changes to the height districts would be proposed.

Under the Code Compliant Alternative, 227,866 gsf located in Buildings 2, 12, and 21 on the project site would be retained and rehabilitated in accordance with Secretary of the Interior's Standards. As with the Project, the northern spur of the Irish Hill remnant would be removed to allow for the construction of 21st Street. Also, as under the Project, Building 21 would be relocated about 75 feet to the southeast. The remaining seven structures on the project site (Buildings 11, 15, 16, 19, 25, 32, and 66), containing 92,945 gsf, would be demolished.

Similar to the Project, the Code Compliant Alternative includes construction of transportation and circulation improvements. Under this alternative, the following transportation and circulation improvements would be implemented: construction of new 21st Street, reconstruction of 20th and 22nd streets, and construction of new Louisiana and Maryland streets. All new and reconstructed streets would be built with sidewalks. As under the Project, the Code Compliant Alternative would include the same bicycle circulation improvements (Bay Trail extension, Class II and Class III facilities on internal streets, and a bikeshare location). The Code Compliant Alternative would include same Transportation Demand Management (TDM) program as the Project, with exception of those items that pertain only to residential tenants. A TDM program would include the following: establishment of a Transportation Management Agency (TMA) that employs an on-site transit coordinator, operation of a shuttle system, maintenance of a TMA website with real-time transit information, distribution of educational documents, coordination of ride-matching services, enrollment in Emergency Ride Home program, employment of a structured parking strategy, unbundled residential and commercial parking, provision of car-share parking spaces, metering of on-street parking, and parking wayfinding signage across the site.

Under this alternative, new and upgraded utilities and infrastructure would be constructed, including a new 20th Street pump station. A combined sewer and stormwater system would be built, similar to Option 1 under the Project, but it would have slightly different alignments due to different building and roadway siting and locations. Unlike the Project, this alternative does not include variants. The Code Compliant Alternative would further some of the project sponsors' objectives.

The Code Compliant Alternative includes about 47,962 cubic yards of off-haul of excavated materials and about 8,900 cubic yards of clean fill import. This alternative includes construction of an engineered berm along the eastern property boundary with an approximately 3:1 slope and a maximum height of approximately 4 feet to address projected sea level rise flooding risks. Shoreline protection improvements, including placing rip-rap along the water's edge, under this alternative would be similar to those under the Project. Like the Project, implementation of this alternative would take place over a period of 11 years, similar to the Project, and in several phases (up to five for the Project, up to four for this alternative).

Under this alternative, an exchange of land under the Public Trust Exchange Agreement would occur under in order to clarify the Public Trust status of portions of Pier 70 that would free some portions of the project site from the Public Trust while committing others to the Public Trust.

The Draft EIR identified the Code Compliant as the environmentally superior alternative. Due to the substantially lower number of residential units and the decrease in the amount of commercial and RALI space to be constructed and occupied under the Code Compliant Alternative, that Alternative would lessen (but not avoid) the significant adverse impacts identified for the Project related to the topics of transportation, noise, and air quality. The Code Compliant Alternative would also lessen impacts of the Project that were found to be less than significant, or less than significant with mitigation, related to the topics of Land Use, Population and Housing, Cultural Resources (Archeological and Historic Architectural), Greenhouse Gas Emissions, Wind, Shadow, Recreation, Utilities and Service Systems, Public Services, Geology and Soils, Hazards and Hazardous Materials, and Mineral and Energy Resources.

The Code Compliant Alternative would partially meet the objectives of the Project. Like the Project, it would retain, rehabilitate, and reuse a former industrial complex that would continue to be a part of an historic district. It would provide public open spaces and waterfront access, commercial and retail space, and would contribute market-rate and affordable units toward meeting San Francisco's regional housing needs. However, it would provide substantially less public open space, market-rate and affordable residential units, and commercial and retail space than the Project. This alternative would not elevate building parcels, nor would it include a financing strategy to enable the project to adapt to future, increased levels of sea level rise. This alternative would not construct a high-quality, public-private development project that could attract sources of public investment, equity, and debt financing to fund site and infrastructure costs, and ongoing maintenance, and produce a market rate return investment that allows the Port to further its Public Trust mandate and mission.

The Project's transit impacts would be reduced but would still be significant and unavoidable with mitigation under the Code Compliant Alternative. As with the Project, loading impacts would remain significant and unavoidable even with implementation of identified mitigation. Similarly, the Code Compliant Alternative would reduce significant and unavoidable noise impacts related to increases in ambient noise (both temporary/periodic and permanent) associated with the Project, but these impacts would still be significant and unavoidable with mitigation. Compared to the Project, the Code Compliant Alternative would, however, reduce cumulative impacts related to increase in permanent ambient noise levels. Like the Project, the Code Compliant Alternative would result in air quality impacts that are significant and unavoidable with mitigation, although these impacts would be reduced compared to the Project.

The Code Compliant Alternative is rejected as infeasible because, although it would eliminate impacts associated with increase in ambient noise levels identified as significant and unavoidable with mitigation for the Project, it would not reduce to a less-than-significant level any of the other impacts identified as significant and unavoidable with mitigation for the Project. Additionally, the Code Compliant Alternative would not meet many of the project objectives. The Code Compliant Alternative would retain and reuse a former industrial complex that would continue to be a part of an historic district. However, the alternative would have significantly fewer waterfront open spaces, amenities, and services. Overall density of residential and commercial office uses would also be substantially reduced, as well as reduced housing affordability levels. As such, the Code Compliant Alternative would contribute fewer market-rate and affordable units toward meeting San Francisco's fair share of the regional housing needs. The catalytic effect of the Code Compliant Alternative on the larger Pier 70 area would be significantly diminished, as would revenue generation to fund other Pier 70 improvements, due to greatly reduced density. At the given density, taking into account the level of infrastructure necessary to facilitate development, development under the alternative would not be able to attract sources of equity and debt financing sufficient to fund the project's site and infrastructure costs, would not be able to fund ongoing maintenance and operation costs, and would not produce a market rate return on investment that meets the requirements of AB 418. While the alternative would comply with the *Pier 70 Risk Management Plan*, it would not include sustainability features over and above those currently required by the Planning and Building codes. The alternative would include construction of an engineered berm to protect the shoreline against projected levels of sea level rise. However, the alternative would not elevate building parcels, nor would it include a financing strategy to enable the project to adapt to future, increased levels of sea level rise.

3. **2010 Pier 70 Master Plan Alternative.**

The 2010 Pier 70 Master Plan Alternative would conform to the Port of San Francisco's 2010 Pier 70 Preferred Master Plan. The 2010 Pier 70 Master Plan Alternative includes approximately 31.4 acres, and would not include development on the 3.6-acre Hoedown Yard (which would continue to be owned and operated by PG&E as a storage and maintenance yard). Under the 2010 Pier 70 Master Plan Alternative, the General Plan and Planning Code would be amended, adding a new Pier 70 SUD, which would establish land use and zoning controls for the 31.4-acre site. The existing Zoning Map would be amended to show changes from the current Zoning District (M-2 and P) to the proposed SUD zoning. Under this alternative, as under the Project, the existing Height and Bulk Districts of 65-X and 40-X would be increased to 90-X, except for a 100-foot-wide portion adjacent to the shoreline that would remain at 40 feet, but would become public open space under this alternative.

The 2010 Pier 70 Master Plan Alternative would include approximately 2,153,330 gsf of development, about 50 percent less square footage than under the Project. This alternative would include 195 residential units totaling 160,440 gsf, 1,698,780 gsf of commercial (office) use, 188,610 gsf of retail use, and 105,500 gsf of arts/light-industrial uses. The 2010 Pier 70 Master Plan Alternative would provide 405 on-street vehicle parking spaces and 2,120 off-street spaces located on several surface parking lots on the site. Under this alternative, 8.07 acres of open space would be constructed, including promenade and terrace areas along the waterfront, a plaza and market square around Buildings 2 and 12, an open space block along the northern portion of the 28-Acre Site, and a plaza on 20th Street around Building 3A. Unlike the Project, this alternative does not include the Maximum Residential Scenario and the Maximum Commercial Scenario as optional development scenarios.

Like the Project, this alternative would include a Design for Development document comparable to that of the Project, but would apply specifically to the height districts, use program, and site plan for streets, configuration of parcels, and open spaces under this alternative. As with the Project, the Design for Development under this alternative would establish standards and guidelines for the rehabilitation of historic buildings, buildable zones for infill construction, and would contain project-wide as well as location-specific massing and architecture requirements that would govern the design of infill construction within the project site to ensure architectural compatibility with historic buildings within the UIW Historic District.

Under the 2010 Pier 70 Master Plan Alternative, a total of 293,228 gsf of existing buildings would be retained and rehabilitated in accordance with the Secretary of the Interior's Standards. Buildings 2, 12, and 19 on the project site would be retained and rehabilitated in their current location, and Building 21 would be relocated just to the south of the Historic Core boundary, at the intersection of Louisiana and 21st streets within the project site. The remaining six structures on the project site (Buildings 11, 15, 16, 25, 32, and 66), containing about 86,793 gsf, would be demolished. As with the Project, the northern spur of the Irish Hill remnant would be removed to allow for the construction of 21st Street. The less-than-significant impacts associated with the demolition of contributing Building 19, specifically, under the Project, would be reduced to a level of no impact under this alternative, because this building would be retained.

Similar to the Project, the 2010 Pier 70 Master Plan Alternative includes construction of transportation and circulation improvements. Under this alternative, the following transportation and circulation improvements would be implemented: construction of new 21st Street, reconstruction of 20th and 22nd streets, and construction of new Louisiana and Maryland streets. All new and reconstructed streets would be built with sidewalks. The 2010 Pier 70 Master Plan Alternative would include the same bicycle circulation improvements (Bay Trail extension, Class II and Class III facilities on internal streets, and a bikeshare location) as the Project. The 2010 Pier 70 Master Plan Alternative would include the same TDM program as the Project, with exception of those items that pertain only to residential tenants. The TDM program would include establishment of a TMA that employs an on-site transit coordinator, operation of a shuttle system, maintenance of a TMA website with real-time transit information, distribution of educational documents, coordination of ride-matching services, enrollment in Emergency Ride Home program, employment of a district parking strategy, unbundled residential and commercial parking, provision of car-share parking spaces, metering of on-street parking, and parking wayfinding signage across the site.

Under this alternative, new and upgraded utilities and infrastructure, and a new 20th Street pump station, would be constructed. A combined sewer and stormwater system would be built, similar to Option 1 under the Project, but with slightly different alignments due to different building and roadway siting and locations. Unlike the Project, this alternative does not include variants. The 2010 Pier 70 Master Plan Alternative would further some of the project sponsors' objectives.

The 2010 Pier 70 Master Plan Alternative includes about 47,962 cubic yards of off-haul of excavated materials and about 8,900 cubic yards of clean fill import. It also includes construction of an engineered berm along the eastern property boundary with an approximately 3:1 slope and a maximum height of approximately 4 feet to address projected sea level rise flooding risks. Shoreline protection improvements under this alternative, including placement of new rip-rap along the water's edge, would be similar to

those under the Project. Like the Project, implementation of this alternative would take place over a period of 11 years and in several phases (up to five for the Project, up to four for this alternative). Similar to the Project, an exchange of land under the Public Trust Exchange Agreement would occur under the 2010 Pier 70 Master Plan Alternative in order to clarify the Public Trust status portions of Pier 70, which would free some portions of the project site from the Public Trust while committing others to the Public Trust.

The Project's transit impacts would be reduced but would still be significant and unavoidable with mitigation under the 2010 Pier 70 Master Plan Alternative. As with the Project, loading impacts would remain significant and unavoidable even with implementation of identified mitigation. The 2010 Pier 70 Master Plan Alternative would avoid the significant cumulative noise increases that would occur under either scenario of the Project. This alternative would substantially reduce the number of roadway segments subject to significant noise increases. With implementation of Mitigation Measure M-AQ-1f, Transportation Demand Management, these increases could be reduced by up to 1.0 dB, and all but two of these significant cumulative noise increases would be reduced to less than significant. Although there would still be a significant and unavoidable cumulative impact under this alternative for two roadway segments (20th Street east of Illinois Street and 25th Street east of Third Street), the degree of impact on both of these segments would be less than the Project. The 2010 Pier 70 Master Plan Alternative's contribution to this cumulative impact would still be cumulatively considerable, but substantially less than the Project. Like the Project, the 2010 Pier 70 Master Plan Alternative would result in air quality impacts that remain significant and unavoidable with mitigation, although these impacts would be reduced compared to the Project.

The 2010 Pier 70 Master Plan Alternative is rejected as infeasible because, although it would reduce to less-than-significant impacts associated with increase in ambient noise levels identified as significant and unavoidable with mitigation for the Project, it would not reduce to a less-than-significant level any of the other impacts identified as significant and unavoidable with mitigation for the Project. Additionally, the 2010 Pier 70 Master Plan Alternative would not meet many of the project objectives. The alternative would retain and reuse a former industrial complex that would continue to be a part of an historic district. However, the alternative would have fewer amenities and services and overall density of residential uses would be substantially reduced, eliminating the mixed-use nature of the project. The alternative would provide only one parcel for housing, with the standard level of affordable housing units. The alternative would have a reduced amount of open space. While the alternative would likely include development able to fund ongoing maintenance and operation costs, it may not be able to produce a market rate return on investment that meets the requirements of AB 418 and therefore would not attract cost-efficient sources of equity and debt financing sufficient to fund the project's site and infrastructure construction costs. Finally, the 2010 Pier 70 Master Plan Alternative does not include future development at the Hoedown Yard.

B. Alternatives Considered and Rejected

1. Maritime Use Alternative.

The Maritime Use Alternative would contain only maritime; industrial; production, distribution and repair (PDR); and parking uses throughout the entirety of the project site, consistent with existing zoning and height limits. This alternative would be more consistent with the current and past uses at the site. The

resulting project would have a significantly lower intensity, which would reduce project trips and associated noise and air quality impacts. It would also eliminate residential uses at both the 28-Acre Site and Illinois Parcels, which would address potential transportation, noise and vibration, and air quality impacts. However, the maritime or industrial uses could themselves produce greater noise and/or air quality impacts as compared to the Project.

This alternative was ultimately not selected as it does not achieve a variety of the project sponsors' basic objectives. The Maritime Use Alternative would significantly modify the Project to allow only maritime, industrial, PDR, and parking uses. The overall intensity would be significantly less than the Project. The Maritime Use Alternative would not fully meet the project objectives of providing a new, activated waterfront open space and providing access to San Francisco Bay where it has historically been precluded, by opening the eastern shore of the site to the public with a significant new waterfront park, and creating a pedestrian- and bicycle-friendly environment. This alternative would result in no new affordable housing. Additionally, the alternative would not attract sources of equity and debt financing sufficient to fund the alternative's site and infrastructure construction costs or fund ongoing maintenance and operation costs, and would not achieve a market-rate return on investment that meets the requirements of Assembly Bill No. 418 (2011).

2. **No Hoedown Yard Alternative.**

The No Hoedown Yard Alternative would modify the Project to eliminate all future development at or improvement of the approximately 3.6-acre Hoedown Yard parcel. This condition would occur if PG&E were unable to find a suitable area to relocate the utilities operations that currently occur at the Hoedown Yard. This alternative would result in a total open space area of 6.7 acres at the project site, a 2.3 acre reduction from the Project. The No Hoedown Yard Alternative would also result in a reduced intensity of development. The No Hoedown Yard Alternative would result in reduced excavation at the Hoedown Yard parcel. Except for these modifications, the No Hoedown Yard Alternative would include components similar to the Project.

The No Hoedown Yard Alternative would not require the approval of the California Public Utilities Commission of PG&E's sale of Hoedown Yard parcel. Otherwise, all of the same approval actions as those listed for the Project in Section 2.G of this EIR.

This alternative would meet most, but not all, of the Project Sponsors' objectives. However, this EIR analyzes as an alternative the 2010 Pier 70 Master Plan Alternative, which includes approximately 32 acres, and excludes all land associated with the Hoedown Yard. Accordingly, the No Hoedown Yard Alternative was ultimately not selected for further consideration because the 2010 Pier 70 Master Plan Alternative similarly excluded the Hoedown Yard, and therefore analysis of this alternative would be redundant. Additionally, this alternative would not substantially reduce environmental impacts as compared to the Project.

3. **Noise Compatibility Alternative.**

The Noise Compatibility Alternative would be similar to the Project but would allow only commercial-office and RALI uses on the Illinois Parcels, in order to prevent exposure of future sensitive receptors (that would locate on Illinois Street within the project site) to significant noise impacts. This alternative

was also intended to address comments submitted on behalf of the American Industrial Center during the Notice of Preparation public comment period. Except for the modification in allowable uses, the Noise Compatibility Alternative would include components similar to the Project and would meet most of the project sponsor's objectives. Mitigation Measure M-NO-6: Design of Future Noise-Sensitive Uses would require that a noise study be conducted by a qualified acoustician who shall determine the need to incorporate noise attenuation measures into the building design. Under the Project, Mitigation Measure M-NO-6 would reduce the potentially significant noise impact on proposed residential sensitive receptors in the Illinois Parcels to a less-than-significant level. Because no significant and unavoidable impact on proposed residential sensitive receptors would result under the Project, the identification and evaluation of a Noise Compatibility Alternative is not required under CEQA.

VII. STATEMENT OF OVERRIDING CONSIDERATIONS

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

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, it is specifically found that there are significant benefits of the Project in spite of the unavoidable significant impacts. It is further found that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially lessened where feasible. Any remaining significant effects on the environment found to be unavoidable are found to be acceptable due to the following specific overriding economic, technical, legal, social and other considerations:

- The Project would implement the open space, housing, affordability, historic rehabilitation, artist community preservation, commercial, waterfront height limit and urban design policies endorsed by the voters in Proposition F for the 28-Acre Site (November 2014).

- The Project would serve, along with the Historic Core Project (also referred to as the Orton Project) and Crane Cove Park, as a catalyst project for Pier 70 to support the Port's site-wide goals established in the *Pier 70 Preferred Master Plan*, including new infrastructure, streets and utilities, and new revenue to fund other Pier 70 improvements.

- The Project would invest over $390 million in improvements in transportation and other infrastructure critical to serving the Project Site, the Union Iron Works Historic District, the historic ship repair operations and the surrounding neighborhood.

- The Project would create a unique San Francisco neighborhood within an industrial historic district that includes new, activated waterfront open spaces with the amenities and services necessary to support a diverse, thriving community of residents and workers, while addressing potential land use conflicts with ongoing ship repair at Pier 70.

- The Project would provide a model of 21st century sustainable urban development by implementing the *Pier 70 Risk Management Plan* approved by the San Francisco Bay Regional Water Quality Control Board; encouraging energy and water conservation systems; and reducing vehicle usage, emissions, and vehicle miles traveled to reduce the carbon footprint impacts of new development, consistent with the Port's *Climate Action Plan*.

- Development of the 28-Acre Site will include sustainability measures required under the Design for Development, Infrastructure Plan, TDM Plan, and MMRP, seeking to enhance livability, health and wellness, mobility and connectivity, ecosystem stewardship, climate protection, and resource efficiency of the 28-Acre Site.

- The Project's Transportation Plan, which includes a TDM plan, would provide a full suite of measures to reduce vehicles on the road and would result in a minimum of a 20% vehicle trip reduction.

- The Project would provide dense, mixed-income housing that includes both ownership and rental opportunities, to attract a diversity of household types in order to help San Francisco meet its fair share of regional housing needs.

- The Project would create between approximately 300 and 600 new affordable homes, comprising 30% of all new homes at the 28-Acre Site. The Project would also include a priority housing program for residents of District 10, to the extent allowable under applicable law.

- The Project would generate approximately $15-20 million in revenue to support the rebuild of public housing facilities, such as the nearby Potrero Annex and Potrero Terrace public housing communities, in accordance with Board Resolution No. 54-14.

- The Project would provide long overdue improvements and revitalize the former industrial site that is currently asphalt lots and deteriorating buildings behind chain link fences, which prohibit public access to the waterfront.

- The Project would provide access to San Francisco Bay where it has been historically precluded, by opening the eastern shore of the site to the public with a major new waterfront park, extending the Bay Trail, and establishing the Blue Greenway, all of which will create a pedestrian- and bicycle-friendly environment.

- The Project would incorporate cutting edge streetscape design that prioritizes pedestrian access, such as providing a raised street design at Maryland and 20th Street at the waterfront and over 50% of the Project site as open space or pedestrian only paths.

- The Project's design would provide an innovative approach to complement the Union Iron Works Historic District, with the Pier 70 SUD Design for Development document establishing standards and guidelines for rehabilitation of historic buildings, as well as maximum building heights and buildable zones for infill construction and project-side and location-specific massing and architecture requirements. Key design features of the Design for Development intended to enhance compatibility of new infill construction with adjacent historical resources in the UIW Historic District include: (1) buffer zones; (2) facades and materiality; (3) adjacency to historical resources.

- The Project would establish nine acres of parks, playgrounds and recreational facilities on and adjacent to the Project Site, more than tripling the amount of parks in the Dogpatch neighborhood. Potential rooftop areas adjacent to Irish Hill would provide active recreation opportunities, such as playing fields and courts.

- Private development will bear the cost for long-term maintenance and management of parks and open spaces within the Project, as well as future sea level rise improvements.

- The Project would include dedicated on-site childcare for at least 100 children to serve area residents and workers, to be operated by a qualified non-profit operator.

- The Project would rehabilitate three contributors to the Union Iron Works Historic District to accommodate new uses consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties, and design and build new infrastructure, public realm areas, parks and buildings consistent with the Infill Development Design Criteria within the Port's *Pier 70 Preferred Master Plan* and support the continued integrity of the Union Iron Works Historic District.

- The Project would create business and employment opportunities, including an estimated 10,000 permanent jobs and 11,000 temporary construction jobs, for local workers and businesses during the design, construction, and operation phases of the Project. The Project sponsors have committed to hiring local employees for 30% of the infrastructure and building construction jobs, and implementing a small diversity business program and a workforce training program that partners with local organizations.

- The Project would provide substantial new and renovated space for arts, cultural, non-profits, small-scale manufacturing, local retail and neighborhood services, including a new arts facility up to 90,000 square feet and 50,000 square feet of production, distribution and repair (PDR) uses.

- The Project would preserve the artist community currently located in the Noonan Building in new state-of-the-art, on-site space that is affordable, functional and aesthetic.

- The Project would elevate and reinforce site infrastructure and building parcels to allow the new Pier 70 neighborhood to be resilient to projected levels of sea level rise and any major seismic event, as well as incorporate financing strategies and generate funding streams that enable the project and the Port's Bay shoreline to adapt to future, increased levels of sea level rise.

- The Project would construct a high-quality, public-private development project that can attract sources of public investment, equity, and debt financing sufficient to fund the Project's site and infrastructure costs, fund ongoing maintenance and operation costs, and produce a market rate return investment that meets the requirement of Assembly Bill (AB) 418 (2011) and allows the Port to further its Public Trust mandate and mission.

- The project will provide training and hiring opportunities for hiring San Francisco residents and formerly homeless and economically disadvantaged individuals for temporary construction and permanent jobs, including local hire mandatory participation at 30% per trade, opportunities for local business enterprise participation and first source hiring.

Having considered the above, the Planning Commission finds that the benefits of the Project outweigh the unavoidable adverse environmental effects identified in the Final EIR, and that those adverse environmental effects are therefore acceptable.

