



# SAN FRANCISCO PLANNING DEPARTMENT

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February 21, 2020

Ms. Angela Calvillo, Clerk  
Supervisor Shamann Walton  
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 Packet of Planning Department Case Number:  
2017-011878 ENV/GPA/PCA/MAP/DVA  
Potrero Power Station Mixed-Use Project  
BOS File Nos: 200039, 200040  
Planning Commission Recommendation: Approval**

Dear Ms. Calvillo and Supervisor Walton,

On January 30, 2020 the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to consider the proposed General Plan Amendment Ordinance, Planning Code and Map Amendment Ordinance, and Development Agreement Ordinance for the Potrero Power Station Mixed-Use Project (the "Project"). This submittal packet includes the official transmittal of the Planning Commission's actions on these ordinances.

The proposed General Plan Amendments, Planning Code and Map Amendments, and Development Agreement were analyzed in the *Potrero Power Station Mixed-Use Project EIR* (the "EIR"). On January 30, 2020, the Commission certified the EIR with Motion No. 20635 and adopted CEQA findings with Motion No. 20636. The Draft EIR and the Response to Comments document on the Draft EIR are included as attachments to this transmittal.

Also included as an attachment to this transmittal for informational purposes is the Project Design for Development document (the "D4D"), which describes the Project's design standards and guidelines. The D4D was approved by the Commission on January 30, 2020, with Motion No. 20638.

At the January 30, 2020, hearing the Commission voted to recommend **approval** of the proposed General Plan Amendments, Planning Code and Map Amendments, and Development Agreement. Please find attached documents relating to the Commission's actions. The original redlined version of the ordinances not already introduced at the Board will be delivered to the Clerk's office following this transmittal. Please note that the Board has 90 days to act on General Plan Amendments once they have been received by the Clerk of the Board.

If you have any questions or require further information, please do not hesitate to contact me.

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Sincerely,



Aaron D. Starr  
Manager of Legislative Affairs

cc: Percy Burch, Aide to Supervisor Walton  
Austin Yang, Deputy City Attorney  
Erica Major, Office of the Clerk of the Board  
Jon Lau, Office of Economic and Workforce Development  
Joshua Switzky, Planning Department  
John M. Francis, Planning Department

Attachments (one copy of the following):

Planning Commission Hearing Staff Executive Summary  
Planning Commission Resolution No. 20637 regarding General Plan Amendments  
Draft Ordinance for the General Plan Amendments  
Planning Commission Resolution No. 20639 regarding Planning Code and Map Amendments  
Draft Ordinance for the Planning Code and Map Amendments  
Planning Commission Resolution No. 20640 regarding the Development Agreement  
Draft Ordinance for the Development Agreement (Board File No: 180681)  
Draft Development Agreement (includes Design for Development as Exhibit E)  
Draft EIR  
Response to Comments on the Draft EIR



# SAN FRANCISCO PLANNING DEPARTMENT

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## Executive Summary

HEARING DATE: JANUARY 30, 2020

*Case No.:* 2017-011878 GPA PCA MAP DEV CWP  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Proposed Zoning:* P (Public)  
Potrero Power Station Mixed-Use District (PPS-MU)  
*Proposed Height:* 65/240-PPS  
*Blocks/Lots:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company – (415) 796-8945  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

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### SUMMARY

On January 30, 2020, the Planning Commission (“Commission”) will consider a series of approval actions related to the proposed Potrero Power Station Mixed-Use Project (“Project”). The Commission has previously reviewed the Project as part of: 1) informational hearings on August 23, 2018, November 8, 2018, April 25, 2019, and September 5, 2019; and 2) the Draft Environmental Impact Report (“DEIR”) on November 8, 2018. The Project has also been discussed at the Commission in the context of the Southern Bayfront Strategy in multiple informational hearings. The actions before the Commission on the Project include the following:

1. Certification of the Final Environmental Impact Report (“FEIR”) prepared for the Project pursuant to the California Environmental Quality Act (Pub. Resources Code §§ 21,000 et seq., “CEQA”), the guidelines implementing CEQA (14 Cal. Code Regs. §§ 15,000 et seq., “CEQA Guidelines”), and the Chapter 31 of the City’s Administrative Code;
2. Adoption of CEQA Findings, including a Mitigation and Monitoring Plan (“MMRP”);
3. Recommendation to the Board of Supervisors to approve General Plan Amendments to amend the Central Waterfront Area Plan, the Commerce and Industry Element, the Urban Design Element, the Transportation Element, and the Recreation and Open Space Element, and the Land Use Index as further described below;
4. Adopt General Plan and Planning Code Section 101.1 Consistency Findings;
5. Recommendation to the Board of Supervisors to approve Zoning Map Amendments and Planning Code Text Amendments to reclassify the site and establish the Potrero Power Station Special Use District (“SUD”);
6. Approval of the Design for Development (“D4D”); and
7. Approval of the Development Agreement (“DA”).

## **PROJECT DESCRIPTION**

The Potrero Power Station site is located on approximately 29 acres of land on 6 privately-owned parcels and includes approximately 2.75 acres of land owned by the City and County of San Francisco and the Port of San Francisco. Current uses on the site include a small office building occupied by the Project Sponsor, an electrical switchyard owned and operated by PG&E, and street rights of way or shoreline areas owned by the Port and City; the remainder of the site includes multiple vacant structures and unused infrastructure related to the site's previous use as a power station.

In 2011, the Potrero Power Plant ceased its power-generating operations subject to a Settlement Agreement ("Settlement Agreement") between then-owner Mirant Potrero LLC and the City. The Settlement Agreement provided Mirant or a future property owner the opportunity to work with the City and community on a redevelopment proposal for the site. In 2016, the Project Sponsor purchased the property from then-owner NRG Energy, and in 2017 began an extensive planning process with City agencies and the community to develop a master plan for the site.

The Project will be built in up to six phases and includes developing approximately 2.5 million square feet ("sq ft") of residential space (2,601 dwelling units), 1.8 million sq ft of commercial uses, including 100,000 sq ft of retail, 800,000 sq ft of office, 650,000 sq ft of life science/laboratory, 240,000 sq ft of hotel (250 rooms), and 35,000 sq ft of Production, Distribution, and Repair ("PDR") uses. Additionally, it includes 25,000 square feet of entertainment/assembly uses, 50,000 square feet of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space. The proposal includes three signature open space areas: the approximately 1.2-acre "Power Station Park," the approximately 0.6-acre "Stack Plaza," and an approximately 3-acre waterfront park that opens up over 1,000 linear feet of shoreline to the public for the first time in 150 years.

The Project is organized around the centrally located Power Station Park and extends the existing east/west street grid from Humboldt and 23<sup>rd</sup> Streets and the planned north/south street grid from the Pier 70 Project into the site to create a new street network. Land uses are interspersed by block throughout the site with no single use dominating one area. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse, bookending Power Station Park. A 250-room hotel would occupy Unit 3 while the exterior Station A walls would enclose the lower floors of a new commercial building. Humboldt Street will serve as the Project's primary neighborhood retail spine, with required ground floor retail uses clustered around the intersections with Maryland and Delaware Streets. Wrapped or subterranean parking would be an accessory use on all blocks and a district parking garage is proposed on one of three blocks on the western side of the site.

Heights of new buildings would range between 65 feet and 240 feet and would generally step down from the middle of the site toward both the east and west. Three towers with maximum building heights of 180 feet, 220 feet, and 240 feet are generally clustered around the intersection of Humboldt Street and Georgia Alley.

Power Station Park would include two U6 soccer/flexible recreation fields, a playground, and flexible plaza spaces. It is intended to be used as an active recreation area and neighborhood park for the Central Waterfront. Stack Plaza would be a large, flexibly-programmed civic gathering space featuring the site's



preserved Boiler Stack, an iconic symbol for the Central Waterfront and reminder of the site's long industrial history. A publicly accessible and reservable rooftop U10 soccer field will be located on the district parking garage.

The Project will also feature a linear shoreline park incorporating a new section of the Bay Trail with other plazas and green areas on either side for public use. These include:

- "The Point" at the southernmost end of the shoreline, which will include natural planted areas, picnic areas with tables and benches, outdoor grills, and discovery play features for children and adults;
- "Turbine Plaza," which will be partially enclosed in the Unit 3 complex and function as circulation to the shoreline, as an event space, and potentially as a space for the display of public art, and;
- "Humboldt Street Plaza," a pedestrian extension of Humboldt Street which will function as circulation to the shoreline and as a public gathering and event space.

Additional smaller spaces lining the east and west sides of the Bay Trail will offer seating, a flexible lawn, natural planting, outdoor dining, public art, and interpretive elements. A public recreational dock is also proposed. The shoreline park will connect seamlessly to the neighboring Pier 70 shoreline park to create a unified Central Waterfront shoreline open space system. All public open spaces in the Project—with the exception of the Point and some areas directly along the shoreline, which are owned by the Port—will be privately owned. All open spaces, including those on Port property, will be maintained by the site master association(s) and managed for public use and benefit in perpetuity according to rules and procedures established in the Development Agreement.

## **ENVIRONMENTAL REVIEW**

On October 3, 2018, the Department published the Potrero Power Station Mixed-Use Project Draft Environmental Impact Report ("DEIR") for public review (Case No. 2017-011878ENV). The DEIR was available for public comment until November 19, 2018.

On November 8, 2018, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the DEIR.

On December 11, 2019, the Department published a Responses to Comments document, responding to comments made regarding the DEIR.

On January 30, 2020, the Commission will consider certification of the Final Environmental Impact Report ("FEIR") for the Project, and will determine if it is adequate, accurate and complete.

In addition, on January 30, 2020, the Commission must adopt the CEQA Findings for the FEIR, prior to the approval of the Project (See Case No. 2017-011878GPA PCA MAP DVA CWP).

## **PUBLIC COMMENT**

The Project Sponsor has engaged in a robust community outreach program throughout the development and refinement of the Project design over the past several years. Community engagement included

roughly 170 community meetings, including public site tours, workshops and presentations, Project Sponsor office hours, presentations to the Eastern Neighborhoods Community Advisory Committee, the Potrero Boosters, the Dogpatch Neighborhood Association, SPUR, the Housing Action Coalition, the Port, the Historic Preservation Commission, and the Planning Commission.

Community voices have played an important role in shaping the design of the Project, particularly related to the height of buildings and the retention of Station A. Initial proposals for the Project site included height limits that would have permitted one 300 foot tower (north end of Block 15) and three 180 foot towers (Block 1, Block 5, and Block 7). However, some community members expressed concerns about the impact that buildings of this height would have on viewsheds from Potrero Hill. In response, the Project Sponsor reduced the number of proposed towers, reconfigured their location, and lowered the greatest permitted heights on the site from 300 feet to 240 feet. The current proposal includes heights of 240 feet on Block 7, 220 feet on Block 5, and 180 feet on Block 1. In order to maintain the overall development program—including the number of proposed housing units—while accommodating this change, height limits on Block 13 and the south end of Block 15 were increased.

Regarding Station A, the building's retention and adaptive reuse have been a goal of the Planning Department and Project Sponsor since the earliest stages of planning for the Project. However, its construction type (unreinforced masonry) and state of disrepair due to a lack of ongoing maintenance by previous property owners mean its retention is challenging for both technical and economic reasons. As such, Station A's status within the Project was uncertain as the Project Sponsor studied whether the structure could be physically incorporated into a modern building and whether Project financing could support it along with other important Project priorities. Throughout the planning and design process for the Project, community members from the Dogpatch and Potrero Hill neighborhoods strongly advocated for the retention of Station A in community meetings, at Planning Commission hearings, and at Historic Preservation Commission hearings. As a result of the ongoing dialogue between the City, the Project Sponsor, and members of the community, the existing Station A structure is proposed for retention and adaptive reuse and will become an iconic element within the Project.

In addition to the public participation noted above, the Planning Department received one comment letter from the public prior to the publication of this case report relating to the Planning Commission's scheduled Project approval actions on January 30, 2020. The letter, dated November 25, 2019, was sent by the SPUR Project Review Advisory Board. It endorses the Project noting the appropriateness of its location on an underutilized brownfield site adjacent to transit, its land use mix, its development density, and its design as a walkable neighborhood with ample open space and active ground floor uses.

## **PLANNING COMMISSION REQUIRED ACTIONS FOR THE PROJECT**

As summarized above, the Commission must take several actions to approve the Project. These actions include:

### Certification of the FEIR and adoption of CEQA Findings.

### General Plan Consistency Findings

The Commission must adopt findings of General Plan consistency for all approval and implementation actions related to the project. These findings are included in the first approval action being considered by the Commission, which is consideration of the ordinance to amend the General Plan.

### General Plan

The Project site is currently referenced in the General Plan as designated for industrial and PDR use with a height limit of 40-feet, and as such, the Project could not be constructed under the current provisions of the General Plan. However, existing policies in the Central Waterfront Area Plan as well as the Settlement Agreement anticipated redevelopment of the Project site to accommodate a wider range of uses upon conclusion of a community planning and design process. The proposed General Plan Amendments reflect the Project that emerged from the community process. The subject General Plan Amendments would: (1) amend Objective 1.1, Policy 1.1.8, Map 2, and Objective 5.1 of the Central Waterfront Area Plan to reflect the mixed-use vision for the subject site; (2) amend Urban Design Element Maps 4 and 5 by establishing maximum height and bulk limits consistent with the proposal; (3) amend Commerce and Industry Element Maps 1 and 2 by reclassifying generalized land uses and densities consistent with the proposal; (4) amend the Recreation and Open Space Element Map 3 by adding new publicly accessible open spaces of significant size (6.9 acres) proposed for the site; (5) amend the Transportation Element Map 11 by adding the Bay Trail Recreational Loop proposed for the site, and; (6) amend the Land Use Index to reflect amendments to the maps described above in the Urban Design, Commerce and Industry, Recreation and Open Space, and Transportation Elements.

### Planning Code Map and Text Amendment – Potrero Power Station Special Use District (SUD)

On January 14, 2020, Supervisor Shamann Walton and Mayor London Breed initiated an ordinance that would amend the Planning Code to establish the Potrero Power Station SUD and make other conforming Code amendments.

The SUD will provide specific land use and development controls for the project site, which encompasses the subject property at 1201A Illinois Street, the public rights-of-way within the boundaries of the site and the associated open spaces. The Potrero Power Station SUD sets forth the zoning requirements for the site, including:

- Uses, including allowed uses per parcel and ground floor requirements;
- Building Standards, including Height and Bulk, Off-Street Parking, Bicycle Parking, Dwelling Unit Exposure, Open Space for Dwelling Units, Permitted Obstructions and Signage;
- Incorporation by reference of the Design for Development document, which contains additional standards and guidelines for development of the site

In addition, the SUD outlines the design review process for the Development Phases, Vertical Improvements and Minor/Major Modifications to Building Standards. The Design Review procedures include:

- Phase Approval: An overarching “Phase Application” will be submitted to the Department for approval in accordance with a Development Agreement (“DA”). The Phase approval would assure that the Master Developer is moving forward with infrastructure and community improvements at the same time as the development of the buildings (Vertical Improvements). The Phase approval is required before Planning can begin review on a specific Vertical Improvement.
- Design Review and Approval of Vertical Improvements and Privately-Owned Horizontal Improvements: Design review and applications for Vertical Improvements (new construction of a

building or any later expansion/major alteration or addition to a previously-approved building) and Privately-Owned Horizontal Improvements (e.g. Power Station Park, Stack Plaza, and other Project open spaces) will be submitted to Planning. Planning staff shall review these applications for consistency with the SUD and the D4D. The Planning Director shall have discretion over minor modifications (deviation of less than 10 percent from any dimensional or numerical standard in the SUD and the DSG), while the Planning Commission shall review and approve any major modification. Other than major modifications, the Planning Director would approve all Vertical Improvements and Privately-Owned Horizontal Improvements.

The SUD requires public meetings as an element of the design review process for buildings and Privately-Owned Community Improvements per the following: (1) For all buildings, Project Applicants must conduct a minimum of one pre-application public meeting at or near the Project site per the Planning Department's pre-application meeting procedures; (2) For buildings 200 feet or greater in height and for the rehabilitation and development of Station A on Block 15 and Unit 3 on Block 9, the Planning Director shall refer the Design Review Application to the Planning Commission for an informational hearing; and (3) For any parks or open space within the Power Station park system, Project Applicants must conduct a minimum of two community meetings at or near the Project site per the Planning Department's pre-application meeting procedures. Additional meetings related to the parks and open space design may be required at the discretion of the Planning Director.

#### Zoning Map Amendments

The same ordinance introduced on January 14, 2020, by Supervisor Shamann Walton and Mayor London Breed would also amend the Zoning Map and Height and Bulk District Map for the project site. As indicated above, the Site would be included within the new Potrero Power Station SUD, which would rezone the land currently zoned M-2 (Heavy Industrial) to PPS-MUD (Potrero Power Station Mixed-Use District) and P (Public) to reflect the intended mixed-use character of the site. The rezoning would also include rezoning portions of land under Port of San Francisco jurisdiction that are planned for open spaces uses from and PDR-1-G (Production, Distribution & Repair-1-General) to P (Public), which is the appropriate zoning designation for public park land. This rezoning also includes re-designating the height and bulk district within the SUD from 40-X and 65-X to 65/240-PPS.

The site is currently within the 40-X and 65-X Height and Bulk designations. It would be rezoned to a 65/240-PPS Height and Bulk District, which would, in turn, refer to the Potrero Power Station SUD for fine-grained height regulations.

#### Design for Development Document (D4D)

The D4D articulates a vision and goals for the character of the overall project, and provides specificity on aspects of land use, building frontage, historic preservation, open space, streets and streetscapes, parking and loading, buildings, lighting, and signage. The scope of the D4D is expansive and includes regulatory standards, supplementing the controls in the SUD, as well as guidelines for each topic area. The following is a summary of the main chapters of the D4D:

- *Land Use:* Allowable land uses on the site are designated by development block. Primarily residential blocks are distributed among primarily commercial blocks throughout the Project site in order to create a mixed-use environment and ensure that all areas of the site are active

throughout the day and into the evening. Certain ground floor land uses, such as retail, PDR, and other active uses, would also be required in some locations, particularly along the waterfront, Humboldt Street (which is envisioned as the site's main retail street), and 23<sup>rd</sup> Street (which is envisioned as a PDR-focused street).

- *Open Space Network:* The Project will create approximately 6.9 acres of new public open space including the Power Station Park, Stack Plaza, Waterfront Park, and several smaller plazas and pathways throughout the Project site. All open spaces in the Project—with the exception of the Point and some areas directly along the shoreline, which are owned by the Port—will be privately owned and publicly accessible. The D4D establishes minimum dimensions, amenities and general layout along with intentions for design and use of the space.
- *Streets and Streetscapes:* The Project will establish a new, multi-modal street network, which will connect the project site to Pier 70, the Dogpatch neighborhood, and the City at large. Streets will be designed in compliance with the D4D and Infrastructure Master Plan, both of which are adopted along with the DA.
- *Parking and Loading:* The SUD and D4D allow for the construction of a maximum of 2,622 parking spaces in a district parking structure and/or in below grade or fully wrapped parking structures. The parking is proposed to be provided in shared structures that will also provide public parking for commercial and retail uses on the site as well as the new open space resources.
- *Buildings:* The Project establishes standards and guidelines for massing and architecture, streetwall, building base and ground floor, facades and materiality, projections, roofs, residential building elements and open space, garages and service entry design, historic district compatibility, and sustainability. The D4D emphasizes design considerations for pedestrians by including robust requirements for activation, modulation, and scaling building frontages with respect to the scale and function of the adjacent street or open space.

In general, the Project's land uses and conceptual design are specifically established in the D4D. However, special circumstances require flexibility and/or the possibility of alternative development scenarios related to the following Project elements, which are all illustrated in the D4D:

- *PG&E Sub-Area:* PG&E owns and operates important power distribution switchyards just west of the Project site both north and south of Humboldt Street. PG&E has studied and is pursuing the option of consolidating the north and south switchyards such that they occupy a smaller footprint on its property south of Humboldt Street. As such, with permission from PG&E, the Project Sponsor included the area north of Humboldt— known as the PG&E Sub-Area and encompassing all of Project Block 13 and a portion of Project Block 1—in the Project master plan documents, entitlement, and EIR. However, in the scenario that PG&E does not consolidate its switchyard facilities and its property is not conveyed to the Project Sponsor or does not otherwise become party to the DA, the D4D provides a Project scenario that does not include the PG&E Sub-Area. The No-PG&E scenario differs from the proposed Project in that it contains approximately 500 fewer housing units, a reduction of approximately 20,000 sq ft of PDR space, and would not include Georgia Street or the segment of Humboldt Street between Georgia Lane and Illinois Street. The SUD zoning controls do not become operative for the PG&E Sub-Area until a Notice of Joinder to the Development Agreement is approved by the Board of Supervisors or until the PG&E Sub-Area, or any portion thereof, is conveyed to Developer.

- *District Parking Structure:* The Project permits, but does not require, a district parking structure to be constructed. The preferred location for the parking structure is on Block 5 due to its location adjacent to the existing PG&E southern switchyards, which will remain indefinitely in their current location. However, the D4D permits alternative locations of a district garage on Blocks 1 or 13 should PG&E's proposed switchyard consolidation require the use of land on either Block 5 or Block 13.
- *Station A:* The existing Station A structure on Block 15 is an important character-defining element of the base Project and its retention as part of an adaptive reuse effort is a high priority for the Project. However, as an unreinforced masonry building, it is prone to collapse in an earthquake. Should 70% or more of the existing Station A structure be severely damaged by an earthquake or other natural disaster—and thus unsalvageable—prior to construction of an adaptive reuse project for the structure, Block 15 may be constructed with a new commercial building. The D4D includes detailed design Standards, Guidelines, and Considerations for Block 15 to ensure a high caliber of design whether or not Station A is retained.
- *Unit 3:* Along with Station A, the existing Unit 3 structure on Block 9 is an important link to the Project site's industrial past and its retention for adaptive reuse as a hotel is included, although not required, in the proposed Project. Should the retention of Unit 3 as part of the Project prove infeasible, the D4D describes an alternative development scenario for Block 9 that includes a hotel and/or residential building with a smaller footprint than the scenario that retains Unit 3. This scenario without Unit 3 would result in an expanded Stack Plaza open space that would allow for uninterrupted views to the Bay from the Project's other main open space, Power Station Park.

#### Development Agreement (DA)

The Development Agreement (DA) is a contract between the City and the developer (California Barrel Company) that vests to the Developer master entitlement to construct the project in exchange for public benefit obligations of the developer above and beyond those provided by typical code-compliant projects. The DA "runs with the land" for a period of 30 years (i.e. transfers to any new parties, in case that California Barrel Company sells all or part of the land, including future HOAs). Among other things, the DA gives the master developer the right to develop the Project in phases in accordance with the DA, requires certain public benefits, describes the application of existing and future City laws, and establishes fees and exactions. Key provisions of the DA include:

- *Open Space:* Creation or improvement of approximately 6.9 acres of public open space, including the Power Station Park, Stack Plaza, Waterfront Park, and several smaller plazas and bicycle and pedestrian pathways throughout the Project site. The Project will also include a publicly accessible soccer field either on the roof of the district parking garage or another location (if no parking garage is built). All open spaces will be maintained in perpetuity by the Project.
- *Affordable Housing:* The Project will create a significant amount of affordable housing units. The affordable housing plan will facilitate development of 30% of all residential units built within the project site as below market rate units, inclusionary units, or in lieu fee units. A maximum of 258 affordable housing units (33% of total affordable units) may be constructed off-site through the payment of in lieu fees and such units must be located in Supervisor District 10. Inclusionary Rental Units will be restricted, on average, to a Housing Cost that is affordable to Households earning not more than 72% of Area Median Income ("AMI"). Inclusionary For-Sale Units will be

restricted, on average, to a Housing Cost that is affordable to Households earning not more than 99% of AMI.

- *Sustainability and Sea Level Rise Protection:* The Project will implement sustainability measures to enhance livability, health and wellness, mobility and connectivity, climate protection, resource efficiency, and ecosystem stewardship and provide funding sources through the formation of a Community Facilities (Special Tax) District that the City will use to implement protections along the Central Waterfront shoreline from future sea level rise.
- *Transportation:* In addition to constructing a new multi-modal street network connecting to the Dogpatch and Pier 70, the Project will provide a new bus stop and layover facilities for the proposed extension of the MUNI 55 bus service through the Pier 70 and Potrero Power Station sites, as well as shuttle service supplementing MUNI service and connecting the site to the BART system. Additionally, the Project will contribute approximately \$65 million in Transportation Sustainability Fees to a variety of purposes within the neighborhood and larger transportation system. The Project includes a robust Transportation Demand Management program with a requirement to reduce single occupancy vehicle trips by 11% from baseline metrics. This requirement was identified as part of the environmental review process.
- *Jobs & Workforce Development Program:* The DA includes a robust Workforce Agreement, which guarantees a significant financial contribution (\$1M) to training programs aimed at both construction and end-user employment opportunities onsite. As many future tenants in buildings within this Project will be life science and/or tech related, the development will provide unique opportunities for local employment in the fields of STEM. The DA also memorializes programmatic partnerships with future STEM employers to support job fairs, ongoing networking, technology-related career readiness, and curriculum development for further training efforts. The project will also comply with First Source Programs for construction and operational activities, as well as a Local Business Enterprise Utilization Plan.
- *Community Facilities:* The Project will include the construction of an on-site community recreation center of at least 25,000 gross square feet in size provided rent free to a community facility operator along with funding for tenant improvements. Additionally, the Project will provide funding or space to the San Francisco Public Library for a library to be located on the Project site or within  $\frac{3}{4}$  mile from the Project site.
- *Childcare Facilities:* The Project will construct two childcare facilities on site totaling not less than 6,000 gross square feet in size each. These facilities will be available for lease to a licensed nonprofit operator without charge for rent, utilities, property taxes, building services, or repairs, with minimum terms of four years. After this initial term, they will be available to a licensed nonprofit operator for an additional period of four years, at a cost not to exceed actual operating and tenant improvement costs reasonably allocated to similar facilities in similar buildings.
- *Historic Preservation:* The Project will retain and adaptively reuse Station A and the Unit 3 Boiler Stack, two contributing structures in the Third Street Industrial District. The Boiler Stack will be rehabilitated to the Secretary of the Interior's Standards for Historic Rehabilitation.

In conjunction with the Development Agreement, other City agencies retain a role in reviewing and issuing later approvals for the Project (for example, subdivision of the site and construction of infrastructure and other public facilities), as memorialized in the DA and other implementing documents.

It is also proposed as part of approval of the DA that the City will consent to waive or modify certain procedures and requirements under existing Codes in consideration of alternative provisions in the DA.

## ISSUES AND OTHER CONSIDERATIONS

- *Southern Bayfront Strategy.* The Potrero Power Station Mixed-Use Project is a Southern Bayfront Strategy project. The Southern Bayfront Strategy is a framework the City has used to negotiate several large-scale master development sites that are being developed under development agreements. Staff has concluded that the DA negotiated with the Project Sponsor meets the goals of the Southern Bayfront Strategy to deliver community benefits that contribute to a high quality waterfront, community facilities, and affordable housing particularly suited for the Central Waterfront context.
- *SB 330 compliance – M-zone clean-up.* The subject rezoning to create the PPS SUD, which allows housing as a principally permitted use on the majority of blocks within the district, and to increase height limits up to 240 feet constitutes a substantial increase of zoned housing capacity in the southeast quadrant of the City. This upzoning would create capacity for approximately 2,600 units, estimated at approximately 1,900 units above the zoned capacity for housing under the existing M-1 and PDR zoning with a 40-foot height limit (noting that housing is not principally permitted in the M district and only allowed through discretionary action as a Conditional Use). Concurrent with this upzoning of M-zoned parcels to increase housing capacity at the Potrero Power Station site, the City is considering other zoning changes in the industrial portions of the southeastern sector of the city to convert approximately 215 of the remaining M-zoned parcels to PDR zoning in order to protect the City’s remaining industrial areas for industrial uses in some cases and others to P zoning to reflect the underlying existing public ownership and public use. The M zone is an antiquated industrial district that has been mostly been phased out of the City, other than on Port-owned properties, by rezoning industrial properties to PDR districts. All of these parcels currently zoned M are adjacent to and contiguous with industrial PDR districts, and includes various parcels in the Central Waterfront and Bayview area, including the Bayview Industrial Triangle, whose Redevelopment Plan is set to expire in June 2020. As noted, housing is not principally permitted on these M parcels, it is conditionally permitted on approximately 171 of the parcels. (Approximately 45 of these parcels are currently subject to the Bayview Industrial Triangle Redevelopment Plan, which does not permit housing on 44 of the subject parcels.) Approximately three-quarters of these 171 parcels are undevelopable for housing in any event due to a variety of factors, including: their active use as public freeway, roadway, and rail rights-of-way; their active use as critical publicly- and privately owned infrastructure (eg wastewater treatment plant, city dump/transfer station); their siting and dimensions rendering them undevelopable for housing (eg lacking street access and landlocked by surrounding PDR-zoned parcels). The theoretical maximum housing capacity of all those of the 171 parcels not encumbered by infrastructure and other confounding factors, if they were approved under Conditional Use at their maximum allowable density, is less than 1,000 units. The City is also concurrently proceeding with other substantial upzonings in 2020, including the Market Octavia Plan “Hub” area, Balboa Reservoir, and others, collectively representing several thousands of housing units of increased zoned capacity.



