

File No. 091207

Committee Item No. 5
Board Item No. 25

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee Land Use & Economic Development Date November 9, 2009

Board of Supervisors Meeting

Date November 24, 2009

Cmte Board

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| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Yerba Buena Center Redevelopment Plan</u> |
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Completed by: Linda Laws
Completed by: Linda Laws

Date November 6, 2009
Date November 13, 2009

An asterisked item represents the cover sheet to a document that exceeds 20 pages. The complete document is in the file.

22

FILE NO. 091207

ORDINANCE NO.

1 [Approving Amendments to the Yerba Buena Center Redevelopment Plan to Extend the
2 Plan's Effectiveness, to extend the Redevelopment Agency's Time for Issuing and Repaying
3 Debt and to Suspend the Limit on Total Tax Increment Revenue for Affordable Housing
4 Development.]

4 **Ordinance approving amendments to the Yerba Buena Center Redevelopment Plan to**
5 **extend by one year the time limit on the effectiveness of the plan (other than the**
6 **Emporium Site) and, upon expiration of the Plan, to extend both the time for issuance**
7 **of debt and the receipt of tax increment by the San Francisco Redevelopment Agency**
8 **and to suspend the limit on the total number of dollars of tax increment revenue that**
9 **may be received by the San Francisco Redevelopment Agency under the Plan to**
10 **continue financing Low and Moderate Income Housing Fund activities under the Plan.**

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

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

15 Section 1. FINDINGS FOR PLAN EXTENSION. The Board of Supervisors of the City
16 and County of San Francisco hereby finds and declare as follows:

17 a. The Board of Supervisors of the City and County of San Francisco ("Board of
18 Supervisors"), as the legislative body of the Redevelopment Agency of the City and County of
19 San Francisco ("Redevelopment Agency"), originally approved the Redevelopment Plan for
20 the Yerba Buena Center Redevelopment Project by adopting Ordinance No. 98-66 on
21 April 25, ~~1996~~1966. Since then, the Board of Supervisors has amended the Yerba Buena
22 Center Redevelopment Plan twelve times, most recently by: (1) the adoption of Ordinance
23 No. 236-00, adding the Emporium Site Area, adopted by the Board of Supervisors on
24 October 10, 2000 and approved by the Mayor on October 13, 2000, (2) the adoption of
25 Ordinance No. 211-03, extending the time limit for the establishment of loans, advances, and

Supervisor Daly
BOARD OF SUPERVISORS

1 indebtedness to the date of Plan expiration, adopted by the Board of Supervisors on
2 August 12, 2003 and approved by the Mayor on August 22, 2003, and (3) the adoption of
3 Ordinance No. 1-05, extending the effectiveness of the Plan by one year as to all portions of
4 the Yerba Buena Redevelopment Plan Area other than the Emporium Site Area (the "Original
5 Plan Area"), adopted by the Board of Supervisors on January 4, 2005 and approved by the
6 Mayor on January 8, 2005. All references herein to the "Plan" shall mean the Yerba Buena
7 Center Redevelopment Plan, as amended. The Plan contains several limitations on the use
8 of property taxes received pursuant to California Health and Safety Code Section 33670
9 previously imposed by the Community Redevelopment Law, California Health and Safety
10 Code Sections 33000 et seq. (All future section references are to the California Health and
11 Safety Code unless otherwise noted.)

12 b. The Plan presently expires as to the Original Plan Area on January 1, 2010,
13 after which time the Redevelopment Agency has no authority to act with regard to the Original
14 Plan Area pursuant to the Plan except to pay previously incurred indebtedness, to comply with
15 its housing obligations and to enforce existing covenants, contracts or other obligations. (The
16 Emporium Site Area will remain subject to the Plan for thirty years from the adoption date of
17 Ordinance No. 236-00.)

18 c. The Plan imposes a \$600 million limit on the total amount of tax increment
19 revenue that the Redevelopment Agency may receive with regard to the Original Plan Area
20 cumulatively over the life of the Plan for redevelopment activities. The total amount of tax
21 increment revenue received or projected to be received by the Redevelopment Agency with
22 regard to the Original Plan Area over the life of the Plan is over \$516,647,829.

23 d. Under Section 33333.6(b), a redevelopment agency may not pay indebtedness
24 or receive property taxes after the date that is ten years following the termination of any
25 redevelopment plan initially adopted before 1994. In accordance with Section 33333.6(b), the

1 Plan currently prohibits the Redevelopment Agency from repaying any debt incurred for the
2 Plan with regard to the Original Plan Area after January 1, 2020.

3 e. On July 24, 2009, the California Legislature enacted, in a special legislative
4 session, Assembly Bill No. 26 (Statutes 2009, Chapter 21), which added Sections 33690 and
5 33690.5 and requires the Redevelopment Agency to make a payment estimated to be \$28.7
6 million in fiscal year 2009-10 and \$5.9 million in fiscal year 2010-11 for deposit into the
7 Educational Revenue Augmentation Fund of the City and County of San Francisco (the
8 "ERAF"). As a statute enacted at a special session of the California Legislature, Assembly Bill
9 No. 26 is effective on October 23, 2009, the 91st day after adjournment of the special session.
10 Cal. Constitution, Art. 4, Section 8 (c). Under Assembly Bill No. 26, the California Director of
11 Finance shall notify the Redevelopment Agency of the exact amount due in fiscal year 2009-
12 10 by November 15, 2009 and the amount due in fiscal year 2010-11 by November 15, 2010.
13 Upon the effective date of Assembly Bill No. 26, the Redevelopment Agency is required to
14 remit the amount due in fiscal year 2009-10 to the ERAF by May 10, 2010.

15 f. Assembly Bill No. 26 also added Section 33331.5 to provide that when a
16 redevelopment agency is required to make an ERAF payment pursuant to Section 33690 and
17 the agency has allocated the full amount of the payment, the legislative body may amend a
18 redevelopment plan adopted before 1994 to extend by one year the time limit on the
19 effectiveness of the plan (an "ERAF Extension"). Section 33331.5 also provides that when an
20 ERAF Extension is adopted, neither the legislative body nor the redevelopment agency is
21 required to comply with the process for plan amendments otherwise required by the
22 Community Redevelopment Law, including but not limited to the requirement to make the
23 payment to affected taxing entities required by Section 33607.7.

24 g. Under Section 33333.6 (b), an ERAF Extension also has the effect of extending
25 by one year the time limit under a plan to receive property taxes and repay indebtedness.

1 h. The Redevelopment Agency has allocated the full ERAF payment of \$28.7
2 million for fiscal year 2009-10 by amending its budget for fiscal year 2009-10, under Agency
3 Resolution No. 108-2009, a certified copy of which is on file with the Clerk of the Board of
4 Supervisors in File No. _____. The Board of Supervisors, by Resolution
5 No. _____, has approved the amendment to the Agency's budget which provides
6 for the allocation of the funds to ERAF. Accordingly, the Plan (with regard to the Original Plan
7 Area) qualifies for an ERAF Extension through January 1, 2011. A portion of the allocated
8 amount is tax increment revenue generated under the Plan.

9 i. A lawsuit challenging the validity of Assembly Bill No. 26 has been filed by the
10 California Redevelopment Association on the grounds that the 2009-2010 ERAF payment
11 obligation violates Article XVI, Section 16 of the California Constitution because it is not
12 sufficiently related to redevelopment purposes. If a court invalidates the 2009-10 ERAF
13 payment obligation imposed by Assembly Bill No. 26, it may also invalidate any ERAF
14 Extension which is based on an agency's allocation of funds for the ERAF payment. Any
15 such invalidation of Assembly Bill No. 26 could occur before January 1, 2011, the expiration
16 date of the Plan with respect to the Original Plan Area as extended under this Ordinance. Any
17 such invalidation, however, shall not affect the Affordable Housing Plan Amendment as set
18 forth in Section 2 below.