Attachment B

Mitigation Monitoring and Reporting Program for Pier 70 Mixed-Use Project

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
MITIGATION MEASURES FOR THE PIER 70 MIXED-USE DISTRICT PROJECT					
Cultural Resources (Archaeological Resources) Mitigation Measures					
M-CR-1a: Archeological Testing, Monitoring, Data Recovery and Reporting Based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the Proposed Project on buried or submerged historical resources. The project sponsors shall retain the services of an archeological consultant from rotational Department Qualified Archeological Consultants List (QACL) maintained by the Planning Department archeologist. The project sponsors shall contact the Department archeologist to obtain the names and contact information for the next three archeological consultants on the QACL. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure at the direction of the Environmental Review Officer (ERO). All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the	Project sponsors[2] to retain qualified professional archaeologist from the pool of archaeological consultants maintained by the Planning Department. The archaeological consultant shall undertake an archaeological testing program as specified herein. Project sponsors,	Prior to the issuance of site permits, submittal of all plans and reports for approval by the ERO.	Archaeological consultant's work shall be conducted in accordance with this measure at the direction of the ERO.	Considered complete when project sponsor retains a qualified professional archaeological consultant and archeological consultant has approved scope by the ERO for the archeological testing program	Planning Department

[1] Both the City and the Port have jurisdiction over portions of the Project Site. This column identifies the agency or agencies with monitoring responsibility for each mitigation and improvement measure. The 28-Acre Site and 20th/Illinois Parcels are located within the Port's building permit jurisdiction. The Hoedown Yard parcel is located within the San Francisco Department of Building Inspection (DBI).

[2] Note: For purposes of this MMRP, unless otherwise indicated, the term "project sponsor" shall mean the party (*i.e.*, the Developer under the DDA, a Vertical Developer (as defined in the DDA) or Port, as applicable, and their respective contractors and agents) that is responsible under the Project documents for construction of the improvements to which the Mitigation Measure applies, or otherwise assuming responsibility for implementation of the mitigation measure.

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in State CEQA Guidelines Section 15064.5 (a) and (c). Consultation with Descendant Communities On discovery of an archeological site associated with descendant Native Americans, the Overseas Chinese, or other potentially interested descendant group, an appropriate representative of the descendant group and the ERO shall be contacted. The representative of the descendant group shall be given the opportunity to monitor archeological field investigations of the site and to consult with the ERO regarding appropriate archeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archeological Resources Report shall be provided to the representative of the descendant group.	archaeological consultant shall contact the ERO and descendant group representative upon discovery of an archaeological site associated with descendant Native Americans or the Overseas Chinese. The representative of the descendant group shall be given the opportunity to monitor archaeological field investigations on the site and consult with the ERO regarding appropriate archaeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archaeological site.	For the duration of soil-disturbing activities.	Archaeological Consultant shall prepare a Final Archaeological Resources Report in consultation with the ERO (per below). A copy of this report shall be provided to the ERO and the representative of the descendant group.	Considered complete upon submittal of Final Archaeological Resources Report.	
Archeological Testing Program	Development of	Prior to any	Archaeological	Considered	Planning

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the Proposed Project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA. At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the Proposed Project, at the discretion of the project sponsors either: A) The Proposed Project shall be redesigned so as to avoid any adverse effect on the significant archeological resource; or B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.	ATP: Project sponsors and archaeological consultant in consultation with the ERO. Archeological Testing Report: Project sponsors and archaeological consultant in consultation with the ERO.	excavation, site preparation or construction, and prior to testing, an ATP for a defined geographic area and/or specified construction activities is to be submitted to and approved by the ERO. A single ATP or multiple ATPs may be produced to address project phasing. At the completion of each archaeological testing program.	consultant to undertake ATP in consultation with ERO. Archaeological consultant to submit results of testing, and in consultation with ERO, determine whether additional measures are warranted. If significant archaeological	complete with approval of the ATP by the ERO and on finding by the ERO that the ATP is implemented. Considered complete on submittal to ERO of report(s) on ATP findings.	Department

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
			resources are present and may be adversely affected, project sponsors, at its discretion, may elect to redesign a project, or implement data recovery program, unless ERO determines the archaeological resource is of greater interpretive than research significance and that interpretive use is feasible.		
Archeological Monitoring Program If the ERO in consultation with the archeological consultant determines that an archeological monitoring program (AMP) shall be implemented, the AMP would minimally include the following provisions: • The archeological consultant, project sponsors, and ERO shall meet and consult on the scope of the AMP prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. A single AMP or multiple AMPs may be produced to address project phasing. In most cases, any soils-disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring	Project sponsors and archaeological consultant at the direction of the ERO.	The archaeological consultant, project sponsors, and ERO shall meet prior to the commencement of soil-disturbing activities for a defined geographic area and/or specified construction	If required, archaeological consultant to prepare the AMP in consultation with the ERO.	Considered complete on approval of AMP(s) by ERO; submittal of report regarding findings of AMP(s); and finding by ERO that AMP(s) is implemented.	Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
because of the risk these activities pose to potential archeological resources and to their depositional context. The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource; • The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits; • The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, pile driving activity that may affect the archeological resource shall be suspended until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the Proposed Project, at the		activities. The ERO in consultation with the archaeological consultant shall determine what archaeological monitoring is necessary. A single AMP or multiple AMPs may be produced to address project phasing.			

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discretion of the project sponsors either: A) The Proposed Project shall be redesigned so as to avoid any adverse effect on the significant archeological resource; or B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible. Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO.					
Archeological Data Recovery Program If the ERO, in consultation with the archeological consultant, determines that an archeological data recovery programs shall be implemented based on the presence of a significant resource, the archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). No archeological data recovery shall be undertaken without the prior approval of the ERO or the Planning Department archeologist. The archeological consultant, project sponsors, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, shall be limited to the portions of the historical property that could be adversely affected by the Proposed Project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.	Project sponsors and archaeological consultant at the direction of the ERO.	Upon determination by the ERO that an ADRP is required.A single ADRP or multiple ADRPs may be produced to address project phasing.	If required, archaeological consultant to prepare an ADRP(s) in consultation with the ERO.	Considered complete on submittal of ADRP(s) to ERO.	

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The scope of the ADRP shall include the following elements: • *Field Methods and Procedures.* Descriptions of proposed field strategies, procedures, and operations. • *Cataloguing and Laboratory Analysis.* Description of selected cataloguing system and artifact analysis procedures. • *Discard and Deaccession Policy.* Description of and rationale for field and post-field discard and deaccession policies. • *Interpretive Program.* Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. • *Security Measures.* Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. • *Final Report.* Description of proposed report format and distribution of results. • *Curation.* Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.					
Human Remains and Associated or Unassociated Funerary Objects The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the coroner of the City and County of San Francisco and in the event of the coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archeological consultant, project	Project sponsors and archaeological consultant, in consultation with the San Francisco Coroner, NAHC, ERO, and MLD.	In the event human remains and/or funerary objects are encountered.	Archaeological consultant/ archaeological monitor/project sponsors or contractor to contact San Francisco County Coroner and ERO.	Ongoing during soils disturbing activity. Considered complete on notification of the San Francisco County Coroner	Planning Department

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sponsors, ERO, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (State CEQA Guidelines Section 15064.5(d)). The agreement shall take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects. The archeological consultant shall retain possession of any Native American human remains and associated or unassociated burial objects until completion of any scientific analyses of the human remains or objects as specified in the treatment agreement if such an agreement has been made or, otherwise, as determined by the archeological consultant and the ERO.			Implement regulatory requirements, if applicable, regarding discovery of Native American human remains and associated/unassociated funerary objects. Contact archaeological consultant and ERO.	and NAHC, if necessary.	
Final Archeological Resources Report The archeological consultant shall submit a Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report. The FARR may be submitted at the conclusion of all construction activities associated with the Proposed Project or on a parcel-by-parcel basis. Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Environmental Planning division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high	Project sponsors and archaeological consultant at the direction of the ERO. The ERO shall provide to the archaeological consultant(s) preparing the FARR reports and relevant data obtained through implementation of this Mitigation Measure M-CR-1a.	For Horizontal Developer-prio r to determination of substantial completion of infrastructure at each sub-phase For Vertical Developer-prio r to issuance of Certificate of Temporary or Final Occupancy, whichever occurs first	If applicable, archaeological consultant to submit a Draft and final FARR to ERO based on reports and relevant data provided by the ERO Archaeological consultant to distribute FARR.	Considered complete on submittal of FARR and approval by ERO. Considered complete when archaeological consultant provides written certification to the ERO that the required FARR	Planning Department

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public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.		If applicable, upon approval of the FARR by the ERO.		distribution has been completed.	
M-CR-1b: Interpretation Based on a reasonable presumption that archeological resources may be present within the project site, and to the extent that the potential significance of some such resources is premised on CRHR Criteria 1 (Events), 2 (Persons), and/or 3 (Design/Construction), the following measure shall be undertaken to avoid any potentially significant adverse effect from the Proposed Project on buried or submerged historical resources if significant archeological resources are discovered. The project sponsors shall implement an approved program for interpretation of significant archeological resources. The interpretive program may be combined with the program required under Mitigation Measure M-CR-4b: Public Interpretation. The project sponsors shall retain the services of a qualified archeological consultant from the rotational Department Qualified Archeological Consultants List (QACL) maintained by the Planning Department archeologist having expertise in California urban historical and marine archeology. The archeological consultant shall develop a feasible, resource-specific program for post-recovery interpretation of resources. The particular program for interpretation of artifacts that are encountered within the project site will depend upon the results of the data recovery program and will be the subject of continued discussion between the ERO, consulting archeologist, and the project sponsors. Such a program may include, but is not limited to, any of the following (as outlined in the ARDTP): surface commemoration of the original location of resources; display of resources and associated artifacts (which may offer an underground view to the public); display of interpretive materials such as graphics, photographs, video, models, and public art; and academic and popular publication of the results of the data recovery. The interpretive program shall include an on-site	Project sponsors and archaeological consultant at the direction of the ERO.	Prior to issuance of final certificate of occupancy	Archaeological consultant shall develop a feasible, resource-specific program for post-recovery interpretation of resources. All plans and recommendations for interpretation by the archaeological consultant shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until deemed final by the ERO. The ERO to approve final interpretation program. Project sponsors to implement an approved	Considered complete upon installation of approved interpretation program, if required.	Planning Department

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component. The archeological consultant's work shall be conducted at the direction of the ERO, and in consultation with the project sponsors. All plans and recommendations for interpretation by the consultant shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO.			interpretation program.		
Mitigation Measure M-CR-5: Preparation of Historic Resource Evaluation Reports, Review, and Performance Criteria. Prior to Port issuance of building permits associated with Buildings 2, 12 and 21, Port of San Francisco Preservation staff shall review and approve future rehabilitation design proposals for Buildings 2, 12, and 21. Submitted rehabilitation design proposals for Buildings 2 and 12 shall include, in addition to proposed building design, detail on the proposed landscaping treatment within a 20-foot-wide perimeter of each building. The Port's review and analysis would be informed by Historic Resource Evaluation(s) provided by the project sponsors. The Historic Resource Evaluation(s) shall be prepared by a qualified consultant who meets or exceeds the Secretary of the Interior's Professional Qualification Standards in historic architecture or architectural history. The scope of the Historic Resource Evaluation(s) shall be reviewed and approved by Port Preservation staff prior to the start of work. Following review of the completed Historic Resource Evaluation(s), Port preservation staff would prepare one or more Historic Resource Evaluation Response(s) that would contain a determination as to the effects, if any, on historical resources of the proposed renovation. The Port shall not issue buildings permits associated with Buildings 2, 12, and 21 until Port preservation staff conclude that the design (1) conforms with the Secretary of the Interior's Standards for Rehabilitation; (2) is compatible with the UIW Historic District; and (3) preserves the building's historic materials and character-defining features, and repairs instead of replaces deteriorated features, where feasible. Should alternative materials be proposed for replacement of historic materials, they shall be in keeping with the size, scale, color, texture, and general appearance. The performance criteria shall ensure	Project sponsors and qualified preservation architect, historic preservation expert, or other qualified individual.	Prior to the issuance of building permits associated with Buildings 2, 12 and 21.	Qualified historian to prepare historic resource evaluation documentation and present to Port staff to determine conformance to the Secretary's Standards.	Considered complete upon approval by the Port staff.	Port

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retention of the following character-defining features of each historic building: • **Building 2**: (1) board-formed concrete construction; (2) six-story height; (3) flat roof; (4) rectangular plan and north-south orientation; (5) regular pattern of window openings on east and west elevations; (6) steel, multi-pane, fixed sash windows (floors 1-5); (7) wood sash windows (floor 6); (8) elevator/stair tower that rises above roofline and projects slightly from west façade. • **Building 12**: (1) steel and wood construction; (2) corrugated steel cladding (except the as-built south elevation which was always open to Building 15); (3) 60-foot height; (4) Aiken roof configuration with five raised, glazed monitors; (5) clerestory multi-lite steel sash awning windows along the north and south sides of the monitors; (6) multi-lite, steel sash awning widows, arranged in three bands (with a double-height bottom band) on the north and west elevations, and in four bands on the east elevation; (7) 12-bay configuration of east and west elevations; (8) north-south roof ridge from which roof slopes gently (1/4 inch per foot) to the east and west • **Building 21:** (1) steel frame construction; (2) corrugated metal cladding; (3) double-gable roof clad in corrugated metal, with wide roof monitor at each gable; (4) multi-lite, double hung wood or horizontal steel sash windows; and (5) two pairs of steel freight loading doors on the north elevation, glazed with 12 lites per door. Port staff shall not approve any proposal for rehabilitation of Buildings 2, 12, and 21 unless they find that such a scheme conforms to the Secretary's Standards as specified for each building.					
Mitigation Measure M-CR-11: Performance Criteria and Review Process for New Construction In addition to the standards and guidelines established as part of the Pier 70	Project sponsors	Prior to issuance of a building permit for new	San Francisco Preservation Planning staff, in consultation with	Considered complete when Planning and Port Preservation	Planning Department

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SUD and *Design for Development*, new construction and site development within the Pier 70 SUD shall be compatible with the character of the UIW Historic District and shall maintain and support the District's character-defining features through the following performance criteria (terminology used has definition as provided in the *Design for Development*): 1. New construction shall comply with the Secretary of the Interior's Rehabilitation Standard No. 9: "New Addition, exterior alterations, or related new construction shall not destroy historic materials that characterize the property. The new work shall be differentiated from the old and shall be compatible with the massing, size, scale and architectural features to protect the integrity of the property and its environment." 2. New construction shall comply with the Infill Development Design Criteria in the Port of San Francisco's *Pier 70 Preferred Master Plan* (2010) as found in Chapter 8, pp 57-69 (a policy document endorsed by the Port Commission to guide staff planning at Pier 70). 3. New construction shall be purpose-built structures of varying heights and massing located within close proximity to one another. 4. New construction shall not mimic historic features or architectural details of contributing buildings within the District. New construction may reference, but shall not replicate, historic architectural features or details. 5. New construction shall be contextually appropriate in terms of massing, size, scale, and architectural features, not only with the remaining historic buildings, but with one another. 6. New construction shall reinforce variety through the use of materials, architectural styles, rooflines, building heights, and window types and through a contemporary palette of materials as well as those found within the District.		construction.	the San Francisco Port Preservation staff, shall use the Final Pier 70 SUD *Design for Development* Standards, including Secretary Standard No. 9, to evaluate all future development proposals within the project site for proposed new construction within the UIW Historic District. As part of this effort, project sponsors shall also submit a written memorandum for review and approval to San Francisco Preservation Planning and Port staff that confirms compliance of all proposed new construction with these guiding plans and policies. San Francisco	staff note compliance with the Pier 70 SUD *Design for Development* Standards, including Secretary Standard No. 9, outlined in the written memorandum.	

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7. Parcel development shall be limited to the new construction zones identified in *Design for Development* Figure 6.3.1: Allowable New Construction Zones. 8. The maximum height of new construction shall be consistent with the parcel heights identified in *Design for Development* Figure 6.4.2: Building Height Maximum. 9. The use of street trees and landscape materials shall be limited and used judiciously within the Pier 70 SUD. Greater use of trees and landscape materials shall be allowed in designated areas consistent with *Design for Development* Figure 4.8.1: Street Trees and Plantings Plan. 10. New construction shall be permitted adjacent to contributing buildings as identified in *Design for Development* Figure 6.3.2: New Construction Buffers. 11. No substantive exterior additions shall be permitted to contributing Buildings 2, 12, or 21. Building 12 did not historically have a south-facing façade; therefore, rehabilitation will by necessity construct a new south elevation wall. Building 21 shall be relocated approximately 75 feet east of its present placement, to maintain the general historic context of the resource in spatial relationship to other resources. Building 21's orientation shall be maintained. <u>Building Specific Standards</u> Each development parcel within the Pier 70 SUD has a different physical proximity and visual relationship to the contributing buildings within the UIW Historic District. For those façades immediately adjacent to or facing contributing buildings, building design shall be responsive to identified character-defining features in the manner described in the *Design for Development* Buildings chapter. All other façades shall have greater freedom in the expression of scale, color, use of material, and overall appearance, and shall be permitted if consistent with Secretary Standard No. 9 and the *Design*			Preservation Planning staff must make determination in compliance with the timelines outlined in the Pier 70 Special Use District section of the Planning Code for review of vertical design.		

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for Development.

Table M.CR.1: Building-Specific Responsiveness, indicates resources that are located adjacent to, and have the greatest influence on the design of, the noted development parcel façade.

Table M.CR.1: Building-Specific Responsiveness

Façade/Parcel Name-Number	Contributing Building (Building No.)
North and West; A	113
North and Northeast; B	113, 6
North; C1	116
East and South; C2	12
South and West; D	2, 12
East and South; E1	21
West; E2	12
West; E4	21
North; F/G	12
East; PKN	113-116

Source: ESA 2015.

Palette of Materials

In addition to the standards and guidelines pertaining to application of

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materials in the *Design for Development*, the following material performance standards would apply to the building design on the development parcels (terminology used has definition as provided in the *Design for Development*): • Masonry panels that replicate traditional nineteenth or twentieth century brick masonry patterns shall not be allowed on the east façade of Parcel PKN, north and west façades of Parcel A or on the north façade of Parcel C1. • Smooth, flat, minimally detailed glass curtain walls shall not be allowed on the façades listed above. Glass with expressed articulation and visual depth or that expresses underlying structure is an allowable material throughout the entirety of the Pier 70 SUD. • Coarse-sand finished stucco shall not be allowed as a primary material within the entirety of the UIW Historic District. • Bamboo wood siding shall not be allowed on façades listed above or as a primary façade material. • Laminated timber panels shall not be allowed on façades listed above. • When considering material selection immediately adjacent to contributing buildings (e.g., 20th Street Historic Core; Buildings 2, 12, and 21; and Buildings 103, 106, 107, and 108 located within or immediately adjacent to the BAE Systems site), characteristics of compatibility and differentiation shall both be taken into account. Material selection shall not duplicate adjacent building primary materials and treatments, nor shall they establish a false sense of historic development. • Avoid conflict of new materials that appear similar or attempt to replicate historic materials. For example, Building 12 has character-defining corrugated steel cladding. As such, the eastern					

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façade of Parcel C2, the northern façade of Parcels F and G, and the southern façade of Parcel D1 shall not use corrugated steel cladding as a primary material. As another example, Building 113 has character-defining brick-masonry construction. As such, the northern and western façades of Parcel A and the eastern façade of Parcel K North shall not use brick masonry as a primary material. • Use of contemporary materials shall reflect the scale and proportions of historic materials used within the UIW Historic District. • Modern materials shall be designed and detailed in a manner to reflect but not replicate the scale, pattern, and rhythm of adjacent contributing buildings' exterior materials. <u>Review Process</u> Prior to Port issuance of building permits associated with new construction, San Francisco Preservation Planning staff, in consultation with the San Francisco Port Preservation staff, shall use the Final Pier 70 SUD *Design for Development* Standards, including Secretary Standard No. 9, to evaluate all future development proposals within the project site for proposed new construction within the UIW Historic District. As part of this effort, project sponsors shall also submit a written memorandum for review and approval to San Francisco Preservation Planning staff that confirms compliance of all proposed new construction with these guiding plans and policies.					
Transportation and Circulation Mitigation Measures					
Mitigation Measure M-TR-5: Monitor and increase capacity on the 48 Quintara/24th Street bus routes as needed. Prior to approval of the Proposed Project's phase applications, project sponsors shall demonstrate that the capacity of the 48 Quintara/24th Street bus route has not exceeded 85 percent capacity utilization, and that future demand associated with build-out and occupancy of the phase will not cause	Developer, TMA, and SFMTA. Documentation of capacity of the 48 Quintara/24th Street	<u>Demonstration of capacity</u>: Prior to approval of the project's phase applications.	Project sponsors to demonstrate to the SFMTA that each building for which temporary certificates of occupancy are	Considered complete upon approval of the project's phase application.	Planning Department, SFMTA

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the route to exceed its utilization. Forecasts of travel behavior of future phases could be based on trip generation rates forecast in the EIR or based on subsequent surveys of occupants of the project, possibly including surveys conducted as part of ongoing TDM monitoring efforts required as part of Air Quality Mitigation Measure M-AQ-1f: Transportation Demand Management. If trip generation calculations or monitoring surveys demonstrate that a specific phase of the Proposed Project will cause capacity on the 48 Quintara/24th Street route to exceed 85 percent, the project sponsors shall provide capital costs for increased capacity on the route in a manner deemed acceptable by SFMTA through the following means: • At SFMTA's request, the project sponsors shall pay the capital costs for additional buses (up to a maximum of four in the Maximum Residential Scenario and six in the Maximum Commercial Scenario). If the SFMTA requests the project sponsor to pay the capital costs of the buses, the SFMTA would need to find funding to pay for the added operating cost associated with operating increased service made possible by the increased vehicle fleet. The source of that funding has not been established. Alternatively, if SFMTA determines that other measures to increase capacity along the route would be more desirable than adding buses, the project sponsors shall pay an amount equivalent to the cost of the required number of buses toward completion of one or more of the following, as determined by SFMTA: • Convert to using higher-capacity vehicles on the 48 Quintara/24th Street route. In this case, the project sponsors shall pay a portion of the capital costs to convert the route to articulated buses. Some bus stops along the route may not currently be configured to accommodate the longer articulated buses. Some bus zones could likely be extended by removing one or more parking spaces; in some locations, appropriate space may not be available. The	bus route shall be prepared by a consultant from the Planning Department's Transportation Consultant Pool, using a methodology approved by SFMTA and Planning. If documentation of capacity is based on monitoring surveys, the transportation consultant shall submit raw data from such surveys concurrently to SFMTA, the Planning Department, and project sponsors.	If project sponsors demonstrate to the SFMTA that the phase would not generate a number of transit trips on the 48 Quintara/24th Street bus route that would exceed the significance thresholds outlined in the EIR, further monitoring is not required during that phase. Capital Costs: Payment required after SFMTA affirms via letter to the project sponsors that mitigation funds will be	requested would not generate a number of transit trips on the 48 Quintara/24th Street bus route that would exceed the significance thresholds outlined in the EIR. If the project demonstrates (using trip generation rates forecasted in the EIR or through surveys of existing travel behavior at the site) that a specific building would cause capacity to exceed 85 percent based on the Baseline scenario in the EIR or would contribute more than 5 percent of capacity on the line if it was already projected to exceed 85 percent capacity utilization in the Baseline		

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project sponsors' contribution may not be adequate to facilitate the full conversion of the route to articulated buses; therefore, a source of funding would need to be established to complete the remainder, including improvements to bus stop capacity at all of the bus stops along the route that do not currently accommodate articulated buses. • SFMTA may determine that instead of adding more buses to a congested route, it would be more desirable to increase travel speeds along the route. In this case, the project sponsors' contribution would be used to fund a study to identify appropriate and feasible improvements and/or implement a portion of the improvements that would increase travel speeds sufficiently to increase capacity along the bus route such that the project's impacts along the route would be determined to be less than significant. Increased speeds could be accomplished by funding a portion of the planned bus rapid transit system along 16th Street for the 22 Fillmore between Church and Third streets. Adding signals on Pennsylvania Street and 22nd Street may serve to provide increased travel speeds on this relatively short segment of the bus routes. The project sponsors' contribution may not be adequate to fully achieve the capacity increases needed to reduce the project's impacts and SFMTA may need to secure additional sources of funding. Another option to increase capacity along the corridor is to add new a Muni service route in this area. If this option is selected, project sponsors shall fund purchase of the same number of new vehicles outlined in the first option (four for the Maximum Residential Alternative and six for the Maximum Commercial Alternative) to be operated along the new route. By providing an additional service route, a percentage of the current transit riders on the 48 Quintara/24th Street would likely shift to the new route, lowering the capacity utilization below the 85 percent utilization threshold. As for the first option, funding would need to be secured to pay for operating the new route.		spent on implementation of M-TR-5 through purchase of additional buses or alternative measure in accordance with M-TR-5. Capital costs for more than four buses, up to a maximum of six buses, shall only be required if the total gsf of commercial use exceeds the Maximum Residential Scenario total gsf of commercial use, identified in Table 2.3 of the EIR, and if project sponsors demonstrate that the	scenario without the Proposed Project, and the SFMTA has committed to implement M-TR-5, the project sponsors shall provide capital costs for increased capacity on the route in a manner deemed acceptable by SFMTA.		