## REQUIRED COMMISSION ACTION

In order for the Project to proceed, the Commission must:

- 1) Certify the FEIR pursuant to the CEQA;
- 2) Adopt CEQA Findings, including a statement of overriding considerations and a “MMRP”;
- 3) Recommend that the Board of Supervisors approve the ordinance amending the General Plan including amendments to the Central Waterfront Area Plan, the Urban Design Element, the Commerce and Industry Element, the Transportation Element, the Recreation and Open Space Element, and the Land Use Index of the General Plan, and adopt General Plan consistency and Planning Code Section 101.1 Consistency and Implementation finds for the Project as a whole;
- 4) Recommend that the Board of Supervisors approve the ordinance amending the Planning Code to establish the Potrero Power Station Special Use District, and amend the associated Zoning Maps;
- 5) Adopt the proposed the Potrero Power Station Design for Development document; and
- 6) Recommend that the Board of Supervisors approve the Development Agreement (DA) for the Project.

## BASIS FOR RECOMMENDATION

- The Project will add a substantial number of housing units, including affordable housing units in an underutilized site along the bay waterfront while improving and maintaining substantial waterfront acreage to augment the public open space system in an area lacking in such amenities and waterfront access.
- The site is currently underutilized, and the addition of new ground-floor retail spaces, new streets and public amenities, and publicly-accessibly open spaces will enliven the streetscape and will provide new access to the waterfront.
- The Design for Development document will provide specific guidance for the character of the overall Project, resulting in high-quality architecture, extensive streetscape and public realm improvements, and abundant publicly-accessible open space.
- The Development Agreement will provide substantial public benefits in areas including affordable housing, funding for transportation improvements, workforce development, and historic preservation, among other benefits.
- The Project is, on balance, consistent with the Goals, Policies, and Objectives of the General Plan.

**RECOMMENDATION:** Recommend to the Board of Supervisors approval of the General Plan Amendments, Planning Code Text and Map Amendments, the DA (to be scheduled April 14, 2020), and adoption of approval of the D4D.

**Attachments:**

**CEQA Materials**

Draft FEIR Certification Motion  
DEIR Response to Comments (electronic only)  
CEQA Findings and Draft Adoption Motion  
Development Feasibility Analysis of Historic Preservation Alternatives  
Peer Review of Development Feasibility Analysis of Historic Preservation Alternatives

**General Plan Amendments**

Draft Resolution  
Draft Ordinance  
Exhibit: General Plan Maps with notated proposed changes

**Planning Code Text and Map Amendments**

Draft Resolution  
Draft Ordinance

**Development Agreement**

Draft DA Resolution  
Draft Ordinance  
Draft Design for Development Motion  
Project Sponsor Letter  
Draft Development Agreement  
Draft Development Agreement Exhibits including:

- Design for Development
- Infrastructure Master Plan
- Transportation Demand Management Plan

Redevelopment Fiscal Impact Analysis

**Public Comment Letters**

SPUR Project Review Advisory Board



# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Resolution No. 20637

HEARING DATE: JANUARY 30, 2020

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*Case No.:* 2017-011878GPA  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Proposed Zoning:* P (Public)  
Potrero Power Station Mixed-Use District (PPS-MUD)  
*Proposed Height:* 65/240-PPS  
*Blocks/Lots:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and  
non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company – (415) 796-8945  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO THE CENTRAL WATERFRONT AREA PLAN, THE URBAN DESIGN ELEMENT, THE COMMERCE AND INDUSTRY ELEMENT, THE TRANSPORTATION ELEMENT, THE RECREATION AND OPEN SPACE ELEMENT, AND THE LAND USE INDEX OF THE GENERAL PLAN IN RELATION TO THE REDEVELOPMENT OF THE FORMER POTRERO POWER STATION AND MAKING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND PLANNING CODE 340.

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

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; and

WHEREAS, the General Plan shall be periodically amended in response to changing physical, social, economic, environmental or legislative conditions; and

WHEREAS, Planning Code Section 340 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; and

WHEREAS, in 2011, the Potrero Power Plant ceased its power-generating operations subject to a Settlement Agreement (“Settlement Agreement”) between then-owner Mirant Potrero LLC (“Mirant”)

and the City. The Settlement Agreement provided Mirant or a future property owner the opportunity to work with the City and community on a redevelopment proposal for the site. In 2016, the California Barrel Company (“Project Sponsor”) purchased the property from then-owner NRG Energy, and in 2017 began an extensive planning process with City agencies and the community to develop a master plan for the site that would implement the Potrero Power Station Mixed-Use Project (“Project”); and

**WHEREAS**, the site is currently referenced in the General Plan as designated for industrial and PDR use with a height limit of 40 feet, and as such, the Project could not be constructed under the current provisions of the General Plan. However, existing policies in the Central Waterfront Area Plan as well as the Settlement Agreement anticipated redevelopment of the Project site to accommodate a wider range of uses; and

**WHEREAS**, the Project site is located on roughly 29 acres of land at 1201A Illinois Street immediately south of Pier 70 and encompasses property currently owned by the Project Sponsor, PG&E, the Port of San Francisco, and the City and County of San Francisco. The Project proposal includes developing approximately 2.5 million square feet (“sq ft”) of residential space (2,601 dwelling units), 1.8 million sq ft of commercial uses, including 100,000 sq ft of retail, 800,000 sq ft of office, 650,000 sq ft of life science/laboratory, 240,000 sq ft of hotel (250 rooms), and 35,000 sq ft of Production, Distribution, and Repair (“PDR”) uses. Additionally, it includes 25,000 square feet of entertainment/assembly uses, 50,000 square feet of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space, including a new waterfront park. The proposal would also feature newly created public streets, pedestrian paths, cycle tracks, and the continuation of the Bay Trail. New buildings on the site are proposed to range from 65 feet to 240 feet in height and would generally step down from the middle of the site toward both the east and west. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse; and

**WHEREAS**, the Project Sponsor is proposing development of the Project and has submitted an application to the San Francisco Planning Department (“Department”) for Environmental Review. The Project approvals include (1) General Plan Amendments, (2) Planning Code Text and Map Amendments, (3) the adoption of a Design for Development (“D4D”) document to facilitate implementation, and (4) a Development Agreement (“DA”) between the Project Sponsor and the City and County of San Francisco; and

**WHEREAS**, to implement the project, the Board of Supervisors must approve legislation amending the Planning Code (Planning Code Text and Planning Code Map amendments) by rezoning the underlying portions of the site from M-2 (Heavy Industrial) and PDR-1-G (Production, Distribution & Repair-1-General) to PPS-MUD (Potrero Power Station Mixed-Use District) and P (Public), rezoning the height district from 40-X and 65-X to 65/240-PPS, and establishing the Potrero Power Station Special Use District (“SUD”) across the 1201A Illinois Street site; and

**WHEREAS**, on September 5, 2019, the Planning Commission passed Resolution 20511, which demonstrated the Commission’s intent to amend the General Plan, and included by reference, the proposed General Plan Amendment necessary to implement the Project.

**WHEREAS**, the proposed General Plan Amendments contained in a draft ordinance attached hereto as Exhibit A would (1) amend Objective 1.1, Policy 1.1.8, Map 2, and Objective 5.1 of the Central Waterfront



Area Plan to reflect the mixed-use vision for the subject site; (2) amend Urban Design Element Maps 4 and 5 by establishing maximum height and bulk limits consistent with the proposal; (3) amend Commerce and Industry Element Maps 1 and 2 by reclassifying generalized land uses and densities consistent with the proposal, and Objective 4 to improve the equitable distribution of infrastructure; (4) amend the Recreation and Open Space Element Map 3 by adding new publicly accessible open spaces of significant size (6.9 acres) proposed for the site; (5) amend the Transportation Element Map 11 by adding the Bay Trail Recreational Loop proposed for the site, and; (6) amend the Land Use Index to reflect amendments to the maps described above in the Urban Design, Commerce and Industry, Recreation and Open Space, and Transportation Elements; and

**WHEREAS**, on January 30, 2020, the Planning Commission reviewed and considered the Final EIR (“FEIR”) for the Project 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 certified the FEIR for the Project in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines and Chapter 31 by Motion No. 20635; and

**WHEREAS**, on January 30, 2020, the Commission by Motion No. 20636 approved CEQA Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2017-011878ENV, for approval of the Project, which findings and MMRP are incorporated by reference as though fully set forth herein; and

**WHEREAS**, on January 30, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed General Plan Amendments and has considered the information included in the File for these Amendments, the staff reports and presentations, public testimony and written comments, as well as the information provided about the Project from other City departments.

**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 Potrero Power Station Mixed-Use Project development by making available currently under-utilized land for needed housing, commercial space, parks and open space, community facilities, and other related uses.
2. The General Plan Amendments would help implement the Project, which, in turn, would provide employment opportunities for local residents during construction and post-occupancy.
3. The General Plan Amendments would help implement the Project by enabling the creation of a mixed-use and sustainable neighborhood with new infrastructure. The new neighborhood would improve the site’s connectivity to and integration with the surrounding City fabric and connect existing neighborhoods to the Central Waterfront.
4. The General Plan Amendments would enable the construction of a new vibrant, safe, and connected 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, a wide mix of waterfront recreational opportunities, and other related uses,

including commercial uses. These new uses would strengthen and complement nearby neighborhoods.

**AND BE IT FURTHER RESOLVED**, that the Planning Commission finds these General Plan Amendments are in general conformity with the General Plan, and that the Project and its approvals associated therein, all as more particularly described in Exhibit E to the Development Agreement on file with the Planning Department in Case No. 2017-011878DVA, are each on balance consistent with the General Plan, as it is proposed to be amended. These General Plan Findings are for the entirety of the Project and all related approval actions that, in addition to the General Plan Amendments, include but are not limited to Planning Code Text and Zoning Map Amendments, DA approval, D4D approval, and other subsequent approvals that are consistent with and further the Project.

### **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 within walking distance of multiple high-frequency transit lines, including the T-Third light rail line and 22<sup>nd</sup> Street Caltrain Station with up to 2,601 dwelling units at full project build-out. The Project will include a wide range of housing options. As detailed in the Development Agreement, the Project exceeds the generally prevailing citywide affordable housing requirements of the Planning Code, by reaching a 30% affordability level.

#### **OBJECTIVE 4**

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

#### **POLICY 4.2**

*Provide a range of housing options for residents with special needs for housing support and services.*  
As described in the Development Agreement, the Project will provide preference to the Homeless Prenatal Program for up to 36 Inclusionary Units over all phases of the project build-out.

**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 11.7**

*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 the D4D, includes a program of development accompanied by substantial community benefits designed to revitalize an underutilized industrial site and complement the surrounding neighborhood with a mix of housing, commercial and open space uses. The Project includes the retention and adaptive reuse of two contributing buildings within the Third Street Industrial District, Station A and the Unit 3 Stack, and potentially the retention and adaptive reuse of a third, the Unit 3 Boiler. Additionally, the D4D includes standards and guidelines that ensure the design of new buildings on the site are consistent with the character of the Third Street Industrial District.

**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, childcare, and neighborhood services, when developing new housing units.*

**POLICY 12.3**

*Ensure new housing is sustainably supported by the City's public infrastructure systems.*

**OBJECTIVE 13**

*PRIORITIZE SUSTAINABLE DEVELOPMENT IN PLANNING FOR AND CONSTRUCTING NEW HOUSING.*

**POLICY 13.1**

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

**POLICY 13.3**

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

The Project appropriately balances the construction of new housing and commercial uses with new and improved infrastructure and related public benefits in a sustainable manner. For example, the Project will:

- Host the eastern terminal stop for the new 55 Muni bus line, thereby bringing a high frequency transit line directly onto the Project site for use by residents, workers, and visitors.
- Implement a Transportation Demand Management (TDM) Program to incentive the use of transit, walking, and bicycling as alternatives to the private automobile. This includes the provision of a free shuttle connecting Project residents, workers, and visitors to the 22nd Street Caltrain Station and the 16th Street BART Station.
- Construct a new grid of streets that connects the site to Pier 70, the Dogpatch neighborhood, and additional high frequency transit lines off-site like the T Third Muni and prioritizes safe and comfortable bicycle and pedestrian access.
- Construct and maintain nearly seven acres of new waterfront and upland open space for a variety of active and passive recreational activities.
- Make substantial additional quality-of-life contributions to the Central Waterfront District including space for an indoor recreational center, childcare, and a potential library.

## COMMERCE AND INDUSTRY ELEMENT

### **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.

### **OBJECTIVE 5**

*REALIZE SAN FRANCISCO'S FULL MARITIME POTENTIAL.*

#### **POLICY 5.1**

*Encourage maritime activity which complements visitor activity and resident recreation.*

#### **POLICY 5.11**

*Pursue permitted non-maritime development on port properties.*



The Project includes a proposed dock that could host small watercraft and function as a stop on a future water taxi service. Port properties within the Project site will be developed as open spaces that provide San Franciscans with enhanced opportunities to connect to and enjoy San Francisco Bay.

**OBJECTIVE 6**

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

**POLICY 6.4**

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

The Project will construct over 100,000 square feet of retail use concentrated on Humboldt Street, the waterfront, and on certain key corners throughout the site, which will serve the daily needs of residents, employees, and visitors of the site and of the surrounding community. As described in the DA, the Project will make good faith efforts to tenant a portion of its retail space with a full-service grocer.

**TRANSPORTATION ELEMENT**

**OBJECTIVE 1**

*MEET THE NEEDS OF ALL RESIDENTS AND VISITORS FOR SAFE, CONVENIENT AND INEXPENSIVE TRAVEL WITHIN SAN FRANCISCO AND BETWEEN THE CITY AND OTHER PARTS OF THE REGION WHILE MAINTAINING THE HIGH QUALITY LIVING ENVIRONMENT OF THE BAY AREA.*

**POLICY 1.3**

*Give priority to public transit and other alternatives to the private automobile as the means of meeting San Francisco's transportation needs, particularly those of commuters.*

The Project will host the eastern terminal stop for the new 55 Muni bus line, thereby bringing a high frequency transit line directly onto the Project site for use by residents, workers, and visitors, as well as a shuttle between the Project site and 16<sup>th</sup> Street BART station. The Project is also a short walk to the T Third Muni line, which offers high frequency service and connections to Downtown, the Bayview, and other City and regional destinations.

**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 on underutilized land and will contribute to the creation of new local transportation services. Specifically, the Project will host the eastern terminal stop and Muni operator restroom facility for the new 55 Muni bus line, thereby bringing a high frequency transit line directly onto the Project site for use by residents, workers, and visitors. Additionally, the Project will contribute to the transit service by providing new intersection signals and pedestrian crosswalks on Illinois Street and a shuttle service for those living, working, and visiting the Project running from the site to the 22<sup>nd</sup> Street Caltrain Station and the 16<sup>th</sup> Street BART station. Shuttle service would be offered until such transit service is available.

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. The Project features parking-protected bike lanes on 23<sup>rd</sup> Street, dedicated lanes on 23<sup>rd</sup> and Maryland Streets, and a new section of the Bay Trail along the waterfront.

**OBJECTIVE 8**

*MAINTAIN AND ENHANCE REGIONAL PEDESTRIAN, HIKING AND BIKING ACCESS TO THE COAST, THE BAY AND RIDGE TRAILS.*

**POLICY 8.1**

*Ensure that the Coast Trail, the Bay Trail and the Ridge Trail remain uninterrupted and unobstructed where they pass through San Francisco.*

The Project will construct a key section of the Bay Trail in the Central Waterfront, therefore helping to knit together the currently fragmented segments of the regional trail amenity within San Francisco.

**OBJECTIVE 14**

*DEVELOP AND IMPLEMENT A PLAN FOR OPERATIONAL CHANGES AND LAND USE POLICIES THAT WILL MAINTAIN MOBILITY AND SAFETY DESPITE A RISE IN TRAVEL DEMAND THAT COULD OTHERWISE RESULT IN SYSTEM CAPACITY DEFICIENCIES.*

**POLICY 14.4**

*Reduce congestion by encouraging alternatives to the single occupant auto through the reservation of right-of-way and enhancement of other facilities dedicated to multiple modes of transportation.*

**POLICY 14.8**

*Implement land use controls that will support a sustainable mode split and encourage development that limits the intensification of automobile use.*

The Project will include a network of streets that are designed with robust bicycle, pedestrian, and transit infrastructure to encourage residents, employees, and visitors of the site to use modes of transportation other than the automobile. The mixed-use nature of the Project will also support an environment of reduced automobile use by ensuring jobs, homes, retail, open space, and community uses are all in close proximity to each other.

**OBJECTIVE 16**

*DEVELOP AND IMPLEMENT PROGRAMS THAT WILL EFFICIENTLY MANAGE THE SUPPLY OF PARKING AT EMPLOYMENT CENTERS THROUGHOUT THE CITY SO AS TO DISCOURAGE SINGLE-OCCUPANT RIDERSHIP AND ENCOURAGE RIDESHARING, TRANSIT AND OTHER ALTERNATIVES TO THE SINGLE-OCCUPANT AUTOMOBILE.*

**POLICY 16.1**

*Reduce parking demand through the provision of comprehensive information that encourages the use of alternative modes of transportation.*

**POLICY 16.6**

*Encourage alternatives to the private automobile by locating public transit access and ride-share vehicle and bicycle parking at more close-in and convenient locations on-site, and by locating parking facilities for single-occupant vehicles more remotely.*

The Project's land use controls, which do not require any parking, would limit off-street auto parking to a maximum one space for every 1,500 square feet of commercial use and 0.6 spaces per residential unit, thereby encouraging use of transit, cycling and other means of travel. The Project would meet generally prevailing citywide standards for bicycle and car share parking and amenities.

**OBJECTIVE 18**

*ESTABLISH A STREET HIERARCHY SYSTEM IN WHICH THE FUNCTION AND DESIGN OF EACH STREET ARE CONSISTENT WITH THE CHARACTER AND USE OF ADJACENT LAND.*

**POLICY 18.4**

*Discourage high-speed through traffic on local streets in residential areas through traffic "calming" measures that are designed not to disrupt transit service or bicycle movement, including.*

As described in the D4D, the Project will construct a network of multi-modal neighborhood streets to complement adjacent uses. Given the local character of the streets, they are designed to include multiple traffic calming strategies including raised crosswalks, narrow travel lanes, street parking, among others, to discourage high traffic speeds.

**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 establish a new street and open space network and provide pedestrian improvements and streetscape enhancement measures as described in the D4D document and reflected in the MMRP and Transportation Plan in the Development Agreement. All project sidewalks will be designed to provide ample space for pedestrians and streets will provide safe pedestrian crossings. Project open spaces will provide additional pedestrian access through the Project site. Each of the new streets will include sidewalk and streetscape improvements consistent with the Better Streets Plan.

**OBJECTIVE 24**

*IMPROVE THE AMBIANCE OF THE PEDESTRIAN ENVIRONMENT.*

**POLICY 24.2**

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

As described in the D4D, the Project will include a robust tree planting program along nearly all development blocks utilizing a tree palette that includes native and climate-adaptive species.

**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 1.2**

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

The Project will extend the existing street pattern from the Dogpatch and the planned street pattern from the Pier 70 development, while also adding streets to reduce block sizes and enhance connectivity throughout the site. As described in the D4D, street types on the Project site (and their associated dimensions) generally conform to those described in the Better Streets Plan. The D4D also establishes streetwall heights that are intended to provide a consistent sense of enclosure that complements the nature and character of adjacent streets and adjacent open spaces.



**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.*

The Project includes the retention and adaptive reuse of two contributing buildings within the Third Street Industrial District, Station A and the Unit 3 Stack, and potentially the preservation of a third, the Unit 3 Boiler. Additionally, the D4D includes standards and guidelines that ensure the design of new buildings on the site are consistent with the character of the Third Street Industrial District.

**OBJECTIVE 3**

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

**POLICY 3.6**

*Relate the bulk of buildings to the prevailing scale of development to avoid an overwhelming or dominating appearance in new construction.*

The Project's Design for Development document includes an extensive set of height and bulk standards that will help ensure that new development on the Project site complements adjacent development and the Dogpatch neighborhood overall. For example, upper story setbacks above the building podium will be required on almost every block on the Project site, creating streetwalls ranging from 50 to 90 feet in height, depending on the character of the street they face. The blocks along the proposed Craig Lane, which forms the boundary between the Project and the Pier 70 site to the north, will be required to provide building setbacks above 50 feet in order to transition to the lower height development at Pier 70 (generally 90 feet) and to allow for more light to reach the street below. Additionally, the tallest permitted building heights are generally located toward the middle of the Project site near the intersection of Humboldt Street and Georgia Lane and step down in all directions in order to transition to the waterfront and to the lower prevailing heights on properties surrounding the Project site.

**RECREATION AND OPEN SPACE ELEMENT**

**OBJECTIVE 2**

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

**POLICY 2.2**

*Provide and promote a balanced recreation system which offers a variety of high quality recreational opportunities for all San Franciscans.*

**POLICY 2.4**

*Support the development of signature public open spaces along the shoreline.*

The Project will add 6.9 acres of publicly accessible open space to the Central Waterfront, including significant shoreline parks such as The Point and Stack Plaza. Project parks will provide a wide range of active and passive recreation amenities that meet the needs of San Francisco's diverse population such as a rooftop soccer field, multi-use lawns, picnic areas, a playground, and a civic plaza. The Project will also include an indoor community recreational facility to complement the site's outdoor recreational facilities.

**OBJECTIVE 3**

*IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.*

**POLICY 3.3**

*Develop and enhance the City's recreational trail system, linking to the regional hiking and biking trail system and considering restoring historic water courses to improve stormwater management.*

**POLICY 3.4**

*Encourage non-auto modes of transportation—transit, bicycle and pedestrian access—to and from open spaces while reducing automobile traffic and parking in public open spaces.*

The Project will contribute to the City's recreational trail system by building a new segment of the Bay Trail along the shoreline and provide ample access to new open spaces on the site via transit, shuttle, bicycle, and walking.

**OBJECTIVE 4**

*PROTECT AND ENHANCE THE BIODIVERSITY, HABITAT VALUE, AND ECOLOGICAL INTEGRITY OF OPEN SPACES AND ENCOURAGE SUSTAINABLE PRACTICES IN THE DESIGN AND MANAGEMENT OF OUR OPEN SPACE SYSTEM.*

**POLICY 4.3**

*Integrate the protection and restoration of local biodiversity into open space construction, renovation, management and maintenance.*

**POLICY 4.4**

*Include environmentally sustainable practices in construction, renovation, management and maintenance of open space and recreation facilities.*

The D4D includes standards and guidelines for integrating local biodiversity into Project open spaces—thereby furthering City biodiversity goals—by, for example, establishing a robust native and climate-adaptive plant palette and minimum requirements for native plant use. D4D standards and guidelines also include requirements for sustainable practices in the construction, management and maintenance of open space facilities, such as the required use of non-potable water for irrigation and the consideration to use sustainable and recycled materials for site furnishings and paving materials.

**ENVIRONMENTAL PROTECTION ELEMENT**

**OBJECTIVE 7**

*ASSURE THAT THE LAND RESOURCES IN SAN FRANCISCO AND USED IN WAYS THAT BOTH RESPECT AND PRESERVE THE NATURAL VALUES OF THE LAND AND SERVE THE BEST INTERESTS OF ALL THE CITY'S CITIZENS.*

**POLICY 7.1**

*Preserve and add to public open space in accordance with the objectives and policies of the Recreation and Open Space Element.*

See policies related to the Recreation and Open Space Element.

**OBJECTIVE 14**

*PROMOTE EFFECTIVE ENERGY MANAGEMENT PRACTICES TO MAINTAIN THE ECONOMIC VITALITY OF COMMERCE AND INDUSTRY.*

**POLICY 14.4**

*Promote commercial office building design appropriate for local climate conditions.*

**POLICY 14.5**

*Encourage use of integrated energy systems.*

Standards, guidelines, and considerations related to the sustainable development of the Project site are embedded throughout the entire D4D document. Important among them is the requirement that all Project buildings achieve a certification of LEEDv4 Gold or better, thus helping the City to meet its global commitment to be a net-zero carbon city by 2050 and keeping the City's commercial enterprises at a competitive advantage in a changing economic and climate environment. Additionally, the Project may elect to construct shared thermal energy plants within the project site if feasible. These plants would use shared thermal energy plants within the project site to recover waste heat from commercial buildings for use in space heating and domestic hot water production in residential buildings in order to reduce the project's overall energy and water demands.

**OBJECTIVE 15**

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

**POLICY 15.3**

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

A defining characteristic of the Project's urban design framework is its highly integrated land use mix, which will provide opportunities for residents to work, shop, recreate, and access community amenities and services on site. The Project site's location walking distance from the

Dogpatch neighborhood and Pier 70 will further help to reduce travel requirements for residents and employees.

### COMMUNITY FACILITIES ELEMENT

#### **OBJECTIVE 3**

*ASSURE THAT NEIGHBORHOOD RESIDENTS HAVE ACCESS TO NEEDED SERVICES AND A FOCUS FOR NEIGHBORHOOD ACTIVITIES.*

#### **POLICY 3.1**

*Provide neighborhood centers in areas lacking adequate community facilities.*

#### **POLICY 3.3**

*Develop centers to serve an identifiable neighborhood.*

#### **POLICY 3.4**

*Locate neighborhood centers so they are easily accessible and near the natural center of activity.*

#### **POLICY 3.5**

*Develop neighborhood centers that are multipurpose in character, attractive in design, secure and comfortable, and inherently flexible in meeting the current and changing needs of the neighborhood served.*

#### **POLICY 3.7**

*Program the centers to fill gaps in needed services, and provide adequate facilities for ill-housed existing services.*

As described in the DA, the Project will include two new childcare facilities, each of at least 6,000 square feet in size; a new indoor community recreation center of at least 25,000 square feet, and a public library onsite or funding for a public library within  $\frac{3}{4}$  of a mile of the Project site. These facilities will greatly enhance the Central Waterfront district and help fill a facilities gap in the neighborhood, which is one of the City's fastest growing.

### CENTRAL WATERFRONT AREA PLAN

#### **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.*



The Project will convert an underutilized industrial site, home of the former Potrero Power Plant, into a mixed-use neighborhood with large amounts of housing interspersed with commercial, laboratory, life science, retail, open space, and community uses. Additionally, the Project will continue the long tradition of industrial uses in the Central Waterfront by creating 35,000 square feet of new space for light industrial uses.

**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 1.2.2**

*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.*

The Project's land use plan has a strong focus on residential and all blocks on the Project site will be required to provide active uses on the ground floor, including retail, PDR, residential entries, and community uses. Given the need for additional housing citywide, permitted building heights on the Project site are significantly greater than as currently zoned and residential density is regulated via height and bulk controls rather than prescribed density limits.

**OBJECTIVE 1.4**

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

**POLICY 1.4.2**

*Allow medical office and life science uses in portions of the Central Waterfront where it is appropriate.*

**POLICY 1.4.3**

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

**POLICY 1.4.4**

*Identify portions of the Central Waterfront where it would be appropriate to allow other research and development uses that support the Knowledge Sector.*

The Development Agreement requires that at least one development block on the Project site be dedicated to laboratory and/or life science uses, although nearly half the blocks permit these uses.

The Project's close proximity to the UCSF Mission Bay campus position it well to help support the expansion of "knowledge sector" uses in the Central Waterfront.

**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.*

PDR uses are permitted on development blocks throughout the Project site, but, as described in the D4D, are required in "Priority PDR Frontages" along 23<sup>rd</sup> Street and Illinois Street where the site faces existing significant PDR uses. At least 30% of ground floor spaces in Priority PDR Frontages are required to have floor-to-floor ground floor heights of 17 feet while the remainder must be at least 15 feet in height. All Project blocks will include ample loading facilities for PDR businesses.

**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.*

**POLICY 2.1.2**

*Provide land and funding for the construction of new housing affordable to very low and low-income households.*

**POLICY 2.1.3**

*Provide units that are affordable to households at moderate and "middle incomes" – working households earning above traditional below-market-rate thresholds but still well below what is needed to buy a market priced home, with restrictions to ensure affordability continues.*

**POLICY 2.1.4**

*Allow single-resident occupancy hotels (SROs) and "efficiency" units to continue to be an affordable type of dwelling option, and recognize their role as an appropriate source of housing for small households.*

As described in the Development Agreement, 30% of the residential units produced by the Project will be affordable housing units. This requirement will be met through inclusionary units within market-rate projects at the Project site, conveyance of development parcels, at no cost, to affordable housing developers for the construction of 100% affordable units, and payment of the in-lieu fee to the Mayor's Office of Housing and Community Development for construction of affordable housing in Supervisorial District 10, on not more than 258 (33% of total affordable units) residential units in the aggregate. Inclusionary rental units will be restricted, on average, to

a housing cost that is affordable to households earning not more than 72% of area median income (AMI), while inclusionary for-sale units will be restricted, on average, to a housing cost that is affordable to households earning not more than 99% of AMI. Additionally, the Project will provide preference to the Homeless Prenatal Program for up to 36 Inclusionary Units over all phases of the project build-out. SRO and "efficiency" units are permitted on the Project site.

**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 2.3.3**

*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 childcare facilities, parks and recreation, or other facilities, in affordable housing or mixed-use developments.*

As described in the D4D, no less than 30 percent of the total number of proposed dwelling units in each building or phase shall contain at least two bedrooms. Furthermore, no less than 10 percent of the total number of proposed dwelling units in each building shall contain at least three bedrooms; units counted towards this requirement may also count towards the requirement for units with two or more bedrooms. Group Housing, Inclusionary or below-market-rate dwelling units, Single Room Occupancy (SRO) Units, Student Housing, or housing specifically and permanently designated for seniors or persons with physical disabilities are exempt from these requirements.

Family-supportive elements of the Project include two childcare facilities, 6.9 acres of open space, a playground, a community recreation facility, and potentially an on-site public library.

**OBJECTIVE 2.5**

*PROMOTE HEALTH THROUGH RESIDENTIAL DEVELOPMENT DESIGN AND LOCATION.*

**POLICY 2.5.3**

*Require new development to meet minimum levels of "green" construction.*

Standards, guidelines, and considerations related to the sustainable development of the Project site are embedded throughout the entire D4D document. Important among them is the requirement that all Project buildings achieve a certification of LEEDv4 Gold or better, thus helping the City to meet its global commitment to be a net-zero carbon city by 2050.