19 SECTION 2. FURTHER FINDINGS FOR THE EXTENSION OF TAX INCREMENT
20 AUTHORITY FOR AFFORDABLE HOUSING ACTIVITIES. The Board of Supervisors hereby
21 further finds as follows:

22 a. Upon expiration of the Plan with regard to the Original Plan Area (as extended
23 by the ERAF Extension approved in this Ordinance), the Plan will expire with regard to the
24 Original Plan Area and the Redevelopment Agency shall have no authority to act under
25 Section 33333.6 (a) except to pay previously incurred indebtedness, to comply with certain

1 housing obligations (Section 33333.8), and to enforce existing covenants, contracts, or other
2 obligations. Furthermore, Section 33333.4 provides that the Redevelopment Agency shall not
3 have the authority to establish or incur loans, advances, or indebtedness to be repaid from the
4 allocation of tax increment after Plan expiration "except as necessary to comply with
5 subdivision (a) of Section 33333.8."

6 b. To avoid the effects of expiration of the Plan with regard to the Original Plan
7 Area on the ability of the Redevelopment Agency to fulfill its affordable housing obligations,
8 this Ordinance also approves a Plan amendment extending the time for issuance of debt and
9 the receipt of tax increment under the Plan with respect to the Original Plan Area and also
10 suspending the limit on the total number of dollars of tax increment revenue that may be
11 received by the Agency under the Plan with respect to the Original Plan Area to continue
12 financing Low and Moderate Income Housing Fund activities (the "Affordable Housing Plan
13 Amendment"). The Affordable Housing Plan Amendment will become effective upon
14 expiration or termination of the ERAF Extension, whether that expiration or termination occurs
15 on January 1, 2011 or by court order at an earlier date.

16 c. Since January 1, 1976, all redevelopment agencies have had a statutory
17 obligation under Section 33413 to provide an equal number of replacement housing units
18 when they destroy or remove housing affordable by low or moderate income persons
19 ("Affordable Housing") in a redevelopment project area.

20 d. In 2000, the California Legislature added Section 33333.7 (Senate Bill
21 No. 2113), which authorized the Redevelopment Agency, with the Board of Supervisors
22 approval, to extend its tax increment revenue financing powers under any pre-1994
23 redevelopment plan "to redress the demolition of a substantial number of residential dwelling
24 units affordable to very low, low, and moderate income households during the agency's earlier
25 urban renewal efforts [prior to 1976]." (Statutes 2000, Chapter 661 § 1(a)). The California

1 Legislature found that the "Redevelopment Agency of the City and County of San Francisco,
2 due to its unique housing situation and net loss of affordable housing units in [older] project
3 areas, wishes, to the greatest extent feasible, to replace these lost units according to the
4 formulas set forth in Section 33413 of the Health and Safety Code." (Statutes 2000,
5 Chapter 661 § 1 (b)).

6 e. By virtue of its acknowledgement of the Redevelopment Agency's interest in
7 fulfilling its housing obligation to replace units lost prior to 1976, Section 33333.7 is a statute
8 similar, and related, to Section 33413.

9 f. The California Department of Housing and Community Development has
10 determined that, prior to 1976, the Redevelopment Agency demolished 14,207 units and
11 replaced 7,498 units, resulting in a net loss of 6,709 affordable units ("Agency's Housing
12 Obligation"). To date, the Redevelopment Agency has not replaced these lost units, but has
13 committed funding for the construction of approximately 875 replacement units that are in the
14 predevelopment phase.

15 g. As originally enacted, Section 33333.7 (Senate Bill No. 2113) authorized the
16 Redevelopment Agency to incur indebtedness exclusively for fulfilling the Agency's Housing
17 Obligation until the earlier of either January 1, 2014 or the Redevelopment Agency's
18 replacement of all Affordable Housing lost as a result of the implementation of redevelopment
19 plans adopted prior to 1976. Section 33333.7 also authorized the Redevelopment Agency to
20 receive tax increment funds through 2044 to repay indebtedness incurred to fund the
21 Agency's Housing Obligation.

22 h. In 2001, the California Legislature revised the Health and Safety Code to add
23 Section 33333.8 and Section 33333.6(f). Under Section 33333.8, a local legislative body
24 must suspend any time limit in a redevelopment plan for the receipt of tax increment revenue
25 and the repayment of debt, and any limit on the total amount of tax increment funds that a

1 redevelopment agency may receive for any project area, until the redevelopment agency
2 fulfills its affordable housing obligations. Section 33333.8(a)(1)(E) defines these housing
3 obligations to include "the obligation to provide replacement housing pursuant to
4 subdivision (a) of Section 33413, Article 9 (commencing with Section 33410), and other
5 similar and related statutes" and thus includes the Agency's Housing Obligation.
6 Section 33333.6(f) confirms that the suspension of plan limits provided by Section 33333.8
7 applies to redevelopment plans adopted on or before December 31, 1993. Under
8 Section 33333.6(e)(4)(B) and Section 33333.8, the Board of Supervisors may amend or
9 suspend the Plan limits as contemplated by this Ordinance without following the amendment
10 process otherwise required by the Community Redevelopment Law.

11 i. Section 33333.8 and its suspension of tax increment limits for the funding of
12 Affordable Housing applies to every redevelopment project area established under the
13 Community Redevelopment Law "[n]otwithstanding any other provision of law."
14 Section 33333.8(a).

15 j. Under Section 33333.8 and Section 33333.7, the Redevelopment Agency and
16 the Board of Supervisors have the authority to amend the Plan to extend the Redevelopment
17 Agency's authority: 1) to incur indebtedness for the exclusive purpose of fulfilling the Agency's
18 Housing Obligation until January 1, 2014 (or the date the Redevelopment Agency has
19 satisfied the Agency's Housing Obligation, if earlier); 2) if the Redevelopment Agency has not
20 fulfilled the Agency's Housing Obligation by January 1, 2014, to continue incurring
21 indebtedness for the exclusive purpose of fulfilling the Agency's Housing Obligation until the
22 date the Redevelopment Agency has satisfied the Agency's Housing Obligation; and 3) to
23 permit the Redevelopment Agency to receive additional tax increment revenue from the
24 Original Plan Area for use in fulfilling the Agency's Housing Obligation until January 1, 2044 or
25

1 later if the Redevelopment Agency must incur indebtedness after January 1, 2014 to fulfill the
2 Agency's Housing Obligation, subject only to the payment of funds to repay indebtedness.

3 k. The Board of Supervisors previously approved the following ordinances
4 extending the Redevelopment Agency's tax increment authority for the exclusive purpose of
5 financing Low and Moderate Income Housing Fund and fulfilling the Redevelopment Agency's
6 Housing Obligation: 1) in Ordinance No. 15-05, extending time limits for establishment of
7 loans, advance, and indebtedness applicable to the Embarcadero-Lower Market (Golden
8 Gateway) Redevelopment Plan, the Hunters Point Redevelopment Plan, and the India Basin
9 Redevelopment Plan; 2) in Ordinances Nos. 115-07 and 201-07, extending time limits for the
10 Redevelopment Agency's receipt of tax increment and suspending both the limit of total
11 indebtedness outstanding at any one time and the limit on the total number of dollars of tax
12 increment revenue that the Redevelopment Agency may receive under the Rincon Point-
13 South Beach Redevelopment Plan; and 3) in Ordinance No. 316-08, approving an extension
14 of time limits for issuing and repaying debt and a suspension of the limits on the total tax
15 increment that the Redevelopment Agency may receive under the Western Addition A-2
16 Redevelopment Plan.