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		building would cause capacity to exceed 85 percent or would contribute more than 5 percent of capacity on the line if it was already projected to exceed 85 percent capacity utilization in the Baseline scenario without the Proposed Project.			
Mitigation Measure M-TR-10: Improve pedestrian facilities on Illinois Street adjacent to and leading to the project site. As part of construction of the Proposed Project roadway network, the project sponsors shall implement the following improvements: • Install ADA curb ramps on all corners at the intersection of 22nd Street and Illinois Street • Signalize the intersections of Illinois Street with 20th and 22nd Street. • Modify the sidewalk on the east side of Illinois Street between 22nd and 20th streets to a minimum of 10 feet. Relocate	Project sponsors shall implement the improvements.	During construction of street improvements adjacent to pedestrian facilities on Illinois Street identified in Mitigation Measure M-TR-10.	SFMTA reviews signal and site plans and maps for improvements identified in Mitigation Measure M-TR-10.	Considered complete when street improvements have been built.	SFMTA, Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
obstructions, such as fire hydrants and power poles, as feasible, to ensure an accessible path of travel is provided to and from the Proposed Project.					
Mitigation Measure M-TR-12A: Coordinate Deliveries The Project's Transportation Coordinator shall coordinate with building tenants and delivery services to minimize deliveries during a.m. and p.m. peak periods. Although many deliveries cannot be limited to specific hours, the Transportation Coordinator shall work with tenants to find opportunities to consolidate deliveries and reduce the need for peak period deliveries, where possible.	Transportation Management Agency Transportation Coordinator.	On-going.	Transportation Management Agency Transportation Coordinator to coordinate with building tenants and delivery services to consolidate deliveries and reduce the need for peak period deliveries, where possible.	On-going during project operations.	Port
Mitigation Measure M-TR-12B: Monitor loading activity and convert general purpose on-street parking spaces to commercial loading spaces, as needed. After completion of the first phase of the Proposed Project, and prior to approval of each subsequent phase, the project sponsors shall conduct a study of utilization of on- and off-street commercial loading spaces. Prior to completion, the methodology for the study shall be reviewed and approved by either: (a) Port Staff in consultation with SFMTA Staff for areas within Port jurisdiction; or (b) SFMTA Staff in consultation with Port Staff for areas within SFMTA jurisdiction. If the result of the study indicates that fewer than 15 percent of the commercial loading spaces are available during the peak loading period, the project sponsors shall incorporate measures to convert existing or proposed general purpose on-street parking spaces to commercial parking spaces in addition to the required off-street spaces.	Developer, TMA or Port.	Prior to approval of the project's phase applications after completion of the first phase.	Project sponsors or TMA to conduct a commercial loading study for the Port.	Considered complete after the Port Staff reviews and approves the study and the project sponsors, Port or TMA incorporates any additional measures necessary for commercial loading.	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
Mitigation Measure M-C-TR-4A: Increase capacity on the 48 Quintara/24th bus route under the Maximum Residential Scenario. The project sponsors shall contribute funds for one additional vehicle (in addition to and separate from the four prescribed under Mitigation Measure M-TR-5 for the Maximum Residential Scenario) to reduce the Proposed Project's contribution to the significant cumulative impact to not cumulatively considerable. This shall be considered the Proposed Project's fair share toward mitigating this significant cumulative impact. If SFMTA adopts a strategy to increase capacity along this route that does not involve purchasing and operating additional vehicles, the Proposed Project's fair share contribution shall remain the same, and may be used for one of those other strategies deemed desirable by SFMTA.	Developer, TMA and SFMTA Documentation of capacity shall be prepared by a consultant from the Planning Department's Transportation Consultant Pool, using the methodology approved by SFMTA and Planning pursuant to Mitigation Measure M-TR-5.	Demonstration of Capacity: If necessary, prior to approval of the project's phase applications. Capital Costs: Payment confirmed prior to issuance of building permit for building that would result in exceedance of 85 percent capacity utilization. Capital costs for more than four buses, up to a maximum of six buses, shall be paid if the total gsf of commercial use exceeds the Maximum Residential Scenario total gsf of commercial	If the Maximum Residential Scenario is implemented, the project sponsors shall contribute funds for one additional vehicle or a fair share contribution to the SFMTA.	If necessary, considered complete when SFMTA receives funds from the project sponsors	SFMTA

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
		use, identified in Table 2.3 of the EIR.			
Mitigation Measure M-C-TR-4B: Increase capacity on the 22 Fillmore bus route under the Maximum Commercial Scenario. The project sponsors shall contribute funds for two additional vehicles to reduce the Proposed Project's contribution to the significant cumulative impact to not considerable. This shall be considered the Proposed Project's fair share toward mitigating this cumulative impact. If SFMTA adopts an alternate strategy to increase capacity along this route that does not involve purchasing and operating additional vehicles, the Proposed Project's fair share contribution shall remain the same, and may be used for one of those other strategies deemed desirable by SFMTA.	Developer, TMA, and SFMTA. Documentation of capacity shall be prepared by a consultant from the Planning Department's Transportation Consultant Pool, using the methodology approved by SFMTA and Planning pursuant to Mitigation Measure M-TR-5.	If necessary, prior to approval of the project's final phase application. Funds shall be contributed if the total gsf of commercial use for the Project in the final phase application exceeds the Maximum Residential Scenario total gsf of commercial use, identified in Table 2.3 of the EIR.	If the Maximum Commercial Scenario is implemented, the project sponsors shall contribute funds for one additional vehicle or a fair share contribution to the SFMTA.	If necessary, considered complete when SFMTA receives funds from the project sponsors.	SFMTA
Noise and Vibration Mitigation Measures					
Mitigation Measure M-NO-1: Construction Noise Control Plan. Over the project's approximately 11-year construction duration, project	Project sponsors.	Prior to the start of construction activities;	Project sponsors to submit the Construction Noise	Considered complete upon submittal of the	Port or DBI

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
contractors for all construction projects on the Illinois Parcels and 28-Acre Site will be subject to construction-related time-of-day and noise limits specified in Section 2907(a) of the Police Code, as outlined above. Therefore, prior to construction, a Construction Noise Control Plan shall be prepared by the project sponsors and submitted to the Port. The construction noise control plan shall demonstrate compliance with the Noise Ordinance limits. Noise reduction strategies that could be incorporated into this plan to ensure compliance with ordinance limits may include, but are not limited to, the following: • Require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures, and acoustically-attenuating shields or shrouds). • Require the general contractor to locate stationary noise sources (such as the rock/concrete crusher or compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as 5 dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, to the maximum extent practicable. • Require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which would reduce noise levels by as much as 10 dBA.		implementation ongoing during construction.	Control Plan to the Port. A single Noise Control Plan or multiple Noise Control Plans may be produced to address project phasing.	Construction Noise Control Plan to the Port.	

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
• Include noise control requirements for construction equipment and tools, including concrete saws, in specifications provided to construction contractors to the maximum extent practicable. Such requirements could include, but are not limited to, erecting temporary plywood noise barriers around a construction site, particularly where a site adjoins noise-sensitive uses; utilizing noise control blankets on a building structure as the building is erected to reduce noise levels emanating from the construction site; the use of blasting mats during controlled blasting periods to reduce noise and dust; performing all work in a manner that minimizes noise; using equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants; and selecting haul routes that avoid residential uses. • Prior to the issuance of each building permit, along with the submission of construction documents, submit to the Port , as appropriate, a plan to track and respond to complaints pertaining to construction noise. The plan shall include the following measures: (1) a procedure and phone numbers for notifying the Port, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing permitted construction days and hours, noise complaint procedures, and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area and the American Industrial Center (AIC) at least 30 days in advance of extreme noise-generating activities (such as pile driving) about the estimated duration of the activity.	Project sponsors	Prior to the issuance of each building permit for duration of the project.	Project sponsors to submit a plan to track and respond to complaints pertaining to construction noise. A single plan or multiple plans may be produced to address project phasing.	Considered complete upon review and approval of the plan by the Port.	
Mitigation Measure M-NO-2: Noise Control Measures During Pile	Project sponsors and construction	Prior to receiving a	Project sponsors to submit to the Port	Considered complete upon	Port or DBI

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
Driving. The Construction Noise Control Plan (required under Mitigation Measure M-NO-1) shall also outline a set of site-specific noise and vibration attenuation measures for each construction phase when pile driving is proposed to occur. These attenuation measures shall be included wherever impact equipment is proposed to be used on the Illinois Parcels and/or 28-Acre Site. As many of the following control strategies shall be included in the Noise Control Plan, as feasible: • Implement "quiet" pile-driving technology such as pre-drilling piles where feasible to reduce construction-related noise and vibration. • Use pile-driving equipment with state-of-the-art noise shielding and muffling devices. • Use pre-drilled or sonic or vibratory drivers, rather than impact drivers, wherever feasible (including slipways) and where vibration-induced liquefaction would not occur. • Schedule pile-driving activity for times of the day that minimize disturbance to residents as well as commercial uses located on-site and nearby. • Erect temporary plywood or similar solid noise barriers along the boundaries of each Proposed Project parcel as necessary to shield affected sensitive receptors. • Other equivalent technologies that emerge over time. • If CRF (including rock drills) were to occur at the same time as pile driving activities in the same area and in proximity to noise-sensitive receptors, pile drivers shall be set back at least 100 feet while rock drills shall be set back at least 50 feet (or vice versa)	contractor(s).	building permit, incorporate feasible practices identified in M-NO-1 into the construction contract agreement documents. Control practices should be implemented throughout the pile driving duration.	documentation of compliance of implemented control practices that show construction contractor agreement with specified practices. A single Noise Control Plan or multiple Noise Control Plans may be produced to address project phasing.	submittal of documentation incorporating identified practices.	

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
from any given sensitive receptor.					
Mitigation Measure M-NO-3: Vibration Control Measures During Construction. As part of the Construction Noise Control Plan required under Mitigation Measure M-NO-1, appropriate vibration controls (including pre-drilling pile holes and using smaller vibratory equipment) shall be specified to ensure that the vibration limit of 0.5 in/sec PPV can be met at adjacent or nearby existing structures and Proposed Project buildings located on the Illinois Parcels and/or 28-Acre Site, except as noted below: • Where pile driving, CRF, and other construction activities involving the use of heavy equipment would occur in proximity to any contributing building to the Union Iron Works Historic District, the project sponsors shall undertake a monitoring program to minimize damage to such adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program, which shall apply within 160 feet where pile driving would be used, 50 feet of where CRF would be required, and within 25 feet of other heavy equipment operation, shall include the following components: o Prior to the start of any ground-disturbing activity, the project sponsors shall engage a historic architect or qualified historic preservation professional to undertake a pre-construction survey of historical resource(s) identified by the Port within 160 feet of planned construction to document and photograph the buildings' existing conditions. o Based on the construction and condition of the resource(s), a structural engineer or other qualified entity shall establish a maximum vibration level that shall not be exceeded at each building, based on existing conditions, character-defining features, soils conditions and anticipated construction practices in use at the time (a common standard is 0.2 inch per	Project sponsors and construction contractor(s).	Prior to receiving a building permit, incorporate feasible practices identified in M-NO-1 into the construction contract agreement documents. Control practices should be implemented throughout the pile driving duration.	Project sponsors to submit to Port documentation of compliance of implemented control practices that show construction contractor agreement with specified practices. A single Noise Control Plan or multiple Noise Control Plans may be produced to address project phasing.	Considered complete upon submittal of documentation incorporating identified practices.	Port or Planning Department

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
second, peak particle velocity). o To ensure that vibration levels do not exceed the established standard, a qualified acoustical/vibration consultant shall monitor vibration levels at each structure within 160 feet of planned construction and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard. Should vibration levels be observed in excess of the standard, construction shall be halted and alternative construction techniques put in practice. (For example, pre-drilled piles could be substituted for driven piles, if soil conditions allow; smaller, lighter equipment could possibly also be used in some cases.) The consultant shall conduct regular periodic inspections of each building within 160 feet of planned construction during ground-disturbing activity on the project site. Should damage to a building occur as a result of ground-disturbing activity on the site, the building(s) shall be remediated to its pre-construction condition at the conclusion of ground-disturbing activity on the site. o In areas with a "very high" or "high" susceptibility for vibration-induced liquefaction or differential settlement risks, the project's geotechnical engineer shall specify an appropriate vibration limit based on proposed construction activities and proximity to liquefaction susceptibility zones and modify construction practices to ensure that construction-related vibration does not cause liquefaction hazards at these homes.					
Mitigation Measure M-NO-4a: Stationary Equipment Noise Controls. Noise attenuation measures shall be incorporated into all stationary equipment (including HVAC equipment and emergency generators) installed on buildings constructed on the Illinois Parcels and 28-Acre Site as well as into the below-grade or enclosed wastewater pump station as necessary to meet noise limits specified in Section 2909 of the Police Code.* Interior	Project sponsors and construction contractor(s).	Prior to the issuance of a building permit for each building located on the Illinois Parcels	Port to review construction plans.	Considered complete after submittal and approval of plans by the Port	Port or Planning Department/DBI

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
noise limits shall be met under both existing and future noise conditions, accounting for foreseeable changes in noise conditions in the future (i.e., changes in on-site building configurations). Noise attenuation measures could include provision of sound enclosures/barriers, addition of roof parapets to block noise, increasing setback distances from sensitive receptors, provision of louvered vent openings, location of vent openings away from adjacent commercial uses, and restriction of generator testing to the daytime hours. * Under Section 2909 of the Police Code, stationary sources are not permitted to result in noise levels that exceed the existing ambient (L90) noise level by more than 5 dBA on residential property, 8 dBA on commercial and industrial property, and 10 dBA on public property. Section 2909(d) states that no fixed noise source may cause the noise level measured inside any sleeping or living room in a dwelling unit on residential property to exceed 45 dBA between 10:00 p.m. and 7:00 a.m. or 55 dBA between 7:00 a.m. and 10:00 p.m. with windows open, except where building ventilation is achieved through mechanical systems that allow windows to remain closed.		or the 28-Acre Site, along with the submission of construction documents, the project sponsors shall submit to the Port and the DBI plans for noise attenuation measures on all stationary equipment.			
Mitigation Measure M-NO-4b: Design of Future Noise-Generating Uses near Residential Uses. Future commercial/office and RALI uses shall be designed to minimize the potential for sleep disturbance at any future adjacent residential uses. Design approaches such as the following could be incorporated into future development plans to minimize the potential for noise conflicts of future uses on the project site: • Design of Future Noise-Generating Commercial/Office and RALI Uses. To reduce potential conflicts between sensitive receptors and new noise-generating commercial or RALI uses located adjacent to these receptors, exterior facilities such as loading areas/docks, trash enclosures, and surface parking lots shall be located on the sides of buildings facing away from existing or planned sensitive receptors (residences or passive open space). If	Project sponsors and construction contractor(s).	Prior to the issuance of a building permit for commercial, RALI, and parking uses, along with the submission of construction documents, the project sponsors shall submit to the and DBI plans to minimize	Port to review construction plans.	Considered complete after submittal and approval of plans by the Port.	Port or Planning Department/DBI

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
this is not feasible, these types of facilities shall be enclosed or equipped with appropriate noise shielding. • Design of Future Above-Ground Parking Structure. If parking structures are constructed on Parcels C1 or C2, the sides of the parking structures facing adjacent or nearby existing or planned residential uses shall be designed to shield residential receptors from noise associated with parking cars.		noise conflicts with sensitive receivers,			
Mitigation Measure M-NO-6: Design of Future Noise-Sensitive Uses Prior to issuance of a building permit for vertical construction of specific residential building design on each parcel, a noise study shall be conducted by a qualified acoustician, who shall determine the need to incorporate noise attenuation measures into the building design in order to meet Title 24's interior noise limit for residential uses as well as the City's (Article 29, Section 2909(d)) 45-dBA (Ldn) interior noise limit for residential uses. This evaluation shall account for noise shielding by buildings existing at the time of the proposal, potential increases in ambient noise levels resulting from the removal of buildings that are planned to be demolished, all planned commercial or open space uses in adjacent areas, any known variations in project build-out that have or will occur (building heights, location, and phasing), any changes in activities adjacent to or near the Illinois Parcels or 28-Acre Site (given the Proposed Project's long build-out period), any new shielding benefits provided by surrounding buildings that exist at the time of development, future cumulative traffic noise increases on adjacent roadways, existing and planned stationary sources (i.e., emergency generators, HVAC, etc.), and future noise increases from all known cumulative projects located with direct line-of-sight to the project building. To minimize the potential for sleep disturbance effects from tonal noise or nighttime noise events associated with nearby industrial uses, predicted noise levels at each project building shall account for 24/7 operation of the BAE Systems Ship Repair facility, 24/7 transformer noise at Potrero Substation (if it remains an open air facility), and industrial activities at the AIC, to the	Project sponsors and qualified acoustician.	Prior to the issuance of the building permit for vertical construction of any residential building on each parcel, a noise study shall be prepared by a qualified acoustician.	Port Staff to review the noise study. A single noise study or multiple noise studies may be produced to address project phasing.	Considered complete after submittal and approval of the noise study by the Port.	Port or Planning Department/DBI

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
extent such use(s) are in operation at the time the analysis is conducted. Noise reduction strategies such as the following could be incorporated into the project design as necessary to meet Title 24 interior limit and minimize the potential for sleep disturbance from adjacent industrial uses: • Orient bedrooms away from major noise sources (i.e., major streets, open space/recreation areas where special events would occur, and existing adjacent industrial uses, including but not limited to the AIC, PG&E Hoedown Yard (if it is still operating at that time), Potrero Substation, and the BAE site) and/or provide additional enhanced noise insulation features (higher STC ratings) or mechanical ventilation to minimize the effects of maximum instantaneous noise levels generated by these uses even though there is no code requirement to reduce Lmax noise levels. Such measures shall be implemented on Parcels D and E1 (both scenarios), Building 2 (Maximum Residential Scenario only), Parcels PKN (both scenarios), PKS (both scenarios), and HDY (Maximum Residential Scenario only); • Utilize enhanced exterior wall and roof-ceiling assemblies (with higher STC ratings), including increased insulation; • Utilize windows with higher STC / Outdoor/Indoor Transmission Class (OITC) ratings; • Employ architectural sound barriers as part of courtyards or building open space to maximize building shielding effects, and locate living spaces/bedrooms toward courtyards wherever possible; and Locate interior hallways (accessing residential units) adjacent to noisy streets or existing/planned industrial or commercial development.					
Mitigation Measure M-NO-7: Noise Control Plan for Special Event	Developer, Port, parks management	Prior to operation of a	Developer, Port, parks management	Considered complete upon	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
Outdoor Amplified Sound. The project sponsors shall develop and implement a Noise Control Plan for operations at the proposed entertainment venues to reduce the potential for noise impacts from public address and/or amplified music. This Noise Control Plan shall contain the following elements: • The project sponsors shall comply with noise controls and restrictions in applicable entertainment permit requirements for outdoor concerts. • Speaker systems shall be directed away from the nearest sensitive receptors to the degree feasible. • Outdoor speaker systems shall be operated consistent with the restrictions of Section 2909 of the San Francisco Police Code, and conform to a performance standard of 8 dBA and dBC over existing ambient L90 noise levels at the nearest residential use.	entity, and/or parks programming entity.	special outdoor amplified sound, the project sponsors, parks management entity, and/or parks programming entity to develop a Noise Control Plan prior to issuance of event permit.	entity, and/or parks programming entity shall submit the Noise Control Plan to the Port.	submission and approval of the NCP by the Port.	
Air Quality Mitigation Measures					
Mitigation Measure M-AQ-1a: Construction Emissions Minimization The following mitigation measure is required during construction of Phases 3, 4, and 5, or after build-out of 1.3 million gross square feet of development, whichever comes first: A. *Construction Emissions Minimization Plan.* Prior to issuance of a site permit, the project sponsors shall submit a Construction Emissions Minimization Plan (Plan) to the Port or Planning Department. The Plan shall detail project compliance with the following requirements: 1. Where access to alternative sources of power is available, portable diesel generators used during construction shall be prohibited. Where portable diesel engines are required because alternative sources of power are not available, the	Project sponsors and construction contractor(s).	Prior to issuance of a site permit, the project sponsors must submit Construction Emissions Minimization Plan Prior to the commencement of construction activities	Project sponsors or contractor to submit a Construction Emissions Minimization Plan. Quarterly reports shall be submitted to Port Staff or Planning Department indicating the construction phase and off-road equipment	Considered complete upon Port or Planning Staff review and approval of Construction Emissions Minimization Plan or alternative measures that achieve the same emissions reduction.	Port or Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
diesel engine shall meet the EPA or CARB Tier 4 off-road emission standards and be fueled with renewable diesel (at least 99 percent renewable diesel or R99), if commercially available, as defined below. 2. All off-road equipment greater than 25 horsepower that operates for more than 20 total hours over the entire duration of construction activities shall have engines that meet the EPA or CARB Tier 4 off-road emission standards and be fueled with renewable diesel (at least 99 percent renewable diesel or R99), if commercially available. If engines that comply with Tier 4 off-road emission standards are not commercially available, then the project sponsors shall provide the next cleanest piece of off-road equipment as provided by the step-down schedules in Table M-AQ-1-1.		during Phase 3, 4, and 5, or prior to construction following build-out of 1.3 million gross square feet of development, the project sponsors must certify (1) compliance with the Plan, and (2) all applicable requirements of the Plan have been incorporated into contract specifications. The Plan shall be kept on site and available for review. A sign shall be posted at the perimeter of the construction site indicating the basic	information used during each phase. For off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used. Within six months of the completion of construction activities, the project sponsors shall submit to Port Staff a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.		

Table M-AQ-1-1: Off-Road Equipment Compliance Step-Down Schedule

Compliance Alternative	Engine Emission Standard	Emissions Control
1	Tier 3	CARB PM VDECS (85%)[1]
2	Tier 2	CARB PM VDECS (85%)

How to use the table: If the requirements of (A)(2) cannot be met, then the project sponsors would need to meet Compliance Alternative 1. Should the project sponsors not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met.

[1] CARB, Currently Verified Diesel Emission Control Strategies (VDECS).