**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 3.1.9**

*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.*

**POLICY 3.1.11**

*Establish and require height limits along alleyways to create the intimate feeling of being in an urban room.*

The Project includes the retention and adaptive reuse of two contributing buildings within the Third Street Industrial District, Station A and the Unit 3 Stack, and potentially the preservation of a third, the Unit 3 Boiler. Additionally, the D4D includes standards and guidelines that ensure the design of new buildings on the site are consistent with the character of the Third Street Industrial District.

The Project's Design for Development document includes an extensive set of height and bulk standards that will help ensure that new development on the Project site complements adjacent development and the Dogpatch neighborhood overall. In particular, development adjacent to alleys and narrow streets on the Project site such as Craig Lane, Georgia Lane, Louisiana Street, and the northernmost block of Delaware Street, will be required to have upper story setbacks above the building podium that are generally lower—starting at 50 or 65 feet in height—than on most other blocks. This creates a lower overall street wall and an intimate setting that also permits greater access to daylight.

**OBJECTIVE 3.2**

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

**POLICY 3.2.2**

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

**POLICY 3.2.3**

*Minimize the visual impact of parking.*

**POLICY 3.2.4**

*Strengthen the relationship between a building and its fronting sidewalk.*

PDR uses are permitted on development blocks throughout the Project site, but, as described in the D4D, are required in "Priority PDR Frontages" along 23<sup>rd</sup> Street and Illinois Street. At least 30% of ground floor spaces in Priority PDR Frontages are required to have floor-to-floor ground floor heights of 17 feet while the remainder must be at least 15 feet in height. As described in the



D4D, all ground floor frontages are encouraged to provide a strong visual and physical connection between the sidewalk and interior spaces to ensure a lively and safe public realm. Accessory podium parking is required to be completely wrapped with primary building uses so that it is not visible from the street. The district parking garage must include active ground floor uses and upper story parking levels must be architecturally or artistically screened.

**OBJECTIVE 3.3**

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

**POLICY 3.3.4**

*Compliance with strict environmental efficiency standards for new buildings is strongly encouraged. Standards, guidelines, and considerations related to the sustainable development of the Project site are embedded throughout the entire D4D document. Important among them is the requirement that all Project buildings achieve a certification of LEEDv4 Gold or better, thus helping the City to meet its global commitment to be a net-zero carbon city by 2050.*

**Transportation**

**OBJECTIVE 4.1**

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

**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.*

The Project will host the eastern terminal stop for the new 55 Muni bus line, thereby bringing a high frequency transit line directly onto the Project site for use by residents, workers, and visitors, as well as a shuttle between the Project site and 16<sup>th</sup> Street BART station. The Project is also a short walk to the T Third Muni line, which offers high frequency service and connections to Downtown, the Bayview, and other City and regional destinations.

**OBJECTIVE 4.3**

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

**POLICY 4.3.5**

*Permit construction of public parking garages in Mixed Use districts only if they are part of shared parking arrangements that efficiently use space, are appropriately designed, and reduce the overall need for off-street parking in the area.*

There are no off-street parking minimums on the Project site. A district parking garage is proposed near the entrance of the Project on Humboldt Street, which would be a shared facility for residents, employees, retail patrons, and visitors. Its location at western edge of the Project site will help reduce automobile traffic on neighborhood streets.

**OBJECTIVE 4.4**

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

**POLICY 4.4.2**

*Continue to require off-street facilities for freight loading and service vehicles in new large non-residential developments.*

All development blocks on the Project site will include off-street facilities for freight loading and service vehicles.

**OBJECTIVE 4.5**

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

**POLICY 4.5.4**

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

Currently, the only streets on the 29-acre Project site are Humboldt Street, which is currently gated near its intersection with Illinois Street as a private right of way, and 23<sup>rd</sup> Street. The Project will create a new network of streets with compact blocks that extends the City's street grid all the way to the Bay to the east.

**OBJECTIVE 4.6**

*SUPPORT WALKING AS A KEY TRANSPORTATION MODE BY IMPROVING PEDESTRIAN CIRCULATION WITHIN CENTRAL WATERFRONT AND TO OTHER PARTS OF THE CITY.*

**POLICY 4.6.5**

*Facilitate completion of the sidewalk network in Central Waterfront, especially where new development is planned to occur.*

**POLICY 4.6.6**

*Explore opportunities to identify and expand waterfront recreational trails and opportunities including the Bay Trail.*

The Project will create a new network of streets with robust pedestrian facilities that connect seamlessly to the existing City street grid. It will also complete a large section of the Bay Trail along the shoreline.

**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 4.7.3**

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

The Project will create a new network of streets with robust pedestrian facilities that connect seamlessly to the existing City street grid. It will also complete a large section of the Bay Trail/Blue-Greenway along the shoreline.

**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.*

The Project will add 6.9 acres of publicly accessible open space to the Central Waterfront, including significant shoreline parks such as The Point and Stack Plaza. Project parks will provide a wide range of active and passive recreation amenities that meet the needs of San Francisco's diverse population such as a rooftop soccer field, multi-use lawns, picnic areas, a playground, and a civic plaza.

**OBJECTIVE 5.2**

*ENSURE THAT NEW DEVELOPMENT INCLUDES HIGH QUALITY PRIVATE OPEN SPACE.*

**POLICY 5.2.1**

*Require new residential and mixed-use residential development to provide on-site private open space designed to meet the needs of residents.*

**POLICY 5.2.3**

*Encourage private open space to be provided as common spaces for residents and workers of the building wherever possible.*

As described in the D4D, new residential development must provide useable open space at a ratio of 36 square feet of private open space (e.g. balcony) per dwelling unit or 48 square feet of common open space (e.g. common courtyard or rooftop) per dwelling unit. The 6.9 acres of open space on the site will provide additional passive and recreational opportunities for residents, employees, and visitors of the site.

**OBJECTIVE 5.3**

ENSURE THAT NEW DEVELOPMENT INCLUDES HIGH QUALITY PRIVATE OPEN SPACE.

**POLICY 5.3.2**

*Maximize sidewalk landscaping, street trees and pedestrian scale street furnishing to the greatest extent feasible.*

**POLICY 5.3.4**

*Enhance the pedestrian environment by requiring new development to plant street trees along abutting sidewalks. When this is not feasible, plant trees on development sites or elsewhere in the plan area.*

**POLICY 5.3.9**

*Explore opportunities to identify and expand waterfront recreational trails and opportunities including the Bay Trail and Blue-Greenway.*

As described in the D4D, the Project will include a robust tree planting and greening program along nearly all development blocks utilizing tree and plant palettes that include native and climate-adaptive species. The Project will construct a new portion of the Bay Trail along the shoreline.

**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.*

The D4D includes standards and guidelines for integrating local biodiversity into Project open spaces—thereby furthering City biodiversity goals—by, for example, establishing a robust native and climate-adaptive plant palette and minimum requirements for native plant use. The D4D also includes standards requiring adherence to stormwater management best practices and design to ensure the open spaces are high functioning ecologically.

Public art will be encouraged in all Project open space and the D4D includes a map of recommended locations.

**Community Facilities**

**OBJECTIVE 7.1**

PROVIDE ESSENTIAL COMMUNITY SERVICES AND FACILITIES.



**POLICY 7.1.3**

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

As described in the DA, the Project will include two new childcare facilities, each of at least 6,000 square feet in size.

**OBJECTIVE 7.2**

*ENSURE CONTINUED SUPPORT FOR HUMAN SERVICE PROVIDERS THROUGHOUT THE EASTERN NEIGHBORHOODS.*

**POLICY 7.2.5**

*Encourage the creation of new social and cultural facilities in the Central Waterfront area.*

As described in the DA, the Project will include a new community center of at least 25,000 square feet as well as a public library onsite or funding for a public library within  $\frac{3}{4}$  of a mile of the site.

**Historic Preservation**

**OBJECTIVE 8.2**

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

**POLICY 8.2.1**

*Protect individually significant historic and cultural resources and historic districts in the Central Waterfront area plan from demolition or adverse alteration, particularly those elements of the Maritime and Industrial Area east of Illinois Street.*

The Project will include the retention and adaptive reuse of the Unit 3 Stack, in compliance with the Secretary of the Interior's Standards for Rehabilitation, and the retention and adaptive reuse of Station A, which are contributing structures to the Third Street Historic District.

**OBJECTIVE 8.6**

*FOSTER PUBLIC AWARENESS AND APPRECIATION OF HISTORIC AND CULTURAL RESOURCES WITHIN THE CENTRAL WATERFRONT AREA PLAN.*

**POLICY 8.6.2**

*Foster education and appreciation of historic and cultural resources within the Central Waterfront plan area among business leaders, neighborhood groups, and the general public through outreach efforts.*

The Project D4D includes an Interpretive Vision for the Project site that will serve as a framework for a site-wide interpretive masterplan to be developed in coordination with the Planning Department per Project EIR Mitigation Measure M-CR-5c. The masterplan and Mitigation Measure will ensure that salvaged materials of historical interest on the site are be utilized as part of the interpretative program for the site and help explain to and guide visitors through the long history of industrial uses on the Project site.

**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. 2017-011878DVA, 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 neighborhood-serving retail uses would be preserved and enhanced, and future opportunities for resident employment in and ownership of such businesses enhanced;*

No neighborhood-serving retail uses are currently present on the Project site. Once constructed, the Project will contain new retail, PDR, and other commercial uses that would provide opportunities for employment and ownership of retail businesses in the community. These new uses would serve nearby residents and the surrounding community. The Development Agreement includes commitments related to local hiring. The construction of the Project will provide opportunities to generate thousands of annual construction jobs and hundreds of permanent jobs at project completion, encouraging participation by small and local business enterprises through a comprehensive employment and contracting policy.

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

The Project would provide at full build-out up to 2,601 new residential units, including affordable housing; no housing is currently present on the Project site. The Project is designed to revitalize an underutilized site that most recently hosted a coal-fired power station and to provide a varied land use program that would enhance the surrounding neighborhood. The Project provides a new neighborhood complete with residential, office, retail, PDR, and hotel uses, along with new transit and street infrastructure, and public open space. The Project design 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 unique context.

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

The Project would enhance the City's supply of affordable housing through its affordable housing commitments in the Development Agreement. As detailed in the Development Agreement, the Project exceeds the inclusionary affordable housing requirements of the Planning Code, by reaching a 30% affordability level.

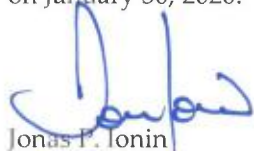
- 4) *That commuter traffic not impede Muni transit service or overburden our streets or neighborhood parking;*

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 on site, provision of a shuttle

with the proposal; (3) amend Commerce and Industry Element Maps 1 and 2 by reclassifying generalized land uses and densities consistent with the proposal, and Objective 4 to improve the equitable distribution of infrastructure; (4) amend the Recreation and Open Space Element Map 3 by adding new publicly accessible open spaces of significant size (6.9 acres) proposed for the site; (5) amend the Transportation Element Map 11 by adding the Bay Trail Recreational Loop proposed for the site, and; (6) amend the Land Use Index to reflect amendments to the maps described above in the Urban Design, Commerce and Industry, Recreation and Open Space, and Transportation Elements.

**AND BE IT FURTHER RESOLVED**, that pursuant to Planning Code Section 340, the Planning Commission Adopts a Resolution to Recommend to the Board of Supervisors to approve the Draft Ordinance.

I hereby certify that the foregoing Resolution was ADOPTED by the San Francisco Planning Commission on January 30, 2020.



Jonas P. Ionin  
Commission Secretary

AYES: Diamond, Fung, Koppel, Melgar, Moore

NOES: None

ABSENT: Johnson, Richards

ADOPTED: January 30, 2020

**LEGISLATIVE DIGEST**

[General Plan - Potrero Power Station Mixed-Use Project]

**Ordinance amending the General Plan to revise the Central Waterfront Plan, the Commerce and Industry Element, the Recreation and Open Space Element, the Transportation Element, the Urban Design Element, and the Land Use Index, to reflect the Potrero Power Station Mixed-Use Project; 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

Under Charter Section 4.105 and Planning Code Section 340, any amendments to the General Plan shall first be considered by the Planning Commission and recommended for approval or rejection by the Board of Supervisors.

Currently, the Potrero Power Station site in the Central Waterfront area of San Francisco, is zoned M-2 (Heavy Industrial) and PDR-1-G (Production, Distribution and Repair – General) and located in a 40-X and 65-X height and bulk district.

Amendments to Current Law

This ordinance would amend the General Plan as follows:

- (1) Amend Objective 1.1, Policy 1.1.8, Map 2, and Objective 5.1 of the Central Waterfront Area Plan to reflect the mixed-use vision for the Potrero Power Station site;
- (2) Amend the Commerce and Industry Element Maps 1 and 2, and Objective 4 by reclassifying generalized land uses and densities consistent with the proposal;
- (3) Amend the Recreation and Open Space Element Map 3 by adding new publicly accessible open spaces of significant size (6.9 acres) proposed for the site;
- (4) Amend the Transportation Element Map 11 by adding the Bay Trail Recreational Loop proposed for the site;
- (5) Amend the Urban Design Element Maps 4 and 5 by establishing maximum height and bulk limits consistent with the proposal; and;
- (6) Amend the Land Use Index to reflect amendments to the maps described above in the Commerce and Industry, Recreation and Open Space, Transportation, and Urban Design Elements.

FILE NO.

### Background Information

On January 30, 2019, the Planning Commission considered the proposed amendments to the General Plan and recommended approval in Resolution 20511.

This ordinance would enable the development of the Potrero Power Station Mixed-Use Project (“Project”), proposed by California Barrel Company (“Project Sponsor”). The Project is immediately south of Pier 70 and encompasses property currently owned by the Project Sponsor, PG&E, the Port, and the City. The Project proposal includes developing approximately 2.5 million square feet (“sq. ft.”) of residential space (2,601 dwelling units), 1.8 million sq. ft. of commercial uses, including 100,000 sq. ft. of retail, 800,000 sq. ft. of office, 650,000 sq. ft. of life science/laboratory, 240,000 sq. ft. of hotel (250 rooms), and 35,000 sq. ft. of Production, Distribution, and Repair (“PDR”) uses. Additionally, it includes 25,000 square feet of entertainment/assembly uses, 50,000 square feet of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space, including a new waterfront park. The proposal would also feature newly created public streets, pedestrian paths, cycle tracks, and the continuation of the Bay Trail. New buildings on the site are proposed to range from 65 feet to 240 feet in height and would generally step down from the middle of the site toward both the east and west. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse.

The project would also require the Planning Code amendments to create a Special Use District, the adoption of a Design for Development (“D4D”) document to facilitate implementation, and a Development Agreement (“DA”) between the Project Sponsor and the City and County of San Francisco.

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1 [General Plan - Potrero Power Station Mixed-Use Project]

2

3 **Ordinance amending the General Plan to revise the Central Waterfront Plan, the**  
4 **Commerce and Industry Element, the Recreation and Open Space Element, the**  
5 **Transportation Element, the Urban Design Element, and the Land Use Index, to reflect**  
6 **the Potrero Power Station Mixed-Use Project; adopting findings under the California**  
7 **Environmental Quality Act and Planning Code Section 340, and making findings of**  
8 **consistency with the General Plan, and the eight priority policies of Planning Code,**  
9 **Section 101.1.**

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

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

18 Section 1. Environmental and Planning Code Findings.

19 (a) California Environmental Quality Act.

20 (1) At its hearing on \_\_\_\_\_, and prior to recommending the proposed  
21 General Plan Amendments for approval, by Motion No. \_\_\_\_\_ the Planning Commission  
22 certified a Final Environmental Impact Report (FEIR) for the Potrero Power Station Mixed-Use  
23 Project (Project) pursuant to the California Environmental Quality Act (CEQA) (California  
24 Public Resources Code Section 21000 et seq.), the CEQA Guidelines (Cal. Code Reg.  
25 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. \_\_\_\_\_, and is incorporated  
herein by reference. In accordance with the actions contemplated herein, this Board has

1 reviewed the FEIR, concurs with its conclusions, affirms the Planning Commission's  
2 certification of the FEIR, and finds that the actions contemplated herein are within the scope  
3 of the Project described and analyzed in the FEIR.

4 (2) In approving the Project at its hearing on \_\_\_\_\_, by Resolution No.  
5 \_\_\_\_\_, the Planning Commission also adopted findings under CEQA, including a  
6 statement of overriding considerations, and a Mitigation Monitoring and Reporting Program  
7 (MMRP). Copies of said Motion and MMRP are on file with the Clerk of the Board of  
8 Supervisors in File No. \_\_\_\_\_, and are incorporated herein by reference. The Board  
9 hereby adopts and incorporates by reference as though fully set forth herein the Planning  
10 Commission's CEQA approval findings, including the statement of overriding considerations.  
11 The Board also adopts and incorporates by reference as though fully set forth herein the  
12 Project's MMRP, dated \_\_\_\_\_ and on file with the Clerk of the Board in File No.  
13 \_\_\_\_\_.

14 (b) Planning Code Findings.

15 (1) Under Charter Section 4.105 and Planning Code Section 340, any  
16 amendments to the General Plan shall first be considered by the Planning Commission and  
17 thereafter recommended for approval or rejection by the Board of Supervisors. On  
18 \_\_\_\_\_, by Resolution No. \_\_\_\_\_, the Planning Commission conducted a duly  
19 noticed public hearing on the General Plan Amendments pursuant to Planning Code Section  
20 340, and found that the public necessity, convenience and general welfare require the  
21 proposed General Plan Amendments, adopted General Plan Amendments, and  
22 recommended them for approval to the Board of Supervisors. A copy of the Planning  
23 Commission Resolution No. \_\_\_\_\_, is on file with the Clerk of the Board of Supervisors  
24 in File. No. \_\_\_\_\_, and incorporated by reference herein.

1 (2) On \_\_\_\_\_, the Planning Commission, in Resolution No. \_\_\_\_\_,  
2 adopted findings that the actions contemplated in this ordinance are consistent, on balance,  
3 with the City's General Plan and eight priority policies of Planning Code Section 101.1. The  
4 Board adopts these findings as its own. A copy of said Resolution is on file with the Clerk of  
5 the Board of Supervisors in File No. \_\_\_\_\_, and is incorporated herein by reference.

6 Section 2. The General Plan is hereby amended by revising the Central Waterfront  
7 Plan, as follows:

8 OBJECTIVE 1.1

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

12 \* \* \* \*

13 Adjacent to the Pier 70 area, the Potrero power plant ~~is expected to cease~~ operations  
14 ~~sometime in 2011 subject to a Settlement Agreement between the City and the previous owner, Mirant~~  
15 ~~Potrero LLC the future. While contamination of the soil here will preclude housing development on~~  
16 ~~The Settlement Agreement provided Mirant or a future property owner the opportunity to work with~~  
17 ~~the City and community on a reuse plan for the site that could achieve community benefits and~~  
18 ~~objectives. The power plant site is, it will be an opportunity, similar to Pier 70, for residential and~~  
19 mixed-use development ~~in the future~~ that could also include larger activities such as  
20 commercial as well as research and development uses. ~~A future community planning process for~~  
21 ~~this site will help determine exactly what should occur on the site.~~

22 \* \* \* \*

23 In areas controlled by the Port ~~as well as the Potrero Power Plant site~~, maintain existing  
24 industrial zoning pending the outcome of ~~separate~~ planning processes for these areas.

25 \* \* \* \*



1 POLICY 1.1.8

2 Consider the Potrero power plant site as an opportunity ~~for reuse~~ for larger-scale  
3 commercial and research establishments as part of a mixed use development.

4 \* \* \* \*

5 Map 2: (“Generalized Zoning Districts”), update Pier 70 and the Potrero Power plant  
6 site description as follows: ~~Maintain existing manufacturing zoning here. After Pier 70 and plant~~  
7 ~~site planning processes are complete, consider e~~Changing zoning to reflect the development plans  
8 ~~for the Pier 70 and Potrero power plant site~~the outcome of the processes.

9 \* \* \* \*

10 OBJECTIVE 5.1

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

13 In a built-out neighborhood such as this, finding sites for sizeable new parks is difficult.  
14 However, it is critical that at least one new substantial open space be provided as part of this  
15 Plan. This Plan identifies a number of potential park sites: the area behind the IM Scott School  
16 site, which is currently used for parking, expansion of Warm Water Cove and the development  
17 of Crane Cove Park on Pier 70. ~~Additionally, a~~As part of the long-term planning process for  
18 the Potrero Power Plant site and the Pier 70 sitePlanning process, the area surrounding Irish Hill is  
19 ~~also~~ identified as a potential park site. Additionally, any development on the Potrero power plant  
20 site should include public open space. Finally, an improved waterfront at the end of 22nd Street  
21 would provide a much needed bayfront park site and should be considered as part of any  
22 long-term plans for Pier 70.

23 Section 3. The General Plan is hereby amended by revising the Commerce and  
24 Industry Element, as follows:

1 Map 1 (“Generalized Commercial and Industrial Land Use Plan”), remove General  
2 Industry designation from Potrero Power Station site and designate commercial blocks  
3 (Blocks 2, 3, 11, 12, 15) as Business and Services, as shown in the Potrero Power Station  
4 Special Use District, Planning Code Section 249.87.

5 Map 2 (“Generalized Commercial and Industrial Density Plan”), remove 3.0:1 FAR  
6 density designation for Potrero Power Station site and add a boundary area for Potrero Power  
7 Station site with a line that leads to a reference that states “See Potrero Power Station Special  
8 Use District, Section 249.87 of the Planning Code for density controls therein.”

9 \* \* \* \*

10 OBJECTIVE 4: IMPROVE THE VIABILITY OF EXISTING INDUSTRY IN THE CITY,  
11 THE EQUITABLE DISTRIBUTION OF INFRASTRUCTURE, AND THE ATTRACTIVENESS OF  
12 THE CITY AS A LOCATION FOR NEW INDUSTRY.

13 \* \* \* \*

14 **Policy 4.12: As obsolete or underutilized infrastructure and heavy industrial uses are**  
15 **decommissioned, consolidated or relocated, ensure that new uses on such sites complement the**  
16 **adjacent neighborhood and address environmental justice considerations while also reflecting**  
17 **broader contemporary City priorities.**

18 Occasionally the opportunity arises to rethink the use and design of large sites occupied by a  
19 large heavy industry, utility or infrastructure use, many of which are legacies of investments,  
20 development patterns, and decisions from past eras, as these sites are shuttered, downsized or  
21 relocated due to economic, regulatory or technological changes. Planning for these sites should  
22 carefully consider the needs of adjacent neighborhoods, particularly where former industrial and  
23 infrastructure uses, such as fossil fuel-powered power plants, historically created environmental justice  
24 burdens for area residents, while balancing the larger policy goals of the City applicable to the site,  
25 such as the development of community-serving facilities, public space, housing, economic development,

1 and modern, clean infrastructure or industry, to advance sustainability, resiliency and economic  
2 diversity goals.

3 Section 4. The General Plan is hereby amended by revising Map 3 of the Recreation  
4 and Urban Space Element (“Existing & Proposed Open Space”), as follows:

5 Add proposed open space depicted in the “Potrero Power Station Mixed-Use Project  
6 Special Use District, Section 249.87 of the Planning Code.”

7 Section 5. The General Plan is hereby amended by revising Map 11 of the  
8 Transportation Element (“Citywide Pedestrian Network”), as follows:

9 Add proposed Bay Trail Recreational Loop to map through the Potrero Power Station  
10 and Pier 70 project sites.

11 Add “Proposed Bay Trail Recreational Loop” route to legend.

12 Section 6. The General Plan is hereby amended by revising the Urban Design  
13 Element, as follows:

14 Map 4 (“Urban Design Guidelines for Height of Buildings”), add to the map notes: “Add  
15 a shaded area with a new height designation with a range between 65-240 feet in the location  
16 of the former Potrero Power Plant, as shown in the Potrero Power Station Special Use  
17 District, Planning Code Section 249.87.

18 Map 5 (“Urban Design Guidelines for Bulk of Buildings Map”), add the following  
19 language to map notes: “Add asterisk and add: ‘See Potrero Power Station Special Use  
20 District, Planning Code Section 249.87.’”

21 Section 7. The Land Use Index shall be updated as necessary to reflect the  
22 amendments set forth in Sections 3, 4, 5, and 6, above.

23 ///

24 ///

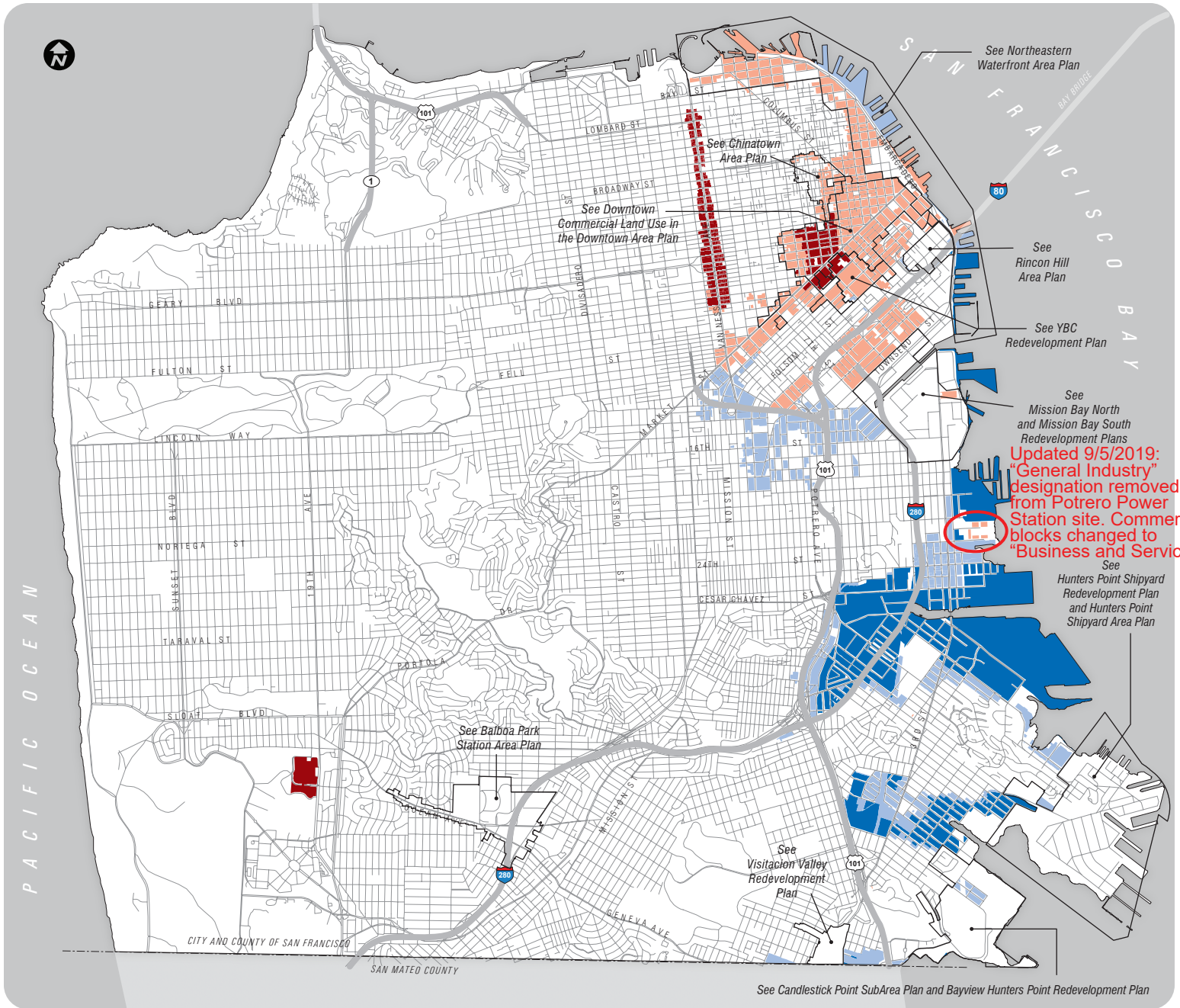
25 ///

1 Section 8. Effective Date. This ordinance shall become effective 30 days after  
2 enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the  
3 ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board  
4 of Supervisors overrides the Mayor's veto of the ordinance.