17 l. To date, the Redevelopment Agency has made all payments to taxing entities
18 required under Section 33607.5.

19 m. At a public hearing on Tuesday, October 6, 2009, the Redevelopment Agency
20 adopted Agency Resolution No. 109-2009, a certified copy of which is on file with the Clerk of
21 the Board of Supervisors in File No. _____. The resolution recommends that the
22 Board of Supervisors: 1) pursuant to Section 33331.5, extend by one year the effective date
23 of the Plan with respect to the Original Plan Area, and 2) pursuant to Sections 33333.8 and
24 33333.7 and prior to the expiration of the Plan with respect to the Original Plan Area, extend
25 the time for issuance of debt and the receipt of tax increment under the Plan and also

1 suspend the limit on the total number of dollars of tax increment revenue that may be received
2 by the Redevelopment Agency with respect to the Original Plan Area for the sole purpose of
3 financing Low and Moderate Income Housing Fund activities.

4 n. This Ordinance shall not be effective until the Redevelopment Agency shall have
5 adopted a policy requiring that it use, to the greatest extent feasible, any tax increment
6 revenue authorized by the Affordable Housing Plan Amendment to fulfill the Agency's Housing
7 Obligation by assisting Affordable Housing in the South of Market area.

8 o. The Board of Supervisors shall consider, in deciding whether to approve the
9 Redevelopment Agency's annual budget pursuant to Section 33606 of the California Health
10 and Safety Code, whether the Redevelopment Agency's work program includes, to the
11 greatest extent feasible, the use of tax increment revenue authorized by the Affordable
12 Housing Plan Amendment to fulfill the Agency's Housing Obligation by assisting Affordable
13 Housing in the South of Market area.

14 p. This Ordinance is exempt from the California Environmental Quality Act
15 (California Public Resources Code Sections 21000 et seq. and hereafter referred to as
16 "CEQA") because it creates a government funding mechanism that does not involve any
17 commitment to any specific project which may result in a potentially significant physical impact
18 on the environment and therefore is not a "project" under Sections 15378(b)(4) and
19 15060(c)(3) of the State CEQA Guidelines.

20 Section 3. Pursuant to Sections 33331.5, 33333.8, 33333.7, and 33333.6(e)(4)(B), the
21 Board of Supervisors of the City and County of San Francisco hereby approves the
22 Redevelopment Plan Amendment filed with the Clerk of the Board of Supervisors in
23 File No. _____ (the "Redevelopment Plan Amendment"). The Redevelopment
24 Plan Amendment will (i) initially extend the effective date of the Yerba Buena Center
25 Redevelopment Plan by one year with regard to the Original Plan Area; and (ii) subsequently,

1 upon Plan expiration with regard to the Original Plan Area, (A) extend the time limit for the
2 establishment of indebtedness to be paid with the proceeds of property taxes with regard to
3 the Original Plan Area for the exclusive purpose of enabling the Redevelopment Agency to
4 fulfill the Agency's Housing Obligations under Sections 33333.8(a) and 33333.7(d);
5 (B) extend the time limit for the receipt of tax increment revenue with regard to the Original
6 Plan Area to repay indebtedness for the exclusive purpose of enabling the Redevelopment
7 Agency to fulfill the Agency's Housing Obligation under Sections 33333.8(a) and 33333.7(d);
8 and (C) suspend, for the exclusive purpose of fulfilling the Agency's Housing Obligation the
9 \$600,000,000 limit on the amount of tax increment funds that the Redevelopment Agency may
10 receive with regard to the Original Plan Area.

11 Section 4. Nothing in this Ordinance shall be construed to: 1) extend the effectiveness
12 of the Plan with regard to the Original Plan Area beyond January 1, 2011; 2) limit the
13 Redevelopment Agency's ability to refund, in whole or in part, any indebtedness incurred by
14 the Redevelopment Agency for any purpose so long as the refunding achieves debt service
15 savings, or 3) authorize the Redevelopment Agency to incur any indebtedness not previously
16 approved by the Board of Supervisors.

17 Section 5. The Clerk of the Board of Supervisors shall without delay (1) transmit a
18 copy of this Ordinance to the Redevelopment Agency, (2) record or ensure that the
19 Redevelopment Agency records a certified copy of this Ordinance, and (3) transmit, by
20 certified mail, return receipt requested, a copy of this Ordinance, together with a copy of the
21 Redevelopment Plan Amendment and a legal description of the Yerba Buena Center
22 Redevelopment Project Area and a map indicating the boundaries of the Yerba Buena Center
23 Redevelopment Project Area, to the Controller, the Tax Assessor, the State Board of
24 Equalization and the governing body of all taxing agencies in the Yerba Buena Center.
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APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: 
Anita L. Wood, Deputy City Attorney

LEGISLATIVE DIGEST

[Approving Amendments to the Yerba Buena Center Redevelopment Plan to Extend the Plan's Effectiveness, to extend the Redevelopment Agency's Time for Issuing and Repaying Debt and to Suspend the Limit on Total Tax Increment Revenue for Affordable Housing Development.]

Ordinance approving amendments to the Yerba Buena Center Redevelopment Plan to extend by one year the time limit on the effectiveness of the plan (other than the Emporium Site) and, upon expiration of the Plan, to extend both the time for issuance of debt and the receipt of tax increment by the San Francisco Redevelopment Agency and to suspend the limit on the total number of dollars of tax increment revenue that may be received by the San Francisco Redevelopment Agency under the Plan to continue financing Low and Moderate Income Housing Fund activities under the Plan.

Existing Law

Under the California Community Redevelopment Law ("CRL") (Health and Safety Code Sections 33000 et seq.), redevelopment plans have expiration dates after which redevelopment agencies have no authority to act except for limited purposes. For fiscal year 2009-10, redevelopment agencies are required to make payments to local Educational Revenue Augmentation Funds (ERAF) and, as a result, are eligible to extend redevelopment plans by one year. The California Redevelopment Association is filing a civil action to enjoin the required payments, and if the action is successful, plan extensions made in connection with the required payments may be terminated. To pay ERAF, the San Francisco Redevelopment Agency ("Agency") has allocated over \$28 million, a portion of which comes from the Yerba Buena Center (YBC) Redevelopment Plan, which is scheduled to expire on January 1, 2010. The Emporium Site Area, which is a subarea of the YBC Redevelopment Plan, does not expire until 2030.

The CRL also requires all redevelopment plans to contain, among other things, time limits on the issuance of debt and the receipt of tax increment to repay debt to finance redevelopment projects. These limits do not apply if a redevelopment agency has an unfulfilled affordable housing obligation. In 2000, the California Legislature adopted Senate Bill 2113 (codified at Section 33333.7 of the Health and Safety Code), which establishes that the Agency's interest in replacing affordable housing that it had destroyed prior to 1976-- the year that state law imposed a replacement housing obligation upon redevelopment agencies--was an unfulfilled housing obligation. In 2001, the California Legislature adopted Senate Bill 211 (codified at Section 33333.8 to the Health and Safety Code), which authorized the Board of Supervisors ("Board") to suspend limitations on the issuance of debt and the receipt of tax increment for the purpose of fulfilling housing obligations.

FILE NO.