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
Available online at http://www.arb.ca.gov/diesel/verdev/vt/cvt.htm. Accessed January 14, 2016.		requirements of the Plan and where copies of the Plan are available to the public for review.			
i. With respect to Tier 4 equipment, "commercially available" shall mean the availability taking into consideration factors such as: (i) critical path timing of construction; and (ii) geographic proximity of equipment to the project site. ii. With respect to renewable diesel, "commercially available" shall mean the availability taking into consideration factors such as: (i) critical path timing of construction; (ii) geographic proximity of fuel source to the project site; and (iii) cost of renewable diesel is within 10 percent of Ultra Low Sulfur Diesel #2 market price. iii. The project sponsors shall maintain records concerning its efforts to comply with this requirement. Should the project sponsor determine either that an off-road vehicle that meets Tier 4 emissions standards or that renewable diesel are not commercially available, the project sponsor shall submit documentation to the satisfaction of Port or Planning Staff and, for the former condition, shall identify the next cleanest piece of equipment that would be use, in compliance with Table M-AQ-1-1. 3. The project sponsors shall ensure that future developers or their contractors require the idling time for off-road and on-road equipment be limited to no more than 2 minutes, except as provided in exceptions to the applicable State regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in					

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
multiple languages (English, Spanish, and Chinese) in designated queuing areas and at the construction site to remind operators of the 2-minute idling limit. 4. The project sponsors shall require that each construction contractor mandate that construction operators properly maintain and tune equipment in accordance with manufacturer specifications. 5. The Plan shall include best available estimates of the construction timeline by phase with a description of each piece of off-road equipment required for every construction phase and shall be updated pursuant to the reporting requirements in Section B below. Reporting requirements for off-road equipment descriptions and information shall include as much detail as is available, but are not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For Verified Diesel Emission Control Strategies (VDECS) installed, descriptions and information shall include technology type, serial number, make, model, manufacturer, CARB verification number level, and installation date and hour meter reading on installation date. The Plan shall also indicate whether renewable diesel will be used to power the equipment. The Plan shall also include anticipated fuel usage and hours of operation so that emissions can be estimated. 6. The project sponsors and their construction contractors shall keep the Plan available for public review on site during working hours. Each construction contractor shall post at the perimeter of the project site a legible and visible sign summarizing the requirements of the Plan. The sign shall also state that the public may ask to inspect the Plan at any time					

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
during working hours, and shall explain how to request inspection of the Plan. Signs shall be posted on all sides of the construction site that face a public right-of-way. The project sponsors shall provide copies of the Plan to members of the public as requested. B. *Reporting.* Quarterly reports shall be submitted to Port or Planning Staff indicating the construction activities undertaken and information about the off-road equipment used, including the information required in Section A(5). In addition, reporting shall include the approximate amount of renewable diesel fuel used. Within 6 months of the completion of all project construction activities, the project sponsors shall submit to Port or Planning Staff a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. The final report shall include detailed information required in Section A(5). In addition, reporting shall include the actual amount of renewable diesel fuel used. C. *Certification Statement and On-site Requirements.* Prior to the commencement of construction activities, the project sponsors shall certify through submission of city-standardized forms (1) compliance with the Plan, and (2) all applicable requirements of the Plan have been incorporated into contract specifications.					
Mitigation Measure M-AQ-1b: Diesel Backup Generator Specifications To reduce NOx associated with operation of the Maximum Commercial or Maximum Residential Scenarios, the project sponsors shall implement the following measures. A. All new diesel backup generators shall: 1. have engines that meet or exceed CARB Tier 4 off-road emission standards which have the lowest NOx emissions of commercially	Project sponsors	Prior to approval of a generator permit by Port Staff.	Anticipated location and engine specifications of a proposed diesel backup generator shall be submitted to the Port Staff for review and approval prior to	Considered complete upon review and approval by Port Staff.	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
available generators; and 2. be fueled with renewable diesel, if commercially available, which has been demonstrated to reduce NOx emissions by approximately 10 percent. B. All new diesel backup generators shall have an annual maintenance testing limit of 50 hours, subject to any further restrictions as may be imposed by the BAAQMD in its permitting process. C. For each new diesel backup generator permit submitted to BAAQMD for the project, anticipated location, and engine specifications shall be submitted to the Port Staff for review and approval prior to issuance of a permit for the generator from the San Francisco DBI or the Port. Once operational, all diesel backup generators shall be maintained in good working order for the life of the equipment and any future replacement of the diesel backup generators shall be required to be consistent with these emissions specifications. The operator of the facility at which the generator is located shall maintain records of the testing schedule for each diesel backup generator for the life of that diesel backup generator and provide this information for review to the Port within 3 months of requesting such information.			issuance of a generator permit.		
Mitigation Measure M-AQ-1c: Use Low and Super-compliant VOC Architectural Coatings in Maintaining Buildings through Covenants Conditions and Restrictions (CC&Rs) and Ground Lease The Project sponsors shall require all developed parcels to include within their CC&R's and/or ground leases requirements for all future interior spaces to be repainted only with "Super-Compliant" Architectural Coatings (http://www.aqmd.gov/home/regulations/compliance/architectural-coatings/super-compliant-coatings). "Low-VOC" refers to paints that meet the more stringent regulatory limits in South Coast AQMD Rule 1113; however, many manufacturers have reformulated to levels well below these limits. These are referred to as "Super-Compliant" Architectural Coatings.	Project sponsors and construction contractor(s).	Project sponsors submit to the Port documentation of CC&R's and/or ground lease requirements prior to building occupancy	Project sponsors to include in CC&R's and/or ground lease requirements with buildings tenants prior to building occupancy.	Considered complete upon project sponsor submittal to the Port of documentation of CC&R's and/or ground lease requirements	Port or Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
		permit.			
Mitigation Measure M-AQ-1d: Promote use of Green Consumer Products The project sponsors shall provide education for residential and commercial tenants concerning green consumer products. Prior to receipt of any certificate of final occupancy and every five years thereafter, the project sponsors shall work with the San Francisco Department of Environment (SF Environment) to develop electronic correspondence to be distributed by email annually to residential and/or commercial tenants of each building on the project site that encourages the purchase of consumer products that generate lower than typical VOC emissions. The correspondence shall encourage environmentally preferable purchasing and shall include contact information and links to SF Approved. The website may also be used as an informational resource by businesses and residents.	Project sponsors.	Prior to occupancy of the building by tenants and every five years thereafter, project sponsors to distribute educational materials to tenants.	Project sponsors to work with SF Environment to develop educational materials.	Considered complete after distribution of educational materials to residential and commercial tenants.	Port or Planning Department
Mitigation Measure M-AQ-1e: Electrification of Loading Docks The project sponsors shall ensure that loading docks for retail, light industrial or warehouse uses that will receive deliveries from refrigerated transport trucks incorporate electrification hook-ups for transportation refrigeration units to avoid emissions generated by idling refrigerated transport trucks.	Project sponsors	Prior to issuance of a building permit for a building containing loading docks for retail, light industrial or warehouse uses.	Project sponsors to provide construction plans to DBI or the Port to ensure compliance.	Considered complete upon approval of construction plans by DBI or the Port.	Port or Planning Department
Mitigation Measure M-AQ-1f: Transportation Demand Management. The project sponsors shall prepare and implement a Transportation Demand Management (TDM) Plan with a goal of reducing estimated daily one-way vehicle trips by 20 percent compared to the total number of daily one-way vehicle trips identified in the project's Transportation Impact Study at project build-out. To ensure that this reduction goal could be reasonably achieved, the TDM Plan will have a monitoring goal of reducing by 20 percent the daily one-way vehicle trips calculated for each building that has received a	Developer to prepare and implement the TDM Plan, which will be implemented by the Transportation Management Association and will	Developer to prepare TDM Plan and submit to Planning Staff prior to approval of the project	Project sponsors to submit the TDM Plan to Planning Staff for review. Transportation Demand Management	The TDM Plan is considered complete upon approval by the Planning Staff. Annual monitoring	Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
Certificate of Occupancy and is at least 75% occupied compared to the daily one-way vehicle trips anticipated for that building based on anticipated development on that parcel, using the trip generation rates contained within the project's Transportation Impact Study. There shall be a Transportation Management Association that would be responsible for the administration, monitoring, and adjustment of the TDM Plan. The project sponsor is responsible for identifying the components of the TDM Plan that could reasonably be expected to achieve the reduction goal for each new building associated with the project, and for making good faith efforts to implement them. The TDM Plan may include, but is not limited to, the types of measures summarized below for explanatory example purposes. Actual TDM measures selected should include those from the TDM Program Standards, which describe the scope and applicability of candidate measures in detail and include: • Active Transportation: Provision of streetscape improvements to encourage walking, secure bicycle parking, shower and locker facilities for cyclists, subsidized bike share memberships for project occupants, bicycle repair and maintenance services, and other bicycle-related services; • Car-Share: Provision of car-share parking spaces and subsidized memberships for project occupants; • Delivery: Provision of amenities and services to support delivery of goods to project occupants; • Family-Oriented Measures: Provision of on-site childcare and other amenities to support the use of sustainable transportation modes by families; • High-Occupancy Vehicles: Provision of carpooling/vanpooling incentives and shuttle bus service; • Information and Communications: Provision of multimodal	be binding on all development parcels.		Association to submit monitoring report annually to Planning Staff and implement TDM Plan Adjustments (if required).	reports would be on-going during project buildout, or until five consecutive reporting periods show that the project has met its reduction goals, at which point reports would be submitted every three years.	

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
wayfinding signage, transportation information displays, and tailored transportation marketing services; • Land Use: Provision of on-site affordable housing and healthy food retail services in underserved areas; • Parking: Provision of unbundled parking, short term daily parking provision, parking cash out offers, and reduced off-street parking supply. The TDM Plan shall include specific descriptions of each measure, including the degree of implementation (e.g., for how long will it be in place), and the population that each measure is intended to serve (e.g. residential tenants, retail visitors, employees of tenants, visitors, etc.). It shall also include a commitment to monitoring of person and vehicle trips traveling to and from the project site to determine the TDM Plan's effectiveness, as outlined below. The TDM Plan shall be submitted to the City to ensure that components of the TDM Plan intended to meet the reduction target are shown on the plans and/or ready to be implemented upon the issuance of each certificate of occupancy. *TDM Plan Monitoring and Reporting*: The Transportation Management Association, through an on-site Transportation Coordinator, shall collect data and make monitoring reports available for review and approval by the Planning Department staff. • Timing: Monitoring data shall be collected and reports shall be submitted to Planning Department staff every year (referred to as "reporting periods"), until five consecutive reporting periods					

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
display the fully-built project has met the reduction goal, at which point monitoring data shall be submitted to Planning Department staff once every three years. The first monitoring report is required 18 months after issuance of the First Certificate of Occupancy for buildings that include off-street parking or the establishment of surface parking lots or garages that bring the project's total number of off-street parking spaces to greater than or equal to 500. Each trip count and survey (see below for description) shall be completed within 30 days following the end of the applicable reporting period. Each monitoring report shall be completed within 90 days following the applicable reporting period. The timing shall be modified such that a new monitoring report shall be required 12 months after adjustments are made to the TDM Plan in order to meet the reduction goal, as may be required in the "TDM Plan Adjustments" heading below. In addition, the timing may be modified by the Planning Department as needed to consolidate this requirement with other monitoring and/or reporting requirements for the project. • Components: The monitoring report, including trip counts and surveys, shall include the following components OR comparable alternative methodology and components as approved or provided by Planning Department staff: o Trip Count and Intercept Survey: Trip count and intercept survey of persons and vehicles arriving and leaving the project site for no less than two days of the reporting period between 6:00 a.m. and 8:00 p.m. One day shall be a Tuesday, Wednesday, or Thursday during one week without federally recognized holidays, and another day shall be a Tuesday, Wednesday, or Thursday during another week without federally recognized holidays. The trip count and intercept survey shall be prepared by a qualified transportation or qualified survey consultant and the methodology shall be					

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
approved by the Planning Department prior to conducting the components of the trip count and intercept survey. It is anticipated that the Planning Department will have a standard trip count and intercept survey methodology developed and available to project sponsors at the time of data collection. o Travel Demand Information: The above trip count and survey information shall be able to provide travel demand analysis characteristics (work and non-work trip counts, origins and destinations of trips to/from the project site, and modal split information) as outlined in the Planning Department's *Transportation Impact Analysis Guidelines for Environmental Review*, October 2002, or subsequent updates in effect at the time of the survey. o Documentation of Plan Implementation: The TDM Coordinator shall work in conjunction with the Planning Department to develop a survey (online or paper) that can be reasonably completed by the TDM Coordinator and/or TMA staff to document the implementation of TDM program elements and other basic information during the reporting period. This survey shall be included in the monitoring report submitted to Planning Department staff. o Degree of Implementation: The monitoring report shall include descriptions of the degree of implementation (e.g., how many tenants or visitors the TDM Plan will benefit, and on which locations within the site measures will be/have been placed, etc.) o Assistance and Confidentiality: Planning Department staff will assist the TDM Coordinator on questions regarding the components of the monitoring report and shall ensure that the identity of individual survey responders is protected. *TDM Plan Adjustments.* The TDM Plan shall be adjusted based on the					

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
monitoring results if three consecutive reporting periods demonstrate that measures within the TDM Plan are not achieving the reduction goal. The TDM Plan adjustments shall be made in consultation with Planning Department staff and may require refinements to existing measures (e.g., change to subsidies, increased bicycle parking), inclusion of new measures (e.g., a new technology), or removal of existing measures (e.g., measures shown to be ineffective or induce vehicle trips). If three consecutive reporting periods' monitoring results demonstrate that measures within the TDM Plan are not achieving the reduction goal, the TDM Plan adjustments shall occur within 270 days following the last consecutive reporting period. The TDM Plan adjustments shall occur until three consecutive reporting periods' monitoring results demonstrate that the reduction goal is achieved. If the TDM Plan does not achieve the reduction goal then the City shall impose additional measures to reduce vehicle trips as prescribed under the development agreement, which may include restriction of additional off-street parking spaces beyond those previously established on the site, capital or operational improvements intended to reduce vehicle trips from the project, or other measures that support sustainable trip making, until three consecutive reporting periods' monitoring results demonstrate that the reduction goal is achieved.					
Mitigation Measure M-AQ-1g: Additional Mobile Source Control Measures The following Mobile Source Control Measures from the BAAQMD's 2010 Clean Air Plan shall be implemented: • Promote use of clean fuel-efficient vehicles through preferential (designated and proximate to entry) parking and/or installation of charging stations beyond the level required by the City's Green Building code, from 8 to 20 percent. • Promote zero-emission vehicles by requesting that any car share program operator include electric vehicles within its car share	Project sponsors and TMA.	On-going.	Project sponsors and TMA to implement measures	On-going.	Port or Planning Department/DBI

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
program to reduce the need to have a vehicle or second vehicle as a part of the TDM program that would be required of all new developments.					
Mitigation Measure M-AQ-1h: Offset of Operational Emissions Prior to issuance of the final certificate of occupancy for the final building associated with Phase 3, or after build out of 1.3 million square feet of development, whichever comes first, the project sponsors, with the oversight of Port Staff, shall either: **(1) Directly fund or implement a specific offset project within San Francisco** to achieve reductions of 25 tons per year of ozone precursors and 1 ton of PM10. This offset is intended to offset the estimated annual tonnage of operational ozone precursor and PM10 emissions under the buildout scenario realized at the time of completion of Phase 3. To qualify under this mitigation measure, the specific emissions offset project must result in emission reductions within the SFBAAB that would not otherwise be achieved through compliance with existing regulatory requirements. A preferred offset project would be one implemented locally within the City and County of San Francisco. Prior to implementation of the offset project, the project sponsors must obtain Port Staff's approval of the proposed offset project by providing documentation of the estimated amount of emissions of ROG, NOx, and PM10 to be reduced (tons per year) within the SFBAAB from the emissions reduction project(s). The project sponsors shall notify Port Staff within 6 months of completion of the offset project for verification; or **(2) Pay a one-time mitigation offset fee** to the BAAQMD's Strategic Incentives Division in an amount no less than $18,030 per weighted ton of ozone precursors and PM10 per year above the significance threshold, calculated as the difference between total annual emissions at build out under mitigated conditions and the	Project sponsors.	Offsets for Phase 3/build-out of 1.3 million square feet: Upon completion of construction, and prior to issuance of a Certificate of Occupancy for the final building associated with Phase 3, or after build out of 1.3 million square feet of development, whichever comes first, developer shall demonstrate to the satisfaction of Port Staff that offsets have been funded or implemented,	Port Staff to approve the proposed offset project.	If project sponsor directly funds or implements a specific offset project, considered complete when Port Staff approves the proposed offset project prior to individual Certificates of Occupancy. If project sponsor pays a one-time mitigation offset fee, considered complete when documentation of payment is provided to Port Staff.	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
significance threshold in the EIR air quality analysis, which is 25 tons per year of ozone precursors and 1 ton of PM10, plus a 5 percent administrative fee, to fund one or more emissions reduction projects within the SFBAAB. This one-time fee is intended to fund emissions reduction projects to offset the estimated annual tonnage of operational ozone precursor and PM10 emissions under the buildout scenario realized at the time of completion of Phase 3 or after completion of 1.3 million sf of development, whichever comes first. Documentation of payment shall be provided to Port Staff. Acceptance of this fee by the BAAQMD shall serve as an acknowledgment and commitment by the BAAQMD to implement one or more emissions reduction project(s) within 1 year of receipt of the mitigation fee to achieve the emission reduction objectives specified above, and provide documentation to Port Staff and to the project sponsors describing the project(s) funded by the mitigation fee, including the amount of emissions of ROG, NOx, and PM10 reduced (tons per year) within the SFBAAB from the emissions reduction project(s). If there is any remaining unspent portion of the mitigation offset fee following implementation of the emission reduction project(s), the project sponsors shall be entitled to a refund in that amount from the BAAQMD. To qualify under this mitigation measure, the specific emissions retrofit project must result in emission reductions within the SFBAAB that would not otherwise be achieved through compliance with existing regulatory requirements.		or offset fee has been paid, in an amount sufficient to offset emissions above BAAQMD thresholds for build-out to date. <u>Offsets for subsequent phases/build-out</u>: Upon completion of construction of each subsequent phase, and prior to issuance of a Certificate of Occupancy for the final building associated with such phase, developer shall demonstrate to the satisfaction of Port Staff that offsets			

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
		have been funded or implemented, or offset fee has been paid, in an amount sufficient to offset emissions above BAAQMD thresholds for build-out to date and taking into account offsets previously funded, implemented, and/or purchased.			
Wind and Shadow Mitigation Measures					
Mitigation Measure M-WS-1: Identification and Mitigation of Interim Hazardous Wind Impacts When the circumstances or conditions listed in Table M.WS.1 are present at the time a building Schematic Design is submitted, the requirements described below apply: **Table M.WS.1: Circumstances or Conditions during which Mitigation Measure M-WS-1 Applies**	Project sponsors, qualified wind consultant.	As outlined in Table M.WS.1: Circumstances or Conditions during which Mitigation Measure M-WS-1 Applies, a wind impact analysis shall be	Qualified wind consultant to prepare a scope of work to be approved by Port Staff and following approval of a scope of work submit a wind impact analysis to Port Staff for approval	Considered complete upon approval or issuance of building permit.	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL			Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
Subject Parcel Proposed for Construction	**Circumstance or Condition**	**Related Upwind Parcels**					
Parcel A	Construction of any new buildings on Parcel A.	NA		prepared for the listed circumstances prior to issuance of a building permit for any proposed building when the circumstances or conditions listed in Table M.WS.1 are present at the time a building Schematic Design is submitted.	of feasible design changes to minimize interim hazardous wind impacts.		
Parcel B	Construction of any new buildings on Parcel B.	NA					
Parcel E2	Construction of any new buildings on Parcel E2 over 80 feet in height, prior to any construction of new buildings on approximately 80% of the combined total parcel area of Parcels H1 and G that would be completed by the estimated time of occupancy of the subject building, as estimated on or about the date of the building Schematic Design submittal.	Parcels H1 and G					
Parcel E3	Construction of any new buildings on Parcel E3 over 80 feet in height, prior to any construction of new buildings on approximately 80% of the combined total parcel area of Parcels E2 and G that would be completed by the estimated time of occupancy of the subject building, as estimated on or about the date of the building	Parcels E2 and G					

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL			Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
	Schematic Design submittal.						
Parcel F	Construction of any new buildings on Parcel F.	NA					
Parcel G	Construction of any new buildings on Parcel G.	NA					
Parcel H1	Construction of any new buildings on Parcel H1 over 80 feet in height, prior to any construction of new buildings on approximately 80% of the combined total parcel area of Parcels E2 and G that would be completed by the estimated time of occupancy of the subject building, as estimated on or about the date of the building Schematic Design submittal.	Parcels E2 and G					
Parcel H2	Construction of any new buildings on Parcel H2 over 80 feet in height, prior to any construction of new buildings on approximately 80% of the combined total parcel area of Parcels H1, E2, and E3 that would be completed by the estimated time of occupancy of the subject building, as estimated on or about the date of the building Schematic Design submittal.	Parcels H1, E2, and E3					

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
Source: SWCA. **Requirements** A wind impact analysis shall be required prior to building permit issuance for any proposed new building that is located within the project site and meets the conditions described above. All feasible means (e.g., changes in design, relocating or reorienting certain building(s), sculpting to include podiums and roof terraces, adding architectural canopies or screens, or street furniture) to eliminate hazardous winds, if predicted, shall be implemented. After such design changes and features have been considered, the additional effectiveness of landscaping may also be considered. 1. Screening-level analysis. A qualified wind consultant approved by Port Staff shall review the proposed building design and conduct a "desktop review" in order to provide a qualitative result determining whether there could be a wind hazard. The screening-level analysis shall have the following steps: For each new building proposed that meets the criteria above, a qualified wind consultant shall review and compare the exposure, massing, and orientation of the proposed building(s) on the subject parcel to the building(s) on the same parcel in the representative massing models of the Proposed Project tested in the wind tunnel as part of this EIR and in any subsequent wind analysis testing required by this mitigation measure. The wind consultant shall identify and compare the potential impacts of the proposed building(s) to those identified in this EIR, subsequent wind testing that may have occurred under this mitigation measure, and to the City's wind hazard criterion. The wind consultant's analysis and evaluation shall consider the proposed building(s) in the context of the "Current Project Baseline," which, at any given time during construction of the Proposed Project, shall be defined as any existing buildings at the site, the as-built designs of all previously-completed structures and the then-current designs of					

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
approved but yet unbuilt structures that would be completed by the time of occupancy of the subject building. (a) If the qualified wind consultant concludes that the building design(s) could not create a new wind hazard and could not contribute to a wind hazard identified by prior wind tunnel testing for the EIR and in subsequent wind analysis required by this mitigation measure, no further review would be required. If there could be a new wind hazard, then a quantitative assessment shall be conducted using wind tunnel testing or an equivalent quantitative analysis that produces comparable results to the analysis methodology used in this EIR. (b) If the qualified wind consultant concludes that the building design(s) could create a new wind hazard or could contribute to a wind hazard identified by prior wind tunnel testing conducted for this EIR and in subsequent wind analysis required by this mitigation measure, but in the consultant's professional judgment the building(s) can be modified to reduce such impact to a less-than-significant level, the consultant shall notify Port Staff and the building applicant. The consultant's professional judgment may be informed by the use of "desktop" analytical tools, such as computer tools relying on results of prior wind tunnel testing for the Proposed Project and other projects (i.e., "desktop" analysis does not include new wind tunnel testing). The analysis shall include consideration of wind location, duration, and speed of wind. The building applicant may then propose changes or supplements to the design of the proposed building(s) to achieve this result. These changes or supplements may include, but are not limited to, changes in design, building orientation, sculpting to include podiums and roof terraces, and/or the addition of architectural canopies or screens, or					

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
street furniture. The effectiveness of landscaping may also be considered. The wind consultant shall then reevaluate the building design(s) with specified changes or supplements. If the wind consultant demonstrates to the satisfaction of Port Staff that the modified design and landscaping for the building(s) could not create a new wind hazard or contribute to a wind hazard identified in prior wind tunnel testing conducted for this EIR and in subsequent wind analysis required by this mitigation measure, no further review would be required. (c) If the consultant is unable to demonstrate to the satisfaction of Port Staff that no increase in wind hazards would occur, wind tunnel testing or an equivalent method of quantitative evaluation producing results that can be compared to those used in the EIR and in any subsequent wind analysis testing required by this mitigation measure is required. The building(s) shall be wind tunnel tested in the context of a model that represents the Current Project Baseline, as described in Item 1, above. The testing shall include all the test points in the vicinity of a proposed building or group of buildings that were tested in this EIR, as well as all additional points deemed appropriate by the consultant to determine the wind performance for the building(s). Testing shall occur in places identified as important, e.g., building entrances, sidewalks, etc., and there may need to be additional test point locations considered. At the direction and approval of the Port, the "vicinity" shall be determined by the wind consultant, as appropriate for the circumstances, e.g., a starting concept for "vicinity" could be approximately 350 feet around the perimeter of the subject parcel(s), subject to the wind consultant's reducing or increasing this radial distance. The wind tunnel testing shall test the proposed building design(s), as well as the Current Project Baseline, in					

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
order to clearly identify those differences that would be due to the proposed new building(s). In the event the wind tunnel testing determines that design of the building(s) would increase the hours of wind hazard or extent of area subject to hazardous winds beyond those identified in prior wind testing conducted for this EIR and in subsequent wind tunnel analysis required by this mitigation measure, the wind consultant shall notify Port Staff and the building applicant. The building applicant may then propose changes or supplements to the design of the proposed building(s) to eliminate wind hazards. These changes or supplements may include, but are not limited to, changes in design, building orientation, sculpting building(s) to include podiums and roof terraces, adding architectural canopies or screens, or street furniture. All feasible means (changes in design, relocating or reorienting certain building(s), sculpting to include podiums and roof terraces, the addition of architectural canopies or screens, or street furniture) to eliminate wind hazards, if predicted, shall be implemented to the extent necessary to mitigate the impact. After such design changes and features have been considered, the additional effectiveness of landscaping at the size it is proposed to be installed may also be considered. The wind consultant shall then reevaluate the building design(s) with specified changes or supplements. If the wind consultant demonstrates to the satisfaction of Port Staff that the modified design would not create a new wind hazard or contribute to a wind hazard identified in prior wind tunnel testing conducted for this EIR and in subsequent wind analysis required by this mitigation measure, no further review would be required, If the proposed building(s) would result in a wind hazard exceedance, and the only way to eliminate the hazard is to redesign a proposed building, then the building shall be redesigned.					