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

8 By: \_\_\_\_\_  
9 Austin M. Yang  
Deputy City Attorney

10 n:\legana\as2019\2000059\01420323.docx



## Generalized Commercial and Industrial Land Use Plan

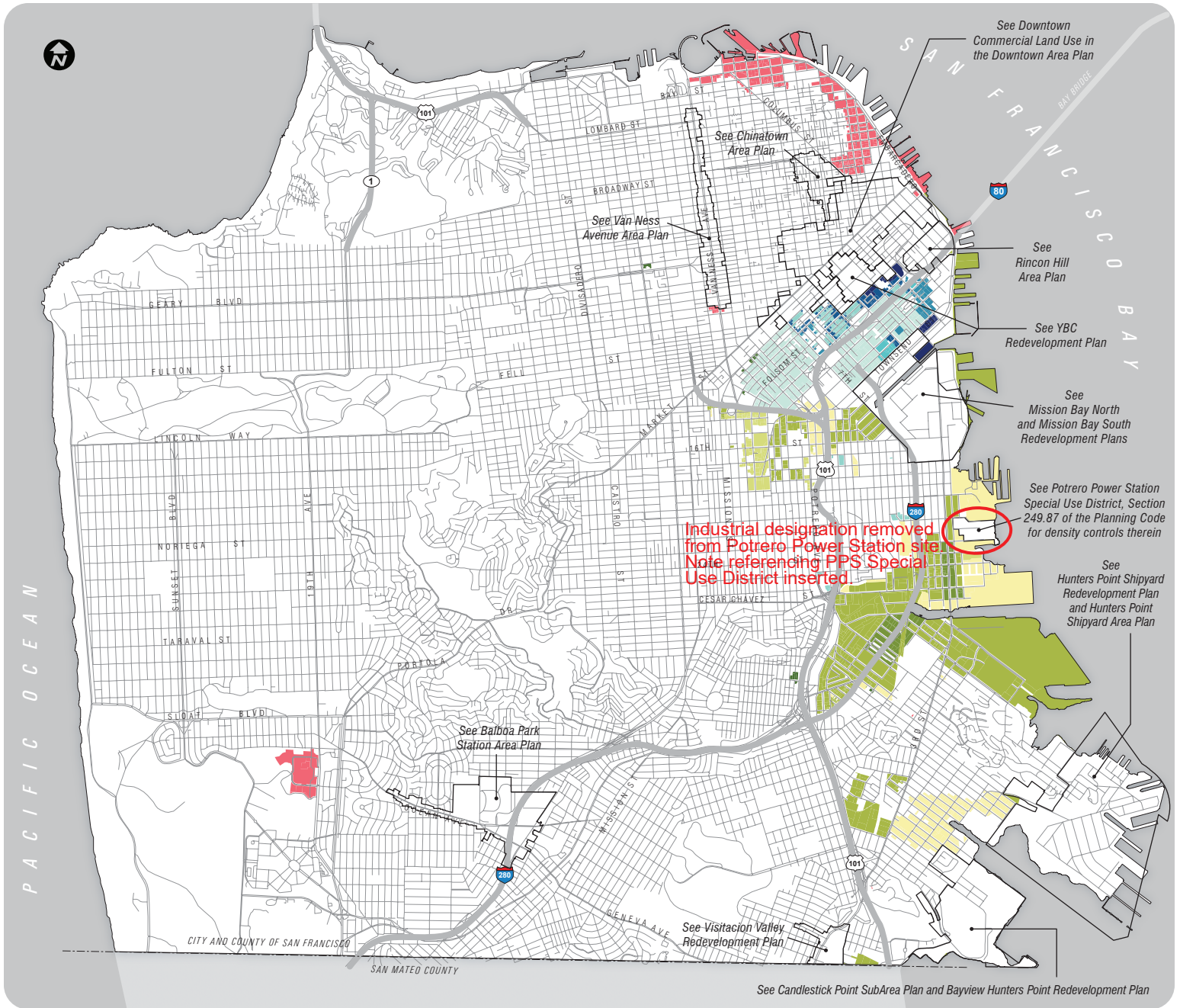
0 Miles 1

**MAP 01**

- Major Shopping
- Business and Services
- Light Industry
- General Industry

Note:  
For Neighborhood Commercial Areas, see Map 5: Generalized Neighborhoods Commercial Land Use and Density Plan.

Note:  
This map does not illustrate mixed-use areas, which may also contain elements of commerce and industry.



## Generalized Commercial and Industrial Density Plan (Excludes Neighborhood Commercial Areas)

0 Miles 1

**MAP 02**

Commercial (C-2)

3.6:1 FAR

FAR = Floor Area Ratio

Industrial (M-1, M-2, PDR)

3.0:1 FAR

4.0:1 FAR

5.0:1 FAR

6.0:1 FAR

9.0:1 FAR

Res/Com (MU, UMU, SoMa)

2.5:1 FAR

3.0:1 FAR

4.0:1 FAR

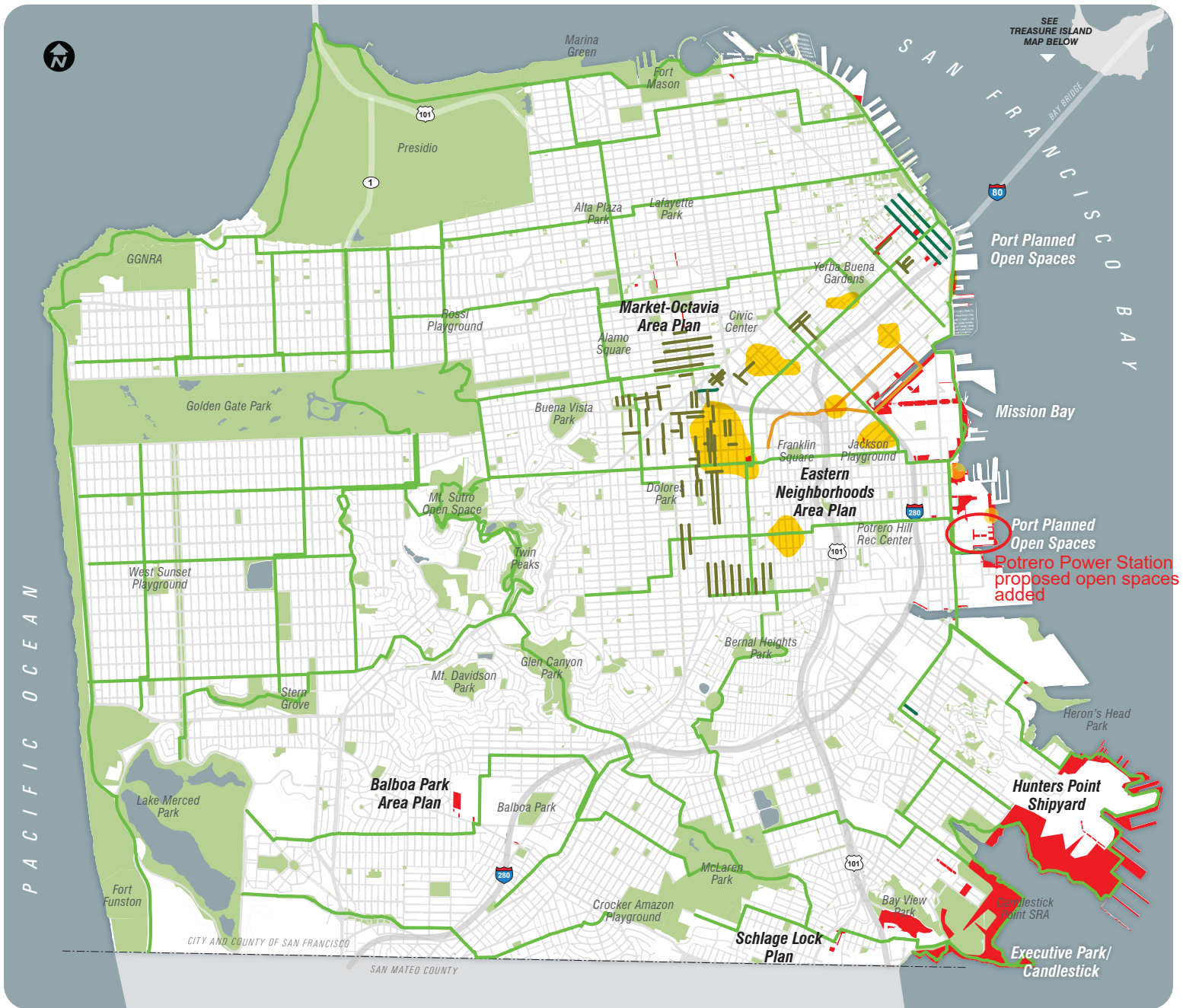
5.0:1 FAR

6.0:1 FAR

7.5:1 FAR

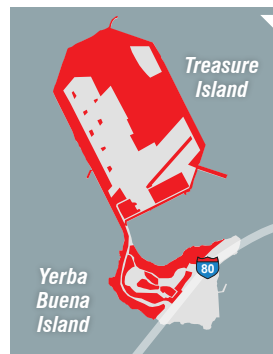
Note:  
In Commercial and Industrial districts, both FAR and dwelling unit density controls apply. In Mixed Residential Commercial districts, FAR limits apply to nonresidential uses and dwelling unit limits apply to residential uses. See Map 3 in the Housing Element for dwelling unit densities. an additional 25% FAR may be added on corner lots in non C-3 districts. Public use areas are excluded.





## Existing and Proposed Open Space

- Potential Living Alleys
- Potential Living Streets
- Proposed Green Connections
- Off Street Multi-Use Paths
- Proposed Open Space
- Existing Open Space
- Acquire and develop sites for open space (Eastern Neighborhoods Area Plan)



0 Miles 1

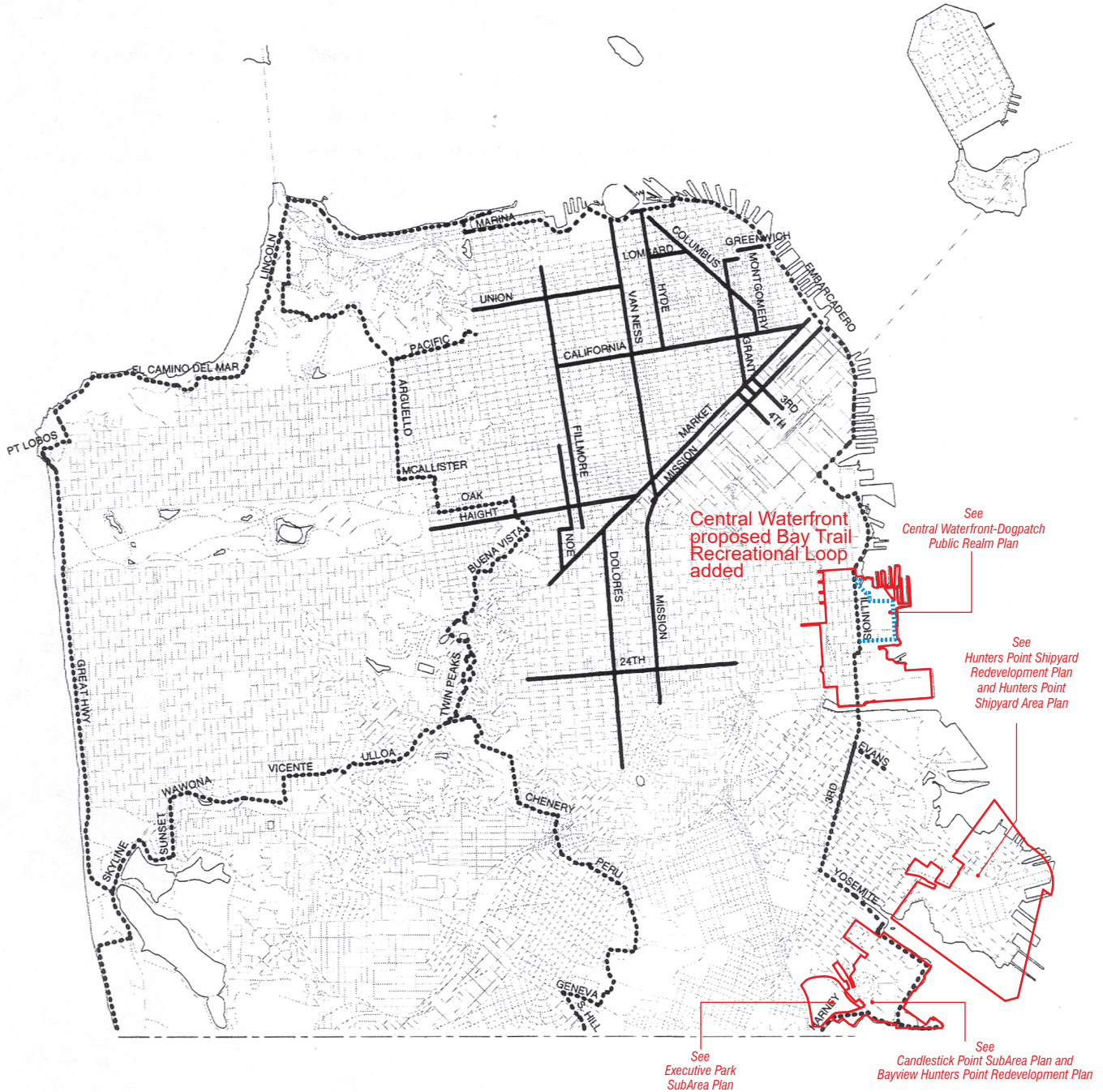
**MAP 03**

**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.

- 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"
- Designate Folsom St between Embarcadero and Essex St and Second St in its entirety as part of the Citywide Pedestrian Network
- Revise map to show proposed SF Bay Trail running from Candlestick Point SRA through Hunters Point Shipyard, then to Third Street and north if this is only depicting Third Street MUNI Metro light rail

- 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 a boundary area around Executive Park with a line that leads to a reference that states "See Executive Park Subarea Plan"
- **CENTRAL WATERFRONT-DOGPATCH PUBLIC REALM PLAN: The 2018 Public Realm Plan developed concept designs for Complete Streets and Open Spaces in this Public Realm Plan area. Please refer to that Public Realm Plan for more specific recommendations for implementation.**



**CITYWIDE PEDESTRIAN NETWORK**

- Citywide Pedestrian Network Street
- Bay, Ridge and Coast Trail
- Proposed Bay Trail Recreational Loop

**Map 11**





See Balboa Park Station Area Plan

See Redevelopment Plan for the Visitacion Valley Schlage Lock Project

See Executive Park SubArea Plan

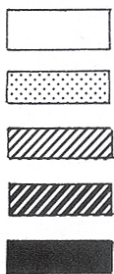
See Candlestick Point SubArea Plan and Bayview Hunters Point Redevelopment Plan

See Mission Bay North and Mission Bay South Redevelopment Plans

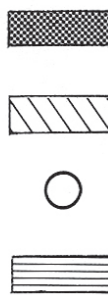
See Central Waterfront-Dogpatch Public Realm Plan

See Hunters Point Shipyard Redevelopment Plan and Hunters Point Shipyard Area Plan

## URBAN DESIGN GUIDELINES FOR HEIGHT OF BUILDINGS



0-40 ft  
41-88 ft  
89-160 ft  
161-240 ft  
241-400 ft



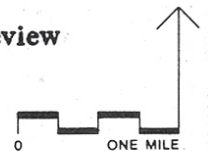
**OPEN SPACE**  
Any Development Subject To Review

**MAXIMUM HEIGHT**  
Elevation Of Freeway

**POINT TOWERS IN VICINITY**

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

**Map 4**



→ LOWER END OF RANGE  
→ MIDDLE OR LOWER END OF RANGE

## **MAP APPROVED BY THE BOARD OF SUPERVISORS**

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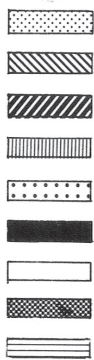
- *Delete the shaded areas within the Mission Bay area and add a boundary around the Mission Bay area with a line that leads to a reference that states "See Mission Bay North and Mission Bay South Redevelopment Plans." For Assessor's Blocks 3796 (Lots 1 and 2), 3797(Lot 1), and a portion of 3880, place 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"*
- *Add a shaded area with a new height designation with a range between 20-160 feet in the location of the Islais Creek area bordering Innes Avenue, Hawes and Griffith Streets.*
- *Add a shaded area for the 41-88 feet designation around the boundaries of the Sunnydale HOPE SF and Potrero HOPE SF Special Use Districts.*
- *Add a shaded area with a new height designation with a range between 65-240 feet in the location of the former Potrero Power Plant as shown in the Potrero Power Station Special Use District, Planning Code Section 249.87.*

**Notation for new height designation at Potrero Power Station added**





## URBAN DESIGN GUIDELINES FOR BULK OF BUILDINGS



Guidelines Apply Above Height Of

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

Guidelines For Maximum Plan Dimension

Guideline For Maximum Diagonal Plan Dimension

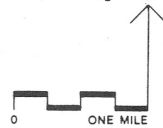
Bulk Regulated By Height Controls

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 5



### 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."
- 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 asterisk and add: "See Candlestick Point Special Use District; see applicable planning code provisions."
- 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"
- Delete Assessor's Block 5952, Lot 002 from shaded portion of map, and add a line that leads to a reference that states "See Jewish Home of San Francisco Special Use District, Planning Code Section 249.73, and San Francisco Zoning Map SU011."
- Add asterisk and add: "See Potrero Power Station Special Use District, Planning Code Section 249.87."

Notation for new bulk designation at Potrero Power Station added



# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Resolution No. 20639

HEARING DATE: JANUARY 30, 2020

*Case No.:* 2017-011878 PCA MAP  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
 PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Proposed Zoning:* P (Public)  
 Potrero Power Station Mixed-Use District (PPS-MUD)  
*Proposed Height:* 65/240-PPS  
*Blocks/Lots:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company – (415) 796-8945  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

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

Reception:  
**415.558.6378**

Fax:  
**415.558.6409**

Planning  
Information:  
**415.558.6377**

**RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO THE PLANNING CODE TO: (1) ESTABLISH THE POTRERO POWER STATION SPECIAL USE DISTRICT; (2) ESTABLISH THE POTRERO POWER STATION MIXED USE DISTRICT; (3) AMEND ZONING MAP 08 TO REZONE THE PROJECT SITE FROM M-2 (HEAVY INDUSTRIAL) AND PDR-1-G (PRODUCTION, DISTRIBUTION, AND REPAIR 1 GENERAL) TO PPS-MU (POTRERO POWER STATION-MIXED USE); (4) AMEND PLANNING CODE HEIGHT AND BULK MAP 08 TO INCREASE THE HEIGHT LIMIT AT THE PROJECT SITE FROM 40-X / 65-X TO 65-PPS / 240-PPS; (5) AMEND PLANNING CODE SPECIAL USE DISTRICT MAP 08 BY ZONING THE PROJECT SITE AS POTRERO POWER STATION SPECIAL USE DISTRICT; AND (6) ADOPT FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1 AND FINDINGS UNDER PLANNING CODE SECTION 302, AND FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.**

**WHEREAS**, on January 14, 2020, Supervisor Shamann Walton and Mayor London Breed introduced an ordinance (Board File 200039) for Planning Code Amendments to establish the Potrero Power Station Special Use District (herein "SUD"), and for Zoning Map Amendments by amending Zoning Maps ZN08, SD08 and HT08, for the Assessor's Blocks and Lots as listed above.

**WHEREAS**, The Planning Code and Zoning Map Amendments would enable the development of the Potrero Power Station Mixed-Use Project ("Project"). California Barrel Company ("Project Sponsor), the owner of roughly 29 acres at 1201A Illinois Street, submitted an application to the San Francisco Planning Department ("Department") for environmental review on September 15, 2017. The Project is immediately south of Pier 70 and encompasses property currently owned by the Project Sponsor, PG&E, the Port of San Francisco, and the City and County of San Francisco. The Project proposal includes developing approximately 2.5 million square feet ("sq ft") of residential space (2,601 dwelling units), 1.8 million sq ft of commercial uses, including 100,000 sq ft of retail, 800,000 sq ft of office, 650,000 sq ft of life science/laboratory, 240,000 sq ft of hotel (250 rooms), and 35,000 sq ft of Production, Distribution, and



Repair ("PDR") uses. Additionally, it includes 25,000 square feet of entertainment/assembly uses, 50,000 square feet of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space, including a new waterfront park. The proposal would also feature newly created public streets, pedestrian paths, cycle tracks, and the continuation of the Bay Trail. New buildings on the site are proposed to range from 65 feet to 240 feet in height and would generally step down from the middle of the site toward both the east and west. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse; and

**WHEREAS**, approvals required for the Project include (1) certification of an Environmental Impact Report ("EIR"), (2) Planning Code Zoning Map amendments, (3) General Plan Amendments, (4) Planning Code Text and Map Amendments, (5) the adoption of a Design for Development ("D4D") document to facilitate implementation, and (6) a Development Agreement ("DA") between the Project Sponsor and the City and County of San Francisco; and

**WHEREAS**, these Planning Code Text Amendments would establish the PPS-MU zoning district, establish the Potrero Power Station SUD, would outline the land use controls for the Project site through the SUD, and would rezone the land currently zoned M-2 (Heavy Industrial) to PPS-MUD (Potrero Power Station Mixed-Use District) and P (Public) designations that are more appropriate for the area and that allow the implementation of the Project. The rezoning would also include rezoning portions of land under Port of San Francisco jurisdiction that are planned for open spaces uses from PDR-1-G (Production, Distribution & Repair-1-General) to P (Public), which is the appropriate zoning designation for public park land. This rezoning also includes re-designating the height and bulk districts within the SUD from 40-X and 65-X to 65/240-PPS; and

**WHEREAS**, on January 30, 2020, the Planning Commission reviewed and considered the Final EIR ("FEIR") for the Project 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 certified the FEIR for the Project in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines and Chapter 31 by Motion No. 20635; and

**WHEREAS**, on January 30, 2020, the Commission by Motion No. 20636 approved CEQA Findings, including adoption of a statement of overriding considerations and a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2017-011878ENV, for approval of the Project, which findings, statement of overriding considerations and MMRP are incorporated by reference as though fully set forth herein; and

**WHEREAS**, on January 30, 2020, the Commission by Resolution No. 20637 found that the Project, including the actions contemplated in this Resolution, is on balance consistent with the General Plan, as it is proposed to be amended, and the eight Priority Policies of Planning Code Section 101.1. That Resolution is incorporated by reference as though fully set forth herein; and

**WHEREAS**, on January 30, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed Planning Code Text and Map Amendments and has considered the information included in the File for these Amendments, the staff reports and presentations, public

testimony and written comments, as well as the information provided about the Project from other City departments; and

WHEREAS, a draft ordinance, substantially in the form attached hereto as Exhibit A, approved as to form, would establish the Potrero Power Station SUD, and make other related Planning Code Map amendments.

WHEREAS, on January 30, 2020, the Commission recommended the following amendments to the SUD (additions underlined, deletions in ~~striktthrough~~ text):

- Section 249.87(n)(5)(A) **Buildings and Privately-Owned Community Improvements Seeking No Modifications.** Within 10 days after the delivery and posting of the staff report on the Design Review Application, the Planning Director shall approve or disapprove the design based on its compliance with the Planning Code, including this Section 249.87, the Design for Development, and the General Plan. If the Design Review Application is consistent with the numeric standards set forth in this Section 249.87 and the Design for Development, the Planning Director's discretion to approve or disapprove the Design Review Application shall be limited to the Application's consistency with the non- numeric elements of the Design for Development and the General Plan. Prior to approval of a Design Review Application for any building and/or Privately-Owned Community Improvement that is 200 feet or more in height, or for the rehabilitation and development of Station A on Block 15 or of Unit 3 on Block 9, the Planning Director shall refer the Design Review Application to the Planning Commission for an informational hearing. Such informational hearing shall consider any pedestrian bridge proposed for attachment to Station A, regardless of whether such bridge is initially proposed as part of the Station A building or an adjacent building that proposes a bridge that would ultimately connect to Station A. In accordance with San Francisco Administrative Code Section 71.5, any Mills Act contract application would also require approval by the Historic Preservation Commission.
- Table 249.87-1. Add new footnote (16) to each row in the column labelled "Retail Sales and Service:" (16) Self Storage uses are conditionally permitted.
- Section 249.87(h)(2)(C): The dwelling unit mix requirement in this subsection (h)(2) shall not apply to buildings for which 100% of the Residential Uses are: Group Housing, Dwelling Units that are restricted to a maximum sales or rental price that is affordable to households earning 150% of Area Median Income or less for Owned Units and 130% of Area Median Income for Rental Units, Single Room Occupancy (SRO) Units, Student Housing, or housing specifically and permanently designated for seniors or persons with physical disabilities, including units to be occupied by staff serving any of the foregoing Residential Uses.

**NOW THEREFORE BE IT RESOLVED**, that the Planning Commission hereby finds that the Planning Code Text Amendments and Zoning Map Amendments promote the public welfare, convenience and necessity for the following reasons:

1. The Planning Code Amendments would help implement the Potrero Power Station Mixed-Use Project development, thereby evolving currently under-utilized land for needed housing, parks and open space, community facilities and amenities, and other related uses.
2. The Planning Code Amendments would help implement the Potrero Power Station Project, which in turn will provide employment opportunities for local residents during construction and occupancy, as well as community facilities and parks for new and existing residents.
3. The Planning Code Amendments would help implement the Potrero Power Station Project by enabling the creation of a mixed-use and sustainable neighborhood, with new infrastructure. The new neighborhood would improve the site's connectivity, and connect existing neighborhoods to the Central Waterfront.
4. The Planning Code Amendments would enable the construction of a new vibrant, safe, and connected neighborhood, including new parks and open spaces. The Planning Code 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 Amendments would enable construction of new housing, including new on-site affordable housing, a wide mix of Bayfront waterfront recreational opportunities and other related uses. These new uses would create a new mixed-use neighborhood that would strengthen and complement nearby neighborhoods.

**AND BE IT FURTHER RESOLVED**, that the Commission finds the Potrero Power Station Planning Code Amendments are in conformity with the General Plan, as it is proposed to be amended, and Planning Code Section 101.1 as set forth in Resolution No. 20637.

**AND BE IT FURTHER RESOLVED**, that the Commission hereby recommends that the Board of Supervisors adopt the Potrero Power Station Planning Code and Zoning Map Amendments, in substantially the form attached hereto as Exhibit A.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on January 30, 2020.

  
Jonas P. Ionin  
Commission Secretary

AYES: Diamond, Fung, Koppel, Melgar, Moore

NOES: None

ABSENT: Johnson, Richards

ADOPTED: January 30, 2020

1 [Planning Code, Zoning Map - Potrero Power Station Special Use District]

2

3 **Ordinance amending the Planning Code and Zoning Map to establish the Potrero**  
 4 **Power Station Special Use District, generally bound by 22nd Street and the southern**  
 5 **portion of the newly created Craig Lane to the north, the San Francisco Bay to the east,**  
 6 **23rd Street to the south and Illinois Street to the west; and making findings under the**  
 7 **California Environmental Quality Act, findings of consistency with the General Plan and**  
 8 **the eight priority policies of Planning Code, Section 101.1, and findings of public**  
 9 **necessity, convenience, and welfare under Planning Code, Section 302.**

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

14

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

16

17 Section 1. Planning and Environmental Findings.

18 (a) In companion legislation adopting a Development Agreement associated with  
 19 the Potrero Power Station Mixed-Use Project, the Board of Supervisors adopted  
 20 environmental findings pursuant to the California Environmental Quality Act (CEQA)  
 21 (California Public Resources Code Sections 21000 et seq.), the CEQA Guidelines (14 Cal.  
 22 Code Reg. Sections 15000 et seq.), and Chapter 31 of the Administrative Code. The Board  
 23 adopts these environmental findings as though fully set forth herein in relation to this  
 24 ordinance. A copy of said companion legislation is in Board of Supervisors File No.  
 25 \_\_\_\_\_ and it and its environmental findings are incorporated herein by reference.



1 (b) In companion legislation adopting General Plan amendments associated with  
2 the Potrero Power Station Mixed-Use Project, the Board of Supervisors adopted findings that  
3 the actions contemplated in this ordinance are consistent, on balance, with the City's General  
4 Plan and eight priority policies of Planning Code Section 101.1. The Board incorporates these  
5 findings by reference and adopts these findings as though fully set forth herein in relation to  
6 this ordinance. A copy of said companion legislation is in Board of Supervisors File No.  
7 \_\_\_\_\_.

8 (c) Pursuant to Planning Code Section 302, this Board finds that this Planning Code  
9 amendment will serve the public necessity, convenience, and welfare for the reasons set forth  
10 in Planning Commission Resolution No. \_\_\_\_\_ and adopted on \_\_\_\_\_, 2019, and the  
11 Board adopts such reasons as its own. A copy of said resolution is on file with the Clerk of  
12 the Board of Supervisors in File No. \_\_\_\_\_ and is incorporated herein by reference.  
13

14 Section 2. The Planning Code is hereby amended by adding Section 249.87, to read  
15 as follows:

16 **SEC. 249.87. POTRERO POWER STATION SPECIAL USE DISTRICT.**

17 (a) Purpose and Boundaries. A Special Use District entitled the "Potrero Power Station  
18 Special Use District" (the SUD) is hereby established, generally bounded by 22nd Street and the  
19 southern portion of the newly created Craig Lane to the north, the San Francisco Bay to the east, 23rd  
20 Street to the south, and Illinois Street to the west, in the southeast part of San Francisco. The precise  
21 boundaries of the SUD are shown on Sectional Map SU08 of the Zoning Map. The purpose of the SUD  
22 is to implement the land use controls for the Potrero Power Station Mixed-Use Project, which is subject  
23 to a Development Agreement, approved by the Board of Supervisors in the ordinance contained in  
24 Board File No. \_\_\_\_\_ . The Project will provide several benefits to the City, such as a significant  
25 amount of publicly accessible open space and Community Facilities, increased public access to the

1 waterfront, neighborhood-serving retail, extensive infrastructure improvements, and affordable  
2 housing, while creating jobs, housing, and a vibrant community.

3 (b) **Role of the Port.** Within the SUD, certain open space properties are subject to the  
4 jurisdiction of the Port of San Francisco. The Developer will develop, operate and maintain the public  
5 parks and open spaces subject to the Public Trust in accordance with a lease with the Port. A copy of  
6 the lease with the Port is on file with the Clerk of the Board of Supervisors in Board File No.  
7 \_\_\_\_\_.

8 (c) **Relationship to Other Planning Code Provisions.** Applicable provisions of the  
9 Planning Code shall control except as otherwise provided in this Section 249.87. If there is a conflict  
10 between other provisions of the Planning Code and this Section 249.87, this Section 249.87 shall  
11 prevail.

12 (d) **Relationship to Design for Development.** The Design for Development, adopted by the  
13 Planning Commission by Motion \_\_\_\_\_ on January 30, 2020, and as may be periodically amended,  
14 sets forth design and land use standards and guidelines applicable within the SUD. A copy of the  
15 Design for Development is on file with the Clerk of the Board of Supervisors in Board File No.  
16 \_\_\_\_\_. Any capitalized term in this Section 249.87, and not otherwise defined in this Section or  
17 elsewhere in the Planning Code shall have the meaning ascribed to it in the Design for Development.  
18 This Section, remainder of the the Planning Code, and the Design for Development shall be read and  
19 construed together so as to avoid any conflict to the greatest extent possible. If there is a conflict  
20 between the Design for Development and either this Section or the remainder of the Planning Code,  
21 this Section or the other provision of the Planning Code shall prevail. Subject to Section 249.87(c), if a  
22 later amendment to any provision of the Planning Code, including this Section 249.87, results in a  
23 conflict with the Design for Development, such amended Planning Code provision shall prevail.  
24 Amendments to the Design for Development may be made by the Planning Commission, but if there is a  
25 conflict between an amendment to the Design for Development and this Section or the remainder of the

1 Planning Code, as applicable, this Section or other provision of the Planning Code shall prevail unless  
2 and until such time as this Section or the remainder of the Planning Code is amended to be consistent  
3 with the amendment to the Design for Development.