The Board has previously amended the following redevelopment plans to extend tax increment authority to enable the Agency to fulfill its affordable housing obligations: the Embarcadero-Lower Market (Golden Gateway) Redevelopment Plan, the Hunters Point Redevelopment Plan and the India Basin Industrial Park Redevelopment Plan by Ordinance No. 15-05; the Rincon Point-South Beach Redevelopment Plan by Ordinance Nos. 115-07 and 201-07; and the Western Addition A-2 Redevelopment Plan by Ordinance No. 316-08.

Effect of Proposed Ordinance

The proposed ordinance would establish that the YBC Redevelopment Plan ("Plan") (excluding the Emporium Site Area) is extended until January 1, 2011. Upon the Plan's new expiration date (as established by the proposed ordinance or as terminated earlier pursuant to court order), the proposed ordinance would also extend the time limit for issuing debt and repaying indebtedness and would suspend the limit on the amount of tax increment that the Agency may receive solely for the purpose of replacing affordable housing that the Agency destroyed prior to 1976. Upon Plan expiration, the Agency's authority under the Plan would terminate for all other purposes except those related to the Emporium Site Area and those authorized by state law and the proposed ordinance. Except as indicated, no change to existing law is being proposed.

RESOLUTION NO. 108 – 2009

Adopted October 6, 2009

APPROVING AN AMENDMENT OF THE AGENCY'S FISCAL YEAR 09/10 BUDGET TO (1) INCREASE EXPENDITURE AUTHORITY FOR ADDITIONAL GRANT REIMBURSEMENTS FROM THE U.S. DEPARTMENT OF COMMERCE, ECONOMIC DEVELOPMENT ADMINISTRATION; (2) TO INCREASE EXPENDITURE AUTHORITY FOR ADDITIONAL HOPWA FUNDS; (3) TO ALLOCATE \$28.6 MILLION FOR PAYMENT TO THE EDUCATIONAL REVENUE AUGMENTATION FUND; (4) TO INCREASE THE AMOUNT OF BOND PROCEEDS TO BE RECEIVED BY THE AGENCY IN AN ADDITIONAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$28.0 MILLION; (5) TO AMEND THE AGENCY'S FISCAL YEAR 2009-10 STATEMENT OF INDEBTEDNESS TO CONFORM TO THE CHANGES IN THE BUDGET AS SET FORTH IN THE SUPPLEMENTAL APPROPRIATIONS REQUEST AND CORRESPONDING OBLIGATIONS.

BASIS OF RESOLUTION

1. The Redevelopment Agency of the City and County of San Francisco (the "Agency") is implementing various Redevelopment Plans and programs in the City and County of San Francisco (the "City") in accordance with the California Community Redevelopment Law (the "Law").
2. Section 33606 of the Law provides for approval of the annual budget of the Agency, and any amendments to the budget, by the Legislative Body of the City (the "Board of Supervisors").
3. The Board of Supervisors approved the Agency's budget for the fiscal year 2009-10 by Resolution No.267-09 ("Budget").
4. The Agency wishes to amend its Budget to: (i) increase expenditure authority by the amount of additional grant reimbursements received from the Economic Development Administration of the U.S. Department of Commerce ("EDA"); (ii) increase expenditure authority by the amount of additional funds received pursuant to the Housing Opportunities for Persons with AIDS ("HOPWA") program; (iii) increase the amount of tax increment bond proceeds to be received by the Agency by \$28.0 million; (iv) to allocate \$28.6 million for payment to the Educational Revenue Augmentation Fund.
5. The Agency also wishes to request the City's authorization to amend the Agency's Statement of Indebtedness dated September 29, 2009 to reflect the changes in additional revenue, debt issuance and corresponding obligations.
6. The Agency further recognizes that the actions taken pursuant to this resolution are subject to the approval of the Mayor's Office and the Board of Supervisors.

7. Approval of the proposed changes to the Budget is not a "Project," as defined by the California Environmental Quality Act ("CEQA") Guidelines Sections 15378(b)(4) and 15378(b)(5). The proposed action will not change conditions in any redevelopment project or survey area or at any affordable housing site, will not independently result in a physical change in the environment, and is not subject to environmental review under CEQA.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that it does hereby authorize the following:

1. Amendments to the fiscal year 2009-10 Budget to: (i) increase expenditure authority by the amount of additional grant reimbursements received from the EDA; (ii) increase expenditure authority by the amount of additional funds received pursuant to the HOPWA program; (iii) increase the amount of tax increment bond proceeds to be received by the Agency by \$28.0 million; (iv) to allocate \$28.6 million for payment to the Educational Revenue Augmentation Fund.
2. An amendment of the Agency's Statement of Indebtedness dated September 29, 2009, to reflect the changes in additional revenue, debt issuance and corresponding obligations pursuant to the Supplemental Appropriations request.

APPROVED AS TO FORM:



James B. Morales
Agency General Counsel

RESOLUTION NO. 109-2009

Adopted October 6, 2009

**APPROVING AMENDMENTS TO THE YERBA BUENA CENTER
REDEVELOPMENT PLAN TO EXTEND BY ONE YEAR THE TIME LIMIT
ON THE EFFECTIVENESS OF THE PLAN PURSUANT TO SECTION 33331.5
OF THE COMMUNITY REDEVELOPMENT LAW AND TO EXTEND TAX
INCREMENT AUTHORITY FOR AFFORDABLE HOUSING FUNDING
PURSUANT TO SECTIONS 33333.7 (SENATE BILL NO. 2113)
AND 33333.8; AND AUTHORIZING TRANSMITTAL TO THE BOARD OF
SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO;
YERBA BUENA CENTER REDEVELOPMENT PROJECT AREA**

BASIS FOR RESOLUTION

1. The Board of Supervisors of the City and County of San Francisco ("Board of Supervisors"), as the legislative body of the Redevelopment Agency of the City and County of San Francisco ("Agency"), originally approved the Redevelopment Plan for the Yerba Buena Center Redevelopment Project by adopting Ordinance No. 98-66 on April 25, 1966.
2. Since adoption, the Board of Supervisors has amended the Redevelopment Plan for the Yerba Buena Center Redevelopment Project ("Plan") 12 times, most recently by (1) the adoption of Ordinance No. 236-00, adding the Emporium Site Area, adopted by the Board of Supervisors on October 10, 2000 and approved by the Mayor on October 13, 2000, (2) the adoption of Ordinance No. 211-03, extending the time limit for the establishment of loans, advances, and indebtedness to the date of Plan expiration, adopted by the Board of Supervisors on August 12, 2003 and approved by the Mayor on August 22, 2003, and (3) the adoption of Ordinance No. 1-05, extending the effectiveness of the Plan by one year, adopted by the Board of Supervisors on January 4, 2005 and approved by the Mayor on January 8, 2005.
3. The Plan (excluding the Emporium Site Area) will expire on January 1, 2010, after which time the Agency shall have no authority to act pursuant to the Plan except to pay previously incurred indebtedness, to comply with Section 33333.8 of the California Health and Safety Code, and to enforce existing covenants, contracts, or other obligations. California Health and Safety Code, Section 33333.6(a). (All future section references are to the Community Redevelopment Law, California Health and Safety Code, Sections 33000 et seq. unless otherwise noted.) Furthermore, Section 33333.4 provides that the Agency shall not have the authority to establish or incur loans, advances, or indebtedness to be repaid from the allocation of tax increment after Plan expiration "except as necessary to comply with subdivision (a) of Section 33333.8." (The Emporium Site Area will remain subject to the Plan for 30 years from the adoption date of Ordinance No. 236-00.)