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
Mitigation Measure M-WS-2: Wind Reduction for Rooftop Winds If the rooftop of building(s) is proposed as public open space and/or a passive or active public recreational area prior to issuance of a building permit for the subject building(s), a qualified wind consultant shall prepare a wind impact and mitigation analysis in the context of the Current Project Baseline regarding the proposed architectural design. All feasible means (such as changing the proposed building mass or design; raising the height of the parapets to at least 8 feet, using a porous material where such material would be effective in reducing wind speeds; using localized wind screens, canopies, trellises, and/or landscaping around seating areas) to eliminate wind hazards shall be implemented as necessary. A significant wind impact would be an increase in the number of hours that the wind hazard criterion is exceeded or an increase in the area subjected to winds exceeding the hazard criterion as compared to existing conditions at the height of the proposed rooftop. The wind consultant shall demonstrate to the satisfaction of Port Staff that the building design would not create a new wind hazard or contribute to a wind hazard identified in prior wind testing conducted for this EIR.	Project Sponsors and qualified wind consultant.	Prior to issuance of a building permit for a building with a rooftop proposed as public open space and/or passive/active recreational area, the qualified wind consultant shall demonstrate that no new wind hazards or a contribution to a wind hazard identified in the EIR would occur in a wind hazard and mitigation analysis.	Port Staff to review wind hazard and mitigation analysis.	Considered complete upon approval or issuance of building permit	Port
Biological Resources Mitigation Measures					
Mitigation Measure M-BI-1a: Worker Environmental Awareness Program Training Project-specific Worker Environmental Awareness Program (WEAP) training shall be developed and implemented by a qualified biologist* and attended by all project personnel performing demolition or ground-disturbing work prior to beginning demolition or ground-disturbing work on site for	Project sponsors and qualified project biologist.	Prior to demolition or ground-disturbing activities.	Port staff to review and approve WEAP training. Project sponsors and qualified biological consultant to document WEAP	Considered complete after Port staff reviews and approves WEAP training, and confirm	Port or Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
each construction phase. The WEAP training shall include, but not be limited to, education about the following: a. Applicable State and Federal laws, environmental regulations, project permit conditions, and penalties for non-compliance. b. Special-status plant and animal species with the potential to be encountered on or in the vicinity of the project site during construction. c. Avoidance measures and a protocol for encountering special-status species including a communication chain. d. Preconstruction surveys and biological monitoring requirements associated with each phase of work and at specific locations within the project site (e.g., shoreline work) as biological resources and protection measures will vary depending on where work is occurring within the site, time of year, and construction activity. e. Known sensitive resource areas in the project vicinity that are to be avoided and/or protected as well as approved project work areas, access roads, and staging areas. Best management practices (BMPs) (e.g., straw wattles or spill kits) and their location around the project site for erosion control and species exclusion, in addition to general housekeeping requirements. * Typical experience requirements for a "qualified biologist" include a minimum of four years of academic training and professional experience in biological sciences and related resource management activities, and a minimum of two years of experience conducting surveys for each species that may be present within the project area.			training and provide documentation during annual mitigation report to the Port.	compliance in annual mitigation report.	
Mitigation Measure M-BI-1b: Nesting Bird Protection Measures The project site's proximity to San Francisco Bay and its current lack of	Project sponsors, qualified biological consultant.	Prior to issuance of demolition or building	If construction will occur during nesting season, qualified biological consultant to	Considered complete upon issuance of demolition or	Port or Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
activity result in a more attractive environment for birds to nest than other San Francisco locations (e.g., the Financial District) that have higher levels of site activity and human presence. Nesting birds and their nests shall be protected during construction by implementation of the following measures for each construction phase: a. To the extent feasible, conduct initial activities including, but not limited to, vegetation removal, tree trimming or removal, ground disturbance, building demolition, site grading, and other construction activities which may compromise breeding birds or the success of their nests (e.g., CRF, rock drilling, rock crushing, or pile driving), outside of the nesting season (January 15–August 15). b. If construction during the bird nesting season cannot be fully avoided, a qualified wildlife biologist* shall conduct pre-construction nesting surveys within 14 days prior to the start of construction or demolition at areas that have not been previously disturbed by project activities or after any construction breaks of 14 days or more. Surveys shall be performed for suitable habitat within 250 feet of the project site in order to locate any active passerine (perching bird) nests and within 500 feet of the project site to locate any active raptor (birds of prey) nests, waterbird nesting pairs, or colonies. c. If active nests are located during the preconstruction bird nesting surveys, a qualified biologist shall evaluate if the schedule of construction activities could affect the active nests and if so, the following measures would apply: i. If construction is not likely to affect the active nest, construction may proceed without restriction; however, a qualified biologist shall regularly monitor the nest at a frequency determined appropriate for the surrounding construction activity to confirm there is no adverse effect. Spot-check monitoring frequency		permits for construction during the nesting season (August 16 – January 14)	conduct bat surveys and present results to Port Staff	building permits for construction	

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would be determined on a nest-by-nest basis considering the particular construction activity, duration, proximity to the nest, and physical barriers which may screen activity from the nest. The qualified biologist may revise his/her determination at any time during the nesting season in coordination with the Port of San Francisco or Planning Department. ii. If it is determined that construction may affect the active nest, the qualified biologist shall establish a no-disturbance buffer around the nest(s) and all project work shall halt within the buffer until a qualified biologist determines the nest is no longer in use. Typically, these buffer distances are 250 feet for passerines and 500 feet for raptors; however, the buffers may be adjusted if an obstruction, such as a building, is within line-of-sight between the nest and construction. iii. Modifying nest buffer distances, allowing certain construction activities within the buffer, and/or modifying construction methods in proximity to active nests shall be done at the discretion of the qualified biologist and in coordination with the Port of San Francisco or Planning Department, who would notify CDFW. Necessary actions to remove or relocate an active nest(s) shall be coordinated with the Port of San Francisco or Planning Department and approved by CDFW. iv. Any work that must occur within established no-disturbance buffers around active nests shall be monitored by a qualified biologist. If adverse effects in response to project work within the buffer are					

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observed and could compromise the nest, work within the no-disturbance buffer(s) shall halt until the nest occupants have fledged. v. Any birds that begin nesting within the project area and survey buffers amid construction activities are assumed to be habituated to construction-related or similar noise and disturbance levels, so exclusion zones around nests may be reduced or eliminated in these cases as determined by the qualified biologist in coordination with the Port of San Francisco or Planning Department, who would notify CDFW. Work may proceed around these active nests as long as the nests and their occupants are not directly impacted. * Typical experience requirements for a "qualified biologist" include a minimum of four years of academic training and professional experience in biological sciences and related resource management activities, and a minimum of two years of experience conducting surveys for each species that may be present within the project area.					
Mitigation Measure M-BI-2: Avoidance and Minimization Measures for Bats A qualified biologist (as defined by CDFW*) who is experienced with bat surveying techniques (including auditory sampling methods), behavior, roosting habitat, and identification of local bat species shall be consulted prior to demolition or building relocation activities to conduct a pre-construction habitat assessment of the project site (focusing on buildings to be demolished or relocated) to characterize potential bat habitat and identify potentially active roost sites. No further action is required should the pre-construction habitat assessment not identify bat habitat or signs of potentially active bat roosts within the project site (e.g., guano, urine staining, dead bats, etc.).	Project sponsors, qualified biological consultant, and CDFW.	Prior to issuance of demolition or building permits when trees or shrubs would be removed or buildings demolished as part of an individual project.	Qualified biological consultant to conduct bat surveys and present results to Port Staff.	Considered complete upon issuance of demolition or building permits.	Port or Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
The following measures shall be implemented should potential roosting habitat or potentially active bat roosts be identified during the habitat assessment in buildings to be demolished or relocated under the Proposed Project or in trees adjacent to construction activities that could be trimmed or removed under the Proposed Project: a) In areas identified as potential roosting habitat during the habitat assessment, initial building demolition, relocation, and any tree work (trimming or removal) shall occur when bats are active, approximately between the periods of March 1 to April 15 and August 15 to October 15, to the extent feasible. These dates avoid the bat maternity roosting season and period of winter torpor. [Torpor refers to a state of decreased physiological activity with reduced body temperature and metabolic rate.] b) Depending on temporal guidance as defined below, the qualified biologist shall conduct pre-construction surveys of potential bat roost sites identified during the initial habitat assessment no more than 14 days prior to building demolition or relocation, or any tree trimming or removal. c) If active bat roosts or evidence of roosting is identified during pre-construction surveys, the qualified biologist shall determine, if possible, the type of roost and species. A no-disturbance buffer shall be established around roost sites until the qualified biologist determines they are no longer active. The size of the no-disturbance buffer would be determined by the qualified biologist and would depend on the species present, roost type, existing screening around the roost site (such as dense vegetation or a building), as well as the type of construction activity that would occur around the roost site. d) If special-status bat species or maternity or hibernation roosts are detected during these surveys, appropriate species- and roost-specific avoidance and protection measures shall be					

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developed by the qualified biologist in coordination with CDFW. Such measures may include postponing the removal of buildings or structures, establishing exclusionary work buffers while the roost is active (e.g., 100-foot no-disturbance buffer), or other compensatory mitigation. e) The qualified biologist shall be present during building demolition, relocation, or tree work if potential bat roosting habitat or active bat roosts are present. Buildings and trees with active roosts shall be disturbed only under clear weather conditions when precipitation is not forecast for three days and when daytime temperatures are at least 50 degrees Fahrenheit. f) The demolition or relocation of buildings containing or suspected to contain bat roosting habitat or active bat roosts shall be done under the supervision of the qualified biologist. When appropriate, buildings shall be partially dismantled to significantly change the roost conditions, causing bats to abandon and not return to the roost, likely in the evening and after bats have emerged from the roost to forage. Under no circumstances shall active maternity roosts be disturbed until the roost disbands at the completion of the maternity roosting season or otherwise becomes inactive, as determined by the qualified biologist. g) Trimming or removal of existing trees with potential bat roosting habitat or active (non-maternity or hibernation) bat roost sites shall follow a two-step removal process (which shall occur during the time of year when bats are active, according to a) above, and depending on the type of roost and species present, according to c) above). i. On the first day and under supervision of the qualified biologist, tree branches and limbs not containing cavities or fissures in which bats could roost shall be cut using chainsaws.					

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ii. On the following day and under the supervision of the qualified biologist, the remainder of the tree may be trimmed or removed, either using chainsaws or other equipment (e.g., excavator or backhoe). All felled trees shall remain on the ground for at least 24 hours prior to chipping, off-site removal, or other processing to allow any bats to escape, or be inspected once felled by the qualified biologist to ensure no bats remain within the tree and/or branches. iv. * CDFW defines credentials of a "qualified biologist" within permits or authorizations issued for a project. Typical qualifications include a minimum of five years of academic training and professional experience in biological sciences and related resource management activities, and a minimum of two years of experience conducting surveys for each species that may be present within the project area.					
Mitigation Measure M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals Prior to the start of reconstruction of the bulkhead in Reach II, the project sponsors shall prepare a detailed Construction Plan that outlines the details of the piling installation approach. This Plan shall be reviewed and approved by Port Staff. The information provided in this plan shall include, but not be limited to, the following: • The type of piling to be used (whether sheet pile or H-pile); • The piling size to be used; • The method of pile installation to be used; • Noise levels for the type of piling to be used and the method of pile driving; • Recalculation of potential underwater noise levels that could be generated during pile driving using methodologies outlined in	Project sponsors.	Prior to construction of the bulkhead in Reach II, project sponsors to prepare a Construction Plan.	Project sponsors to prepare a Construction Plan and submit it to the Port for review and approval. If determined necessary, sound attenuation and monitoring plan would then be developed. Results of the vibration monitoring would be provided to NOAA if required. An alternative to the sound	Considered complete upon review and approval of the Construction Plan. If determined necessary, approval of the sound attenuation and monitoring plan would be required by Port Staff, and monitoring results would be provided to	Port

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CalTrans 2009 [Caltrans, Technical Guidance for Assessment and Mitigation]; and • When pile driving is to occur. If the results of the recalculations provided in the detailed Construction Plan for pile driving discussed above indicate that underwater noise levels are less than 183 dB (SEL) for fish at a distance of 33 feet (less than or equal to 10 meters) and 160 dB (RMS) sound pressure level or 120 dB (RMS) re 1 µPa impulse noise level for marine mammals for a distance 1,640 feet (500 meters), then no further measures are required to mitigate underwater noise. If recalculated noise levels are greater than those identified above, then the project sponsors shall develop a sound attenuation reduction and monitoring plan. This plan shall be reviewed and approved by Port Staff. This plan shall provide detail on the sound attenuation system, detail methods used to monitor and verify sound levels during pile-driving activities, and all BMPs to be taken to reduce impact hammer pile-driving sound in the marine environment to an intensity level of less than 183 and 160/120 dB (as identified above) at distances of 33 feet (less than or equal to 10 meters) for fish and 1,640 feet (500 meters) for marine mammals. The sound-monitoring results shall be made available to NOAA Fisheries. If, in the case of marine mammals, recalculated noise levels are greater than 160 dB (peak) at less than or equal to 1,640 feet (500 meters), then the project sponsors shall consult with NOAA to determine the need to obtain an Incidental Harassment Authorization (IHA) under the MMPA. If an IHA is required by NOAA, an application for an IHA shall be prepared by the project sponsors. The plan shall incorporate as appropriate, but not be limited to, the following BMPs: • Any impact-hammer-installed soldier wall H-pilings or sheet piling shall be conducted in strict accordance with the Long-Term Management Strategy (LTMS) work windows for Pacific herring,* during which the presence of Pacific herring in the project site is			attenuation and monitoring plan is to consult with NOAA and provide evidence to the satisfaction of Port Staff.	NOAA.	

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
expected to be minimal unless, where applicable, NOAA Fisheries in their Section 7 consultation with the Corps determines that the potential effect to special-status fish species is less than significant. • If pile installation using impact hammers must occur at times other than the approved LTMS work window for Pacific herring or result in underwater sound levels greater than those identified above, the project sponsors shall consult with both NOAA Fisheries and CDFW on the need to obtain incidental take authorizations to address potential impacts to longfin smelt and green sturgeon associated with reconstruction of the steel sheet pile bulkhead in Reach II, and to implement all requested actions to avoid impacts. • A 1,640-foot (500-meter) safety zone shall be established and maintained around the sound source to the extent such a safety zone is located within in-water areas, for the protection of marine mammals in the event that sound levels are unknown or cannot be adequately predicted. • In-water work activities associated with reconstruction of the steel sheet pile bulkhead in Reach II shall be halted when a marine mammal enters the 1,640-foot (500-meter) safety zone and shall cease until the mammal has been gone from the area for a minimum of 15 minutes. • A "soft start" technique shall be used in all pile driving, giving marine mammals an opportunity to vacate the area. • A NOAA Fisheries-approved biological monitor shall conduct daily surveys before and during impact hammer pile driving to inspect the safety zone and adjacent San Francisco Bay waters for marine mammals. The monitor shall be present as specified by NOAA Fisheries during the impact pile-driving phases of construction.					

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• Other BMPs shall be implemented as necessary, such as using bubble curtains or an air barrier, to reduce underwater noise levels to acceptable levels. Alternatively, the project sponsors may consult with NOAA directly and submit evidence to their satisfaction of Port Staff of NOAA consultation. In such case, the project sponsors shall comply with NOAA recommendations and/or requirements. * U.S. Army Corps of Engineers, Programmatic Essential Fish Habitat (EFH) Assessment for the Long-Term Management Strategy for the Placement of Dredged Material in the San Francisco Bay Region. July 2009.					
Mitigation Measure M-BI-4: Compensation for Fill of Jurisdictional Waters To offset temporary and/or permanent impacts to jurisdictional waters of San Francisco Bay adjacent to the 28-Acre Site, construction associated with repair or replacement of the Reach II bulkhead shall be conducted as required by regulatory permits (i.e., those issued by the Corps, RWQCB, and BCDC) and in coordination with NMFS as appropriate. If required by regulatory permits, compensatory mitigation shall be provided as necessary, at a minimum ratio of 1:1 for fill beyond that required for normal repair and maintenance of existing structures. Compensation may include on-site or off-site shoreline improvements or intertidal/subtidal habitat enhancements along San Francisco's eastern waterfront through removal of chemically treated wood material (e.g., pilings, decking, etc.) by pulling, cutting, or breaking off piles at least 1 foot below mudline or removal of other unengineered debris (e.g., concrete-filled drums or large pieces of concrete). Improvements would be implemented in accordance with NMFS as appropriate. On-site or off-site restoration/enhancement plans, if required, must be prepared by a qualified biologist prior to construction and approved by the permitting agencies prior to beginning construction, repair, or	Project sponsors. In accordance with regulatory permits and coordination with NMFS, compensatory mitigation, if required, shall be provided at a minimum ratio of 1:1.	Prior to any construction at the Reach II bulkhead or in accordance with regulatory permits.	Project sponsors to comply with regulatory permits	Considered complete after issuance of regulatory permits for the fill of jurisdictional waters.	Port

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replacement of the Reach II bulkhead. Implementation of restoration/enhancement activities by the permittee shall occur prior to project impacts, whenever possible.					
Geology and Soils Mitigation Measures					
Mitigation Measure M-GE-3a: Reduction of Rock Fall Hazards The project sponsors shall prepare a site-specific geotechnical report(s), subject to review and approval by the Port, that evaluates the design and construction methods proposed for Parcels PKS, C-1, and C-2, the Irish Hill playground, and 21st Street. The investigations shall determine the potential for rock fall hazards. If the potential for rock fall hazards is identified, the site-specific geotechnical investigations shall identify measures to minimize such hazards to be implemented by the project sponsors. Possible measures to reduce the impacts of potential rock fall hazards include, but are not limited to, the following: • Limited regrading to adjust slopes to stable gradient; • Rock fall containment measures such as installation of drape nets, rock fall catchment fences, or diversion dams; and • Site design measures such as implementing setbacks to ensure that buildings and public uses are outside areas that could be subject to damage as a result of rock fall.	Project sponsors.	Prior to the start of construction activities at Parcels PKS, C-1, C-2, the Irish Hill playground, and 21st Street.	Project sponsors to submit geotechnical report(s) to the Port for review and approval.	Considered complete upon approval of geotechnical report(s) and any associated measures to minimize rock fall hazards.	Port
Mitigation Measure M-GE-3b: Signage and Restricted Access to Pier 70 Prior to issuance of the first certificate of occupancy under the Proposed Project, the project sponsors shall install a gate or an equivalent measure to prevent access to the existing dilapidated pier at the project site. A sign shall be posted at the potential access point informing the public of potential risks associated with use of the structure and prohibiting public access.	Project sponsors to install signage and gate or equivalent measure to prevent access to the existing dilapidated pier.	Prior to issuance of the first Certificate of Occupancy.	Project sponsors to document installation of signage and gate or equivalent measure	Considered complete upon installation of the signage and gate or equivalent measure. The measure will be documented in the annual	Port

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				mitigation and monitoring report.	
Mitigation Measure M-GE-6: Paleontological Resources Monitoring and Mitigation Program Prior to issuance of a building permit for construction activities that would disturb sedimentary rocks of the Franciscan Complex (based on the site-specific geotechnical investigation or other available information), the project sponsors shall retain the services of a qualified paleontological consultant having expertise in California paleontology to design and implement a Paleontological Resources Monitoring and Mitigation Program (PRMMP). The PRMMP shall specify the timing and specific locations where construction monitoring would be required; emergency discovery procedures; sampling and data recovery procedures; procedures for the preparation, identification, analysis, and curation of fossil specimens and data recovered; preconstruction coordination procedures; and procedures for reporting the results of the monitoring program. The PRMMP shall be consistent with the Society for Vertebrate Paleontology (SVP) Standard Guidelines for the mitigation of construction-related adverse impacts to paleontological resources and the requirements of the designated repository for any fossils collected. During construction, earth-moving activities that have the potential to disturb previously undisturbed native sediment or sedimentary rocks shall be monitored by a qualified paleontological consultant having expertise in California paleontology. Monitoring need not be conducted for construction activities in areas where the ground has been previously disturbed or when construction activities would encounter artificial fill, Young Bay Mud, marsh deposits, or non-sedimentary rocks of the Franciscan Complex. If a paleontological resource is discovered, construction activities in an appropriate buffer around the discovery site shall be suspended for a maximum of 4 weeks. At the direction of the Environmental Review Officer	Project sponsors and qualified paleontological consultant.	Prior to issuance of a building permit where construction activities would disturb sedimentary rocks of the Franciscan complex. If earth-moving activities have the potential to disturb previously undisturbed native sediment, a qualified paleontological consultant would monitor the activities.	Qualified paleontological consultant to prepare a PRMMP for review and approval by the ERO A single PRMMP or multiple PRMMPs may be produced to address project phasing. In compliance with the requirements of the PRMMP, a qualified paleontological consultant would monitor construction and provide a monitoring report for inclusion in the annual mitigation and monitoring report.	Considered complete upon documentation to the satisfaction of that building permit construction activities would not disturb sedimentary rocks of the Franciscan Complex, or review and approval of the PRMMP, if required, by the Planning Department. Monitoring activities and compliance would be documented in the annual mitigation and monitoring report.	Port and Planning Department