4 (e) **Relationship to the Development Agreement.** This Section 249.87 shall be read and  
5 construed consistent with the Development Agreement, and all development within the Project Site that  
6 is subject to the Development Agreement shall satisfy the requirements of the Development Agreement  
7 for so long as the Development Agreement remains in effect.

8 (f) **Definitions.** For purposes of this Section 249.87, the following definitions shall apply.  
9 If not expressly superseded by definitions set forth in this subsection (f), all definitions of the Planning  
10 Code shall apply.

11 “Apparent Face, Maximum” means the maximum length of any unbroken plane of a given  
12 building elevation.

13 “Base (Podium)” means the lower portion of a midrise or highrise tower that extends vertically  
14 to a height of up to 90 feet.

15 “Bicycle Cage / Storage Room” means a location that provides bicycle storage within an  
16 enclosure accessible only to building residents, non-residential occupants, and employees.

17 “Block” means an area of land bounded by public or private Right-of-Way and/or park.

18 “Building Project” or “Building” means the construction of a building or group of buildings  
19 undertaken as a discrete project distinct from and not a part of the overall Project.

20 “Building Standards” means the standards applicable to Building Projects and any associated  
21 privately-owned open spaces within the SUD, consisting of the standards specified in subsection (h)  
22 below and the standards and guidelines identified as such in the Design for Development. It does not  
23 mean Building Code requirements under either the California, the San Francisco, or the Port Building  
24 Codes, which this Section 249.87 and the Design for Development do not override.

1 “Cart” means a mobile structure used in conjunction with food service and/or retail uses, that  
2 operates intermittently in a publicly accessible open space, and that is removed daily from such open  
3 space during non-business hours.

4 “City” means the City and County of San Francisco.

5 “Community Facility” has the meaning as set forth in Planning Code Section 102 as amended  
6 from time to time, except that it also includes transit support facilities.

7 “Corner” means the first 30 feet extending from the intersection of two right-of-ways or a right-  
8 of-way and an open space along the Frontage of a building.

9 “Developer” means the California Barrel Company, LLC, a Delaware limited liability  
10 company, or its successor(s).

11 “Development Agreement” means the Development Agreement by and between the City and the  
12 Developer, relative to the Project, approved by the Board of Supervisors by the ordinance in Board  
13 File No. \_\_\_\_\_, as the Development Agreement may be amended from time to time.

14 “Floorplate” means the gross area of a given floor of a building as bounded by the exterior  
15 walls of a floor, without any exclusions or deductions otherwise permitted under the definition of Gross  
16 Floor Area.

17 “Frontage” means the vertical exterior face or wall of a building and its linear extent that is  
18 adjacent to or fronts on a street, right-of- way, or open space.

19 “Gross Floor Area” has the meaning set forth in Planning Code Section 102 for C-3 districts,  
20 except that the following exemptions from that definition shall not apply to any new construction, and  
21 shall apply only to existing buildings on the Project Site that are rehabilitated or reused as part of the  
22 Project such as Unit 3 or Station A: (1) ground floor area devoted to building or pedestrian circulation  
23 and building service, and (2) space devoted to personal services, restaurants, and retail sales of goods  
24 intended to meet the convenience shopping and service needs of area workers and residents, not to  
25

1 exceed 5,000 occupied square feet per use and, in total, not to exceed 75% of the area of the ground  
2 floor of the building plus the ground level, on-site open space.

3 “Kiosk” means a Building or other structure that is set upon the ground and is not attached to a  
4 foundation, such as a shipping container, trailer, or similar structure, from which food service and/or  
5 retail business is conducted. A Kiosk operates in a publicly accessible open space, and remains in  
6 place until the business operation is terminated or relocated.

7 “Major Modification” means a deviation of 10% or more from any dimensional or numerical  
8 standard in the Planning Code, this Section 249.87 or in the Design for Development, except as  
9 explicitly prohibited per subsection (k) below.

10 “Micro-Retail” is defined as Retail Sales and Service Uses that are 1,000 square foot or  
11 smaller.

12 “Mid-Block Alley” means a publicly-accessible alley that runs the entire length of the Block,  
13 generally located toward the middle of the subject Block, and perpendicular to the subject Frontage,  
14 and connecting to any existing streets and alleys. A Mid-Block Alley may be open to both pedestrian  
15 and vehicular traffic, and must have at least 60% of the area of the alley open to the sky.

16 “Mid-Block Passage” means a publicly-accessible passage that runs the entire length of the  
17 building, generally located toward the middle of the subject Block face, perpendicular to the subject  
18 Frontage, or diagonal across the Block, and connecting to any existing streets and alleys. A Mid- Block  
19 Passage is accessible only to pedestrians and may be completely covered.

20 “Minor Modification” means a deviation of less than 10% from any dimensional or numerical  
21 standard in the Planning Code, this Section 249.87 or in the Design for Development, except as  
22 explicitly prohibited per subsection (k) below, or any deviation from any non-numerical standard in the  
23 Design for Development. Minor Modification also includes a deviation of greater than 10%  
24 necessitated as a result of changes to the following Planning Code sections enacted after the Effective  
25 Date of the Development Agreement: the car share parking requirements per Section 166; freight

1 loading requirements per Section 154; bicycle parking requirements per Section 155; and shower and  
2 locker requirements of Section 155.4, if such deviation is commensurate with the avoided (i)  
3 displacement of any required ground floor uses (including PDR) per subsection (g)(8), (ii) the  
4 displacement of building or mechanical service areas necessary for the operation of the building, or  
5 (iii) new obligation that would require the construction of a subsurface floor that would otherwise not  
6 be constructed.

7 “Power Station Design for Development” or “Design for Development” shall mean the  
8 Potrero Power Station Design for Development adopted by Planning Commission Motion [\_\_\_\_], as  
9 may be amended from time to time. The Design for Development is incorporated into this Section  
10 249.87 by reference.

11 “Privately-Owned Community Improvement,” means those facilities and services that are  
12 privately-owned and privately-maintained, at no cost to the City (other than any public financing set  
13 forth in the Financing Plan, Exhibit C to the Development Agreement), for the public benefit, but not  
14 dedicated to the City. Privately-Owned Community Improvements include certain pedestrian paths,  
15 alleys (such as Craig Lane), storm drainage facilities, open spaces, and community or recreation  
16 facilities to be built on land owned by Developer, or on land owned by the City subject to the  
17 appropriate permits.

18 “Project” means the Potrero Power Station Mixed-Use Project.

19 “Project Site” means the approximately 29-acre site comprised of the various subareas shown  
20 on Figure 249.87-1 that is within the Special Use District.

21 “Projection” means a part of a building surface that extends outwards from the primary façade  
22 plane. Projections may include balconies, bay windows and other architectural features. Projections  
23 may extend into the building Setback or the public Right-of-Way. A Projection that extends into the  
24 public right-of-way is also an Encroachment.



1 “Public Trust” refers to tidal and submerged lands subject to jurisdiction of the Port and held  
2 in trust for the common use by the people for commerce, navigation, and fisheries.

3 “Setback” means the required or actual distance between the vertical edges of a building above  
4 a specified height, or between the vertical edge of a building and the property line. The Setback may  
5 either start at grade creating an open space provided between the property line and the primary built  
6 structure, or it may start above a specified height for the purpose of bulk reduction in the mass of the  
7 building. The ground area created by a Setback imposed at the ground floor level may be dedicated for  
8 public use or may be private space between the public Right-of-Way and the building mass.

9 “Social Spaces” are areas that are communal and shared within a building used by building  
10 users, such as fitness rooms, workshops for hands-on projects and to conduct repairs, leasing offices,  
11 shared kitchens, resident libraries or reading rooms, community rooms, children’s playrooms and  
12 classrooms, which may also serve as general assembly rooms, communal kitchens, conferences rooms,  
13 employee break rooms, and waiting areas.

14 “Streetwall” means a continuous façade of a building and/or buildings along a street  
15 Frontage.

16 “Transparent Frontage” means the condition in which glass, glazing, window, or other  
17 building feature allows visibility into the building interior. Does not include heavily tinted or highly  
18 mirrored glass.

19 “Upper Building (Tower)” is the portion of a midrise or highrise tower above the Base.

20 (g) **Uses.**

21 (1) **Potrero Power Station Special Use District Zoning Designations.** As shown on  
22 the Zoning Map, the Potrero Power Station Special Use District is co-terminus with the Potrero Power  
23 Station Mixed Use District (PPS-MU), and the Public Trust Property zoned Public (P). This Special  
24 Use District in Section 249.87 and other Sections referenced herein establish all zoning controls for the  
25 PPS-MU district.

1 (2) Permitted Uses. The following Uses set forth in Table 249.87-1: Potrero Power  
 2 Station Uses shall be permitted within the different Blocks of the SUD shown in Figure 249.87-1, where  
 3 P means Permitted Use and NP means Non-permitted Use.

4  
 5  
 6 **Figure 249.87-1 Potrero Power Station Land Use Plan**



**Table 249.87-1: Potrero Power Station Land Uses\***

Power Station Blocks	Residential Uses	Institutional Uses	Retail Sales and Service Uses	Non-Retail Sales and Service (including Office Uses)	Entertainment, Arts, and Recreation Uses	PDR Uses	Laboratory Uses	Life Science Uses	Utility and Infrastructure Uses	Parking Garage, Public
Block 1	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	P(14)
Block 2	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(5)	P(13)	P(13)	NP(12)	NP
Block 3	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(5)	P(13)	P(13)	NP(12)	NP
Block 4	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	NP
Block 5	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(4)	NP	NP	NP(12)(6)	P(14)
Block 6	Block Omitted from Land Use Plan									
Block 7	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	NP
Block 8	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	NP
Block 9	P	P(1)	P(10)	P(8)	P(3)(11)	P(5)	NP	NP	NP(12)	NP
Block 10	Block Omitted from Land Use Plan									
Block 11	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(4)	P(13)	P(13)	NP(12)	NP
Block 12	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(4)	P(13)	P(13)	NP(12)	NP
Block 13	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(4)	NP	NP	NP(12)(6)	P(14)
Block 14	P	P(1)	P(2)(7)	P(8)	P(3)(9)	P(5)	NP	NP	NP(12)	NP
Block 15	NP	P(1)	P(2)(7)	P(13)	P(3)(9)	P(5)	P(13)	P(13)	NP(12)	NP
The Stack	NP	NP	P(2)	NP	P(3)	NP	NP	NP	NP(12)	NP
Public and Private Open Space	NP	NP	P(15)	NP	NP	NP	NP	NP	NP	NP

Notes:

\* This Special Use District shall not become operative as to Block 13, Block 14, and a portion of Block 1, until the occurrence of a specified condition set forth in Section 6 of the ordinance in Board File No. \_\_\_\_\_, enacting this Section 249.87.

(1) Hospital is NP. P at basement, ground floor, and mezzanine only for majority Residential buildings; provided that Residential Care Facility and Child Care Facility are permitted on all floors.

- 1 (2) Hotel is NP.
- 2 (3) Livery Stables are NP.
- 3 (4) Automobile Assembly, Agricultural and Beverage Processing I, Arts Activities, Business Services,  
4 Catering, Light Manufacturing, Metal Working, Trade Shop, Wholesale Sales are P at the basement  
5 level, ground floor, 2nd floor, and mezzanine only. Other PDR Uses are NP.
- 6 (5) Agricultural and Beverage Processing I, Light Manufacturing, Arts Activities, Business Services,  
7 Catering, Trade Shop Wholesale Sales are P at the basement level, ground floor, 2nd floor, and  
8 mezzanine only.
- 9 (6) Public Utility Yard and Storage Yards are P.
- 10 (7) P at the basement level, ground floor, mezzanine, and 2nd floor only; on Blocks 2, 3, 11, 12, and 15,  
11 and Block 9 if Block 9 is majority non-residential, Bar, Tourist Oriented Gift Store, Specialty Grocery,  
12 Gym, Liquor Store, Limited Restaurant, General Restaurant, Instructional Service, and Retail Personal  
13 Service Uses are P on rooftops; other Retail Uses are NP on rooftops.
- 14 (8) P at the basement level, ground floor, and mezzanine only.
- 15 (9) P at the basement level, ground floor, mezzanine, and 2nd floor; on Blocks 2, 3, 11, 12, and 15, and  
16 Block 9 if Block 9 is majority non-residential, Arts Activities, General Entertainment, Nighttime  
17 Entertainment, Open Recreation Area, Outdoor Entertainment, and Passive Outdoor Recreation Uses  
18 are P on rooftops; other Entertainment, Arts, and Recreation Uses are NP on rooftops.
- 19 (10) Hotel is P. Bar, Tourist Oriented Gift Store, Specialty Grocery, Gym, Liquor Store, Limited  
20 Restaurant, General Restaurant, Instructional Service, and Retail Personal Service Uses are P on  
21 rooftops; other Retail Uses are NP on rooftops. Only one rooftop bar shall be permitted on Block 9. If  
22 building is majority Residential, P at the basement level, ground floor, mezzanine, 2nd floor and 3rd  
23 floor only.
- 24 (11) If building is majority non-residential, P on all floors and rooftop, provided that only Arts  
25 Activities, General Entertainment, Nighttime Entertainment, Open Recreation Area, Outdoor

1 Entertainment, and Passive Outdoor Recreation Uses P on rooftops; other Entertainment, Arts, and  
2 Recreation Uses are NP on rooftops. If building is majority Residential, P at the basement level,  
3 ground floor, mezzanine, 2nd floor, and 3rd floor only.

4 (12) Wireless Telecommunications Services (WTS) Facility, Macro and Wireless Telecommunications  
5 Services (WTS) Facility, Micro are P.

6 (13) Consistent with the Phasing Plan of the Development Agreement, one or more of Blocks 2, 3, 11,  
7 12, or 15 must be deed restricted for Life Science/Laboratory Uses.

8 (14) Up to one District Parking Garage is permitted but not required and may be located only on  
9 Blocks 1, 5, or 13. The maximum amount of parking that may be located in the Garage is subject to the  
10 parking maximums for the Project as built, less the amount of parking that is developed in each  
11 individual building. The maximum height of the Parking Garage shall be 90 feet. The rooftop of the  
12 District Parking Garage shall be used as a publicly accessible recreational sports field.

13 (15) Only Carts and Kiosks permitted.

14 (3) **Temporary Uses.** Temporary Uses are permitted consistent with Planning Code  
15 Sections 205.1 through 205.4, subject to the following:

16 (A) Temporary Uses listed in Section 205.1(d) may be authorized for a period  
17 of up to 180 days. Retail Sales and Service Uses as well as Entertainment, Arts, and Recreation Uses  
18 that are permitted as a principal Use pursuant to Table 249.87-1 may be authorized for a period of up  
19 to 180 days as a Temporary Use.

20 (B) Temporary uses listed in Section 205.3 may be authorized for a period up  
21 to 72 hours per event for up to 12 events per year.

22 (C) Carts may be permitted as Temporary Uses pursuant to Section 205.4.

23 (4) **Carts and Kiosks.** Any approved Carts and Kiosks shall only be permitted in the  
24 numbers reflected in Table 249.87-2, shall not block accessible paths of travel or areas for Emergency  
25

Vehicle Access, and shall have a footprint of 200 square feet or less. Kiosks are permitted in the same manner as other permanent uses.

**Table 249.87-2 Standards for Location of Carts and Kiosks**

USE/LOCATION	LOUISIANA PASEO	POWER STATION PARK	HUMBOLDT STREET PLAZA	BLOCK 9 OPEN SPACE	STACK PLAZA	WATERFRONT PARK
<b>Cart (not larger than 200 square feet)</b>	Limit of 1 in this open space	Limit of 2 in this open space	Limit of 1 in this open space	Not permitted	Not permitted	Limit of 3 in this open space
<b>Kiosk (not larger than 200 square feet)</b>	Limit of 1 in this open space	Limit of 1 in this open space	Limit of 1 in this open space	Not permitted	Not permitted	Limit of 1 in this open space

(5) **Interim Uses.** Prior to completion of the Project, certain interim uses may be authorized for a period not to exceed five years by the Planning Director, without a public hearing if the Planning Director finds that such Interim Use will not impede orderly development consistent with this Section 249.87, the Design for Development, and the Development Agreement. Any authorization granted pursuant to this subsection 249.87(g)(5) shall not exempt Applicant from obtaining any other permit required by law. Additional time for such uses may be authorized upon a new application for the proposed Interim Use. Permitted Interim Uses shall include, but are not limited to:

(A) **Retail Sales and Services;**

(B) **Entertainment, Arts, and Recreation, including but not limited to temporary art installations, exhibits, and sales, recreational facilities and uses (such as play and climbing structures and outdoor fitness classes), and temporary structures to accommodate events (such as stages, seating, and support facilities for patrons and operations);**

(C) **Public and Private Parking Lots, if accessory to other permitted, temporary, or interim uses;**

(D) **PDR;**

(E) **Educational activities, including but not limited to after-school day camp and activities;**



1                                    (F) Site management service, administrative functions, and customer  
2 amenities and associated loading;

3                                    (G) Rental or sales offices incidental to new development; and

4                                    (H) Trailers, recreational vehicles, or other temporary housing for  
5 construction workers, seasonal labor, or other workforce employment needs.

6                                    **(6) Outdoor Activity Areas.**

7                                    (A) Outdoor Activity Areas as defined in Section 102 are permitted.

8                                    **(B) Waterfront Outdoor Food Service Areas. Permanent, semi-permanent**  
9 and movable furnishings such as tables, chairs, umbrellas, heat lamps, and fire pits for eating and  
10 drinking use shall be permitted on the east side of the buildings constructed on Blocks 4 and 9. The  
11 shaded areas in Figure 249.87-2 indicate potential locations for this use. Food service areas must  
12 remain clear of the Blue Greenway at all times. Within these areas, up to 60% of the area may be  
13 reserved for exclusive use by eating and drinking establishments during business hours. This reserved  
14 area may be contiguous. The remainder of these areas shall also feature similar seating amenities,  
15 shall be open to the public and shall not require patronage of any eating and drinking establishment.  
16 Public seating should be of high quality and differentiated from reserved seating at adjacent eating and  
17 drinking establishments. Signage shall be provided to clearly indicate that public seating is open to the  
18 public without having to patronize the eating and drinking establishment.

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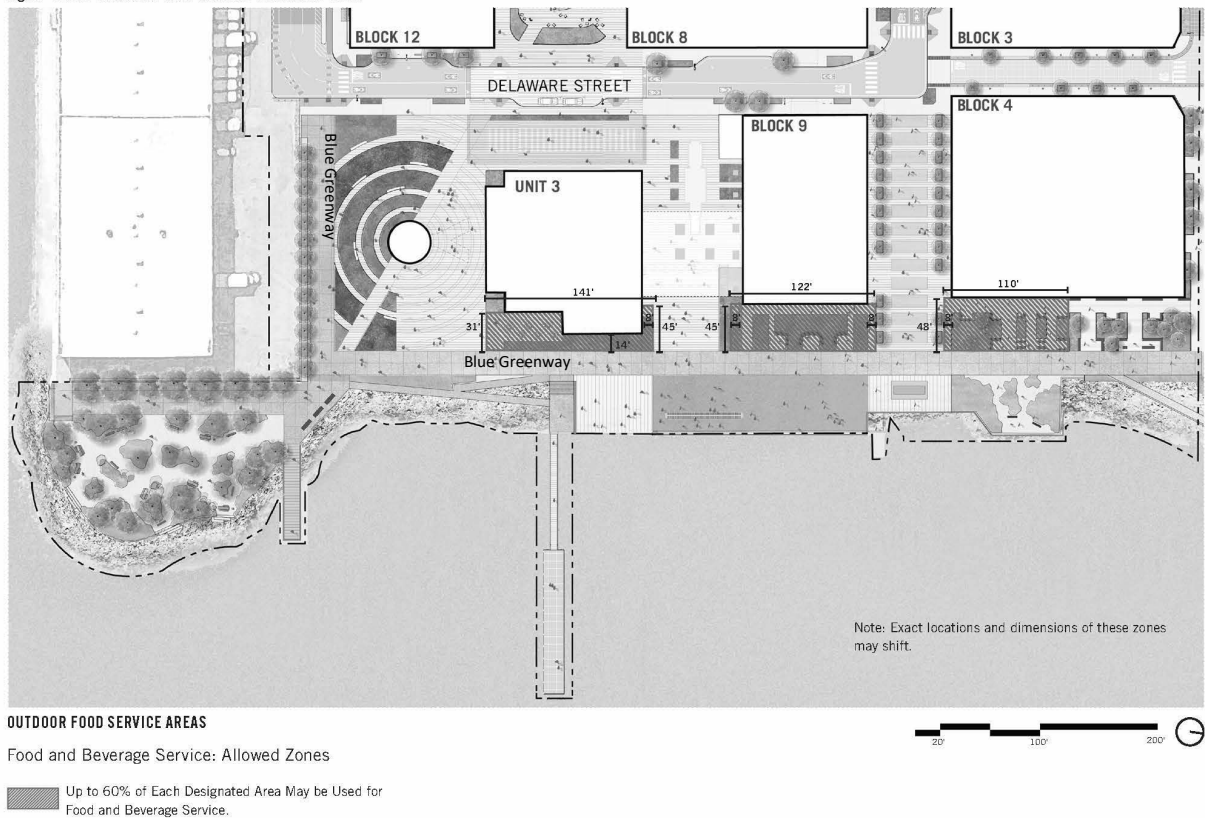
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**Figure 249.87-2 Waterfront Park Outdoor Food Service Areas**



(7) **Nonconforming Uses.** Nonconforming uses and structures may be continued and are otherwise subject to Sections 181-183 and 188 of the Planning Code.

(8) **Ground Floor Use Requirements.** Within this SUD, only the ground floor controls contained in the SUD shall apply. Ground Floor Uses shall be consistent with Section 145.1, subject to the following:

(A) **Active Uses:** Consistent with subsection (g)(8)(C), only the following Uses shall be considered a active uses: Retail, Sales and Service Use; PDR Use; Institutional Use; Entertainment, Arts, and Recreation Use; Non-Retail, Sales and Service Use; and Residential Use; and Lobbies up to 40 feet in width or 25% of building frontage, whichever is larger. With the exception of

1 space for parking and loading access, building egress, and access to mechanical systems, space for  
2 active uses must be provided within the first 25 feet of building depth on the ground floor for 100% of  
3 the shaded Active Use, Priority Retail, and Priority PDR Frontage zones identified in Figure 249.87-3,  
4 unless specified otherwise in subsection (g)(8)(C).

5 (B) Active Use for Lane Frontages. In addition to the active uses permitted  
6 under subsection (g)(8)(A), the following shall be considered an active uses for areas shown as Lane  
7 Frontages in Figure 249.87-3: building insets of at least 4 feet in depth at the ground floor for  
8 pedestrian amenities, including permanent, semi-permanent, and movable furnishings such as tables,  
9 chairs, umbrellas; and Public Art, such as a wall mural, at least 15 feet in height measured from  
10 ground level.

11 (C) Active Use Requirements:

12 (i) Non-Retail, Sales and Service Use may occupy up to a maximum  
13 of 50% of the building Frontage including, any accessory mail rooms and bicycle storage rooms, which  
14 must have direct access to the street or lobby space.

15 (ii) Non-Retail, Sales and Service Use and Institutional Use shall  
16 provide Social Spaces (as defined in this Section 249.87).

17 (iii) Residential Uses shall have dwelling units with direct access to a  
18 street or public open space.

19 (iv) Micro-Retail Uses shall be provided within the first 10 feet of  
20 building depth.

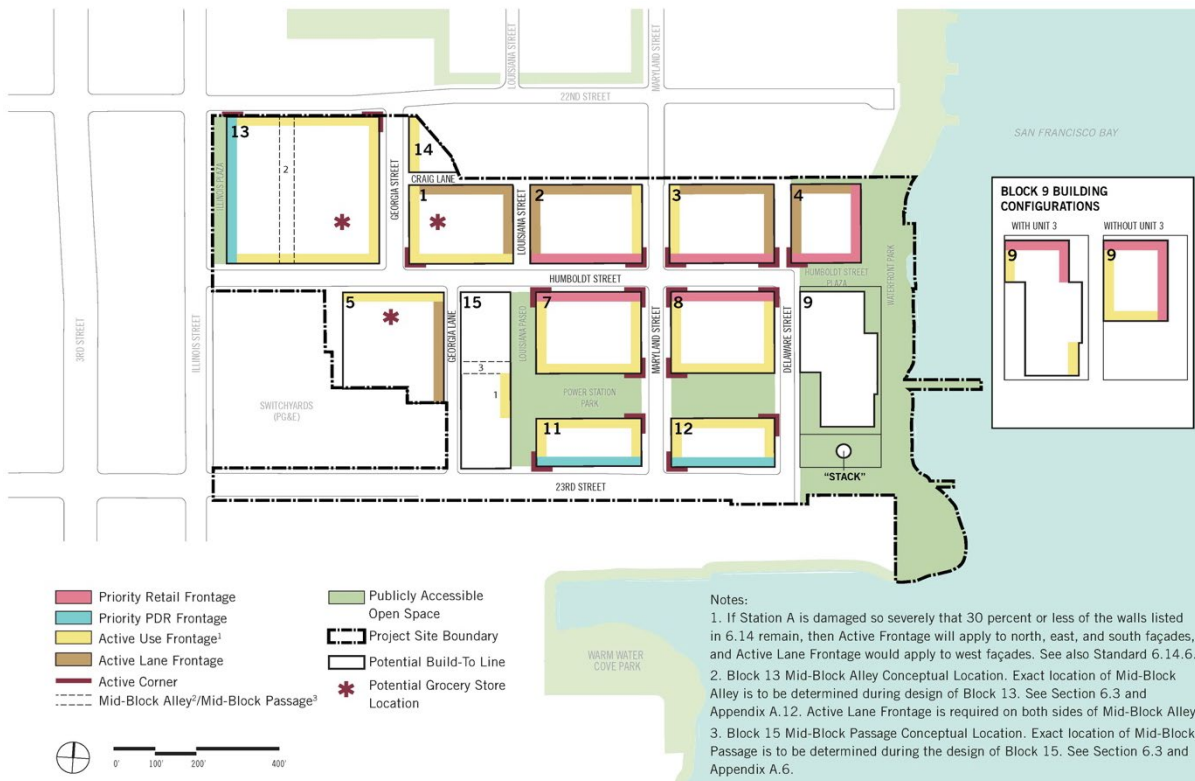
21 (v) Social Spaces, including those provided pursuant to subsection  
22 (g)(C)(ii) shall be provided within the first 15 feet of building depth, at the front of the space, and  
23 oriented toward the street.

24 (vi) Within Priority Retail Frontage zones, a minimum of 50% of the  
25 active uses shall be Retail, Sales and Service Uses to a depth of 40 feet.

(vii) Within Priority PDR Frontage zones, a minimum of 75% of the active uses shall be PDR Uses to a depth of 40 feet, except that if Childcare and/or Community Facilities are provided within the subject Priority PDR Frontage(s), then a minimum of 50% of the active uses shall be limited to PDR uses.

(viii) Within Active Corners, as shown in Figure 249.87-3, only the following active uses are permitted for a minimum of 30 feet of the Frontage from each corner: (1) Retail, Sales, and Service Use; (2) Entertainment, Arts, and Recreation Use; and (3) Community Facility Use.

**Figure 249.87-3: Ground Floor Uses**



(h) Building Standards. Building Standards shall be as follows, unless modified in accordance with subsection (k) below.

1                   (1) **Dwelling Unit Density.** *There shall be no residential density limit or maximum*  
2 *floor area ratio within the SUD.*

3                   (2) **Required Residential Dwelling Unit Mix.**

4                   (A) *No less than 30% of the total number of proposed dwelling units in each*  
5 *building or phase in a Development Phase Approval shall contain at least two bedrooms. Any fraction*  
6 *resulting from this calculation shall be rounded to the nearest whole number of dwelling units.*

7                   (B) *No less than 10% of the total number of proposed dwelling units in each*  
8 *building or phase in a Development Phase Approval shall contain at least three bedrooms. Any fraction*  
9 *resulting from this calculation shall be rounded to the nearest whole number of dwelling units. Units*  
10 *counted towards this requirement may also count towards the requirement for units with two or more*  
11 *bedrooms as described in subsection (A) above.*

12                   (C) *The dwelling unit mix requirement in this subsection (h)(2) shall not*  
13 *apply to buildings for which 100% of the Residential Uses are: Group Housing, Dwelling Units that*  
14 *are restricted to a maximum sales or rental price that is affordable to households earning 150% of*  
15 *Area Median Income or less, Single Room Occupancy (SRO) Units, Student Housing, or housing*  
16 *specifically and permanently designated for seniors or persons with physical disabilities, including*  
17 *units to be occupied by staff serving any of the foregoing Residential Uses.*

18                   (3) **Building Height Limits.**

19                   (A) **Measurement of Height.** *Building heights are to be measured from the*  
20 *highest point of finished grade along the property line of the parcel on which the building is located, up*  
21 *to the highest point of the uppermost structural slab in the case of a flat roof; or up to the average*  
22 *height of the rise in the case of a pitched or stepped roof, or similarly sculptured roof form.*

23                   (B) **Maximum Building Height.** *For purposes of the SUD, the height limits*  
24 *shall be as set forth in Section Map HT08 of the Zoning Map and as further limited and detailed in*  
25 *Figure 249.87-4: Building Height Maximums, and as further governed by this Section 249.87. The*

1 following rooftop elements may project above given height limits without regard to horizontal area  
2 with the condition that:

3 (i) On rooftops between 45 feet and 100 feet in height, rooftop  
4 elements greater than four feet in height must be set back at a minimum ratio of 1.2 feet in a horizontal  
5 dimension from the roof edge for every one foot that they exceed the maximum height limit;

6 (ii) On Upper Building rooftops, mechanical features must be  
7 screened or enclosed;

8 (iii) Enclosed structures designed for human occupancy may not  
9 exceed 25% of the total roof area of a building (including roof areas of the same building at different  
10 elevations);

11 (iv) The sum of the horizontal areas of the following rooftop elements  
12 may not exceed 40% of the total horizontal area of the roof of the building, and may project for the  
13 number of feet above the permitted height limit as follows:

14 a. Elevator, stair and mechanical penthouses, and other  
15 mechanical equipment and appurtenances necessary to the operation or maintenance of the building or  
16 structure itself, such as chimneys, ventilators, plumbing vent stacks, and/or cooling towers together  
17 with visual screening for any such features, all up to 20 feet in height. Elevators, stair and mechanical  
18 penthouses may exceed 20 feet in height as required by the California Code of Regulations.