4. The Plan (excluding the Emporium Site Area) presently prohibits the Agency from repaying any debt incurred for the Plan after January 1, 2020 and imposes a \$600 million limit on the total amount of tax increment revenue that the Agency may receive cumulatively for redevelopment activities.
5. On July 24, 2009, the California Legislature enacted, in a special legislative session, Assembly Bill No. 26 (Statutes 2009, Chapter 21), which added Sections 33690 and 33690.5 and required the Agency to make a payment estimated to be \$28.7 million in fiscal year 2009-10 and \$5.9 million in fiscal year 2010-11 for deposit into the Educational Revenue Augmentation Fund ("ERAF") of the City and County of San Francisco. As a statute enacted at a special session of the California Legislature, Assembly Bill No. 26 becomes effective on October 23, 2009, the 91st day after adjournment of the special session. Cal. Constitution, Art. 4, Section 8(c). Under Assembly Bill No. 26, the California Director of Finance shall notify the Agency of the exact amount due in fiscal year 2009-10 by November 15, 2009 and the amount due in fiscal year 2010-11 by November 15, 2010. The Agency must remit the amount due in fiscal year 2009-10 to the ERAF by May 10, 2010.
6. Assembly Bill No. 26 also added Section 33331.5 to provide that when a redevelopment agency is required to make an ERAF payment pursuant to Section 33690 and the agency has allocated the full amount of the payment, the legislative body may amend a redevelopment plan adopted before 1994 to extend by one year the time limit on the effectiveness of the plan ("ERAF Extension"). Section 33331.5 also provides that when an ERAF Extension is adopted, neither the legislative body nor the agency is required to comply with the process for plan amendments otherwise required by the Community Redevelopment Law, including but not limited to the requirement to make the payment to affected taxing entities required by Section 33607.7.
7. Under Section 33333.6(b), the ERAF Extension also has the effect of extending by one year the time limit to receive property taxes and repay indebtedness.
8. The Agency has amended, pursuant to Agency Resolution No. 108-2009, its fiscal year 2009-10 budget to allocate \$28.7 million for an ERAF payment. The Agency will deposit this amount in the ERAF by May 10, 2010. A portion of the allocated amount is tax increment revenue generated under the Plan.
9. A lawsuit challenging the validity of Assembly Bill No. 26 has been, or will be, filed. The lawsuit is based on successful litigation brought last year by the California Redevelopment Association challenging the fiscal year 2008-09 ERAF payment required under Assembly Bill No. 1389 (Statutes 2008, Chapter 751). California Redevelopment Assoc. v. Genest (Superior Ct. Sacramento County, April 30, 2009, No. 34-2008-00028334). In the Genest decision, the Superior Court held that the 2008-09 ERAF payment obligation violated Article XVI,

Section 16 of the California Constitution because it was not sufficiently related to redevelopment purposes.

10. In light of the litigation against Assembly Bill No. 26, there is some risk that a court may invalidate not only the 2009-10 ERAF payment obligation, but also the ERAF Extension, which is based on an agency's allocation of funds for the ERAF payment. The court's invalidation of Assembly Bill No. 26 could occur prior to January 1, 2011, the date when the Plan (excluding the Emporium Site Area) would expire if a ERAF Extension was adopted.
11. Upon expiration of the ERAF Extension, the Plan will expire and the Agency shall have no authority to act under Section 33333.6(a) except to pay previously incurred indebtedness, to comply with certain housing obligations (Section 33333.8), and to enforce existing covenants, contracts, or other obligations. Furthermore, Section 33333.4 provides that the Agency shall not have the authority to establish or incur loans, advances, or indebtedness to be repaid from the allocation of tax increment after Plan expiration "except as necessary to comply with subdivision (a) of Section 33333.8."
12. To avoid the effects of Plan expiration on the Agency's ability to fulfill its housing obligations under Section 33333.8, this Resolution also approves a Plan amendment extending the time for issuance of debt and the receipt of tax increment and also suspending the limit on the total number of dollars of tax increment revenue that may be received by the Agency under the Plan to continue financing Low and Moderate Income Housing Fund activities. This aspect of the Plan amendment will become effective upon expiration of the ERAF Extension, irrespective of whether that expiration occurs by the statutory deadline or by court order at an earlier date.
13. One of the housing obligations identified in Section 33333.8 is an agency's replacement housing obligation. Since January 1, 1976, all redevelopment agencies have had a statutory obligation under Section 33413 to provide an equal number of replacement housing units when they destroy or remove housing affordable by low or moderate income persons ("Affordable Housing") in a redevelopment project area.
14. In 2000, the California Legislature added Section 33333.7 (Senate Bill No. 2113), which authorized the Agency, with the Board of Supervisors approval, to extend its tax increment revenue financing powers "to redress the demolition of a substantial number of residential dwelling units affordable to very low, low, and moderate income households during the agency's earlier urban renewal efforts [prior to 1976]." (Statutes 2000, Chapter 661 § 1(a)). The California Legislature found that the "Redevelopment Agency of the City and County of San Francisco, due to its unique housing situation and net loss of affordable housing units in [older] project areas, wishes, to the greatest extent feasible, to replace these lost units according to the formulas set forth in Section 33413 of the Health and Safety Code." (Statutes 2000, Chapter 661 § 1(b)).

15. Section 33333.7 acknowledged the Agency's interest in fulfilling its housing obligation to replace these lost units and thus is a statute similar, and related, to Section 33413.
16. The California Department of Housing and Community Development has determined that, prior to 1976, the Agency demolished 14,207 units and replaced 7,498 units, resulting in a net loss of 6,709 affordable units. To date, the Agency has not replaced these lost units, but has committed funding for the construction of more than 794 replacement units that are in the predevelopment phase.
17. As originally enacted, Section 33333.7 (Senate Bill No. 2113) authorized the Agency to incur indebtedness exclusively for Low and Moderate Income Housing Fund activities until the earlier of either January 1, 2014 or the Agency's replacement of all Affordable Housing lost as a result of the implementation of redevelopment plans adopted prior to 1976. Section 33333.7 also authorized the Agency to receive tax increment funds through 2044 to repay indebtedness incurred to fund these Low and Moderate Income Housing Fund activities.
18. In 2001, the California Legislature revised the Health and Safety Code to add Section 33333.8 and Section 33333.6(f). Under Section 33333.8, a local legislative body must suspend any time limit in a redevelopment plan for the receipt of tax increment revenue and the repayment of debt, and any limit on the total amount of tax increment funds that a redevelopment agency may receive for any project area, until the redevelopment agency fulfills its affordable housing obligations. Section 33333.8(a)(1)(E) defines these housing obligations to include "the obligation to provide replacement housing pursuant to subdivision (a) of Section 33413, Article 9 (commencing with Section 33410), and other similar and related statutes." Section 33333.6(f) confirms that the suspension of plan limits provided by Section 33333.8 applies to redevelopment plans adopted on or before December 31, 1993. Under Section 33333.6(e)(4)(B), the Board of Supervisors may amend the Plan as contemplated by the Ordinance without following the amendment process otherwise required by the Community Redevelopment Law.
19. Section 33333.8 and its suspension of tax increment limits for the funding of Affordable Housing applies to every redevelopment project area established under the Community Redevelopment Law "[n]otwithstanding any other provision of law." Section 33333.8(a).
20. Under Sections 33333.8 and 33333.7, the Agency and the Board of Supervisors have the authority to amend the Plan as contemplated by this Resolution to permit the Agency to receive additional tax increment revenue from the Yerba Buena Center Redevelopment Project Area for use in fulfilling its affordable housing obligations, subject only to the payment of funds to repay indebtedness.