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(ERO), the suspension of construction can be extended beyond 4 weeks if needed to implement appropriate measures in accordance with the PRMMP, but only if such a suspension is the only feasible means to prevent an adverse impact on the paleontological resource. The paleontological consultant's work shall be conducted at the direction of the City's ERO. Plans and reports prepared by the consultant shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO.					
Hydrology and Water Resources Mitigation Measures					
Mitigation Measure M-HY-2a: Design and Construction of Proposed Pump Station for Options 1 and 3 The project sponsors shall design the new pump station proposed as part of the Proposed Project to achieve the following performance criteria. • The dry-weather capacity of the new pump station and associated force main shall be sufficient to convey dry-weather wastewater flows within the 20th Street sub-basin, including flows from the existing baseline, the Proposed Project at full build-out, and cumulative project contributions; and • The wet-weather capacity of the new pump station shall be sufficient to ensure that potential wet-weather combined sewer discharges from the 20th Street sub-basin and associated downstream basins do not exceed the long-term average of ten discharges per year specified in the SFPUC Bayside NPDES permit or applicable corresponding permit condition at time of final design. The capacity shall be based on the existing baseline, the Proposed Project at full build-out, and cumulative project contributions. The project sponsors shall coordinate with the SFPUC regarding the design and construction of the pump station. The final design shall be subject to	Project sponsors.	Prior to construction of the proposed pump station for Options 1 and 3.	Project sponsors to coordinate with the SFPUC and Port regarding the proposed pump station design and performance criteria.	Considered complete upon approval of the final design by the SFPUC.	SFPUC

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approval by the SFPUC.					
Mitigation Measure M-HY-2b: Design and Construction of Proposed Pump Station for Option 2 The project sponsors shall design the new pump station proposed as part of the Proposed Project to achieve the following performance criteria. • The dry-weather capacity of the new pump station and associated force main shall be sufficient to convey dry-weather wastewater flows within the 20th Street sub-basin, including flows from the existing baseline, the Proposed Project at full build-out, and cumulative project contributions; • During wet weather, wastewater flows from the project site shall bypass the wet-weather facilities and be conveyed to the combined sewer system in such a manner that they do not contribute to combined sewer discharges within the 20th Street sub-basin; and • The wet-weather capacity of the new pump station shall be sufficient to ensure that potential wet-weather combined sewer discharges from the 20th Street sub-basin and associated downstream basins do not exceed the long-term average of ten discharges per year specified in the SFPUC Bayside NPDES permit or applicable corresponding permit condition at time of final design. The capacity shall be based on the existing baseline and cumulative project contributions. The project sponsors shall coordinate with the SFPUC regarding the design and construction of the pump station. The final design shall be subject to approval by the SFPUC.	Project sponsors.	Prior to construction of the proposed pump station for Option 2.	Project sponsors to coordinate with the SFPUC and Port regarding the proposed pump station design and performance criteria.	Considered complete upon approval of the final design by the SFPUC.	SFPUC
Hazards and Hazardous Materials Mitigation Measures					
Mitigation Measure M-HZ-2a: Conduct Transformer Survey and Remove PCB Transformers	Project sponsors and qualified contractor.	Prior to the demolition, renovation, or	Qualified contractor to survey and determine the	Considered complete if no PCBs found or	Port

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The project sponsors shall retain a qualified contractor to survey any building and/or structure planned for demolition, renovation, or relocation to identify all electrical transformers in use and in storage. The contractor shall determine the PCB content using name plate information, or through sampling if name-plate data do not provide adequate information regarding the PCB content of the dielectric equipment. The project sponsors shall retain a qualified contractor to remove and dispose of all transformers in accordance with the requirements of Title 40 of the Code of Federal Regulations, Section 761.60 (described under the Regulatory Framework) and the Title 22 of the California Code of Regulations, Section 66261.24. The removal shall be completed in advance of any building or structural demolition, renovation, or relocation.		relocation of any building and/or structure.	PCB content of transformers in use and storage. If necessary, the contractor shall remove and dispose of transformers in accordance with applicable regulations.	upon appropriate disposal and removal of transformers. Mitigation activities would be documented in hazardous materials manifestos and in the annual mitigation and monitoring report.	
Mitigation Measure M-HZ-2b: Conduct Sampling and Cleanup if Stained Building Materials Are Observed In the event that leakage is observed in the vicinity of a transformer containing greater than 50 parts per million PCB (determined in accordance with Mitigation Measure H-HZ-2a), or the leakage has resulted in visible staining of the building materials or surrounding surface areas, the project sponsors shall retain a qualified professional to obtain samples of the building materials for the analysis of PCBs in accordance with Part 761 of the Code of Federal Regulations. If PCBs are identified at a concentration of 1 part per million, then the project sponsors shall retain a contractor to clean the surface to a concentration of 1 part per million or less in accordance with Title 40 of the Code of Federal Regulations, Section 761.61(a). The sampling and cleaning shall be completed in advance of any building or structural demolition, renovation, or relocation.	Project sponsors and qualified contractor.	In the event that leakage is observed in the vicinity of a transformer containing greater than 50 parts per million PCB, or the leakage has resulted in visible staining of the building materials or surrounding surface areas. If determined necessary, sampling and	If leakage or spillage occurs, qualified contractor to obtain samples and clean the surface (if necessary) in accordance with applicable regulations.	Considered complete if no PCBs found or upon sampling and removal of PCBs in accordance applicable regulations. Mitigation activities would be documented in hazardous materials manifestos and in the annual mitigation and monitoring report.	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
		cleaning shall be completed in advance of any building or structural demolition, renovation, or relocation.			
Mitigation Measure M-HZ-2c: Conduct Soil Sampling if Stained Soil is Observed In the event that leakage is observed in the vicinity of a PCB-containing transformer that has resulted in visible staining of the surrounding soil (determined in accordance with Mitigation Measure M-HZ-2a), the project sponsors shall retain a qualified professional to obtain soil samples for the analysis of PCBs in accordance with Part 761 of the Code of Federal Regulations. If PCBs are identified at a concentration less than the residential Environmental Screening Level of 0.22 milligrams per kilogram, then no further action shall be required. If PCBs are identified at a concentration greater than or equal to the residential Environmental Screening Level of 0.22 milligrams per kilogram, then the project sponsors shall require the contractor to implement the requirements of the Pier 70 RMP, as required by Mitigation Measure M-HZ-6. The sampling and implementation of the Pier 70 RMP requirements shall be completed in advance of any building or structural demolition, renovation, relocation, or subsequent development.	Project sponsors and qualified contractor.	In the event that leakage is observed in the vicinity of a transformer, or the leakage has resulted in visible staining of soils. If determined necessary, sampling and removal shall be completed in advance of any building or structural demolition, renovation, or relocation.	If leakage or spillage occurs, qualified contractor to obtain samples and remove any PCBs (if necessary) in accordance with applicable regulations.	Considered complete if no PCBs found or upon sampling and removal of PCBs in accordance applicable regulations. Mitigation activities would be documented hazardous materials manifestos and in the annual mitigation and monitoring report.	Port
Mitigation Measure M-HZ-3a: Implement Construction and Maintenance-Related Measures of the Pier 70 Risk Management Plan The project sponsors shall provide notice to the RWQCB, DPH, and Port in accordance with the Pier 70 RMP, in advance of ground-disturbing activities	Project sponsors and construction contractor(s).	Notice shall be provided to the RWQCB, DPH, and Port in accordance	All plans prepared in accordance with the Pier 70 RMP shall be submitted to the RWQCB,	Considered complete upon notice to the RWQCB, DPH, and Port.	Port

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
that would disturb an area of 1,250 square feet or more of native soil, 50 cubic yards or more of native soil, more than 0.5 acre of soil, or 10,000 square feet or more of durable cover (Pier 70 RMP Sections 4.1, 4.2, and 6.3). The project sponsors shall also (through their contractor) implement the following measures of the Pier 70 RMP during construction to provide for the protection of worker and public health, including nearby schools and other sensitive receptors, and to ensure appropriate disposition of soil and groundwater removed from the site: • A project-specific health and safety plan (Pier 70 RMP Section 6.4); • Access controls (Pier 70 RMP Section 6.1); • Soil management protocols, including those for: o soil movement (Pier 70 RMP Section 6.5.1), o soil stockpile management (Pier 70 RMP Section 6.5.2), and o import of clean soil (including preparation of a project-specific Soil Import Plan) (Pier 70 RMP Section 6.5.3); • A dust control plan in accordance with the measures specified by the California Air Resources Board for control of naturally occurring asbestos (Title 17 of California Code of Regulations, Section 93105) and Article 22B of the San Francisco Health Code and other applicable regulations as well as site-specific measures (Pier 70 RMP Section 6.6); • A project-specific stormwater pollution prevention control plan (Pier 70 RMP Section 6.7); • Off-site soil disposal (Pier 70 RMP Section 6.8);		with the Pier 70 RMP prior to any ground-disturbing activities that would disturb an area of 1,250 square feet or more of native soil, 50 cubic yards or more of native soil, more than 0.5 acre of soil, or 10,000 square feet or more of durable cover.	DPH, and Port for review and approval in accordance with the notification requirements of the RMP.		

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
• A project-specific groundwater management plan for temporary dewatering (Pier 70 RMP Section 6.10.1); • Risk management measures to minimize the potential for new utilities to become conduits for the spread of groundwater contamination (Pier 70 RMP Section 6.10.2); • Appropriate design of underground pipelines to prevent the intrusion of groundwater or degradation of pipeline construction materials by chemicals in the soil or groundwater (Pier 70 RMP Section 6.10.3); and • Protocols for unforeseen conditions (Pier 70 RMP Section 6.9). Following completion of construction activities that disturb any durable cover, the integrity of the previously existing durable cover shall be re-established in accordance with Section 6.2 of the Pier 70 RMP and the protocols described in the Operations and Maintenance Plan of the Pier 70 RMP. All plans prepared in accordance with the Pier 70 RMP shall be submitted to the RWQCB, DPH, and/or Port for review and approval in accordance with the notification requirements of the RMP (Pier 70 RMP Section 4.0).					
Mitigation Measure M-HZ-3b: Implement Well Protection Requirements of the Pier 70 Risk Management Plan In accordance with Section 6.11 of the Pier 70 RMP, the project sponsors shall review available information prior to any ground-disturbing activities to identify any monitoring wells within the construction area, including any wells installed by PG&E in support of investigation and remediation of the PG&E Responsibility Area within the 28-Acre Site. The wells shall be appropriately protected during construction. If construction necessitates destruction of an existing well, the destruction shall be conducted in accordance with California and DPH well abandonment regulations, and	Project sponsors	Prior to ground-disturbing activities.	Project sponsors to identify any monitoring wells in the area, and appropriately protect them. If destruction of a well is required, it would be conducted in accordance with	Monitoring complete if no wells or activities would be demonstrated in RWQCB and DPH regulatory applications and documented in the annual mitigation and	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
must be approved by the RWQCB. The Port shall also be notified of the destruction. If required by the RWQCB, DPH, or the Port, the project sponsors shall reinstall any groundwater monitoring wells that are part of the ongoing groundwater monitoring network.			applicable regulations and the Port would be notified. If required by the RWQCB, DPH, or the Port, the project sponsors shall reinstall any groundwater monitoring wells that are part of the ongoing groundwater monitoring network.	monitoring report.	
Mitigation Measure M-HZ-4: Implement Construction-Related Measures of the Hoedown Yard Site Management Plan In accordance with the notification requirements of the Hoedown Yard SMP (Section 4.2), the project sponsors (through their contractor) shall notify the RWQCB, DPH, and/or Port prior to conducting any intrusive work at the Hoedown Yard. During construction, the contractor shall implement the following measures of the Hoedown Yard SMP to provide for the protection of worker and public health, and to ensure appropriate disposition of soil and groundwater. • A project-specific Health and Safety Plan (Hoedown Yard SMP Section 5): o Dust management measures in accordance with the measures specified by the California Air Resources Board for control of naturally occurring asbestos (Title 17 of California Code of Regulations, Section 93105) and Article 22B of the San Francisco Health Code. The specific measures must address	Project sponsors	Prior to ground-disturbing activities at the Hoedown Yard.	The project sponsors shall notify the RWQCB, DPH, and/or Port prior to conducting any intrusive work at the Hoedown Yard.	Considered complete after notification to the RWQCB, DPH, and/or Port.	DPH

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
dust control (SMP Section 6.1) and dust monitoring (SMP Section 6.2). • Soil and water management measures, including: o soil handling (Hoedown Yard SMP Section 7.1.1), o stockpile management (Hoedown Yard SMP Section 7.1.2), o on-site reuse of soil (Hoedown Yard SMP Section 7.1.3), o off-site soil disposal (Hoedown Yard SMP Section 7.1.4), o excavation dewatering (Hoedown Yard SMP Section 7.1.5), o stormwater management (Hoedown Yard SMP Section 7.1.6), o site access and security (Hoedown Yard SMP Section 7.1.7), and o unanticipated subsurface conditions (Hoedown Yard SMP Section 7.2).					
Mitigation Measure M-HZ-5: Delay Development on Proposed Parcels H1, H2, and E3 Until Remediation of the PG&E Responsibility Area is Complete The project sponsors shall not start construction of the proposed development or associated infrastructure on proposed Parcel H1, H2, and E3 until PG&E's remedial activities in the PG&E Responsibility Area within and adjacent to these parcels have been completed to the satisfaction of the RWQCB, consistent with the terms of the remedial action plan prepared by PG&E and approved by RWQCB. During subsequent development, the project sponsors shall implement the requirements of the Pier 70 RMP within the PG&E Responsibility Area, as enforced through the recorded deed restriction on the Pier 70 Master Plan Area.	Project sponsors and PG&E.	Prior to the start of construction on proposed Parcels H1, H2, and E3. During subsequent development, for implementation of Pier 70 RMP Requirements.	PG&E to complete remedial activities in the PG&E Responsibility Area within and adjacent to Parcels H1, H2, and E3 to satisfaction of RWQCB. Project sponsor to implement Pier 70 RMP requirements, enforced by recorded deed	Considered complete upon RWQCB confirmation of satisfaction with PG&E remedial action.	Port

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
			restriction.		
Mitigation Measure M-HZ-6: Additional Risk Evaluations and Vapor Control Measures for Residential Land Uses The notification submittals required under Mitigation Measure M-HZ-3a shall describe site conditions at the time of development. If residential land uses are proposed at or near locations where soil vapor or groundwater concentrations exceed residential cleanup standards for vapor intrusion (based on information provided in the Pier 70 RMP), this information shall be included in the notification submittal and the RWQCB and DPH determine whether a risk evaluation is required. If required, the project sponsors or future developer(s) shall conduct a risk evaluation in accordance with the Pier 70 RMP. The risk evaluation shall be based on the soil vapor and groundwater quality presented in the Pier 70 RMP and the proposed building design. The project sponsors shall conduct additional soil vapor or groundwater sampling as needed to support the risk evaluation, subject to the approval of the RWQCB and DPH. If the risk evaluation demonstrates that there would be unacceptable health risks to residential users (i.e., greater than 1×10^{-6} incremental cancer risk or a non-cancer hazard index greater than 1), the project sponsors shall incorporate measures into the building design to minimize or eliminate exposure to soil vapor through the vapor intrusion pathway, subject to review and approval by the RWQCB and DPH. Appropriate vapor intrusion measures include, but are not limited to design of a safe building configuration that would preclude vapor intrusion; installation of a vapor barrier; and/or design and installation of an active vapor monitoring and extraction system. If the risk evaluation demonstrates that vapor intrusion risks would be within acceptable levels (less than 1×10^{-6} incremental cancer risk or a non-cancer hazard index less than 1) under a project-specific development scenario, no additional action shall be required. (For instance, the project sponsors could locate all residential uses above the first floor which, in some cases, could eliminate the potential for residential exposure to organic compounds in soil	Project sponsors	Prior to ground-disturbing activities of residential land uses if near locations where soil vapor or groundwater concentrations exceed residential cleanup standard for vapor intrusion.	Site conditions shall be recorded by the project sponsors and included in the notification submittal to the RWQCB and DPH. If required, the project sponsors shall conduct a risk evaluation in accordance with the Pier 70 RMP and incorporate measures to minimize or eliminate exposure to soil vapor.	Considered complete upon a notification submittal to the RWQCB and DPH. If a risk evaluation and further measures are required, they would be reviewed and approved by the RWQCB and DPH.	Port

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT

MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
vapors.)					
Mitigation Measure M-HZ-7: Modify Hoedown Yard Site Mitigation Plan The project sponsors shall conduct a risk evaluation to evaluate health risks to future site occupants, visitors, and maintenance workers under the proposed land use within the Hoedown Yard. The risk evaluation shall be based on the soil, soil vapor, and groundwater quality data provided in the existing SMP and supporting documents and the project sponsors shall conduct additional sampling as needed to support the risk evaluation. Based on the results of the risk evaluation, the project sponsors shall modify the Hoedown Yard SMP to include measures to minimize or eliminate exposure pathways to chemicals in the soil and groundwater, and achieve health-based goals (i.e., an excess cancer risk of 1×10^{-6} and a Hazard Index of 1) applicable to each land use proposed for development within the Hoedown Yard. At a minimum, the modified SMP shall include the following components: • Regulatory-approved cleanup levels for the proposed land uses; • A description of existing conditions, including a comparison of site data to regulatory-approved cleanup levels; • Regulatory oversight responsibilities and notification requirements; • Post-development risk management measures, including management measures for the maintenance of engineering controls (e.g., durable covers, vapor mitigation systems) and site maintenance activities that could encounter contaminated soil; • Monitoring and reporting requirements; and • An operations and maintenance plan, including annual inspection requirements.	Project sponsors shall conduct a risk evaluation, and shall modify the Hoedown Yard SMP to include measures to minimize or eliminate exposure pathways to chemicals in the soil and groundwater, and achieve health-based goals applicable to each land use proposed for development within the Hoedown Yard.	Prior to ground-disturbing activities at the Hoedown Yard.	Project sponsors shall submit the risk evaluation and proposed risk management plan to the RWQCB, DPH, and Port for review and approval.	Considered complete upon review and approval of the risk evaluation and proposed risk management plan by the RWQCB, DPH, and Port.	Port, DPH

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
The risk evaluation and proposed risk management plan shall be submitted to the RWQCB, DPH, and Port for review and approval prior to the start of ground disturbance.					
Mitigation Measure M-HZ-8a: Prevent Contact with Serpentinite Bedrock and Fill Materials in Irish Hill Playground The project sponsors shall ensure that a minimum 2-foot thick durable cover of asbestos-free clean imported fill with a vegetated cover is emplaced above serpentinite bedrock and fill materials in the level portions of Irish Hill Playground. The fill shall meet the soil criteria for clean fill specified in Table 4 of the Pier 70 RMP and included in Appendix F, Hazards and Hazardous Materials, of this EIR. Barriers shall be constructed to preclude direct climbing on the bedrock of the Irish Hill remnant. The design of the durable cover and barriers shall be submitted to the DPH and Port for review and approval prior to construction of the Irish Hill Playground.	Project sponsors to design and install a 2-foot-thick durable cover over serpentinite bedrock and fill in the level portions of the Irish Hill Playground and barriers to preclude direct climbing on the bedrock of the Irish Hill remnant.	Submittal of design of durable cover and barriers to DPH and Port prior to construction of the Irish Hill Playground.	Project sponsors shall submit design of durable covers and barriers to DPH, Port	Considered complete upon review and approval of the design and installation of the 2-foot-thick durable cover and barriers by the DPH and Port.	Port, DPH
Mitigation Measure M-HZ-8b: Restrictions on the Use of Irish Hill Playground To the extent feasible, the project sponsors shall ensure that the Irish Hill Playground is not operational until ground disturbing activities for construction of the new 21st Street and on the adjacent parcels (PKN, PKS, HDY-1, HDY2, C1, and C2) is completed. If this is not feasible, and Irish Hill Playground is operational prior to construction of the new 21st Street and construction on all adjacent parcels, the playground shall be closed for use when ground-disturbing activities are occurring for the construction of the new 21st Street and on any of the adjacent parcels.	Project sponsors.	Prior to and during construction of the new 21st Street and on Parcels PKN, PKS, HDY-1, HDY-2, C1, and C2.	Project sponsors shall ensure the playground is not operational until ground-disturbing activities at the new 21st Street and on Parcels PKN, PKS, HDY-1, HDY-2, C1, and C2 are complete; or playground shall be closed for use when ground-disturbing activities are occurring	Considered complete when the aforementioned parcels' ground-disturbing activities are finished. Documentation would occur in the annual mitigation and monitoring report.	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency**[1]
IMPROVEMENT MEASURES FOR THE PIER 70 MIXED-USED DISTRICT PROJECT					
Improvement Measure I-CR-4a: Documentation Before any demolition, rehabilitation, or relocation activities within the UIW Historic District, the project sponsors should retain a professional who meets the Secretary of the Interior's Professional Qualifications Standards for Architectural History to prepare written and photographic documentation of all contributing buildings proposed for demolition within the UIW Historic District. The documentation for the property should be prepared based on the National Park Service's Historic American Building Survey (HABS)/Historic American Engineering Record (HAER) Historical Report Guidelines. This type of documentation is based on a combination of both HABS/HAER standards and National Park Service's policy for photographic documentation, as outlined in the NRHP and National Historic Landmarks Survey Photo Policy Expansion. The written historical data for this documentation should follow HABS/HAER standards. The written data should be accompanied by a sketch plan of the property. Efforts should also be made to locate original construction drawings or plans of the property during the period of significance. If located, these drawings should be photographed, reproduced, and included in the dataset. If construction drawings or plans cannot be located, as-built drawings should be produced. Either HABS/HAER-standard large format or digital photography should be used. If digital photography is used, the ink and paper combinations for printing photographs must be in compliance with NR-NHL Photo Policy Expansion and have a permanency rating of approximately 115 years. Digital photographs should be taken as uncompressed, TIFF file format. The size of each image should be 1,600 by 1,200 pixels at 330 pixels per inch or larger, color format, and printed in black and white. The file name for each electronic image should correspond with the index of photographs and photograph label. Photograph views for the dataset should include (a)	Project sponsors and qualified preservation architect, historic preservation expert, or other qualified individual.	Project Sponsor Documentation : Before any demolition, rehabilitation, or relocation activities within the UIW Historic District.	Project sponsors and qualified preservation architect, historic preservation expert, or other qualified individual to complete historic resources documentation, and transmit such documentation to the History Room of the San Francisco Public Library, and to the Northwest Information Center of the California Historical Information Resource System.	Considered complete when documentation is reviewed and approved by Port Preservation Staff, and the documentation is provided to the San Francisco Public Library, and to the Northwest Information Center of the California Historical Information Resource System.	Port