19 b. On the roof of majority Residential buildings, structures  
20 related to the recreational use of the rooftop (e.g. greenhouses, sheds for the storage of furniture or  
21 equipment, hot tub enclosures, changing rooms, etc.) up to 16 feet in height.

22 c. On the roof of majority non-residential buildings, Retail  
23 structures up to 16 feet in height containing one or more of the uses permitted in Table 249.87-1. Any  
24 enclosed space for these uses shall not exceed 5,000 square feet of Gross Floor Area and, other than on  
25



1 Block 9, shall be accompanied by one square foot of Publicly Accessible Open Space for each square  
2 foot of Gross Floor Area.

3 d. Enclosed restrooms up to 10 feet in height.

4 (v) On buildings that contain majority Laboratory Use, mechanical  
5 features necessary to building operations related to Laboratory facilities may exceed 40% of the  
6 horizontal area of the roof provided they do not contain space for human occupancy;

7 (vi) The following rooftop elements may project above given height  
8 limits without regard to horizontal area:

9 a. Non-occupied architectural features, including non-  
10 permeable wind screens, up to 10 feet in height on buildings between 45 and 100 feet (with a minimum  
11 Setback of five feet from the roof edge) and up to 20 feet on Upper Buildings above the maximum  
12 permitted building height, except on Block 7, where these features may extend up to 10% vertically  
13 above the maximum permitted building height;

14 b. Unenclosed structures related to unroofed publicly  
15 accessible recreation facilities, such as sports fields and swimming pools, including lighting required  
16 for the nighttime enjoyment of rooftop fields, all up to 60 feet in height, and/or fencing, goal boxes and  
17 other sports equipment, netting or other semi-transparent enclosure necessary for the safe enjoyment of  
18 unroofed recreation facilities, all up to 30 feet in height;

19 c. Furniture and other unenclosed features intended to allow  
20 for the habitable use of the rooftop, including, but not limited to tables, chairs, umbrellas, lighting,  
21 canopies, lattices, sunshades, and trellises, all up to a height of 10 feet;

22 d. Photovoltaic panels;

23 e. Equipment and appurtenances necessary to Living Roofs  
24 as defined in Planning Code Section 149;

1 f. Wireless Telecommunications Services Facilities and  
2 other antennas, dished and towers and related screening elements;

3 g. Landscaping features, with a maximum height of 48 inches  
4 for planters or other non-plant materials;

5 h. Trees and plants;

6 i. Decking, up to three feet in height;

7 j. Flagpoles and flags;

8 k. Cranes, scaffolding and batch plants erected temporarily  
9 at active construction sites; and

10 l. Railings, parapets and catwalks, up to four feet in height.

11 (vii) Permitted above-grade pedestrian connections for Turbine Plaza.

12 (C) **Height of Existing Structures.** The existing heights for Unit 3 (131 feet)  
13 and the Stack (300 feet) are permitted. In the event that the Stack collapses or is otherwise damaged  
14 beyond repair, permitted heights shall be those applicable to open space. Should Unit 3 be demolished,  
15 the height limit for Block 9 shall be 125/85 feet, as set forth on Sectional Map HT08 of the Zoning Map  
16 and as further limited and detailed in Figure 249.87-4.

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**Figure 249.87-4: Building Heights Maximum**



(4) **Bulk.** *The following bulk controls, summarized in Table 249.87-3, apply only to building heights greater than 145 feet: the Upper Buildings of the midrise towers on Block 1, and the highrise towers on Blocks 5 and 7. For purposes of this subsection a midrise tower is a building between 146 and 180 feet in height and a highrise tower is a building between 181 and 240 feet in height. Unless otherwise stated, these controls do not apply to Block 15 with or without Station A.*

(A) *The maximum average Floorplate of the Upper Building is defined as the sum of the area of all of the Floorplates of the Upper Building, divided by the number of floors in the Upper Building.*

(B) *The Maximum Plan Dimension of an Upper Building is the greatest plan dimension parallel to the longest side of the building at any given level of the Upper Building. The*

1 Maximum Diagonal Dimension of an Upper Building is the greatest horizontal distance between two  
2 opposing points at any level of the Upper Building. Maximum Plan and Maximum Diagonal Dimension  
3 do not apply to balconies, cornices, decorative Projections, unenclosed building elements, or other  
4 unenclosed obstructions permitted by Planning Code Section 136.

5 (C) The Maximum Apparent Face shall be a maximum of 120 feet of the  
6 Upper Building. The Maximum Apparent Face shall be offset with a change in plane of at least five feet  
7 in depth. This change in plane must be accompanied by a change in height of the roof form (which may  
8 be a reduction or increase in the height of the roof screen) of at least five feet and/or a change in  
9 material. The required change in plane may occur by curving the face of the building.

10 (D) For buildings with curved façades, on those portions of the façade that  
11 are curved, the Maximum Apparent Face shall be measured as the plan dimension between the end  
12 points of each arc. If the building is a circle or ellipse, the Maximum Apparent Face shall be measured  
13 as the longest diameter of the circle or ellipse.

14 (E) For Block 15 without Station A, the building above the 65-foot setback  
15 shall achieve a 15% average reduction in square footage for all floors. The reduction shall apply  
16 relative to a baseline floorplate of 47,089 square feet (i.e. the footprint of Station A) for construction  
17 up to 145 feet and a baseline floorplate of 24,955 square feet for construction between 145 feet and 160  
18 feet.

19 (F) Sculpting of Vertical Addition to Station A on Block 15. New  
20 construction of a vertical addition to Station A on Block 15 is subject to the building height maximums  
21 for Block 15 shown on Figure 249.87-4, and shall achieve a 15% reduction in overall exterior volume  
22 for all mass above the existing Station A walls. The reduction shall apply relative to a baseline  
23 floorplate of 47,089 square feet (i.e. the footprint of Station A) for construction up to a height of 145  
24 feet, and a baseline floorplate of 24,955 square feet for construction between 145 feet and 160 feet in  
25 height.

1 (i) Assuming the existing Station A walls are an average of 65 feet in  
 2 height, the overall volume allowed above shall be calculated as follows:

3		
4	A	Floorplate up to 145' x height between Station A walls and 145' = volume A
5	B	Floorplate above 145' x height above 145' = volume B
6	C	A + B = total volume
7	D	C x 0.85 = maximum buildable volume
8	E	C x 0.15 = required volumetric reduction

9 (ii) The 15% reduction may be achieved by providing setbacks, a  
 10 Vertical Hyphen, or a combination of these or other sculpting strategies. Where a Vertical Hyphen is  
 11 utilized as a design element, it shall be at least 10 feet in depth and at least one story in height  
 12 beginning at the height of the cornice of the existing walls of Station A.

13 (iii) A project applicant may request and the Planning Director may  
 14 grant a waiver from the 15% reduction requirement if the Planning Director determines that new  
 15 construction on Block 15 above the height of the Station A walls demonstrates superior design quality  
 16 consistent with the provisions of this Section 249.87 and with the following sculpting purposes:

- 17 a. Differentiation in mass from the existing Station A
- 18 structure below;
- 19 b. Reduction in mass to ensure that development on Block 15
- 20 does not overwhelm adjacent open spaces and sensitively responds to its immediate context, including
- 21 adjacent structures, streets, open spaces, and to the existing walls of Station A itself, and;
- 22 c. Sculpting of the mass with an architectural expression that
- 23 distinguishes Block 15 as a high-quality, character-defining element of the site's urban design.

24 (iv) Projections in new construction above the existing Station A walls are  
 25 permitted per Planning Code Section 136 for Streets, Alleys, and Useable Open Space, except that such

1 projections shall be measured from the outer face of the existing Station A wall that faces a street,  
 2 alley, or open space.

3 (v) To allow for the possibility of a design response that results in a superior  
 4 design consistent with the provisions of this Section 249.87, particularly Section 249.87(h)(4)(F)(iii), the  
 5 Planning Director may approve projections on the eastern wall of Station A (facing Louisiana Paseo and  
 6 Power Station Park) that deviate from Planning Code Section 136 provided that no projection extends  
 7 farther than 10 feet beyond the outer face of the existing Station A walls, and projections are limited to  
 8 no more than 25% of the square footage of the building face above the existing Station A walls.

9 **Table 249.87-3: Summary of Bulk Controls and Separation Requirements**

	LOWRISE & MIDRISE BUILDINGS (UP TO 145' IN HEIGHT)	MIDRISE TOWER ON BLOCK 1 (146'-180' IN HEIGHT)	MIDRISE TOWER ON BLOCK 15 (146'-160' IN HEIGHT)	HIGHRISE TOWERS ON BLOCKS 5 AND 7 (181'-240' IN HEIGHT)
<b>UPPER BUILDING BULK CONTROLS</b>				
Maximum Average Floorplate	N/A	12,000 gross square feet	See D4D Standard 6.5.1	12,000 gross square feet
Maximum Plan	N/A	150'	N/A	140'
Maximum Diagonal	N/A	190'	N/A	160'
Maximum Apparent Face	N/A	120'	N/A	120'
Upper Building Separation	N/A	85'	115'	115'

15 (5) **Upper Building Separation.** The applicable Upper Building separation  
 16 requirements shall be as set forth in Table 249.87-3. Separation shall be measured horizontally from  
 17 the building face of the subject Upper Building to the nearest building face of the closest Upper  
 18 Building, exclusive of permitted obstructions pursuant to Planning Code Section 136.

19 (6) **Streetwalls.** New buildings must provide a Streetwall for at least 65% of each  
 20 Frontage from sidewalk grade to the required maximum Streetwall height as established in Figure  
 21 249.87-5. The Streetwall requirements of this subsection do not apply to the following:

22 (A) Existing buildings on the Project Site that are rehabilitated or reused as  
 23 part of the Project (such as Unit 3 or Station A), including additions to such existing buildings;

24 (B) Pocket parks that extend at least 10 feet horizontally inward from the  
 25 property line; or

1                                    (C) The Frontage of any new building facing Waterfront Park (including  
2 Humboldt Street Plaza), Power Station Park, or Louisiana Paseo, provided that deviations from the  
3 minimum 65% standard shall contribute to differentiated architecture.

4                                   (7) **Setbacks.** All building mass shall be set back from the building's Streetwall  
5 above a certain height, as summarized in Figure 249.87-5 and further regulated below.

6                                   (A) Setbacks are not required along Mid-Block Alleys, except that, on  
7 Frontages facing the Mid-Block Alley on Block 13, buildings shall be set back at least 10 feet from the  
8 Streetwall at a height of 70 feet.

9                                   (B) The Setback requirements do not apply to the highrise tower on Block 7.  
10 Instead the highrise tower must be set back at least 15 feet in the horizontal dimension for at least 60%  
11 of the Upper Building's Frontages along Humboldt Street or Louisiana Paseo.

12                                   (C) Setbacks are not required for the District Parking Garage.

13                                   (D) If the eastern wall of Station A is not retained, at least 60% of the eastern  
14 façade of Block 15 framed by the southern façade of Block 7 and the northern façade of Block 11  
15 should include a volumetric projection of approximately 10 feet in plan from the primary façade of the  
16 building and that is at least 5 stories. The projection must provide a pedestrian passage way between  
17 Louisiana Paseo and Georgia Lane that is no less than 20 feet wide and 30 feet tall. If the projection  
18 reaches the ground floor, it must be permeable and open to pedestrians. Any building constructed  
19 within the Mid-Block Alley on Block 15 without Station A shall be set back at least five feet from the  
20 eastern and western faces of the building.

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**Figure 249.87-5: Setbacks**



(8) Rear Yard. There shall be no rear yard requirement within the Potrero Power Station Special Use District.

(9) Usable Open Space. Usable open space shall be required for Residential Uses as follows: For each dwelling unit there shall be: (i) a minimum of 36 square feet of open space if private, or (ii) 48 square feet of open space if common. For Group Housing or Single Room Occupancy units, the minimum open space requirements shall be one-third the amount specified in this subsection for a dwelling unit. Required open space shall be on the same development block as the units it serves. To count as usable open space, the area credited on a deck, balcony, porch, or roof must either face a street, or face or be within an open area per Subsection 249.87(h)(10).

1                    (A) **Common Open Space.** All common open space shall have a minimum 10  
2 feet in every horizontal dimension and be unobstructed and open to the sky, except for obstructions  
3 permitted under Planning Code Section 136. Mid-Block Alleys may count as common open space  
4 provided that the Alley does not allow vehicular access. Common Open Space may be publicly accessible.

5                    (B) **Private Open Space.** Private open space shall have a minimum dimension  
6 of six feet in every horizontal dimension. Private open space shall be directly accessible from the dwelling  
7 unit it serves.

8                    (10) **Minimum Dwelling Unit Exposure.** All dwelling units shall face onto a public or  
9 private right- of-way, or onto an open area, defined as:

10                    (A) A public street, publicly accessible alley, or Mid-Block Passage (public or  
11 private) at least 20 feet in width that is unobstructed and at least 60% open to the sky;

12                    (B) An outer court or terrace that is open to a public street, public alley, Mid-  
13 Block Alley (public or private), or public open space and at least 25 feet in width;

14                    (C) An inner court which is unobstructed (except for obstructions permitted in  
15 Planning Code sections 136(c)(14), (15), (16), (19), and (20)) and is no less than 40 feet in one horizontal  
16 dimension and 25 feet in the other horizontal dimension at the lowest two floors which have dwelling  
17 units facing onto the inner court. The horizontal dimension that is at least 25 feet shall increase five feet  
18 at each subsequent floor;

19                    (D) For below grade units, an open space at the same grade as the units, that  
20 is no less than 7.5 feet wide in every horizontal dimension, at least 136 square feet in area, and 60%  
21 open to the sky. Such open spaces shall face onto a street, alley or open space. Below grade units shall  
22 be maximum 6 feet below the grade of the street, alley or public open space.

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1                    **(11) Ground Floor Design.**

2                    **(A) Ground Floor Height.** *All non-residential ground floor spaces shall have*  
3 *a minimum floor-to-floor height of 15 feet as measured from grade. At least 30% of the cumulative PDR*  
4 *space pursuant to Figure 249.87-3 shall contain floor-to- floor heights of 17 feet.*

5                    **(B) Awnings and Canopies.** *Awnings and canopies must be at least eight feet*  
6 *above sidewalk grade. Awnings that are more than 100 feet in length must be at least 15 feet above*  
7 *sidewalk grade. Awnings or canopies that are between eight and 15 feet above sidewalk grade may*  
8 *project up to 10 feet beyond the building facade (including into the public right of way). Awnings or*  
9 *canopies that are higher than 15 feet above sidewalk grade may project up to 15 feet beyond the building*  
10 *facade (including into the public right of way). In no instance shall any awning or canopy project beyond*  
11 *the width of the sidewalk they cover. Awnings and canopies shall be designed so as not to interfere with*  
12 *street tree canopy.*

13                    **(C) Transparent Frontages.** *Portions of frontages that contain active uses per*  
14 *section 249.87(g)(8), other than Residential Units or PDR Uses, shall be fenestrated with transparent*  
15 *windows and doorways for not less than 60% of the street frontage at between two feet and 12 feet vertical*  
16 *above grade, and must allow visibility of at least four feet in depth inside of the building. PDR frontages*  
17 *shall be fenestrated with transparent windows or doors for no less than 50% of the street frontage from*  
18 *sidewalk grade up to 12 feet vertical above grade, and must allow visibility of at least four feet in depth*  
19 *inside of the building. The use of dark, mirrored, or opaque glass shall not count toward the required*  
20 *transparent area. Ground-floor transparent frontage standards shall not apply to historic or adaptively-*  
21 *reused buildings.*

22                    **(12) Maximum Off-Street Parking.** *The location and design standards for off-street*  
23 *automobile parking shall be governed by the Design for Development. Off-Street parking is not required*  
24 *and shall be limited to the following maximum ratios:*

25 *///*

**Table 249.87-4: Maximum Off-Street Parking Ratios per Land Use\***

<b><u>Land Use</u></b>	<b><u>Off-Street Parking Ratio</u></b>
<u>Residential</u>	<u>0.6 space: 1 unit</u>
<u>Non-Retail Sales and Service, Industrial, PDR, Laboratory, or Life Science Uses</u>	<u>1 space: 1,500 gross square feet of Occupied Floor Area</u>
<u>Hotel</u>	<u>1 space: 16 Hotel guest rooms, plus 1 space for a hotel manager</u>
<u>General Grocery or Special Grocery Uses</u>	<u>3 spaces: 1,000 gross square feet of Occupied Floor Area</u>
<u>All Other Uses</u>	<u>No off-street parking permitted</u>

\*Pursuant to subsection (n)(4), parking amounts may be greater on a Parcel-by-Parcel basis than otherwise allowed by Table 249.87-4.

(13) **Signage.** All signs shall be defined as described by Article 6 of the San Francisco Planning Code. The provisions of Section 607.2 (“Mixed-Use Districts”) of the San Francisco Planning Code applicable to Urban Mixed Use (“UMU”) Districts shall apply such that a sign that is permitted or prohibited in a UMU District shall likewise be permitted or prohibited in the Potrero Power Station SUD. All signs shall be defined as described by Article 6 of the San Francisco Planning Code. Provided further that:

(A) **Concealed Electrical Signage Elements.** All electrical signage elements such as wires, exposed conduits, junction boxes, transformers, ballasts, switches, and panel boxes shall be concealed from view.

(B) **Portable Signage.** Portable signs, such as sandwich boards and valet parking signs, are permitted and limited to one per business. All portable signage shall be located within frontage or furnishing zones on sidewalks, or within open spaces fronting the businesses.

1                                    (C) Temporary Sale or Lease Signs. No permit shall be required for  
2 temporary Sale or Lease Signs. Such signs are permitted only when all of the following criteria are  
3 met:

4                                    (i) No more than two such signs are permitted at any one time on any  
5 building;

6                                    (ii) The area of each sign is no larger than 40 square feet;

7                                    (iii) The height of each sign is no higher than 10 feet;

8                                    (iv) The sign is a wall sign or a window sign;

9                                    (v) The sign is not directly illuminated;

10                                   (vi) The sign indicates the availability of a particular space within the  
11 building on or in which the sign is placed; and

12                                   (vii) The sign directs attention to a space which is available for  
13 immediate sale or lease.

14                                   (D) Signage Along the Waterfront and Power Station Park. Signage for  
15 buildings fronting Power Station Park or the Bay Trail (including the eastern Frontage of Blocks 4, 9,  
16 12 and a portion of 15 directly facing Power Station Park; northern Frontage of Blocks 11 and 12; and  
17 Southern Frontage of Blocks 7 and 8 shall:

18                                   (i) Be 50 square feet or less and its highest point may not reach a  
19 height greater than 35 feet;

20                                   (ii) Consist only of indirect illumination, pursuant to Section 602 of  
21 this Code, including but not limited to halo-style lighting.

22                                   (14) Mid-Block Alleys and Mid-Block Passages.

23                                   (A) Mid-Block Alleys. There shall be a Mid-Block Alley on Block 13. Any Mid-  
24 Block Alley shall:

1 (i) Be located as close to the middle portion of the subject block as possible,  
2 and connect to existing adjacent streets and alleys;

3 (ii) Have a minimum width of 20 feet at all points, exclusive of those  
4 obstructions allowed within Setbacks pursuant to San Francisco Planning Code Section 136;

5 (iii) Provide public pedestrian access with dual sidewalks each of not less  
6 than six feet in width with not less than four feet minimum clear walking width, unless the alley is  
7 designed as a shared street;

8 (iv) Have at least 60% of the area of the Alley open to the sky. Obstructions  
9 permitted within Setbacks pursuant to Planning Code Section 136 may be located within the portion of  
10 the alley or pathway that is required to be open to the sky. All portions of the Alley not open to the sky  
11 shall have a minimum clearance height from grade of 15 feet at all points;

12 (v) Provide such ingress and egress as will make the area easily accessible  
13 to the general public;

14 (vi) Have appropriate paving, furniture, and other amenities that encourage  
15 pedestrian use;

16 (vii) Be landscaped;

17 (viii) Have sufficient pedestrian lighting to ensure pedestrian comfort and  
18 safety;

19 (ix) Be free of any changes in grade or steps not required by the underlying  
20 natural topography and average grade; and

21 (x) Be fronted by Active Lane Uses.

22 (B) **Mid-Block Passage.** There shall be a Mid-Block Passage on Block 15. The  
23 Mid-Block Passage shall:

1                                    (i) Be located as close to the middle portion of the subject block as possible,  
2 connect to existing adjacent streets and alleys, and can be either perpendicular to the subject Frontage  
3 or diagonal across the Block;

4                                    (ii) Provide publicly accessible east-west access through the entire depth of  
5 Block 15 on the ground floor with at least 20 feet of continuous clear width and 15 feet of continuous  
6 clear height; and may be completely enclosed to facilitate preservation of the existing Station A walls;  
7 and shall be pedestrian only. If Station A is damaged such that 30% or less of the eastern wall  
8 remains, a Mid-Block Alley shall be provided pursuant to the standards set forth in subsection  
9 (h)(14)(A), except that the pathway shall be pedestrian only, and if the pathway is enclosed it shall have  
10 a continuous clear height of 30 feet.

11                                    (C) Relationship to Open Space Requirements. Any non-vehicular portions of such  
12 a Passage or Alley, including sidewalks or other walking areas, seating areas, or landscaping, are  
13 permitted to count toward any open space requirements that include or require publicly accessible  
14 open space on the same block where the Passage or Alley is located.

15                                    (i) Compliance with Article 4 of the Planning Code.

16                                    (A) Inclusionary Housing Requirements. Proposed Building Projects in areas of  
17 the Special Use District that are subject to a Development Agreement shall comply with the affordable  
18 housing requirements of the Development Agreement. Proposed Building Projects in areas of the  
19 Special Use District that are not subject to a Development Agreement shall comply with the affordable  
20 housing requirements as set forth in Section 415.1 et seq. Upon expiration or termination of the  
21 Development Agreement as applied to a portion of the Project Site not yet permitted for construction,  
22 the then-applicable affordable housing requirements of the Planning Code shall apply to that portion of  
23 the Project Site, without reference to the date of any earlier environmental evaluation or development  
24 application.



1                    (B) **Other Impact Fees.** For so long as the Development Agreement remains in effect  
2 with respect to a portion of the Project Site, the developer impact fees payable for any Vertical  
3 Development on that portion of the Project Site will be determined in accordance with the Development  
4 Agreement. Upon expiration or termination of the Development Agreement as applied to a portion of  
5 the Project Site, the then-applicable developer impact fees in the Planning Code shall apply to that  
6 portion of the Project Site.

7                    (j) **Relationship to State or Local Density Bonus Programs.** In exchange for the benefits  
8 expressed in the Development Agreement and this Section 249.87, and as set forth in the Development  
9 Agreement, any Building Projects within the SUD shall not be eligible for additional density or  
10 modifications to development standards allowed in any state or local law allowing additional density  
11 or modifications to development in exchange for on-site affordable housing, including but not limited to  
12 the State Density Bonus Law (California Government Code § 65915 et seq), the Affordable Housing  
13 Bonus Program (Planning Code section 206 et seq.), and Planning Code Sections 207.

14                    (k) **Modifications to Building Standards and Use Requirements.**

15                    (1) **No Modifications or Variances.** No variances, exceptions, modifications or  
16 other deviations from the requirements and standards of the Planning Code, including this SUD, and of  
17 the Design for Development are permitted except through the procedures for granting of Minor and  
18 Major Modifications established in this SUD. No modifications or variances are permitted for  
19 permitted Uses (with the exception of numerical standards related to Ground Floor Uses), maximum  
20 building height, or maximum automobile parking spaces.

21                    (2) **Modification of Other Building Standards and Use Requirements.** A  
22 dimensional or numerical standard for Building Standards and Ground Floor Use Requirements may  
23 only be modified as provided in subsections (k)(3) and (k)(4), on a project-by-project basis. In order to  
24 grant a modification, the Director or Commission must find that the proposed modification achieves  
25

1 equal or superior design quality and public benefit as strict compliance with the applicable standard  
2 and meets the intent of the SUD and the Design for Development.

3 (3) **Minor Modifications.** The Planning Director may approve a Minor  
4 Modification administratively in accordance with the procedures set forth in subsection (n).

5 (4) **Major Modifications.** The Planning Commission may approve any application  
6 for a Major Modification in accordance with the procedures set forth in subsection (n).

7 (l) **Development Phase Approval.** Consistent with the Development Agreement, the  
8 Developer shall submit Development Phase Plan to the Planning Director for approval, and no  
9 development may be approved within a Development Phase until after the Planning Director issues a  
10 Development Phase Approval. The Development Phase Approval process, as set forth in the  
11 Development Agreement, is to ensure that all Community Improvements and Building Projects within a  
12 Development Phase are consistent with the Development Agreement and this SUD. Planning shall  
13 review Development Phase Applications within 30 days of receipt in order to determine completeness.  
14 If the Planning Director fails to respond within such 30-day period, the Development Phase  
15 Application will be deemed complete. The Planning Director shall act on a Development Phase  
16 Application within 60 days after submittal of a complete Development Phase Application. Changes  
17 proposed by the Planning Department will be reasonably considered by Developer, and changes  
18 proposed by Developer will be reasonably considered by the Planning Department. If there are no  
19 objections, or upon resolution of any differences, the Planning Director shall approve the Development  
20 Phase Application with such revisions, comments, or requirements as may be permitted in accordance  
21 with the terms of the Development Agreement and the Phasing Plan.

22 (m) **Design Review and Approval.** The Planning Department shall approve only those  
23 applications for individual Building Projects that are consistent with a Development Phase Approval.  
24 To ensure that Buildings and Privately-Owned Community Improvements meet the requirements of the  
25 Planning Code, including this Section 249.87, and the Design for Development, an Applicant shall

1 submit a Design Review Application and receive approval from the Planning Director, or the Planning  
2 Commission if required, before obtaining any permits for the applicable construction. Standards and  
3 limitations on design review approval are set forth in subsection (n), below. Nothing in this Section  
4 249.87 limits the Charter authority of any City department or commission or the rights of City agencies  
5 to review and approve proposed infrastructure as set forth in the Development Agreement.

6 **(n) Design Review Applications and Process.**

7 **(1) Applications.** *Each Design Review Application shall include the documents and*  
8 *other materials necessary to determine consistency with the Planning Code, including this Section*  
9 *249.87, and the Design for Development, including site plans, floor plans, sections, elevations,*  
10 *renderings, landscape plans, and exterior material samples to illustrate the overall concept design of*  
11 *the proposed buildings. If an Applicant requests a Major or Minor Modification, the application shall*  
12 *describe proposed changes in reasonable detail, and to the satisfaction of the Planning Director,*  
13 *including narrative and supporting images, if appropriate, and a statement of the purpose or benefits of*  
14 *the proposed modification(s).*

15 **(2) Completeness.** *Planning Department staff shall review the application for*  
16 *completeness and advise the Applicant in writing of any deficiencies within 30 days of the date of the*  
17 *application.*

18 **(3) Design Review of Buildings and Privately-Owned Community Improvements.**

19 **(A) Building Pre-Application Meeting.** *Prior to submittal of a Design*  
20 *Review Application, the Applicant shall conduct a minimum of one pre-application public meeting. The*  
21 *meeting shall be conducted at, or within a one-mile radius of, the Project Site, but otherwise subject to*  
22 *the Planning Department’s pre-application meeting procedures, including but not limited to the*  
23 *submittal of required meeting documentation. A Planning Department representative shall be invited to*  
24 *such meeting.*

1                                    (B) **Parks and Open Space Outreach.** Prior to the Planning Department’s  
2 approval of any Design Review Application for any parks or open space within the Power Station park  
3 system, the Applicant shall conduct a minimum of two community meetings; additional meetings may be  
4 required at the discretion of the Planning Director. The meetings shall be conducted at, or within a  
5 one-mile radius of, the Project Site, but otherwise subject to the Planning Department’s pre-application  
6 meeting procedures, including but not limited to the submittal of required meeting documentation. A  
7 Planning Department representative shall be invited to such meetings.

8                                    (C) **Design Review Process.** Following submittal of the Design Review  
9 Application, upon a determination of completeness, Planning Department staff shall conduct design  
10 review and prepare a staff report determining compliance with this Section 249.87, the Planning Code,  
11 and the Design for Development, including a recommendation regarding any modifications sought.  
12 The staff report shall be delivered to the Applicant and any third parties requesting notice in writing,  
13 shall be kept on file, and shall be posted on the Department’s website for public review, within 60 days  
14 of the determination of completeness. If Planning Department staff determines that the design is not  
15 compliant with this Section 249.87, the Planning Code, or the Design for Development, the Applicant  
16 may resubmit the Application, in which case the requirements of this subsection (n) for determination  
17 of completeness, staff review and determination of compliance, and delivery, filing, and posting of the  
18 staff report, shall apply anew.