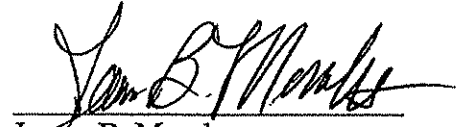
21. For the exclusive purpose of financing Low and Moderate Income Housing Fund and fulfilling the Agency's replacement housing obligations, the Board of Supervisors has approved three previous ordinances extending the Agency's tax increment authority under redevelopment plans that were scheduled to expire. 1) In Ordinance No. 15-05, it approved an extension of time limits for establishment of loans, advance, and indebtedness applicable to the Embarcadero-Lower Market (Golden Gateway) Redevelopment Plan, the Hunters Point Redevelopment Plan, and the India Basin Industrial Park Redevelopment Plan. 2) In Ordinances Nos. 115-07 and 201-07, it approved the extension of time limits for the Agency's receipt of tax increment and the suspension of both the limit of total indebtedness outstanding at any one time and the limit on the total number of dollars of tax increment revenue that the Agency may receive under the Rincon Point-South Beach Redevelopment Plan. 3) In Ordinance No. 316-08, it approved an extension of time limits for issuing and repaying debt and a suspension of the limit on the total tax increment that the Agency may receive under the Western Addition A-2 Redevelopment Plan.
22. Staff recommends that the Agency submit a request to the Board of Supervisors to adopt an ordinance amending the Plan in the following ways: 1) extend, pursuant to Section 33331.5, by one year the effective date of the Plan; and, 2) upon expiration of the Plan, and for the exclusive purpose of fulfilling the Agency's housing obligations under Sections 33333.8 and 33333.7, (a) extend the Agency's authority to establish indebtedness to be paid with the proceeds of property tax; (b) extend the time limit for the receipt of tax increment revenue to repay indebtedness; and (c) suspend the \$600,000,000 limit on the amount of tax increment funds that the Agency may receive.
23. The adoption of an ordinance pursuant to Sections 33331.5, 33333.7 and 33333.8 is not a "project" under Section 15378(b)(4) of the California Environmental Quality Act Guidelines because the ordinance maintains a government funding mechanism enabling the Agency to continue to receive tax increment funding and does not involve any commitment to any specific project that may result in a potentially significant physical impact on the environment.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that it approves of amendments to the Yerba Buena Center Redevelopment Plan: 1) to extend by one year the effectiveness of the Plan; 2) upon expiration of the Plan, to extend the time limit for the establishment of indebtedness, extend the time limit for the receipt of tax increment revenue to repay indebtedness, and suspend the limitation on the amount of tax increment funds that the Agency may receive for the exclusive purpose of fulfilling the Agency's housing obligations under Sections 33333.7 and 33333.8 of the California Health and Safety Code; and

IT IS FURTHER RESOLVED that the Executive Director is authorized to transmit a proposed ordinance and Plan amendments, substantially in the form attached to this Resolution, to the Board of Supervisors for its consideration and adoption in implementing Sections 33331.5, 33333.7 and 33333.8 of the California Health and Safety Code.

APPROVED AS TO FORM:



James B. Morales
Agency General Counsel

**YERBA BUENA CENTER
REDEVELOPMENT PLAN**

2009

SAN FRANCISCO REDEVELOPMENT AGENCY

OFFICIAL REDEVELOPMENT PLAN
FOR THE
YERBA BUENA CENTER APPROVED REDEVELOPMENT PROJECT

Originally Adopted and Approved by
the Board of Supervisors
of the City and County of San Francisco,
Ordinance No. 98-66, April 25, 1966.

Amendments Adopted and Approved by
the Board of Supervisors
of the City and County of San Francisco,
Ordinance No. 201-71, July 26, 1971,
and
Ordinance No. 393-73, October 9, 1973,
and
Ordinance No. 386-76, September 13, 1976,
and
Ordinance No. 367-77, August 8, 1977,
and
Ordinance No. 420-79, August 13, 1979,
and
Ordinance No. 538-81, November 2, 1981,
and
Ordinance No. 477-86, December 1, 1986,
and
Ordinance No. 404-94, November 21, 1994,
and
Ordinance No. 33-97, January 27, 1997
and
Ordinance No. 236-00, October 10, 2000,
and
Ordinance No. 211-03, August 12, 2003,
and
Ordinance No. 1-05, January 4, 2005

**REDEVELOPMENT PLAN
FOR THE
YERBA BUENA CENTER APPROVED REDEVELOPMENT PROJECT AREA D-1
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MAPS

Redevelopment Plan (Land Use Plan)

Property Retention, Rehabilitation and Acquisition

Exempt Parcels Map

Map 1 - Project Area Boundaries

Map 2 - Zoning Districts Map 3 - Floor Area Ratios

Map 4 - Height & Bulk Districts

**REDEVELOPMENT PLAN
FOR THE
YERBA BUENA CENTER APPROVED REDEVELOPMENT PROJECT AREA D-1**

The Redevelopment Plan (hereinafter called the "Plan") for the Yerba Buena Center Approved Redevelopment Project Area D-1 (hereinafter called the "Project") consists of the accompanying text and maps comprising four text parts and three maps.

The Plan was prepared in accordance with the California Community Redevelopment Law. The Plan conforms to the Master Plan of the City and County of San Francisco insofar as said Master Plan applies to the Project. The Redevelopment Agency of the City and County of San Francisco (hereinafter called the "Agency") consulted with City Planning and other departments and offices of the City and County of San Francisco in formulating the Plan.

I. DESCRIPTION OF RENEWAL PROGRAM

A. Project Boundaries

Project Area D-1 consists of Area 1 and the Emporium Site Area. Area 1 comprises a portion of the South of Market Redevelopment Area D which, in Resolution No. 782-61 adopted by the Board of Supervisors of the City and County of San Francisco on December 11, 1961, and as amended in Resolution No. 132-63 adopted by the Board of Supervisors of the City and County of San Francisco on March 4, 1963, was designated and described as a blighted area, the redevelopment of which is necessary to effectuate the public purposes as set forth in the California Community Redevelopment Law. Area 1 is indicated on the map, Project Area Boundaries, and is more particularly described as follows:

Beginning at the intersection of the most northeasterly line of Third Street with the most northwesterly line of Jessie Street; running thence northeasterly along said northwesterly line of Jessie Street 285.00 feet more or less to the intersection of said northwesterly line with the most northeasterly line of Annie Street; said northeasterly line being the northerly projection of said line as Annie Street now exists south of Jessie Street; thence southeasterly along said northeasterly line 86.00 feet more or less; thence at right angles southwesterly 30.00 feet more or less to a point on the southwesterly line of Annie Street; said point also being the most easterly corner of Lot 32 of Assessor's Block 3707 and the most northerly corner of Lot 21 of said Block 3707; running thence southwesterly along the property line of said Lots 32 and 21 32.45 feet more or less to a point; said point also being the most southerly corner of said Lot 32; thence southeasterly 1.00 foot more or less along the property line of Lots 21 and 31 of Assessor's Block 3707; thence southwesterly 23.542 feet more or less to the most westerly corner of Lot 21 of said Block 3707; thence southeasterly 119.00 feet more or less along the southwesterly property line of said Lot 21 to a point on the northwesterly line of Mission Street; thence northeasterly along said northwesterly line 7.25 feet more or less; thence at right angles southeasterly 82.50 feet more or less to a point on the southeasterly line of Mission Street; said point also being the most northerly corner of Lot 66 and the most westerly corner of Lot 67 of Assessor's Block 3722; thence continuing