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
contextual views; (b) views of each side of each building and interior views, where possible; (c) oblique views of buildings; and (d) detail views of character-defining features, including features on the interiors of some buildings. All views should be referenced on a photographic key. This photographic key should be on a map of the property and should show the photograph number with an arrow to indicate the direction of the view. Historic photographs should also be collected, reproduced, and included in the dataset. The project sponsors should transmit such documentation to the History Room of the San Francisco Public Library, and to the Northwest Information Center of the California Historical Information Resource System. The project sponsors should scope the documentation measures with Port Preservation staff..					
Improvement Measure I-CR-4b: Public Interpretation Following any demolition, rehabilitation, or relocation activities within the project site, the project sponsors should provide within publicly accessible areas of the project site a permanent display(s) of interpretive materials concerning the history and architectural features of the District's three historical eras (Nineteenth Century, Early Twentieth Century, and World War II), including World War II-era Slipways 5 through 8 and associated craneways. The display(s) should also document the history of the Irish Hill Remnant, including, for example, the original 70- to 100-foot tall Irish Hill landform and neighborhood of lodging, houses, restaurants, and saloons that occupied the once much larger hill until the earlier twentieth century. The content of the interpretive display(s) should be coordinated and consistent with the sitewide interpretive plan prepared for the 28-Acre Site in coordination with the Port. The specific location, media, and other characteristics of such interpretive display(s) should be presented to Port preservation staff for approval prior to any demolition or removal activities.	Project sponsors should provide a permanent display(s) of interpretive materials concerning the history and architectural features of the District within publicly accessible areas of the project site.	Project sponsors provide permanent display: Following any demolition, rehabilitation, or relocation activities within the project site.	Project sponsors submit documentation of permanent display(s) of interpretive materials	Considered complete when interpretive materials are presented to Port preservation staff for approval. The materials would then be presented in the publically accessible area of the project site.	Port
Improvement Measure I-TR-A: Construction Management Plan Traffic Control Plan for Construction – To reduce potential conflicts between	Project sponsors, TMA, and	Prior to issuance of a	Construction contractor(s) to	Considered complete upon	Port, Planning Department,

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
construction activities and pedestrians, bicyclists, transit, and autos during construction activities, the project sponsors should require construction contractor(s) to prepare a traffic control plan for major phases of construction (e.g., demolition and grading, construction, or renovation of individual buildings). The project sponsors and their construction contractor(s) will meet with relevant City agencies to coordinate feasible measures to reduce traffic congestion, including temporary transit stop relocations and other measures to reduce potential traffic and transit disruption and pedestrian circulation effects during major phases of construction. For any work within the public right-of-way, the contractor would be required to comply with San Francisco's Regulations for Working in San Francisco Streets (i.e., the "Blue Book"), which establish rules and permit requirements so that construction activities can be done safely and with the least possible interference with pedestrians, bicyclists, transit, and vehicular traffic. Additionally, non-construction-related truck movements and deliveries should be restricted as feasible during peak hours (generally 7:00 a.m. to 9:00 a.m. and 4:00 p.m. to 6:00 p.m., or other times, as determined by SFMTA and the Transportation Advisory Staff Committee [TASC]). In the event that the construction timeframes of the major phases and other development projects adjacent to the project site overlap, the project sponsors should coordinate with City Agencies through the TASC and the adjacent developers to minimize the severity of any disruption to adjacent land uses and transportation facilities from overlapping construction transportation impacts. The project sponsors, in conjunction with the adjacent developer(s), should propose a construction traffic control plan that includes measures to reduce potential construction traffic conflicts, such as coordinated material drop offs, collective worker parking, and transit to job site and other measures. <u>Reduce Single Occupant Vehicle Mode Share for Construction Workers</u> – To minimize parking demand and vehicle trips associated with construction workers, the project sponsors should require the construction contractor to include in the Traffic Control Plan for Construction methods to encourage	construction contractor(s).	building permit. Project construction updates for adjacent residents and businesses within 150 feet would occur throughout the construction phase.	prepare a Traffic Control Plan and meet with relevant City agencies (i.e., SFMTA, Port Staff, and Planning Department) to coordinate feasible measures to reduce traffic congestion. A single traffic control plan or multiple traffic control plans may be produced to address project phasing.	submittal of the Traffic Control Plan to the SFMTA and the Port. Project construction update materials would be provided in the annual mitigation and monitoring plan.	SFMTA as appropriate

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
walking, bicycling, carpooling, and transit access to the project construction sites and to minimize parking in public rights-of-way by construction workers in the coordinated plan. Project Construction Updates for Adjacent Residents and Businesses – To minimize construction impacts on access for nearby residences, institutions, and businesses, the project sponsors should provide nearby residences and adjacent businesses with regularly-updated information regarding construction, including construction activities, peak construction vehicle activities (e.g., concrete pours), travel lane closures, and lane closures via a newsletter and/or website.					
Improvement Measure I-TR-B: Queue Abatement It should be the responsibility of the owner/operator of any off-street parking facility with more than 20 parking spaces (excluding loading and car-share spaces) to ensure that vehicle queues do not occur regularly on the public right-of-way. A vehicle queue is defined as one or more vehicles (destined to the parking facility) blocking any portion of any public street, alley, or sidewalk for a consecutive period of 3 minutes or longer on a daily or weekly basis. If a recurring queue occurs, the owner/operator of the parking facility should employ abatement methods as needed to abate the queue. Appropriate abatement methods will vary depending on the characteristics and causes of the recurring queue, as well as the characteristics of the parking facility, the street(s) to which the facility connects, and the associated land uses (if applicable). Suggested abatement methods include but are not limited to the following: redesign of facility to improve vehicle circulation and/or on-site queue capacity; employment of parking attendants; installation of LOT FULL signs with active management by parking attendants; use of valet parking or other space-efficient parking techniques; use of off-site parking facilities or shared parking with nearby uses; use of parking occupancy sensors and signage	Project sponsors, owner/operator of any off-street parking facility, and transportation consultant.	On-going during operations of any off-street parking facilities.	The owner/operator of the parking facility should monitor vehicle queues in the public right-of-way, and would employ abatement measures as needed. If the Port Director, or his or her designee, suspects that a recurring queue is present, the Port should notify the property owner in writing. The owner/operator should hire a transportation consultant to	Monitoring of the public right-of-way would be on-going by the owner/operator of off-street parking operations.	Port, Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
directing drivers to available spaces; TDM strategies such as additional bicycle parking, customer shuttles, delivery services; and/or parking demand management strategies such as parking time limits, paid parking, time-of-day parking surcharge, or validated parking. If the Port Director, or his or her designee, suspects that a recurring queue is present, Port Staff should notify the property owner in writing. Upon request, the owner/operator should hire a qualified transportation consultant to evaluate the conditions at the site for no less than 7 days. The consultant should prepare a monitoring report to be submitted to the Port for review. If the Port determines that a recurring queue does exist, the facility owner/operator should have 90 days from the date of the written determination to abate the queue.			prepare a monitoring report and if a recurring queue does exist, the owner/operator would abate the queue.		
Improvement Measure I-TR-C: Strategies to Enhance Transportation Conditions During Events. The project's Transportation Coordinator should participate as a member of the Mission Bay Ballpark Transportation Coordination Committee (MBBTCC) and provide at least 1-month notification to the MBBTCC where feasible prior to the start of any then known event that would overlap with an event at AT&T Park. The City and the project sponsors should meet to discuss transportation and scheduling logistics for occasions with multiple events in the area.	Project sponsors, TMA, parks maintenance entity, parks programming entity, and/or Transportation Coordinator.	Prior to the start of any known event that would overlap with an event at AT&T Park.	Project sponsors and Transportation Coordinator to meet with MBBTCC and City to discuss transportation and scheduling logistics for occasions with multiple events in the area.	Include in MMRP Annual Report; On-going during project lifespan.	Port, Planning Department, SFMTA
Improvement Measure I-WS-3a: Wind Reduction for Public Open Spaces and Pedestrian and Bicycle Areas For each development phase, a qualified wind consultant should prepare a wind impact and mitigation analysis regarding the proposed design of public open spaces and the surrounding proposed buildings. Feasible means should be considered to improve wind comfort conditions for each public open space, particularly for any public seating areas. These feasible means include horizontal and vertical, partially-porous wind screens (including canopies,	Project sponsors and qualified wind consultant.	During the design of public open spaces and pedestrian and bicycle areas for each development phase.	Qualified wind consultant would prepare a wind impact and mitigation analysis to be reviewed by the Port Staff.	Considered complete upon review of the wind impact and mitigation analysis for public open spaces and pedestrian and	Port or Planning Department

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule	Monitoring Agency[1]
trellises, umbrellas, and walls), street furniture, landscaping, and trees. Specifics for particular public open spaces are set forth in Improvement Measures I-WS-3b to I-WS-3f. Any proposed wind-related improvement measure should be consistent with the design standards and guidelines outlined in the *Pier 70 SUD Design for Development*.				bicycle areas by the Port Staff.	
Improvement Measure I-WS-3b: Wind Reduction for Waterfront Promenade and Waterfront Terrace The Waterfront Promenade and Waterfront Terrace would be subject to winds exceeding the pedestrian wind comfort criteria. A qualified wind consultant should prepare written recommendations of feasible means to improve wind comfort conditions in this open space, emphasizing vertical elements, such as wind screens and landscaping. Where necessary and appropriate, wind screens should be strategically placed directly around seating areas. For maximum benefit, wind screens should be at least 6 feet high and made of approximately 20 to 30 percent porous material. Design of any wind screen or landscaping shall be compatible with the Historic District.	Project sponsors and qualified wind consultant.	During the design of the Waterfront Promenade and Waterfront Terrace.	Qualified wind consultant would prepare a wind impact and mitigation analysis to be reviewed by Port Staff.	Considered complete upon review of the wind impact and mitigation analysis for the Waterfront Promenade and Waterfront Terrace by Port Staff	Port
Improvement Measure I-WS-3c: Wind Reduction for Slipways Commons The central and western portions of Slipways Commons would be subject to winds exceeding the pedestrian wind comfort criteria. Street trees should be considered along Maryland Street, particularly on the east side of Maryland Street between Buildings E1 and E2. Vertical elements such as wind screens would help for areas where street trees are not feasible. Where necessary and appropriate, wind screens should be strategically placed to the west of any seating areas. For maximum benefit, wind screens should be at least 6 feet high and made of approximately 20 to 30 percent porous material. Design of	Project sponsors and qualified wind consultant.	During the design of the Slipway Commons.	Qualified wind consultant would prepare a wind impact and mitigation analysis to be reviewed by Port Staff.	Considered complete upon review of the wind impact and mitigation analysis for the Slipway Commons by Port Staff.	Port

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
any wind screen or landscaping shall be compatible with the Historic District.					
Improvement Measure I-WS-3d: Wind Reduction for Building 12 Market Plaza and Market Square Building 12 Market Plaza and Market Square would be subject to winds exceeding the pedestrian wind comfort criteria. For reducing wind speeds in the public courtyard between Buildings 2 and 12, the inner south and west façades of Building D-1 could be stepped by at least 12 feet to direct downwashing winds above pedestrian level. Alternatively, overhead protection should be used, such as a 12-foot-deep canopy along the inside south and west façades of Building D-1, or localized trellises or umbrellas over seating areas. For reducing wind speeds on the eastern and southern sides of Building 12, street trees should be considered, along Maryland and 22nd streets. Smaller underplantings should be combined with street trees to reduce winds at pedestrian level. Design of any wind screen or landscaping shall be compatible with the Historic District.	Project sponsors and qualified wind consultant.	During the design of the Building 12 Market Plaza and Market Square.	Qualified wind consultant would prepare a wind impact and mitigation analysis to be reviewed by Port Staff.	Considered complete upon review of the wind impact and mitigation analysis for the Building 12 Market Plaza and Market Square by Port Staff.	Port

MITIGATION MONITORING AND REPORTING PROGRAM FOR PIER 70 MIXED-USE DISTRICT PROJECT					
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/ Reporting Responsibility**	**Monitoring Schedule**	**Monitoring Agency[1]**
Improvement Measure I-WS-3e: Wind Reduction for Irish Hill Playground The Irish Hill Playground would be subject to winds exceeding the pedestrian wind comfort criteria. For maximum benefit, wind screens should be at least 6 feet high and made of approximately 20 to 30 percent porous material. Design of any wind screen or landscaping shall be compatible with the Historic District.	Project sponsors and qualified wind consultant.	During the design of the Irish Hill Playground.	Qualified wind consultant would prepare a wind impact and mitigation analysis to be reviewed by Port Staff.	Considered complete upon review of the wind impact and mitigation analysis for the Irish Hill Playground by Port Staff.	Port
Improvement Measure I-WS-3f: Wind Reduction for 20th Street Plaza The 20th Street Plaza would be subject to winds exceeding the pedestrian wind comfort criteria. A qualified wind consultant should prepare written recommendations of feasible means to improve wind comfort conditions in this open space, emphasizing hardscape elements, such as wind screens, canopies, and umbrellas. Where necessary and appropriate, wind screens should be strategically placed to the northwest of any seating area. For maximum benefit, wind screens should be at least 6 feet high and made of approximately 20 to 30 percent porous material. If there would be seating areas directly adjacent to the north façade of the PKN Building, localized canopies or umbrellas should be used. Design of any wind screen or landscaping shall be compatible with the Historic District.	Project sponsors and qualified wind consultant.	During the design of the 20th Street Plaza.	Qualified wind consultant would prepare a wind impact and mitigation analysis to be reviewed by Port Staff.	Considered complete upon review of the wind impact and mitigation analysis for the 20th Street Plaza by Port Staff.	Port

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Planning Commission Resolution No. 19978

HEARING DATE: AUGUST 24, 2017

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HOUSING ELEMENT

OBJECTIVE 1
IDENTIFY AND MAKE AVAILABLE FOR DEVELOPMENT ADEQUATE SITES TO MEET THE CITY'S HOUSING NEEDS, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING.

POLICY 1.1
Plan for the full range of housing needs in the City and County of San Francisco, especially affordable housing.

POLICY 1.8
Promote mixed use development, and include housing, particularly permanently affordable housing, in new commercial, institutional or other single use development projects.

POLICY 1.10
Support new housing projects, especially affordable housing, where households can easily rely on public transportation, walking and bicycling for the majority of daily trips.

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

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

OBJECTIVE 11
SUPPORT AND RESPECT THE DIVERSE AND DISTINCT CHARACTER OF SAN FRANCISCO'S NEIGHBORHOODS.

POLICY 11.1
Promote the construction and rehabilitation of well-designed housing that emphasizes beauty, flexibility, and innovative design, and respects existing neighborhood character.

POLICY 11.2
Ensure implementation of accepted design standards in project approvals.

POLICY 11.7
Respect San Francisco's historic fabric, by preserving landmark buildings and ensuring consistency with historic districts.

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

OBJECTIVE 12
BALANCE HOUSING GROWTH WITH ADEQUATE INFRASTRUCTURE THAT SERVES THE CITY'S GROWING POPULATION.

POLICY 12.1
Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

POLICY 12.2
Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

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

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

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

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

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

COMMERCE AND INDUSTRY ELEMENT

OBJECTIVE 1
MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

POLICY 1.1
Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

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

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

OBJECTIVE 2
MAINTAIN AND ENHANCE A SOUND AND DIVERSE ECONOMIC BASE AND FISCAL STRUCTURE FOR THE CITY.

POLICY 2.1
Seek to retain existing commercial and industrial activity and to attract new such activity to the city.

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

OBJECTIVE 3
PROVIDE EXPANDED EMPLOYMENT OPPORTUNITIES FOR CITY RESIDENTS, PARTICULARLY THE UNEMPLOYED AND ECONOMICALLY DISADVANTAGED.

POLICY 3.2
Promote measures designed to increase the number of San Francisco jobs held by San Francisco residents.

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

TRANSPORTATION ELEMENT

OBJECTIVE 2
USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

POLICY 2.1
Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

POLICY 2.5
Provide incentives for the use of transit, carpools, vanpools, walking and bicycling and reduce the need for new or expanded automobile and automobile parking facilities.

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

OBJECTIVE 23

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

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

POLICY 23.2
Widen sidewalks where intensive commercial, recreational, or institutional activity is present, sidewalks are congested, where sidewalks are less than adequately wide to provide appropriate pedestrian amenities, or where residential densities are high.

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

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

URBAN DESIGN ELEMENT

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

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

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

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

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

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

OBJECTIVE 2
CONSERVATION OF RESOURCES WHICH PROVIDE A SENSE OF NATURE, CONTINUITY WITH THE PAST, AND FREEDOM FROM OVERCROWDING.

POLICY 2.4
Preserve notable landmarks and areas of historic, architectural or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.

POLICY 2.5
Use care in remodeling of older buildings, in order to enhance rather than weaken the original character of such buildings.

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

RECREATION AND OPEN SPACE ELEMENT

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

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

POLICY 1.7
Support public art as an essential component of open space design.

The Project would build a network of waterfront parks, playgrounds and recreational facilities on the 28-Acre Site that, with development of the Illinois Street Parcels, will more than triple the amount of parks in the neighborhood. The Project will provide over nine acres of new open space for a variety of activities, including an Irish Hill playground, a market square, a central commons, a minimum ½ acre active recreation on the rooftop of buildings, and waterfront parks along 1,380 feet of shoreline. In addition, the Project would provide new private open space for each of the new dwelling units.

POLICY 1.12
Preserve historic and culturally significant landscapes, sites, structures, buildings and objects.

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

OBJECTIVE 3
IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.

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

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

CENTRAL WATERFRONT AREA PLAN
Objectives and Policies

Land Use

OBJECTIVE 1.1
ENCOURAGE THE TRANSITION OF PORTIONS OF THE CENTRAL WATERFRONT TO A MORE MIXED-USE CHARACTER, WHILE PROTECTING THE NEIGHBORHOOD'S CORE OF PDR USES AS WELL AS THE HISTORIC DOGPATCH NEIGHBORHOOD.

POLICY 1.1.2
Revise land use controls in formerly industrial areas outside the core Central Waterfront industrial area, to create new mixed use areas, allowing mixed-income housing as a principal use, as well as limited amounts of retail, office, and research and development, while protecting against the wholesale displacement of PDR uses.

POLICY 1.1.7
Ensure that future development of the Port's Pier 70 Mixed Use Opportunity Site supports the Port's revenue-raising goals while remaining complementary to the maritime and industrial nature of the area.

POLICY 1.1.10
While continuing to protect traditional PDR functions that need large, inexpensive spaces to operate, also recognize that the nature of PDR businesses is evolving gradually so that their production and distribution activities are becoming more integrated physically with their research, design and administrative functions.

OBJECTIVE 1.2

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

POLICY 1.2.1
Ensure that infill housing development is compatible with its surroundings.

POLICY 1.2.2
For new construction, and as part of major expansion of existing buildings in neighborhood commercial districts, require housing development over commercial. In other mixed-use districts encourage housing over commercial or PDR where appropriate.

POLICY 1.2.3
In general, where residential development is permitted, control residential density through building height and bulk guidelines and bedroom mix requirements.

POLICY 1.2.4
Identify portions of Central Waterfront where it would be appropriate to increase maximum heights for residential development.

OBJECTIVE 1.4
SUPPORT A ROLE FOR "KNOWLEDGE SECTOR" BUSINESSES IN APPROPRIATE PORTIONS OF THE CENTRAL WATERFRONT.

POLICY 1.4.1
Continue to permit manufacturing uses that support the Knowledge Sector in the Mixed Use and PDR districts of the Central Waterfront.

POLICY 1.4.3
Allow other Knowledge Sector office uses in portions of the Central Waterfront where it is appropriate.

OBJECTIVE 1.7
RETAIN THE CENTRAL WATERFRONT'S ROLE AS AN IMPORTANT LOCATION FOR PRODUCTION, DISTRIBUTION, AND REPAIR (PDR) ACTIVITIES

POLICY 1.7.3
Require development of flexible buildings with generous floor-to-ceiling heights, large floor plates, and other features that will allow the structure to support various businesses.

Housing

OBJECTIVE 2.1
ENSURE THAT A SIGNIFICANT PERCENTAGE OF NEW HOUSING CREATED IN THE CENTRAL WATERFRONT IS AFFORDABLE TO PEOPLE WITH A WIDE RANGE OF INCOMES.

POLICY 2.1.1
Require developers in some formally industrial areas to contribute towards the City's very low, low, moderate and middle income needs as identified in the Housing Element of the General Plan.

OBJECTIVE 2.3
REQUIRE THAT A SIGNIFICANT NUMBER OF UNITS IN NEW DEVELOPMENTS HAVE TWO OR MORE BEDROOMS EXCEPT SENIOR HOUSING AND SRO DEVELOPMENTS UNLESS ALL BELOW MARKET RATE UNITS ARE TWO OR MORE BEDROOM UNITS.

POLICY 2.3.1
Target the provision of affordable units for families.

POLICY 2.3.2
Prioritize the development of affordable family housing, both rental and ownership, particularly along transit corridors and adjacent to community amenities.

POLICY 2.3.3
Require that a significant number of units in new developments have two or more bedrooms, except Senior Housing and SRO developments.

POLICY 2.3.4
Encourage the creation of family supportive services, such as child care facilities, parks and recreation, or other facilities, in affordable housing or mixed-use developments.

Built Form

OBJECTIVE 3.1
PROMOTE AN URBAN FORM THAT REINFORCES THE CENTRAL WATERFRONT'S DISTINCTIVE PLACE IN THE CITY'S LARGER FORM AND STRENGTHENS ITS PHYSICAL FABRIC AND CHARACTER.

POLICY 3.1.1
Adopt heights that are appropriate for the Central Waterfront's location in the city, the prevailing street and block pattern, and the anticipated land uses, while producing buildings compatible with the neighborhood's character.

POLICY 3.1.2
Development should step down in height as it approaches the Bay to reinforce the city's natural topography and to encourage and active and public waterfront.

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

POLICY 3.1.9

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

OBJECTIVE 3.2
PROMOTE AN URBAN FORM AND ARCHITECTURAL CHARACTER THAT SUPPORTS WALKING AND SUSTAINS A DIVERSE, ACTIVE AND SAFE PUBLIC REALM.

POLICY 3.2.1
Require high quality design of street-facing building exteriors.

POLICY 3.2.2
Make ground floor retail and PDR uses as tall, roomy and permeable as possible.

POLICY 3.2.5
Building form should celebrate corner locations.

OBJECTIVE 3.3
PROMOTE THE ENVIRONMENTAL SUSTAINABILITY, ECOLOGICAL FUNCTIONING AND THE OVERALL QUALITY OF THE NATURAL ENVIRONMENT IN THE PLAN AREA

POLICY 3.3.1
Require new development to adhere to a new performance-based ecological evaluation tool to improve the amount and quality of green landscaping.

POLICY 3.3.3
Enhance the connection between building form and ecological sustainability by promoting use of renewable energy, energy-efficient building envelopes, passive heating and cooling, and sustainable materials.

Transportation

OBJECTIVE 4.1
IMPROVE PUBLIC TRANSIT TO BETTER SERVE EXISTING AND NEW DEVELOPMENT IN CENTRAL WATERFRONT

POLICY 4.1.4
Reduce existing curb cuts where possible and restrict new curb cuts to prevent vehicular conflicts with transit on important transit and neighborhood commercial streets.

POLICY 4.1.6
Improve public transit in the Central Waterfront including cross-town routes and connections the 22nd Street Caltrain Station and Third Street Light Rail.

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

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

POLICY 4.3.2
For new non-residential development, provide flexibility by eliminating minimum off-street parking requirements and establishing caps generally equal to the previous minimum requirements. For office uses limit parking relative to transit accessibility.

OBJECTIVE 4.4
SUPPORT THE CIRCULATION NEEDS OF EXISTING AND NEW PDR AND MARITIME USES IN THE CENTRAL WATERFRONT

POLICY 4.4.3
In areas with a significant number of PDR establishments and particularly along Illinois Street, design streets to serve the needs and access requirements of trucks while maintaining a safe pedestrian and bicycle environment.

OBJECTIVE 4.5
CONSIDER THE STREET NETWORK IN CENTRAL WATERFRONT AS A CITY RESOURCE ESSENTIAL TO MULTI-MODAL MOVEMENT AND PUBLIC OPEN SPACE

POLICY 4.5.2
As part of a development project's open space requirement, require publicly-accessible alleys that break up the scale of large developments and allow additional access to buildings in the project.

POLICY 4.5.4
Extend and rebuild the street grid, especially in the direction of the Bay.

OBJECTIVE 4.7
IMPROVE AND EXPAND INFRASTRUCTURE FOR BICYCLING AS AN IMPORTANT MODE OF TRANSPORTATION

POLICY 4.7.1
Provide a continuous network of safe, convenient and attractive bicycle facilities connecting Central Waterfront to the citywide bicycle network and conforming to the San Francisco Bicycle Plan.