19                                    (4) **Off-Street Parking.** Design Review Applications for Buildings shall include the  
20 requested number of off-street parking spaces sought for the Building. It is the intent of Section 249.87  
21 that at full build-out of all Parcels in the SUD, the total number of off-street parking spaces within the  
22 SUD shall not exceed the applicable maximum parking ratios specified in Table 249.87-4. The  
23 maximum parking ratios shall not apply to individual Buildings or Parcels, but shall be considered  
24 cumulatively for the Buildings within the SUD as a whole, as set forth in the Development Agreement.  
25 In the event an individual Building results in parking that exceeds the applicable maximum parking

1 ratios for the then cumulative development on the Project Site, the excess parking shall not be put into  
2 operation and shall be excluded from the available parking supply until such time as additional  
3 development within the Project Site occurs and the then applicable maximum parking ratios no longer  
4 are exceeded. Each application shall include both the individual request for off-street parking related  
5 to the specific location and the cumulative number of off-street parking spaces previously approved.

6 **(5) Approvals and Public Hearings for Buildings and Privately-Owned**

7 **Community Improvements.**

8 **(A) Buildings and Privately-Owned Community Improvements Seeking No**  
9 **Modifications.** Within 10 days after the delivery and posting of the staff report on the Design Review  
10 Application, the Planning Director shall approve or disapprove the design based on its compliance  
11 with the Planning Code, including this Section 249.87, the Design for Development, and the General  
12 Plan. If the Design Review Application is consistent with the numeric standards set forth in this  
13 Section 249.87 and the Design for Development, the Planning Director's discretion to approve or  
14 disapprove the Design Review Application shall be limited to the Application's consistency with the  
15 non-numeric elements of the Design for Development and the General Plan. Prior to approval of a  
16 Design Review Application for any building and/or Privately-Owned Community Improvement that is  
17 200 feet or more in height, or for the rehabilitation and development of Station A on Block 15 or of  
18 Unit 3 on Block 9, the Planning Director shall refer the Design Review Application to the Planning  
19 Commission for an informational hearing.

20 **(B) Buildings and Privately-Owned Community Improvements Seeking**  
21 **Minor Modifications.** Within 10 days after the delivery and posting of the staff report on the Design  
22 Review Application including a Minor Modification, the Planning Director, shall approve or  
23 disapprove any Minor Modification based on its compliance with the Planning Code, including this  
24 Section 249.87, the Design for Development, and the General Plan. Notwithstanding any other  
25 provisions of this Section 249.87, the Planning Director may, at his or her discretion, refer any

1 Application that proposes a Minor Modification to the Planning Commission if the Planning Director  
2 determines that the proposed Modification does not meet the intent of the Design for Development or  
3 the SUD.

4 (C) **Buildings and Privately-Owned Community Improvements Seeking**  
5 **Minor or Major Modifications.** If an application for Design Review seeks one or more Major  
6 Modifications, or if a Design Review Application that proposed a Minor Modification is otherwise  
7 referred to the Planning Commission, the Planning Commission shall calendar the item for a public  
8 hearing, subject to any required noticing. The Planning Commission’s review shall be limited to the  
9 proposed Major Modification or the modifications referred by the Planning Director for failure to meet  
10 the Design for Development standards. The Planning Commission shall consider all comments from the  
11 public and the recommendations of the staff report and the Planning Director in making a decision to  
12 approve or disapprove the Design Review Application, including the granting of any Major  
13 Modifications.

14 (D) **Notice of Hearings.** In addition to complying with the notice  
15 requirements of the Brown Act and the Sunshine Ordinance, notice of Planning Commission hearings  
16 shall be provided as follows:

17 (i) by mail not less than 20 days prior to the date of the hearing, to  
18 the Applicant, to residents within 300 feet of the exterior boundaries of the property that is the subject  
19 of the application, using for this purpose the names and addresses as shown on the citywide assessment  
20 roll in the Office of the Tax Collector, and to any person who has requested such notice; and

21 (ii) by posting on the subject property not less than 10 days prior to  
22 the date of the hearing.

23 (o) **Building Permits.** Each building permit application submitted to the Department of  
24 Building Inspection for Buildings shall be forwarded to the Planning Department. The applicable  
25 department shall review the building permit application for consistency with the authorizations granted

1 pursuant to this Section 249.87. For improvements to be built upon Port property, the Chief Harbor  
2 Engineer shall review all permit applications on behalf of the Port.

3 (p) **Change of Use.** No building permit may be issued for any building and/or Privately-  
4 Owned Community Improvement or for a Certificate of Occupancy or Certificate of Temporary  
5 Occupancy that would authorize a new use unless the Planning Department determines such permit or  
6 Certificate is consistent with the controls in this Section 249.87. Upon expiration or termination of the  
7 Development Agreement, any new development, other than replacement of what was built under the  
8 Development Agreement, shall require a conditional use approval under Section 303 of this Code.

9 (q) **Discretionary Review.** No requests for discretionary review shall be accepted by the  
10 Planning Department or heard by the Planning Commission for any Building in the SUD.

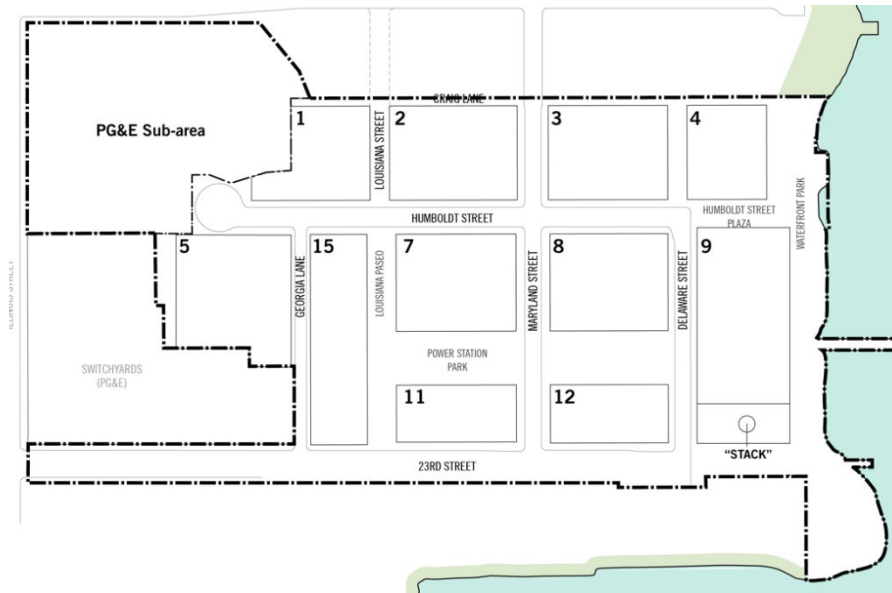
11 (r) **Waiver of Planning Code Section 138.1.** The streetscape design set forth in the Design  
12 for Development attached to the Development Agreement shall set forth sufficient standards for  
13 pedestrian and streetscape improvements for so long as the Development Agreement remains in effect.

14 (s) **Compliance with Planning Code Section 169.** The TDM provisions included in the  
15 Development Agreement shall govern in this SUD.

16 (t) **Operative Date for the PG&E Sub-Area.** The zoning controls expressed in this Section  
17 249.87 shall not become operative as to the PG&E Sub-Area, as shown on Map 249.87-1, or any  
18 portion thereof, until a Notice of Joinder to the Development Agreement approved by the Board of  
19 Supervisors in Board file No. \_\_\_\_\_ has been recorded, or until the PG&E Sub-Area, or any portion  
20 thereof, is conveyed to Developer. Copies of the Development Agreement, including a form of the  
21 Notice of Joinder, and a legal description of the PG&E Sub-Area is on file with the Clerk of the Board  
22 of Supervisors in Board File No. \_\_\_\_\_.



**Map 249.87-1**



Section 3. The Planning Code is hereby amended in accordance with Planning Code Section 106 by revising Sectional Map ZN[08], Height Map HT[08], and Special Use District Map SU[08] of the Zoning Map, as follows:

(a) To change the Zoning Map (ZN[X08]) as follows:

Assessor's Parcels (Blocks/Lot Numbers)	Current Zoning to be Superseded	Proposed Zoning to be Approved
4175/002; 4175/017; 4175/018 (partial), 4232/001; 4232/006 and non-assessed Port and City and County of San Francisco properties, the legal descriptions of which are found in Exhibits A-1, A-2, A-4	M-2	PPS-MU

1 through A-7 to the Development Agreement (District 10)		
3 Non-assessed Port properties, the legal description for which is found in Exhibit A-3 to the Development Agreement (District 10)	M-2 and PDR-1-G	P

7 (b) To change the Height and Bulk Map (HT[08]) from 40-X and 65-X to 65-PPS  
8 and 240-PPS.

9 <b>Assessor's Parcels</b> 10 <b>(Blocks/Lot Numbers)</b>	11 <b>Height and Bulk</b> 12 <b>District</b> 13 <b>Superseded</b>	14 <b>New Height and Bulk</b> 15 <b>District</b>
16 4175/002; 4175/017; 4175/018 17 (partial), 4232/001; 4232/006 and 18 non-assessed Port and City and 19 County of San Francisco properties, the legal descriptions for which are found in Exhibits A-1 through A-7 to the Development Agreement (District 10)	40-X / 65-X	65-PPS / 240-PPS

20 (c) To change the Special Use District Map (SU[08]) by creating the new Potrero  
21 Power Station Special Use District and assigning the following Parcels to be within the Potrero  
22 Power Station Special Use District:

23 <b>Assessor's Parcels (Blocks/Lot Numbers)</b>	24 <b>Special Use District</b>
25 4175/002; 4175/017; 4175/018 (partial), 4232/001; 4232/006 and non-assessed Port and City and County of	Potrero Power Station Special Use District

<p>San Francisco properties, the legal descriptions for which are found in Exhibits A-1 through A-7 to the Development Agreement (District 10)</p>	
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Section 4. The Planning Code is hereby amended to revise Section 201 as follows:

To add the Potrero Power Station Special Use District, after the “Mission Rock Mixed Use District”, as follows:

<p><i>Potrero Power Station Mixed Use District</i> <i>(Also see Sec. 249.87)</i></p>	
<p><u>PPS-MU</u></p>	<p><u>Potrero Power Station Mixed Use District</u> <u>(Defined in Sec. 249.87(g)(1))</u></p>

Section 5: The Figures presented in this ordinance (Figures 249.87-1 through 249.87-5) have been placed in Board of Supervisors File No. \_\_\_\_\_, and are incorporated herein by this reference.

Section 6. Effective and Operative Dates.

(a) 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.

(b) This ordinance shall become operative on its effective date or on the effective date of the Development Agreement for the Potrero Power Station Mixed-Use Project, enacted by the ordinance in Board of Supervisors File No. \_\_\_\_\_, whichever date occurs

1 later; provided, that this ordinance shall not become operative if the ordinance regarding the  
2 Development Agreement is not approved.

3 (c) Notwithstanding subsection (b) above, this ordinance shall not become  
4 operative as to the areas labeled as "PG&E Sub-Area" on Map 249.87-1, or any portion  
5 thereof, until the conditions in Section 249.87(t) have been satisfied. A copy of the Map, and  
6 a legal description of the area subject to this subsection (c) is on file with the Clerk of the  
7 Board of Supervisors in Board File No. \_\_\_\_\_.

8

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

11 By: \_\_\_\_\_  
12 AUSTIN M. YANG  
Deputy City Attorney

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# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Resolution No. 20640

HEARING DATE: JANUARY 30, 2020

*Case No.:* 2017-011878DVA  
*Project:* Potrero Power Station Mixed-Use Project  
*Existing Zoning:* M-2 (Heavy Industrial)  
 PDR-1-G (Production, Distribution & Repair-1-General)  
*Height-Bulk:* 40-X, 65-X  
*Proposed Zoning:* P (Public)  
 Potrero Power Station Mixed-Use District (PPS-MU)  
*Proposed Height:* 65/240-PPS  
*Blocks/Lots:* 4175/002, 4175/017, 4175/018 (partial), 4232/001, 4232/006, 4232/010, and non-assessed Port and City and County of San Francisco properties  
*Project Sponsor:* Enrique Landa, California Barrel Company, LLC – (415) 796-8945  
*Staff Contact:* John M. Francis – (415) 575-9147, john.francis@sfgov.org

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Information:  
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RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE A DEVELOPMENT AGREEMENT BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND CALIFORNIA BARREL COMPANY, A DELAWARE LIMITED LIABILITY COMPANY, FOR A CERTAIN REAL PROPERTY GENERALLY BOUNDED BY 22<sup>ND</sup> STREET TO THE NORTH, THE SAN FRANCISCO BAY TO THE EAST, 23<sup>RD</sup> STREET TO THE SOUTH, AND ILLINOIS STREET TO THE WEST, FOR A 30-YEAR TERM 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; and

WHEREAS, the Development Agreement would enable the Potrero Power Station Mixed-Use Project (“Project”). The Project proposal includes developing approximately 2.5 million square feet (“sq ft”) of residential space (2,601 dwelling units), 1.8 million sq ft of commercial uses, including 100,000 sq ft of retail, 800,000 sq ft of office, 650,000 sq ft of life science/laboratory, 240,000 sq ft of hotel (250 rooms), and 35,000 sq ft of Production, Distribution, and Repair (“PDR”) uses. Additionally, it includes 25,000 sq ft of entertainment/assembly uses, 50,000 sq ft of community facilities, up to 2,686 off-street automobile parking spaces, and 6.9 acres of publicly accessible open space, including a new waterfront park. The proposal would also feature newly created public streets, pedestrian paths, cycle tracks, and the continuation of the Bay Trail. New buildings on the site are proposed to range from 65 feet to 240 feet in height and would generally step down from the middle of the site toward both the east and west. Three existing structures on the site, the Unit 3 power block and Boiler Stack along the waterfront and the Station A building, are proposed for adaptive reuse; and

**WHEREAS**, the Project, as described in the Development Agreement, would provide certain public benefits including affordable housing (30% of all units), 6.9 acres of open space, a community center of 25,000 sq ft, two childcare facilities of 6,000 sq ft each, and funding or space (up to 5,000 sq ft for a public library); and

**WHEREAS**, the Board will be taking a number of actions in furtherance of the Project, including the adoption of Planning Code amendments to establish the Potrero Power Station Special Use District (“SUD”) which refers to an associated Design for Development document (“D4D”), and Zoning Map amendments, which together outline land use controls and design guidance for both horizontal and vertical development improvements to the site; and

**WHEREAS**, in furtherance of the Project and the City’s role in subsequent approval actions relating to the Project, the City and California Barrel Company, LLC (“Project Sponsor”) negotiated a development agreement for development of the Project site, a copy of which is attached as Exhibit A (the “Development Agreement”); and

**WHEREAS**, the City has determined that as a result of the development of the Project site in accordance with the Development Agreement, 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. 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 D4D; and

**WHEREAS**, the Development Agreement shall be executed by the Director of Planning, and City Attorney subject to prior approval by multiple City Commissions and the Board of Supervisors; and

**WHEREAS**, on January 30, 2020, the Planning Commission reviewed and considered the Final EIR (“FEIR”) for the Project 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 certified the FEIR for the Project in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines and Chapter 31 by Motion No. 20635; and

**WHEREAS**, on January 30, 2020, the Commission by Motion No. 20636 approved CEQA Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2017-011878ENV, for approval of the Project, which findings and MMRP are incorporated by reference as though fully set forth herein; and

**WHEREAS**, on January 30, 2020, by Resolution No. 20639 the Commission adopted findings in connection with its consideration of, among other things, the adoption of amendments to the Planning Code, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth; and

**WHEREAS**, on January 30, 2020, by Resolution No. 20637, the Commission adopted findings regarding the Project’s consistency with the General Plan as it is proposed to be amended, and Planning Code Section 101.1, including all other approval actions associated with the project therein, which findings are hereby incorporated herein by this reference as if fully set forth; and



WHEREAS, on January 30, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed Development Agreement; and

WHEREAS, on January 30, 2020, the Commission recommended the following amendments to the Development Agreement (additions underlined, deletions in ~~striketrough~~ text):

- Section 7.5 “Mills Act”: At Developer’s request, Developer and the City agree to use good faith efforts to pursue the approval of a Mills Act contract under the California Mills Act (California Government Code, Article 12, Sections 50280 et seq., California Revenue and Taxation Code, Article 1.9, Sections 439 et seq.) for the rehabilitation of any building on the Project Site eligible for such contract under the California Mills Act. The City finds that the approval of Mills Act contracts for the rehabilitation of the Station A and Unit 3 buildings to be a critical component to the viability of the preservation of these buildings, given their dilapidated condition. So long as the term of any such Mills Act contract does not exceed twenty (20) years, the City agrees to waive any limitation under City Law regarding the tax assessment value of the building under San Francisco Administrative code 71.2(b), as well as the maximum amount of tax revenue loss that may result from any such Mills Act contract. In consideration for the City’s efforts to pursue the approval of a Mills Act contract for Station A, Unit 3, and/or the Stack, Developer agrees to nominate Station A, Unit 3, and/or the Stack as a City historic landmark(s) under Article 10 of the Planning Code no later than Developer’s submittal of an application for a Mills Act contract for Station A, Unit 3, and/or the Stack, respectively.
- Exhibit D “Affordable Housing Plan”
  - Section I. This Affordable Housing Plan is designed to ensure that thirty percent (30%) of the Residential Units produced by the Project are affordable housing units. The Affordable Housing Plan satisfies this goal by requiring Developer to build Inclusionary Units within Market-Rate Projects and/or to convey Development Parcels, at no cost, to Affordable Housing Developer, for the construction of 100% Affordable Units. In addition, Developer may partially satisfy the requirements of this Affordable Housing Plan by paying the Power Station Affordable Housing In-Lieu Fee, ~~or by causing the construction of 100% Affordable Units at locations proximate to the Project Site.~~ All proceeds of the Power Station Affordable Housing In-Lieu Fee will be paid to MOHCD and applied by MOHCD to affordable housing in Supervisorial District 10.
  - Section III(A)(1). Upon Final Completion of all Residential Projects, Developer shall have met the following “Final Completion Requirements”: the sum of Inclusionary Unit Credits, In-Lieu Fee Credits, and 100% Affordable Unit Credits earned by Developer shall equal or exceed thirty percent (30%) of the total number of Residential Units constructed on the Project Site ~~and any 100% Affordable Units constructed outside of the Project Site~~ (the “Final Affordable Percentage”);
  - Section IV(C). Developer shall receive two-third (2/3) of an “100% Affordable Unit Credit” for each Minimum 100% Affordable Unit upon (i) conveyance of the 100% Affordable Housing Parcel to Affordable Housing Developer or execution of an Affordable Housing Conveyance Agreement and (ii) recordation of a



Notice of Special Restrictions memorializing the requirements of such Affordable Housing Conveyance Agreement as well as the affordability restrictions.

Upon issuance of a First Certificate of Occupancy for each 100% Affordable Project, Developer shall (i) receive one (1) 100% Affordable Unit Credit for each 100% Affordable Unit constructed within an 100% Affordable Project, subtracted by (ii) the total number of 100% Affordable Unit Credits previously earned by Developer for such 100% Affordable Project as described in the previous paragraph (i.e., any "2/3" credits), such that the total number of 100% Affordable Unit Credits earned by Developer are the same as the number of 100% Affordable Units actually constructed in the 100% Affordable Project.

Developer may earn no more than two-hundred fifty-eight (258) In-Lieu Fee Credits ~~and 100% Affordable Unit Credits for 100% Affordable Housing Projects constructed outside of the Project Site, in the aggregate~~, which is intended to represent approximately 33% of the Project's affordable housing requirement. No numerical limit applies to the number of 100% Affordable Unit Credits that Developer may earn for 100% Affordable Housing Projects constructed on the Project Site.

- Section VI(C). Developer shall receive one "In-Lieu Fee Credit" for each Market Rate Unit for which Developer has paid the Power Station Affordable Housing In-Lieu Fee, or upon payment of each One Hundred Ninety-Nine Thousand and Five Hundred Dollars (\$199,500) paid as the Power Station Proportionality In-Lieu Fee (as described in Section VII(D)(1)). Developer may earn no more than two-hundred fifty-eight (258) In-Lieu Fee Credits ~~and 100% Affordable Unit Credits for 100% Affordable Housing Projects constructed outside of the Project Site in the aggregate~~, which is intended to represent approximately 33% of the Project's affordable housing requirement.
- Section VII(d). Within 45 days after any Affordable Housing Proportionality Event, Developer shall notify MOHCD in writing of the number of Inclusionary Unit Credits, In-Lieu Fee Credits, or 100% Affordable Unit Credits that Developer has obtained or will obtain to satisfy the Proportionality Requirement ("Developer's Proportionality Election"). Developer's Proportionality Election shall be at Developer's sole discretion; provided, however, that Developer may not earn more than two-hundred fifty-eight (258) In-Lieu Fee Credits ~~and 100% Affordable Unit Credits for 100% Affordable Housing Projects constructed outside of the Project Site, in the aggregate~~, consistent with the requirements of Section IV(C) and Section VI(C).
- Exhibit I "Transportation Plan": Section I(B).
  - **Safe streets around Jackson Park:** Transportation-related elements that support safe streets around a renovated Jackson Park, once it is an approved City project. ~~Up to \$2.5~~ Two-and-a-half million dollars will be used to support any of the following improvements, if warranted: street and sidewalk improvements,

accessibility improvements, upgraded crosswalks, striping, traffic signals or signage, traffic calming such as speed humps, and/or corner bulbouts.

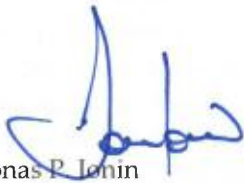
- 18th Street Bridge Safety Enhancements: Propose conceptual designs to enhance safety on the existing 18th Street overpass over Highway 280.
- Exhibit M-1 “Phasing Plan”: Section 3.1 Child Care Facilities. Developer shall construct two childcare facilities, each no smaller than six thousand (6,000) gross square feet in size (the “On-Site Child Care Facility”). Each On-Site Child Care Facility shall be located in the Development Phase set forth in the Phasing Plan. The Development Phase Application shall specify in which Building an On-Site Child Care Facility shall be located. Each On-Site Child Care Facility shall have sufficient protected outdoor space to meet the requirements of California law, and be available for lease to a licensed nonprofit operator without charge for rent, utilities, property taxes, building services, repairs or any other charges of any nature, as evidenced by a lease and an operating agreement between the sponsor and the provider, with a minimum term of four years. Thereafter, each On-Site Child Care Facility must be available to a licensed nonprofit operator for an additional period of four years, at a cost not to exceed actual operating ~~and the original tenant improvement~~ costs (those incurred during the initial three-year term) reasonably allocated to similar facilities in similar buildings, amortized over the remaining term of the lease. In consideration of these requirements, Planning Code sections 414.1-414.15 and sections 414A.1–414A.8 shall not apply to the Project.
- Exhibit M-1-1: Substitution of Exhibit M-1-1 “Phasing Table” with an updated version of the same table, attached here as Exhibit B. An outdated version of the table was inadvertently submitted with the Project Case Packet.
- Exhibit Z: Inclusion of proposed Exhibit Z, attached here as Exhibit C, which describes proposed standards related to how the Port of San Francisco and various other City agencies will work together on the processing permits and the implementation of the Project, if approved.

**NOW THEREFORE BE IT RESOLVED**, that the Planning Commission hereby recommends that the Board of Supervisors approve 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 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, the information contained in the Director’s Report regarding the Potrero Power Station Development Agreement negotiations, and the mailed and published notice issued for the Development Agreement.

**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 taken as a whole 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 Thursday, January 30, 2020.



Jonas P. Ionin  
Commission Secretary

AYES: Diamond, Fung, Koppel, Melgar, Moore

NAYS: None

ABSENT: Johnson, Richards

ADOPTED: January 30, 2020

EXHIBIT M-1-1

Phasing Table	Phase	Delivered With Block or GSF	Primary Document	Section	Other Reference	Horizontal Improvement	Vertical Improvement	Public Improvement	Privately-Owned Community Improvement	Notes
<b>Infrastructure Improvements</b>										
Sea Level Rise Improvements	All	n/a	IP	Section 5		X		X		Vertical Developer of Block 9 may have some SLR obligations if Unit 3 is rehabilitated
AWSS Connection to 3rd Street at 23rd Street	1	n/a	IP	Figure 1.3		X		X		
AWSS Connection to 3rd Street at 22nd Street	6	13	IP	Figure 1.3		X		X		Required only in the event Pier 70 has not implemented at time of Phase 6 application
Stormwater Outfall	1	n/a	IP	Figure 1.3		X		X		
Sanitary Sewer Pump Station	1	n/a	IP	Figure 1.3		X		X		Required only if SFPUC determines the pump station is necessary as part of Development Phase Approval
Recycled Water Infrastructure	All	n/a	IP	Section 12	D4D 6.18.3	X	X		X	Collection and/or distribution pipes in streets and open spaces are Horizontal Improvements. Pipes in buildings and treatment equipment are Vertical Improvements.
23rd/Illinois Intersection Improvements and Signal	1	n/a	IP	8.1.3	D4D 5.7.2, Figure 5.2.2	X		X		
Sidewalk on the east side of Illinois between Humboldt and 22nd Streets	6 or 4	13 or 5	IP	8.1.3	D4D 5.25 Figure 5.2.2	X		X		In the event the area of Block 13 is not subject to PPS DA at time of Phase 4 application, this improvement will be constructed with Block 5
Sidewalk on the east side of Illinois between 23rd and Humboldt Streets	4	5	IP	19	Appendix E	X		X		Required only if there is a single vehicular access route to and from the Project site via 23rd Street at the time of Phase 4 application.
Humboldt Street Fire Turnaround	4	5	IP	19	Appendix E	X		X		In the event the area of Humboldt Street is not subject to PPS DA at time of Phase 4 application, this improvement will be constructed with Block 5. This may be an interim improvement until such time as the area of Humboldt Street becomes subject to the DA.
Humboldt/Illinois Intersection Improvements and Signal	6	13	IP	8.1.3	D4D 5.7.2, Figure 5.2.2	X		X		In the event the area of Humboldt Street is not subject to PPS DA at time of Phase 6 application, the signal will not be constructed with these intersection improvements.
<b>Open Spaces</b>										
The Point	1	*	D4D	4.20		X			X	* Prior to the City's issuance of the First Certificate of Occupancy for the Building representing 500,000 square feet of total development. Developer is not required to construct the Bay Overlook at 23rd Street in any phase.
Waterfront Park South	1	*	D4D	4.16-4.19		X			X	* Prior to the City's issuance of the First Certificate of Occupancy for the Building representing 3 million square feet of total development. Developer is not required to construct the Recreational Dock in any phase.
Stack Plaza	1	9	D4D	4.21		X			X	
Humboldt Street Plaza	1	*	D4D	4.24		X			X	* Prior to the City's issuance of the First Certificate of Occupancy for the Building representing 3 million square feet of total development.
Power Station Park East	1	12	D4D	4.28		X			X	
Block 9 POPO (includes Turbine Plaza) and Restroom	1	9	D4D	4.16-4.22			X		X	Public restroom to be provided on Block 9.
Power Station Park West	2	11	D4D	4.29		X			X	
Waterfront Park North	3	4	D4D	4.16-4.19		X			X	
Waterfront Park West	3	4	D4D	4.16-4.19		X			X	
Louisiana Paseo	4	15	D4D	4.30		X			X	
Soccer Field and Restroom	4, 5, or 6	1, 5, or 13	D4D	4.31			X		X	Soccer field to be provided on either the roof of the district parking structure on one of Blocks 1, 5, or 13 or in another location, as further described in the Phasing Plan and Design for Development. Public restroom to be provided on the same block as soccer field.
Illinois Street Plaza	6	13	D4D	4.32		X			X	
<b>Streets and Infrastructure</b>										
All public and private streets (including sidewalks, and bike facilities within such streets) within the boundaries of the Development Phase as shown in the D4D and IP	All		D4D, IP	D4D Section 5		X		X	X	Public Improvement if public street; POCI if private street
All utilities within the boundaries of the Development Phase as shown in the IP	All		IP			X		X	X	
<b>Transit Facilities</b>										
Bus Layover	1	12	D4D	5.5.1, 6.10.1		X		X	X	Whether Public Improvement depends on whether City takes ownership of 23rd Street
Bus Shelter and Transit Operator Restroom	1	12	D4D	5.5.2, 6.10.1			X		X	
<b>Development Agreement, Phasing Plan (Exhibit M-1)</b>										
\$1.5 million AWSS Payment Fair Share Contribution	5	1	IP			N/A	N/A	N/A	N/A	Payment will be due at the earlier of either SFPUC's Notice to Proceed for the system-wide improvements or City's acceptance of the final public street in Development Phase 5.
Childcare (6,000 GSF)	2	11	DA	Exhibit M-1			X		X	
La Cocina (1,500 GSF)	6 or 2	13 or 11	DA	Exhibit M-1			X		X	If the entity that owns Block 13 is not a party to the Development Agreement prior to the City's approval of the Development Phase 2 application, Developer shall locate this space on Block 11.
Childcare (6,000 GSF)	4	15	DA	Exhibit M-1			X		X	
Community Center (25,000 GSF)	6, 5, or 4	1, 5, or 13	DA	Exhibit M-1			X		X	If the entity that owns Block 13 is not a party to the Development Agreement prior to the City's approval of the Development Phase 4 Application, Developer shall specify a Building on a Non-PG&E Sub Area Block in which the Community Facilities Space shall be located, which Building may be located in Development Phase 4 or Development Phase 5.
\$2.5 M Library Payment	N/A	N/A	DA	Exhibit M-1		N/A	N/A	N/A	N/A	
Option For Public Library (5,000 GSF)	4	15	DA	Exhibit M-1			X		X	
Grocery Store	6, 5, or 4	1, 5, or 13	DA	Exhibit M-1			X		X	