southeasterly along the property line of said Lots 66 and 67 160.00 feet more or less to a point on the northwesterly line of Minna Street; thence northwesterly along said northwesterly line of Minna Street 68.75 feet more or less to a point on said northwesterly line, said point also being the most easterly corner of Lot 67 and the most southerly corner of Lot 68 of Assessor's Block 3722; thence at right angles southeasterly 35.00 feet more or less to a point on the southeasterly line of Minna Street; said point also being the most northerly corner of Lot 54 and most westerly corner of Lot 56 of Assessor's Block 3722; thence continuing southeasterly 300.00 feet more or less along the northeasterly property lines of Lot 54, the northeasterly terminus of Massett Place, Lot 45, the northeasterly terminus of Hunt Street, and Lot 27, all being a part of Assessor's Block 3722; thence southwesterly 18.00 feet more or less along the property line of Lots 27 and 26 of said Block 3722; thence southeasterly 55.00 feet more or less along the property line of said Lots 27 and 26 to a point on the northwesterly line of Howard Street; thence continuing southeasterly 82.50 feet more or less to a point on the southeasterly line of Howard Street; thence southwesterly along said southeasterly line of Howard Street 52.00 feet more or less to a point on said southeasterly line, said point also being the most northerly corner of Lot 38 and the most westerly corner of Lot 39 of Assessor's Block 3735; thence southeasterly 160.00 feet more or less along the northeasterly property lines of Lots 38 and 31 of said Block 3735 to a point on the northwesterly line of Tehama Street; thence northeasterly along said northwesterly line of Tehama Street 70.00 feet more or less to the northeasterly terminus of Tehama Street; thence southeasterly along said northeasterly terminus 35.00 feet more or less to a point on the southeasterly line of Tehama Street; said point also being the most westerly corner of Lot 17 and the most southerly corner of Lot 41 of Assessor's Block 3735; thence northeasterly 112.50 feet more or less along the property line of said Lots 17 and 41 to a point on the southwesterly line of Hawthorne Street 34.583 feet more or less; thence at right angles northeasterly 50.00 feet more or less to a point on the northeasterly line of Hawthorne Street; said point also being the most westerly corner of Lot 46 and the most southerly line of Lot 47 of Assessor's Block 3735; thence continuing northeasterly along the property line of said Lots 46 and 47 112.50 feet more or less to a point, said point also being the most easterly corner of said Lot 47; thence southeasterly along the property line of Lots 46 and 5 of Assessor's Block 3735 4.583 feet more or less; said point also being the most easterly corner of said Lot 47; thence southeasterly along the property line of Lots 46 and 5 of Assessor's Block 3735 4.583 feet more or less; said point also being the most southerly corner of said Lot 5; thence northeasterly along the property line of said Lot 5 140.00 feet more or less to a point on the northwesterly line of Tehama Street; thence continuing along said northwesterly line of Tehama Street 217.50 feet more or less to the intersection of said northwesterly with the northeasterly line of Second Street; thence southeasterly along said northeasterly line of Second Street 467.50 feet more or less to the intersection of said northeasterly line with the most southeasterly line of Folsom Street; thence southwesterly along said southeasterly line of Folsom Street 470.00 feet more or less to the intersection of said southeasterly line with the intersection of the northeasterly line of Hawthorne Street; thence southeasterly along said northeasterly line of Hawthorne Street 632.50 feet more or less to a point on the

southeasterly line of Harrison Street; thence southwesterly along said southeasterly line of Harrison Street 37.50 feet more or less to the most northerly corner of Lot 101 and the most westerly corner of Lot 105 of Assessor's Block 3763; thence southeasterly along the property line of said Lots 101 and 105 200.00 feet more or less to a point on the southeasterly line of Perry Street; thence southwesterly along said southeasterly line of Perry Street 482.50 feet more or less to a point on the southwesterly line of Third Street; thence northwesterly along said southwesterly line of Third Street 200.00 feet more or less to the intersection of said southwesterly line with the southeasterly line of Harrison Street; thence southwesterly along said southeasterly line of Harrison Street 987.50 feet more or less to a point on said southeasterly line; thence at right angles northwesterly across Harrison Street and along the property line between Lots 11, 11A and Lot 12 of Assessor's Block 3752 242.50 feet more or less to a point on the southeasterly line of Clara Street; thence southwesterly along said southeasterly line of Clara Street 145.00 feet more or less to a point on said southeasterly line; thence at right angles northwesterly across Clara Street and along the property lines of Lots 6 and 38 of Assessor's Block 3752 115.00 feet more or less to a point, said point being the most westerly corner of said Lot 38; thence northeasterly along the property line of said Lot 38 60.00 feet more or less to the most easterly corner of Lot 7 of said Block 3752; thence northwesterly along the property line of Lots 7 and 8 of said Block 3752 and the northwesterly projection thereof 110.00 feet more or less to a point on the northwesterly line of Shipley Street; thence northeasterly along said northwesterly line of Shipley Street 90.00 feet more or less to the most southerly corner of Lot 3 of Assessor's Block 3752; northwesterly along the property line between Lots 1, 2, 3, and Lot 94 of said Block 3752 165.00 feet more or less to a point on the southeasterly line of Folsom Street; thence southwesterly along said southeasterly line of Folsom Street 30.00 feet more or less to a point on the said southeasterly line, said point being the southeasterly projection of the property line between Lots 13 and 14 of Assessor's Block 3733; thence at right angles northwesterly across Folsom Street and continuing along the property line of said Lots 13 and 14 162.50 feet more or less to the common corner of Lots 13, 14, 42, and 43 of said Block 3733; thence southwesterly along the property line between Lots 14, 16 and Lots 37, 38, 39, 41, 41A, and 42 170.00 feet more or less to the most southerly corner of Lot 37 of said Block 3733; thence northwesterly along the property line between Lots 37 and 17 of said Block 3733 80.00 feet more or less to a point on the southeasterly line of Clementina Street; thence southwesterly along said southeasterly line of Clementina Street 175.00 feet more or less to a point on said southeasterly line, said point also being the southeasterly projection of the property line between Lots 53 and 54 of Assessor's Block 3733; thence northwesterly across Clementina Street and continuing along said property line of Lots 53 and 54 continuing along the property lines of Lots 60A and 61 of said Block 3733 and the northwesterly projection thereof 235.00 feet more or less to a point on the northwesterly line of Tehama Street; thence northeasterly along said northwesterly line of Tehama Street 175.00 feet more or less to a point on said northwesterly line, said point also being the most southerly corner of Lot 76 and the most easterly corner of Lot 84 of Assessor's Block 3733; thence northwesterly along the property line of said Lots 76 and 84 and the