POLICY 4.7.2
Provide secure, accessible and abundant bicycle parking, particularly at transit stations, within shopping areas and at concentrations of employment.

POLICY 4.7.3
Support the establishment of the Blue-Greenway by including safe, quality pedestrian and bicycle connections from Central Waterfront.

Streets & Open Space

OBJECTIVE 5.1
PROVIDE PUBLIC PARKS AND OPEN SPACES THAT MEET THE NEEDS OF RESIDENTS, WORKERS AND VISITORS

POLICY 5.1.1
Identify opportunities to create new public open spaces and provide at least one new public open space serving the Central Waterfront.

POLICY 5.1.2
Require new residential and commercial development to provide, or contribute to the creation of public open space.

OBJECTIVE 5.4
THE OPEN SPACE SYSTEM SHOULD BOTH BEAUTIFY THE NEIGHBORHOOD AND STRENGTHEN THE ENVIRONMENT

POLICY 5.4.1
Increase the environmental sustainability of Central Waterfronts system of public and private open spaces by improving the ecological functioning of all open space.

POLICY 5.4.3
Encourage public art in existing and proposed open spaces.

Historic Preservation

OBJECTIVE 8.2
PROTECT, PRESERVE, AND REUSE HISTORIC RESOURCES WITHIN THE CENTRAL WATERFRONT AREA PLAN

POLICY 8.2.2
Apply the Secretary of the Interior's Standards for the Treatment of Historic Properties in conjunction with the Central Waterfront area plan and objectives for all projects involving historic or cultural resources.

OBJECTIVE 8.3
ENSURE THAT HISTORIC PRESERVATION CONCERNS CONTINUE TO BE AN INTEGRAL PART OF THE ONGOING PLANNING PROCESSES FOR THE CENTRAL WATERFRONT AREA PLAN

POLICY 8.3.1
Pursue and encourage opportunities, consistent with the objectives of historic preservation, to increase the supply of affordable housing within the Central Waterfront plan area.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

7) *That landmarks and historic buildings be preserved;*

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

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

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

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

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

Jonas P. Ionin
Commission Secretary

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

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Planning Commission Resolution No. 19979

HEARING DATE: AUGUST 24, 2017

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

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO THE PLANNING CODE WITH MODIFICATIONS TO ESTABLISH THE PIER 70 SPECIAL USE DISTRICT AND TO AMEND ZONING USE DISTRICT MAP NO. ZN08 TO REZONE ASSESSOR'S BLOCK 4052 LOT 001 (PARTIAL), BLOCK 4111 LOT 004 (PARTIAL), BLOCK 4110 LOTS 001 AND 008A FROM M-2 (HEAVY MANUFACTURING) TO PIER 70 MIXED-USE DISTRICT, AND BLOCK 4120 LOT 002 FROM P (PUBLIC) TO PIER 70 MIXED USE DISTRICT, AND HEIGHT & BULK DISTRICT MAP NO. HT08 TO INCREASE THE HEIGHT LIMIT FOR BLOCK 4052 LOT 001 (PARTIAL), BLOCK 4111 LOT 004 (PARTIAL), AND BLOCK 4120 LOT 002 FROM 40-X TO 90-X, AND VARIOUS FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1.

WHEREAS, on July 25, 2017, Mayor Edwin Lee and Supervisor Malia Cohen introduced ordinances for Planning Code Text Amendments to establish the Pier 70 Special Use District (herein "Pier 70 SUD") and amend Zoning Use District Map No. ZN08 and Height and Bulk District Map No. HT08 for the Pier 70 Mixed-Use Project ("Project").

WHEREAS, pursuant to Planning Code Section 302(b), on July 25, 2017, the San Francisco Board of Supervisors initiated the aforementioned Planning Code Text Amendments.

WHEREAS, these Planning Code Text Amendments would enable the Project. The Project includes new market-rate and affordable residential uses, commercial use, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and

infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space.

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

WHEREAS, these Planning Code Text Amendments would establish the Pier 70 SUD, which would outline the land use controls for the Project site, alongside the Pier 70 SUD Design for Development ("D4D").

WHEREAS, these Planning Code Text Amendments would amend Zoning Use District Map No. ZN08 to rezone Assessor's Block 4052 Lot 001 (partial), Block 4111 Lot 004 (partial), Block 4110 Lots 001 and 008A from M-2 (Heavy Manufacturing) to Pier 70 Mixed-Use District, and Block 4120 Lot 002 from P (Public) to Pier 70 Mixed Use District.

WHEREAS, these Planning Code Text Amendments would amend Height & Bulk District Map No. HT08 to increase the height limit for Block 4052 Lot 001 (partial), Block 4111 Lot 004 (partial), and Block 4120 Lot 002 from 40-X to 90-X.

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

WHEREAS, on August 24, 2017, the Planning Commission reviewed and considered the Final EIR for the Pier 70 Mixed Project ("FEIR") and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and, by Motion No. 19976, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.

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

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

WHEREAS, on August 24, 2017, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed Planning Code Text Amendments.

WHEREAS, a draft ordinance, substantially in the form attached hereto as Exhibit A, approved as to form, would establish the Pier 70 SUD and amend Zoning Use District Map No. ZN08 and Height and Bulk District Map No. HT08 for the Project.

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

1. The Planning Code Text Amendments would help implement the Pier 70 Mixed-Use Project development, thereby evolving currently under-utilized industrial land for needed housing, commercial space, and parks and open space.
2. The Planning Code Text Amendments would help implement the Pier 70 Mixed-Use Project, which in turn will provide employment opportunities for local residents during construction and post-occupancy, as well as community facilities and parks for new and existing residents.
3. The Planning Code Text Amendments would help implement the Pier 70 Mixed-Use Project by enabling the creation of a mixed-use and sustainable neighborhood, with fully rebuilt infrastructure. The new neighborhood would improve the site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's central waterfront.
4. The Planning Code Text Amendments would enable the construction of a new vibrant, safe, and connected neighborhood, including new parks and open spaces. The General Plan Amendments would help ensure a vibrant neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.
5. The Planning Code Text Amendments would enable construction of new housing, including new on-site affordable housing, and new arts, retail and manufacturing uses. These new uses would create a new mixed-use neighborhood that would strengthen and complement nearby neighborhoods.
6. The Planning Code Text Amendments would facilitate the preservation and rehabilitation of portions of the Union Iron Works Historic District--an important historic resource listed in the National Register of Historic Places.

AND BE IT FURTHER RESOLVED, that the Commission finds the Planning Code Text Amendments are in general conformity with the General Plan as set forth in Planning Commission Resolution No. 19978.

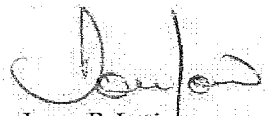
AND BE IT FURTHER RESOLVED, that the Commission finds the Planning Code Text Amendments are in general conformity with Planning Code Section 101.1 as set forth in Planning Commission Resolution No. 19978.

AND BE IT FURTHER RESOLVED, that the Commission recommends approval of the proposed legislation with the following modifications:

- *Uses* – The Ordinance should be updated to reflect definitions contained within the Planning Code and to exempt certain uses, such as hospital and automotive retail uses. In addition, the revised ordinance should include refinements to the permitted uses within the ground floor frontages, as defined by Planning Department staff.
- *Bicycle Parking* – The Ordinance should be updated to clarify that the location and design of bicycle parking shall follow the guidelines set forth in the D4D.

- *Off-Street Parking* – The Ordinance should be updated to require review of the off-street parking program upon submittal of a phase application. In addition, the Ordinance should update the criteria for review of the off-street parking program, as defined by Planning Department staff.
- *Design Review and Approval of Vertical Improvements* – The Ordinance should be updated to specify that Port staff review for compliance may occur with either the Vertical DDA (if available) or the Appraisal Notice.
- *Non-Substantial Text Edits* – The Ordinance should be updated to reflect other non-substantial text edits, as defined by Planning Department staff.
- *Maximize Housing As Feasible* – The Commission encourages the Project Sponsor to maximize the construction of new housing, as feasible.
- *Jobs & Housing Balance* – Given the uncertain future state of the jobs and housing balance in San Francisco, the Commission encourages the Board of Supervisors to include a provision in the Pier 70 SUD, to establish a reasonable threshold for office development where anything above said threshold would return to the Planning Commission as a Conditional Use Authorization.

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



Jonas P. Ionin
Commission Secretary

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

NAYES: None

ABSENT: Fong

ADOPTED: August 24, 2017

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Planning Commission Motion No. 19980

HEARING DATE: AUGUST 24, 2017

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

APPROVING THE PIER 70 SPECIAL USE DISTRICT DESIGN FOR DEVELOPMENT (D4D) DOCUMENT, AND ADOPTING VARIOUS FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1

WHEREAS, on July 25, 2017, Mayor Edwin Lee and Supervisor Malia Cohen introduced ordinances for Planning Code Text Amendments to establish the Pier 70 Special Use District (herein "Pier 70 SUD") and amend Zoning Use District Map No. ZN08 and Height and Bulk District Map No. HT08 for the Pier 70 Mixed-Use Project ("Project").

WHEREAS, pursuant to Planning Code Section 302(b), on July 25, 2017, the San Francisco Board of Supervisors initiated Planning Code Text Amendments that would add the Pier 70 SUD in Planning Code Section 249.79.

WHEREAS, the Pier 70 SUD, in turn, refers to the Pier 70 SUD Design for Development document (herein "D4D") for further controls, standards, and guidelines specific to the site, providing development requirements for both infrastructure and community facilities as well as private development of buildings. The D4D would therefore be an extension of the Pier 70 SUD.

WHEREAS, as an extension of the Planning Code Text Amendments, the D4D would enable and guide the entire 35-acre Pier 70 Mixed-Use Project area, which includes the 28-Acre Site and Illinois Parcels (comprised of parcels owned by the Port of San Francisco and PG&E). The Project includes new market-rate and affordable residential uses, commercial use, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of

transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space; and, This Motion approving this D4D is a companion to other legislative approvals relating to the Pier 70 SUD, including General Plan Amendments, Planning Code Text Amendments, Zoning Map Amendments, and the approval of a Development Agreement.

WHEREAS, together with the Pier 70 SUD, the D4D will be the key source for development controls and design guidelines for land use, buildings, parking, streets and public open spaces, architecture, and more. Parks and open spaces will also follow a subsequent design review and approval process per Port standards. The D4D addresses street layout, open space, and blocks, and establishes overarching strategies for placement of uses and buildings relative to street and open space typologies. Following adoption, any amendments to the D4D will occur through approval of both Planning and Port Commissions, whereas any amendments to the Pier 70 SUD would require approval by the Board of Supervisors, following recommendations by the Planning and Port Commissions.

WHEREAS, on August 24, 2017, the Planning Commission ("Commission") reviewed and considered the Final EIR for the Pier 70 Mixed Project (FEIR) and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and, by Motion No. 19976, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.

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

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

WHERAS, on August 24, 2017, by Resolution Nos. 19978 and 19979, the Commission adopted findings in connection with its consideration of, among other things, the adoption of amendments to the General Plan and related zoning text and map amendments, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth.

WHERAS, on August 24, 2017, by Resolution No. 19978, the Commission adopted findings regarding the Project's consistency with the General Plan, Planning Code Section 101.1, and all other approval actions associated with the SUD and development therein.

NOW THEREFORE BE IT RESOLVED, that the Planning Commission approves the Pier 70 SUD D4D, contingent on the final approval of the Pier 70 SUD, for the following reasons:

1. The D4D would help implement the Pier 70 Mixed-Use Project, thereby evolving currently under-utilized industrial land for needed housing, commercial space, and parks and open space.

2. The D4D would help implement the Pier 70 Mixed-Use Project, which in turn will provide employment opportunities for local residents during construction and post-occupancy, as well as community facilities and parks for new and existing residents.
3. The D4D would help implement the Pier 70 Mixed-Use Project by enabling the creation of a mixed-use and sustainable neighborhood, with fully rebuilt infrastructure. The new neighborhood would improve the site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's central waterfront.
4. The D4D would enable the construction of a new vibrant, safe, and connected neighborhood including new parks and open spaces. The D4D would help ensure a neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.

AND BE IT FURTHER RESOLVED, that the Commission finds the Pier 70 SUD D4D is in general conformity with the General Plan as set forth in Planning Commission Resolution No. 19978.

AND BE IT FURTHER RESOLVED, that the Commission finds the Pier 70 SUD D4D is in general conformity with Planning Code Section 101.1 as set forth in Planning Commission Resolution No. 19978.

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

Jonas P. Ionin
Commission Secretary

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

NAYES: None

ABSENT: Fong

ADOPTED: August 24, 2017

SAN FRANCISCO
PLANNING DEPARTMENT

Planning Commission Resolution No. 19981

HEARING DATE: AUGUST 24, 2017

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Case No.:	**2014-001272DVA**
Project Name:	**Pier 70 Mixed-Use Project**
Existing Zoning:	M-2 (Heavy Industrial) Zoning District 40-X Height and Bulk District
Block/Lot:	4052/001 and 4111/004
Proposed Zoning:	Pier 70 Mixed-Use Zoning District 90-X Height and Bulk District
Project Sponsor:	Port of San Francisco and FC Pier 70, LLC.
Staff Contact:	Richard Sucre – (415) 575-9108 richard.sucre@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE A DEVELOPMENT AGREEMENT BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND FC PIER 70, LLC, FOR CERTAIN REAL PROPERTY LOCATED WITHIN PIER 70, COMPRISED OF A PORTION OF ASSESSOR'S BLOCKS AND LOTS 4052/LOT 001, AND A PORTION OF BLOCK 4111 LOT 004, ALTOGETHER CONSISTING OF APPROXIMATELY 28 ACRES, FOR A 30-YEAR TERM CONFIRMED IN THE DISPOSITION AND DEVELOPMENT AGREEMENT (DDA), AND ADOPTING VARIOUS FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1.

WHEREAS, Chapter 56 of the San Francisco Administrative Code sets forth the procedure by which a request for a development agreement will be processed and approved in the City and County of San Francisco.

WHEREAS, the Development Agreement would enable the Pier 70 Mixed-Use Project. The Pier 70 Mixed-Use Project ("Project") includes new market-rate and affordable residential uses, commercial uses, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space; and,

WHEREAS, in 2011, the Port of San Francisco ("Port") selected through a competitive process, FC Pier 70, LLC ("Forest City") to serve as master developer for the Project.

WHEREAS, in 2013, the Board of Supervisors ("Board") endorsed a Term Sheet and Development Plan for the Project, which set forth the terms of the Project.

WHEREAS, the 90-X Height and Bulk District was approved by the voters in Proposition F in 2014.

WHEREAS, the Board will be taking a number of actions in furtherance of the Project, including the approval of a disposition and development agreement ("DDA") between the City and County of San Francisco acting by and through the San Francisco Port Commission and Forest City.

WHEREAS, these actions include the adoption of the Pier 70 Special Use District ("Pier 70 SUD") and its associated Pier 70 SUD Design for Development ("D4D"), which together outline land use controls and design guidance for both horizontal and vertical development and improvements to the site, General Plan Amendments, and establishment of an infrastructure financing district ("IFD") project area to support construction of infrastructure and rehabilitation of historic structures, and an Infrastructure and Revitalization Financing District ("IRFD") to support onsite affordable housing.

WHEREAS, in furtherance of the Project and the City's role in subsequent approval actions relating to the Project, the City and Forest City negotiated a development agreement for development of the Project site, a copy of which is attached as Exhibit A (the "Development Agreement").

WHEREAS, the City has determined that as a result of the development of the Project site in accordance with the Development Agreement and the DDA, clear benefits to the public will accrue that could not be obtained through application of existing City ordinances, regulations, and policies, as more particularly described in the Development Agreement and the DDA. The Development Agreement will eliminate uncertainty in the City's land use planning for the Project site and secure orderly development of the Project site consistent with the Design for Development and the DDA.

WHEREAS, the Development Agreement shall be executed by the Director of Planning, City Administrator, Director of Public Works, City Attorney, and Port Director, subject to prior approval by those Commissions and the Board of Supervisors.

WHEREAS, on August 24, 2017, the Planning Commission ("Commission") reviewed and considered the Final EIR for the Pier 70 Mixed Project ("FEIR") and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and, by Motion No. 19976, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.

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

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

WHERAS, on August 24, 2017, by Resolution Nos. 19978 and 19979, the Commission adopted findings in connection with its consideration of, among other things, the adoption of amendments to the General Plan and related zoning text and map amendments, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth.

WHERAS, on August 24, 2017, by Resolution No. 19978, the Commission adopted findings regarding the Project's consistency with the General Plan, Planning Code Section 101.1, and all other approval actions associated with the SUD and development therein.

NOW THEREFORE BE IT RESOLVED, that the Commission recommends approval of the Development Agreement, in substantially the form attached hereto as Exhibit A.

AND BE IT FURTHER RESOLVED, that the Commission finds that the application, public notice, Planning Commission hearing, and Planning Director reporting requirements regarding the Development Agreement negotiations contained in Administrative Code Chapter 56 required of the Planning Commission and the Planning Director have been substantially satisfied in light of the regular monthly meetings held for the last two and a half years, the multiple public informational hearings provided by the Planning Department staff at the Planning Commission, and the information contained in the Director's Report regarding the Pier 70 SUD Development Agreement negotiations.

AND BE IT FURTHER RESOLVED, that the Commission authorizes the Planning Director to take such actions and make such changes as deemed necessary and appropriate to implement this Commission's recommendation of approval and to incorporate recommendations or changes from the Port Commission, San Francisco Municipal Transportation Agency (SFMTA) Board of Directors, the San Francisco Public Utilities Commission (SFPUC) and/or the Board, provided that such changes do not materially increase any obligations of the City or materially decrease any benefits to the City contained in the Development Agreement attached as Exhibit A.

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

Jonas P. Ionin
Commission Secretary

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

NAYES: None

ABSENT: Fong

ADOPTED: August 24, 2017

SAN FRANCISCO
PLANNING DEPARTMENT

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August 28, 2017

Ms. Angela Calvillo, Clerk
Honorable Mayor Edwin Lee
Honorable Supervisor Cohen
Board of Supervisors
City and County of San Francisco
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Re: **Transmittal of Planning Department Case No. 2014-001272PRJ**
Legislative Approvals for the Pier 70 Mixed-Use Project
Planning Commission Recommendation: ***Approval with Modification***

Dear Ms. Calvillo, Mayor Lee and Supervisor Cohen,

On August 24, 2017, the Planning Commission conducted duly noticed public hearings at regularly scheduled meetings to consider the Pier 70 Mixed-Use Project, which included the following actions:

1. Certification of the Pier 70 Mixed-Use Project Final Environmental Impact Report (FEIR) pursuant to the California Environmental Quality Act (CEQA);
2. Adoption of findings under the California Environmental Quality Act (CEQA), including findings rejecting alternatives as infeasible and adopting a Statement of Overriding Considerations and the Mitigation Monitoring and Reporting Program (MMRP);
3. Recommendation that the Board of Supervisors approve the General Plan Amendments pursuant to Planning Code Section 340 and adopt the findings of consistency with the General Plan and Priority Policies of Planning Code Section 101.1;
4. Recommendation that the Board of Supervisors approve the Planning Code Text Amendments to establish the Pier 70 Special Use District, and the associated Zoning Map Amendments;
5. Adoption of the proposed the Pier 70 SUD Design for Development (D4D); and,
6. Recommendation that the Board of Supervisors approve the Development Agreement (DA) for the Project.

At the hearing the Planning Commission recommended approval of all of the aforementioned actions.

Two of these actions (Development Agreement and Planning Code Text Amendments/Zoning Map Amendments) relate to the Ordinances introduced by Mayor Edwin Lee and Supervisor Malia Cohen as introduced on July 25, 2017. These Ordinances include: Development Agreement-FC Pier 70, LLC Pier 70 Development Project (File No. 170863) and Planning Code, Zoning Map – Pier 70 Special Use District (File No. 170864).

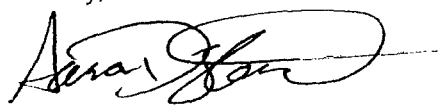
At the public hearing on August 24, 2017, the Commission reviewed and recommended revisions to the Ordinances for the DA and Planning Code Text Amendments, as noted in the adopted resolutions.

On August 24, 2017, the Planning Commission reviewed and considered the Final EIR for the Pier 70 Mixed Project (FEIR) and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31. On August 24, 2017, by Motion No. 19976, the Commission certified the Final Environmental Impact Report for the Pier 70 Mixed-Use Project as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"). On August 24, 2017, the Commission by Motion No. 19977 approved California Environmental Quality Act (CEQA) Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2014-001272ENV, for approval of the Project, which findings are incorporated by reference as though fully set forth herein.

The redline copy of the General Plan Amendment along with two copies will be deliver to the Clerk following this email.

Please find attached documents relating to the actions of the Commission. If you have any questions or require further information please do not hesitate to contact me.

Sincerely,



Aaron D. Starr
Manager of Legislative Affairs

cc:
Marlena Byrne, Deputy City Attorney
Andrea Ruiz-Esquide, Deputy City Attorney
Erica Major, Office of the Clerk of the Board
Mawuli Tugbenyoh, Legislative Director, Mayor's Office
Yoyo Chan, Aide to Supervisor Cohen
Sarah Dennis-Phillips, Mayor's Office of Economic and Workforce Development

Attachments :
Planning Commission Motion No. 19976 – Certification of Pier 70 Mixed-Use Project FEIR
Planning Commission Motion No. 19977 – Adoption of CEQA Findings
Planning Commission Resolution No. 19978 – General Plan Amendments and General Plan & 101.1 Findings
Planning Commission Resolution No. 19979 – Planning Code Text Amendments & Zoning Map Amendments
Planning Commission Motion No. 19980 – Design for Development

Planning Commission Motion No. 19981 – Development Agreement
Planning Department Executive Summary-2014-001272PRJ
Ordinance – General Plan Amendments

BOARD of SUPERVISORS

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NOTICE OF PUBLIC HEARING

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

LAND USE AND TRANSPORTATION COMMITTEE

NOTICE IS HEREBY GIVEN THAT the Land Use and Transportation Committee will hold a public hearing to consider the following proposal and said public hearing will be held as follows, at which time all interested parties may attend and be heard:

Date: **October 16, 2017**

Time: **1:30 p.m.**

Location: **Legislative Chamber, Room 250, located at City Hall**
1 Dr. Carlton B. Goodlett Place, San Francisco, CA

Subject: **Pier 70 Mixed Use Project**

File No. 170930. Ordinance amending the General Plan to revise Maps 4 and 5 of the Urban Design Element to refer to the Pier 70 Mixed-Use Project Special Use District; adopting findings under the California Environmental Quality Act, and Planning Code, Section 340; and making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1.

File No. 170864. Ordinance amending the Planning Code and the Zoning Map to add the Pier 70 Special Use District; making findings under the California Environmental Quality Act, and making findings of consistency with the General Plan, the eight priority policies of Planning Code, Section 101.1, and Planning Code, Section 302.

In accordance with Administrative Code, Section 67.7-1, persons who are unable to attend the hearing on this matter may submit written comments to the City prior to the time the hearing begins. These comments will be made part of the official public record in this matter, and shall be brought to the attention of the members of the Committee. Written comments should be addressed to Angela Calvillo, Clerk of the Board, City Hall, 1 Dr. Carlton B. Goodlett Place, Room 244, San Francisco, CA 94102. Information relating to this matter is available in the Office of the Clerk of the Board. Agenda information relating to this matter will be available for public review on Friday, October 13, 2017.

Angela Calvillo, Clerk of the Board

DATED/PUBLISHED/POSTED: October 6, 2017