EXHIBIT M-1-1

Phasing Table	Phase	Delivered With Block or GSF	Primary Document	Section	Other Reference	Horizontal Improvement	Vertical Improvement	Public Improvement	Privately-Owned Community Improvement	Notes
SFPUC Pump Station	N/A	N/A	DA	Exhibit M-1		N/A	N/A	N/A	N/A	
<b>The following items are not Associated Community Improvements and not subject to the Phasing Plan, but are provided for informational purposes for implementation.</b>										
<b>Transportation Demand Management Plan</b>										
Improved Walking Connections	All	All	TDM	Active-1	D4D, Sections 5 and 6 D4D 5.4	X		N/A	N/A	
Bicycle Parking	All	All	TDM	Active-2	D4D 6.21		X	N/A	N/A	As provided in the D4D, the Planning Code's bike parking requirements apply as they change over time.
Showers and Lockers for Employees	Any	Any	TDM	Active-3	D4D 6.21.6		X	N/A	N/A	As provided in the D4D, the Planning Code's shower and locker requirements apply as they change over time.
Bicycle Repair Stations	All	All	TDM	Active-5a	D4D 6.21.6		X	N/A	N/A	
On-Site Car Share Parking	All	All	TDM	CShare-1	D4D 6.20.4		X	N/A	N/A	As provided in the D4D, the Planning Code's car share requirements apply as they change over time.
Delivery Supportive Amenities	All	All	TDM	Delivery-1	D4D 6.18		X	N/A	N/A	
On-Site Child Care	2 and 4	11 and 15	TDM	Family-2	DA Phasing	X	X	N/A	N/A	
Shuttle Bus Service	All	All	TDM	HOV-2	D4D 5.6	X		N/A	N/A	
Multimodal Wayfinding Signage	All	All	TDM	Info-1	D4D 7.5		X	N/A	N/A	
Real-Time Transportation Information Displays	All	All	TDM	Info-2	D4D 6.18.5		X	N/A	N/A	
Tailored Transportation Marketing Services	All	All	TDM	Info-3		X		N/A	N/A	
On-Site Affordable Housing	All	All	TDM	LU-2	DA Housing	X	X	N/A	N/A	Per Housing Plan, certain requirements are Vertical Improvements (on site units) and certain requirements may be Horizontal Improvements (i.e., land dedication)
Unbundle Parking	All	All	TDM	PKG-1			X	N/A	N/A	
Parking Pricing	All	All	TDM	PKG-2			X	N/A	N/A	Short-Term Daily Parking Provision
Parking Supply	All	All	TDM	PKG-4	D4D 6.20.2		X	N/A	N/A	
TDM Coordinator	All	All	TDM	Ops		X		N/A	N/A	
<b>CEQA Mitigation Measures</b>										
Historic Architectural Resources Documentation	0	N/A	EIR	M-CR-5a		X		N/A	N/A	Prior to demolition of individual historical resource or contributor
Historic Architectural Resources Video Recordation	0	N/A	EIR	M-CR-5b		X		N/A	N/A	Prior to demolition of individual historical resource or contributor
Historic Architectural Resources Public Interpretation and Salvage	All	All	EIR	M-CR-5c	D4D 2, 7.5	X		N/A	N/A	Project will submit an Interpretive Master Plan prior to demolition of historical resource or contributor
Rehabilitation of the Boiler Stack	1	N/A	EIR	M-CR-5d	D4D 6.12	X		N/A	N/A	
Historic Preservation Plan and Review Process for Alteration of the Boiler Stack	1	N/A	EIR	M-CR-5e		X		N/A	N/A	
Design Controls for New Construction	All	All	EIR	M-CR-6	D4D 6.11	X	X	N/A	N/A	
Construction Management Plan and Public Updates	All	All	EIR	I-TR-A		X		N/A	N/A	
Monitoring and Abatement of Queues	All	All	EIR	I-TR-B			X	N/A	N/A	If recurring queuing occurs, owner/operator will employ abatement methods
Implement Measures to Reduce Transit Delay	All	All	EIR	M-TR-5		X		N/A	N/A	Only required if annual monitoring report finds Maximum PM Peak Hour Vehicle Trips are exceeded in any Phase
Improve Pedestrian Facilities at the Intersection of Illinois Street/22nd Street	6	5 or 13	EIR	M-TR-7		X		N/A	N/A	Only required in the event that Pier 70 has not completed the improvement prior to PPS Phase 6 application. In the event the area of Block 13 is not subject to PPS DA at time of Phase 5 application, this improvement will be constructed with Block 5.
Construction Noise Control Measures	All	All	EIR	M-NO-1		X	X	N/A	N/A	
Avoidance of Residential Streets	All	All	EIR	M-NO-A		X	X	N/A	N/A	
Construction Vibration Monitoring	Any	Any	EIR	M-NO-4a		X	X	N/A	N/A	Development of Construction Vibration Monitoring program is a Horizontal Improvement. Compliance with the program is a Vertical Improvement.
Vibration Control Measures During Controlled Blasting and Pile Driving	Any	Any	EIR	M-NO-4b		X	X	N/A	N/A	
Vibration Control Measures During Use of Vibratory Equipment	Any	Any	EIR	M-NO-4c		X	X	N/A	N/A	
Stationary Equipment Noise Controls	All	All	EIR	M-NO-5			X	N/A	N/A	
Design of Future Noise-Sensitive Uses	Any	Any	EIR	M-NO-8			X	N/A	N/A	
Construction Emissions Minimization	Any	Any	EIR	M-AQ-2a		X	X	N/A	N/A	Development of the Construction Emissions Minimization Plan is a Horizontal Improvement. Compliance with the program is a Vertical Improvement.
Diesel Backup Generator Specifications	Any	Any	EIR	M-AQ-2b			X	N/A	N/A	
Promote Use of Green Consumer Products	Any	Any	EIR	M-AQ-2c		X		N/A	N/A	
Electrification of Loading Docks	Any	Any	EIR	M-AQ-2d			X	N/A	N/A	
Additional Mobile Source Control Measures	Any	Any	EIR	M-AQ-2e			X	N/A	N/A	
Offset Construction and Operational Emissions	1	N/A	EIR	M-AQ-2f		X		N/A	N/A	Horizontal Improvement is to fund or implement a specific offset project or pay fee to BAAQMD prior to issuance of CFO of last building in Phase 1
Siting of Uses that Emit Toxic Air Contaminants	All	All	EIR	M-AQ-4			X	N/A	N/A	
Wind Reduction Features for Block 1	5	1	EIR	I-WS-1			X	N/A	N/A	
Identification and Mitigation of Interim Wind Impacts	All	All	EIR	M-WS-2			X	N/A	N/A	
Nesting Bird Protection Measures	All	All	EIR	M-BI-1		X	X	N/A	N/A	
Avoidance and Minimization Measures for Bats	All	All	EIR	M-BI-3		X	X	N/A	N/A	Initial survey is a Horizontal Improvement. Compliance is a Vertical Improvement.
Fish and Marine Mammal Protection During Pile Driving	All	All	EIR	M-BI-4		X		N/A	N/A	
Compensation for Fill of Jurisdictional Waters	1	9	EIR	M-BI-7		X		N/A	N/A	

EXHIBIT M-1-1

Phasing Table	Phase	Delivered With Block or GSF	Primary Document	Section	Other Reference	Horizontal Improvement	Vertical Improvement	Public Improvement	Privately-Owned Community Improvement	Notes
Archeological Testing	All	All	Initial Study	M-CR-1		X	X	N/A	N/A	Archeological testing program is Horizontal Improvement. All Developers will comply with archeological monitoring program, if necessary. If an archeological deposit is encountered, the Developer who made the discovery is responsible for developing archeological data recovery plan and program.
Tribal Cultural Resources Interpretive Program	Any	Any	Initial Study	M-CR-3		X	X	N/A	N/A	If a tribal cultural resource is encountered, the Developer who made the discovery is responsible for developing tribal cultural resources interpretive program.
Paleontological Resources Monitoring and Mitigation Program	Any	Any	Initial Study	M-GE-6		X	X	N/A	N/A	Development of Paleontological Resources monitoring and Mitigation Program, if necessary, is a Horizontal Improvement. All Developers are responsible for complying with the program. If a paleontological resource is discovered, the Developer who made the discovery is responsible for any additional work conducted at the direction of the City's environmental review officer.

## **EXHIBIT Z**

### **City and Port Implementation of Later Approvals for Port Sub-Area**

#### **A. Cooperation**

The Port and the other City Agencies shall aid each other, cooperate with and amongst all City Agencies and undertake and complete all actions or proceedings reasonably necessary or appropriate to expeditiously and with due diligence implement the Project in accordance with the Plan Documents and the Approvals.

#### **B. Maintenance and Repair of 23<sup>rd</sup> Street and Subsurface Utilities**

Upon satisfaction of map conditions and acceptance, and execution of a future Memorandum of Understanding (MOU) between relevant City Departments, Public Works shall operate, maintain and repair the Port 23<sup>rd</sup> Street Property for use as a public street at no cost to the Port or Developer and accepts sole responsibility for the operation, maintenance, repair and liability of the Port 23<sup>rd</sup> Street Property for use as a public street. If PG&E vacates or otherwise terminates its existing utility easement located on the portion of 23<sup>rd</sup> Street on the Developer Property and more particularly described on Figure Z-1 (the “**Existing PG&E Easement**”), then Public Works shall operate, maintain and repair the Developer 23<sup>rd</sup> Street Property for use as a public street at no cost to Developer and shall accept sole responsibility for the operation, maintenance, repair and liability of the Developer 23<sup>rd</sup> Street Property for use as a public street. If the Existing PG&E Easement is not removed, the Developer 23<sup>rd</sup> Street Property may remain private property, as further detailed in Exhibit G Infrastructure Plan.

Upon execution of a future MOU detailing permitting and maintenance roles and responsibilities, the San Francisco Public Utilities Commission (“PUC”) will accept the utilities underlying 23<sup>rd</sup> Street, as further detailed in Exhibit G.

#### **C. Port Review of Later Approvals**

The Port Chief Harbor Engineer shall be responsible for reviewing and issuing all Later Approvals in accordance with the Development Agreement for certain shoreline and waterfront improvements (the “**Shoreline Improvements**”) located within the Port Sub-Area. The Shoreline Improvements anticipated as of the Reference Date are more particularly shown on Figure Z-2, including the storm drain outfall (itself subject to PUC review and acceptance), potential retrofit of the Station A intake structure (for use as an overlook of the San Francisco Bay), improvement of riprap, construction of wharfs and seawalls, and potential recreational dock and associated dredging. The Port’s design review of open spaces and streets under its jurisdiction will be in accordance with this Development Agreement, including Exhibit O, Development Phase Application Procedures and Requirements and Exhibit E, Design for Development.

#### **D. City Review of Later Approvals on Port Sub-Area**

The City Agencies other than the Port (including the Planning Department, DBI, Public Works, and SFMTA) shall be responsible for reviewing and issuing all Later Approvals (including building permits, Subdivision Maps, street improvement permits, and Design Review Applications) for all improvements (including Public Improvements and Infrastructure) on the Port



Sub-Area other than the Shoreline Improvements. Each such Later Approval shall be reviewed and issued by the City Agency that would otherwise be responsible for the issuance of such Later Approval if the proposed improvement was located within the City's jurisdiction (and outside of Port jurisdiction), except that the Planning Department shall confer with the Port and obtain its recommendations as to the design of Waterfront Park and the Point prior to approving a Design Review Application for those two subareas. The Port delegates to the City its authority (if any) to approve any and all Later Approvals pertaining to any portion of the Project Site not located within the Port Sub-Area and not subject to the Public Trust.

#### **E. Amendment**

The terms of this Exhibit Z may be amended with at any time by mutual written consent of Developer and the Executive Director of the Port, and the Planning Director, Director of DPW, or the General Manger of the SFPUC, depending on the nature of the proposed amendment. Material Changes to this Exhibit may require Planning Commission review, the Port Commission's Consent, or both.

1 [Development Agreement - California Barrel Company LLC - Potrero Power Station Mixed-  
Use Project]

2  
3 **Ordinance approving a Development Agreement between the City and County of San**  
4 **Francisco and California Barrel Company LLC, a California limited liability company,**  
5 **for the Potrero Power Station Mixed-Use Project at the approximately 29-acre site**  
6 **generally bound by 22nd Street to the north, the San Francisco Bay to the east, 23rd**  
7 **Street to the south and Illinois Street to the west, in the southeast part of San**  
8 **Francisco, with various public benefits, including 30% affordable housing and**  
9 **approximately 6.9 acres of publicly-accessible parks and open space; making findings**  
10 **under the California Environmental Quality Act, findings of conformity with the General**  
11 **Plan, and with the eight priority policies of Planning Code, Section 101.1 (b); making**  
12 **public trust findings in accordance with the approval of a ground lease of Port-owned**  
13 **land; approving specific development impact fees and waiving any conflicting**  
14 **provision in Planning Code, Article 4, or Administrative Code, Article 10; confirming**  
15 **compliance with or waiving certain provisions of Administrative Code, Chapters 14B,**  
16 **23, 56, and and 82, and 99 and Planning Code, Sections 169 and 138.1, Public Works**  
17 **Code, Section 806(d), and Subdivision Code, Section 1348, and ratifying certain actions**  
18 **taken in connection therewith, as defined herein.**

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

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

1 Section 1. Project Findings.

2 The Board of Supervisors makes the following findings:

3 (a) California Government Code Sections 65864 et seq. authorizes any city, county, or  
4 city and county to enter into an agreement for the development of real property within the  
5 jurisdiction of the city, county, or city and county.

6 (b) Pursuant to California Government Code Section 65865, Chapter 56 of the San  
7 Francisco Administrative Code ("Chapter 56") sets forth certain procedures for the processing  
8 and approval of development agreements in the City and County of San Francisco (the  
9 "City").

10 (c) California Barrel Company LLC, a California limited liability company ("Developer")  
11 owns approximately 21.0 acres of developed and undeveloped land located in the City that is  
12 generally bound by 22nd Street to the north, the San Francisco Bay to the east, 23rd Street to  
13 the south and Illinois Street to the west, as more particularly described on Exhibit A-1 to the  
14 Development Agreement (the "Developer Property"). Existing structures on the Developer  
15 Property consist primarily of vacant buildings and facilities associated with the former power  
16 station use of the Developer Property.

17 (d) Pacific Gas & Electric Company, a California corporation ("PG&E"), owns  
18 approximately 4.8 acres of land located in the City that is adjacent to the Developer Property,  
19 as more particularly described on Exhibit A-2 to the Development Agreement (the "PG&E  
20 Sub-Area").

21 (e) The City, through the Port of San Francisco (the "Port"), owns approximately 2.9  
22 acres of land located in the City that is comprised of the following three noncontiguous sites in  
23 the vicinity of the Developer Property (collectively, the "Port Sub-Area"): (i) approximately 1.5  
24 acres of land located between the Developer Property and the San Francisco Bay, as more  
25 particularly described on Exhibit A-3 to the Development Agreement (the "Port Open Space");

1 (ii) approximately 1.3 acres of land located along 23rd Street between the Developer Property  
2 and Illinois Street, as more particularly described on Exhibit A-4 to the Development  
3 Agreement (the “Port 23<sup>rd</sup> St. Property”); and (iii) less than 0.1 acres of land located near the  
4 northeast corner of the Developer Property and adjacent to the San Francisco Bay, as more  
5 particularly described on Exhibit A-5 to the Development Agreement (the “Port Bay Property”).  
6 Developer and the Port intend to enter into a ground lease on or about the Reference Date set  
7 forth in the Development Agreement (the “Port Lease”) for the Port Open Space and the Port  
8 Bay Property in order to allow Developer to occupy and develop the Port Open Space and the  
9 Port Bay Property and include the same in the Waterfront Park (as defined in the  
10 Development Agreement). The Port 23<sup>rd</sup> St. Property will be subject to a license allowing  
11 Developer to construct Public Improvements, as more particularly described therein.

12 (f) The City also owns less than 0.1 acres of land located in the City that is between the  
13 Developer Property and the Port 23<sup>rd</sup> Street Property, as more particularly described on  
14 Exhibit A-7 to the Development Agreement (the “City Sub-Area” and, collectively with the  
15 Developer Property, the Port Sub-Area, and the PG&E Sub-Area, the “Project Site”).

16 (g) On December \_\_\_\_, 2019, Developer filed an application with the City's Planning  
17 Department for approval of a development agreement relating to the Project Site (the  
18 "Development Agreement") under Chapter 56. A copy of the Development Agreement is on  
19 file with the Clerk of the Board in File No. \_\_\_\_\_. Developer also filed applications with  
20 the Department for certain activities described in Exhibit B to the Development Agreement  
21 (collectively, the “Project”).  
22

23 (h) While the Development Agreement is between the City, acting primarily through the  
24 Planning Department, and Developer, other City agencies retain a role in reviewing and  
25 issuing certain later approvals for the Project. Later approvals include all approvals required

1 under the Project SUD or as otherwise set forth in the Municipal Code, Design Review  
2 Applications or Development Phase Applications, demolition permits, grading permits, site  
3 permits, building permits, sewer and water connection permits, major and minor  
4 encroachment permits, sidewalk modification legislation, street improvement permits, permits  
5 to alter, certificates of occupancy, transit stop relocation permits, street dedication approvals  
6 and ordinances, public utility easement vacation approvals and ordinances, public  
7 improvement agreements, subdivision maps, improvement plans, lot mergers, lot line  
8 adjustments and re-subdivisions and any amendment to the foregoing or to any Initial  
9 Approval. As a result, affected City agencies have consented to the Development Agreement.

10 (i) The Project is a phased, mixed use development on the Project Site that will include  
11 up to approximately 2,601 dwelling units, 1.5 million gross square feet (gsf) of office and/or life  
12 science / laboratory use, 241,574 gsf of hotel (250 rooms), 50,000 gsf of community facilities,  
13 35,000 gsf PDR, 25,000 gsf assembly space, 99,464 gsf of retail, 1,862 bicycle parking  
14 spaces, 2,686 parking spaces and the development and improvement of 6.9 acres of publicly  
15 accessible open space, in addition to new streets, sidewalks, and bicycle lanes throughout the  
16 site, all as more particularly described in the Development Agreement.

17 (j) The Project is anticipated to generate an annual average of approximately 230  
18 construction jobs during construction and, upon completion, approximately 5,211 net new  
19 permanent on-site jobs, and an approximately \$24 million annual increase in general fund  
20 revenues to the City. In addition to the significant housing, jobs, urban revitalization, and  
21 economic benefits to the City from the Project, the City has determined that development of  
22 the Project under the Development Agreement will provide additional benefits to the public  
23 that could not be obtained through application of existing City ordinances, regulations, and  
24 policies. Additional public benefits to the City from the Project include: (i) affordable housing  
25 contributions in amounts that exceed the amounts required pursuant to existing City

1 ordinances, regulations and policies and that are intended to constitute thirty percent (30%) of  
2 the total number of housing units for the Project; (ii) workforce obligations, including significant  
3 training, employment and economic development opportunities, related to the development  
4 and operation of the Project; (iii) construction and maintenance of publicly accessible open  
5 space, totaling approximately 6.9 acres, including (a) a series of contiguous, integrated  
6 waterfront parks, including extension of the Blue Greenway and Bay Trail and creation of a  
7 3.6-acre Waterfront Park, (b) a 1.2-acre central green space in the interior of the Project Site,  
8 (c) a 0.7-acre plaza type open space and (d) a publicly accessible soccer field; (iv) delivery of  
9 child care spaces totaling not less than 12,000 gross square feet; (v) sea level rise  
10 improvements as part of the development of the Project; and (vi) a design of the Project  
11 prioritizing and promoting travel by walking, biking and transit for new residents, tenants,  
12 employees and visitors; all as further described in the Development Agreement. The  
13 Development Agreement will eliminate uncertainty in the City's land use planning for the  
14 Project Site and secure orderly development.

15 (k) Concurrently with this Ordinance, the Board is taking a number of actions in  
16 furtherance of the Project, as generally described in the Development Agreement, including  
17 Exhibit B to the Development Agreement (the "Initial Approvals").

18 Section 2. CEQA Findings. On \_\_\_\_\_, by Motion No. \_\_\_\_\_, the Planning Commission  
19 certified as adequate, accurate and complete the Final Environmental Impact Report ("FEIR")  
20 for the Project pursuant to the California Environmental Quality Act (California Public  
21 Resources Code Section 21000 et seq.) ("CEQA"). A copy of Planning Commission Motion  
22 No. \_\_\_\_\_ is on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_. Also, on \_\_\_\_\_, by  
23 Motion No. \_\_\_\_\_, the Planning Commission adopted findings, including a rejection of  
24 alternatives and a statement of overriding considerations (the "CEQA Findings") and a  
25 Mitigation Monitoring and Reporting Program ("MMRP"). These Motions are on file with the



1 Clerk of the Board of Supervisors in File No. \_\_\_\_\_. In accordance with the actions  
2 contemplated herein, this Board has reviewed the FEIR and related documents, and adopts  
3 as its own and incorporates by reference as though fully set forth herein the CEQA Findings,  
4 including the statement of overriding considerations, and the MMRP.

5 Section 3. General Plan and Planning Code Section 101.1 (b) Findings.

6 (a) The Board of Supervisors shall consider companion legislation that adopts public  
7 necessity findings of Planning Code Section 302 and General Plan amendments. A copy of  
8 the companion legislation is on file with the Clerk of the Board of Supervisors in File No.  
9 \_\_\_\_\_ and is incorporated herein by reference.

10 (b) For purposes of this Ordinance, the Board of Supervisors finds that the  
11 Development Agreement will serve the public necessity, convenience and general welfare for  
12 the reasons set forth in the companion legislation identified in subsection (a).

13 (c) For purposes of this Ordinance, the Board of Supervisors finds that the  
14 Development Agreement is in conformity with the General Plan, as proposed to be amended,  
15 and the eight priority policies of Planning Code Section 101.1 for the reasons set forth in the  
16 companion legislation identified in subsection (a).

17 Section 4. Public Trust Findings.

18 At a public hearing on February 25, 2020, the Port Commission consented to the  
19 Development Agreement and approved the Port Lease, subject to Board of Supervisors'  
20 approval, finding that the Project would be consistent with and further the purposes of the  
21 common law public trust and statutory trust under the Burton Act (Stats. 1968, ch. 1333) by  
22 Resolution No. \_\_\_\_\_, a copy of which is in Board File No. \_\_\_\_\_. The Board of  
23 Supervisors adopts and incorporates in this Ordinance the Port Commission's public trust  
24 findings.

25 Section 5. Development Agreement.

1 (a) The Board of Supervisors approves all of the terms and conditions of the  
2 Development Agreement, in substantially the form on file with the Clerk of the Board of  
3 Supervisors in File No. \_\_\_\_\_

4 (b) The Board of Supervisors approves and authorizes the execution, delivery and  
5 performance by the City of the Development Agreement as follows: (i) the Director of Planning  
6 and (other City officials listed thereon) are authorized to execute and deliver the Development  
7 Agreement, with signed consents of those City departments, agencies, boards, commissions,  
8 and bureaus that have subdivision or other permit, entitlement or approval authority or  
9 jurisdiction over development of the Project, or any improvement located on or off the Project  
10 Site, including the San Francisco Municipal Transportation Agency, the San Francisco Public  
11 Utilities Commission, the Port Commission, and the San Francisco Fire Department; and (ii)  
12 the Director of Planning and other applicable City officials are authorized to take all actions  
13 reasonably necessary or prudent to perform the City's obligations under the Development  
14 Agreement in accordance with the terms of the Development Agreement.

15 (c) The Director of Planning, at his or her discretion and in consultation with the City  
16 Attorney, is authorized to enter into any additions, amendments or other modifications to the  
17 Development Agreement that the Director of Planning determines are in the best interests of  
18 the City and that do not materially increase the obligations or liabilities of the City or materially  
19 decrease the benefits to the City as provided in the Development Agreement.

20 Section 6. Development Impact Fees.

21 By approving the Development Agreement, the Board of Supervisors authorizes the  
22 Controller and City Departments to accept the funds paid by Developer as set forth therein,  
23 and to appropriate and use the funds for the purposes described therein. The Board  
24 expressly approves the use of the development impact fees as set forth in the Development  
25 Agreement, and waives or overrides any provision in Article 4 of the City Planning Code and

1 Article 10 of the City Administrative Code that would conflict with the uses of these funds as  
2 described in the Development Agreement.

3 Section 7. City Administrative Code Chapter 56 Conformity.

4 The Development Agreement shall prevail in the event of any conflict between the  
5 Development Agreement and City Administrative Code Chapter 56, and without limiting the  
6 generality of the foregoing, the following provisions of City Administrative Code Chapter 56  
7 are waived or deemed satisfied as follows:

8 (a) California Barrel Company LLC shall constitute a permitted "Applicant/Developer"  
9 for purposes of Chapter 56, Section 56.3(b).

10 (b) The Project comprises approximately 29 acres and is the type of large multi-phase  
11 and/or mixed-use development contemplated by the City Administrative Code and therefore  
12 satisfies the provisions of Chapter 56, Section 56.3(g).

13 (c) The provisions of Development Agreement and the Workforce Agreement attached  
14 to the Development Agreement as Exhibit F shall apply in lieu of the provisions of City  
15 Administrative Code Chapter 56, Section 56.7(c).

16 (d) The provisions of the Development Agreement regarding any amendment or  
17 termination, including those relating to "Material Change," shall apply in lieu of the provisions  
18 of Chapter 56, Section 56.15 and Section 56.18.

19 (e) The provisions of Chapter 56, Section 56.20 have been satisfied by the  
20 Memorandum of Understanding between Developer and the Office of Economic and  
21 Workforce Development for the reimbursement of City costs, a copy of which is on file with the  
22 Clerk of the Board of Supervisors in File No. \_\_\_\_\_

23 (f) The Board of Supervisors waives the applicability of Section 56.4 (Application, 18  
24 Forms, Initial Notice, Hearing) and Section 56.10 (Negotiation Report and Documents).

25 ///

1 Section 8. Chapter 56 Waiver; Ratification.

2 (a) In connection with the Development Agreement, the Board of Supervisors finds that  
3 the City has substantially complied with the requirements of Administrative Code Chapter 56,  
4 and waives any procedural or other requirements if and to the extent not strictly complied with.

5 (b) All actions taken by City officials in preparing and submitting the Development  
6 Agreement to the Board of Supervisors for review and consideration are hereby ratified and  
7 confirmed, and the Board of Supervisors hereby authorizes all subsequent action to be taken  
8 by City officials consistent with this Ordinance.

9 Section 9. Planning Code Waivers; Ratification.

10 (a) The Board of Supervisors finds that the impact fees and other exactions due under  
11 the Development Agreement will provide greater benefits to the City than the impact fees and  
12 exactions under Planning Code Article 4 and waives the application of, and to the extent  
13 applicable exempts the Project from, impact fees and exactions under Planning Code Article 4  
14 on the condition that Developer pays the impact fees and exactions due under the  
15 Development Agreement.

16 (b) The Board of Supervisors finds that the Transportation Demand Management Plan  
17 ("TDM Plan") attached to the Development Agreement and other provisions that meet the  
18 goals of the City's Transportation Demand Management Program in Planning Code Section  
19 169 and waives the application of Section 169 to the Project on the condition that Developer  
20 implements and complies with the TDM Plan.

21 (c) The Board of Supervisors finds that the Design for Development attached to the  
22 Development Agreement sets forth sufficient standards for streetscape design and waives the  
23 requirements of Planning Code Section 138.1 (Streetscape and Pedestrian Improvements).

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25 ///

1 Section 10. Other Administrative Code Waivers.

2 The requirements of the Workforce Agreement attached to the Development  
3 Agreement shall apply and shall supersede, to the extent of any conflict, the provisions of  
4 Administrative Code: (i) Chapter 82.4 (Coverage); (ii) Chapter 23, Article II (Interdepartmental  
5 Transfer of Real Property); and (iii) Chapter 23, Article VII (Prevailing Wage, Apprenticeship,  
6 and Local Hire Requirements), but only to the extent any of the foregoing provisions are  
7 applicable to the conveyance of vacated streets from the City to Developer and the other land  
8 conveyances contemplated by the Development Agreement.

9 Section 11. Subdivision Code Waivers.

10 A Public Improvement Agreement, if applicable and as defined in the Development  
11 Agreement, shall include provisions consistent with the Development Agreement and the  
12 applicable requirements of the Municipal Code and the Subdivision Regulations regarding  
13 extensions of time and remedies that apply when improvements are not completed within the  
14 agreed time. Accordingly, the Board of Supervisors waives the application to the Project of  
15 Subdivision 4 Code Section 1348 (Failure to Complete Improvements within Agreed Time).

16 Section 12. Public Works Code Waivers.

17 The Board of Supervisors finds that the Design for Development attached to the  
18 Development Agreement sets forth sufficient standards for streetscape design and waives the  
19 requirements of Planning Code Section 138.1 (Streetscape and Pedestrian Improvements)  
20 and Public Works Code Section 806(d) (Required Street Trees for Development Projects).

21 Section 13. Effective and Operative Date. This Ordinance shall become effective 30  
22 days from the date of passage. This Ordinance shall become operative only on (and no rights  
23 or duties are affected until) the later of (a) 30 days from the date of its passage, or (b) the date  
24 that Ordinance \_\_\_\_\_, Ordinance \_\_\_\_\_, and Ordinance \_\_\_\_\_ have become effective.  
25

1 Copies of these Ordinances are on file with the Clerk of the Board of Supervisors in File Nos.

2 \_\_\_\_\_.

3

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

6 By:

HEIDI J. GEWERTZ  
Deputy City Attorney  
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