northwesterly projection thereof 237.50 feet more or less to a point on the northwesterly line of Howard Street; thence northeasterly along said northwesterly line of Howard Street 75.00 feet more or less to the intersection of said northwesterly line with the southwesterly line of Holland Court; thence northwesterly along intersection of said southwesterly line with the northwesterly line of Holland Court; thence northeasterly along said northwesterly line 50.00 feet more or less to the most southerly corner of Lot 43 of Assessor's Block 3724; said point also being the most easterly corner of Lot 16 of said Block 3724; thence northwesterly 357.50 feet more or less along the property line between said Lot 43 and 16 across Minna Street and continuing along the property line between Lots 63 and 64 of Block 3724 to a point on the northwesterly line of Mission Street; thence northeasterly along said northwesterly line 75.00 feet more or less to a point on side northwesterly line, said point being the most southerly corner of Lot 6 and the most easterly corner of Lot 7 of Assessor's Block 3705; thence northwesterly 200.00 feet more or less along the property line between Lots 5, 6, and Lot 7 of said Block 3705 to a point on the northwesterly line of Jessie Street; thence northeasterly along said northwesterly line of Jessie Street 75.00 feet to the southwesterly line of Fourth Street; thence northwesterly along said southwesterly line of Fourth Street 180.00 feet to the southwesterly projection of the northwesterly line of Stevenson Street; thence northeasterly across Fourth Street along said northwesterly line of Stevenson Street, as projected, 232.50 feet to the most easterly corner of Lot 48, in Assessor's Block 3706, thence northwesterly along the northeasterly property line of said Lot 48 a distance of 170 feet to the southeasterly line of Market Street; thence northeasterly along said southeasterly line 350.00 feet more or less to a point on said southeasterly line, said point, also being the most westerly corner of Lot 61 and the most northerly corner of Lot 60 of said Block 3706; thence southeasterly 100.00 feet more or less along the property line between Lots 60 and 61 to the most easterly corner of said Lot 60; thence southwesterly 10.00 feet more or less along the property line between said Lots 60 and 61 to a point, said point also being the corner of Lots 59 and 61 of said Block 3706; thence southeasterly 70.00 feet more or less along the property line between said Lots 59 and 61 to a point on the northwesterly line of Stevenson Street; thence along said northwesterly line 417.50 feet more or less to the intersection of said northwesterly line with the northeasterly line of Third Street; thence southeasterly along said northeasterly line 174.00 feet more or less, to the point of beginning.

The Emporium Site Area was added to the Project Area pursuant to the Board of Supervisors Ordinance No. 236-00. The Emporium Site Area is indicated on the map, Project Area Boundaries, and is more particularly described as follows:

Beginning at the intersection of the northwesterly line of Howard Street with the southwesterly line of Holland Court; thence northwesterly along said southwesterly line of Holland Court to the northwesterly line thereof; thence northeasterly along said northwesterly line and its northeasterly prolongation 50.00 feet to a point; thence northwesterly, at a right angle to last described course, a distance of 270 feet, more or less, to the true point of beginning on the southeasterly line of Mission

Street (82.5 feet wide); thence southwesterly along said southeasterly line of Mission Street, a distance of 675 feet, more or less, to a point in the northeasterly line of Fifth Street (82.5 feet wide); thence northwesterly, along said northeasterly line of Fifth Street and its northwesterly prolongation, a distance of 82.5 feet, more or less, to the northwesterly line of Mission Street; thence northeasterly, along said northwesterly line of Mission Street, a distance of 125 feet to a point; thence northwesterly, at a right angle to last described course, a distance of 160 feet, more or less, to the southeasterly line of Jessie Street; thence northeasterly, along said southeasterly line of Jessie Street, a distance of 40 feet to a point in a line that is parallel with and distant 165 feet northeasterly, measured at right angles, from said northeasterly line of Fifth Street; thence northwesterly, along said parallel line, a distance of 40 feet to the northwesterly line of Jessie Street; thence northeasterly, along said line of Jessie Street, a distance of 10 feet, more or less, to a point in a line that is parallel with and distant 175 feet northeasterly, measured at right angles, from said northeasterly line of Fifth Street; thence northwesterly, at a right angle to last described course, a distance of 75 feet; thence northeasterly, at a right angle to last described course, a distance of 100 feet; thence northwesterly, at a right angle to last described course, a distance of 275 feet, more or less, to the southeasterly line of Market Street; thence northeasterly, along said southeasterly line of Market Street, a distance of 275.583 feet, more or less, to a point distant thereon 275 feet southwesterly from the southwesterly line of Fourth Street; thence southeasterly, at a right angle to last described course, a distance of 350 feet, more or less, to a point on the northwesterly line of Jessie Street; thence northeasterly along last said northwesterly line a distance of 87.5 feet to a point in a line that is parallel with and distant 187.333 feet southwesterly, measured at right angles, from the southwesterly line of Fourth Street; thence southeasterly along last said parallel line a distance of 200 feet, more or less, to said northwesterly line of Mission Street; thence northeasterly along said line of Mission Street a distance of 37.5 feet to a point in a line that is parallel with and distant 150 feet southwesterly, measured at right angles, from the southwesterly line of Fourth Street; thence southeasterly along last said parallel line, a distance of 82.5 feet, more or less, to the true point of beginning on the southeasterly line of Mission Street.

B. Existing Conditions

The Redevelopment Area includes a chaotic combination of land uses characterized by conditions of blight which include residential, commercial, and industrial buildings unfit and unsafe for occupancy; overcrowded dwelling units; inadequate provision for ventilation, light and sanitation; incompatible mixtures of commercial, industrial, and residential uses; rapidly shifting uses; inadequate loading and parking facilities; economic dislocation and stagnation; and parcels of inadequate size. These conditions contribute substantially and increasingly to the problems of -- and necessitate disproportionate expenditures for -- preservation of public health and safety, crime prevention, correction, prosecution and punishment, and the maintenance of adequate police, fire, and accident protection and other public services and facilities.

C. Summary of Proposed Actions

In order to restore a long blighted area to economic health, arrest its adverse effects on surrounding areas and make it a source of pride to persons residing and working in San Francisco or visiting the city, the Redevelopment Agency, in accord with applicable federal, state, and local laws, will remedy or cause to be remedied conditions causing blight by the following measures:

1. Rehabilitation, alteration, modernization, general improvement or any combination thereof (hereinafter called rehabilitation) of certain existing structures.
2. Acquisition of real property by purchase, gift, devise, exchange, condemnation or any other lawful means.
3. Relocation of the occupants presently residing in structures which are acquired.
4. Demolition, removal or clearance of certain existing buildings and structures on land acquired by the Agency.
5. Arrangement with proper authorities for the vacation and realignment of certain streets, utilities, and other rights-of-way.
6. Reservation of certain areas for public streets, rights-of-way, and other public purposes.
7. Installation of public plazas, pedestrian ways, pedestrian over-passes, and other necessary site improvements, utilities and facilities.
8. Formulation and administration of rules and regulations for owner participation.
9. Formulation and administration of rules governing reasonable preference to persons who are engaged in business in the project area to re-enter in business within the redeveloped area.
10. Sale or lease of all land acquired by the Agency for reuse in accordance with the Plan and such additional conditions as may be imposed by the Agency in any manner authorized by law in order to carry out the purposes of redevelopment.
11. Payment for site acquisition and the installation and construction of certain Public Facilities comprising demolition, mass excavation and bulkheading, parking structure including rough slab exhibition hall floor, and exhibition hall foundations, together with structures to accommodate streets and utilities together with reimbursement for certain City preliminary work consisting of the relocation and extension of utilities; hall service areas, common public areas, miscellaneous structures, extension of utilities, a central heating and cooling plant, and utility distribution systems; a sports arena complex including fixed seating, extension of utilities, completion of certain common public areas and attendant structures,

restoration of streets, and furnishings and fixtures, together with all other works, property or structures necessary for a community center for public assembly and convention purposes.

II. PROJECT PLAN

A. Objectives

The objectives of the actions proposed by the Plan are:

1. To provide the framework within which restoration of the economic and social health of the Project and its environs will be accomplished by private actions.
2. To assist in the suitable re-establishment within and without the Project Area of businesses and institutions which will be displaced by the Project.
3. To provide adequate relocation housing opportunities for families, single individuals and the elderly, as well as to provide, additional housing for these same groups that will assist in meeting the City's housing demand.
4. To guide development towards the production of a satisfying environment preserving and enhancing the unique aesthetic and cultural qualities of the City.
5. To stimulate and attract private investment, thereby improving the City's economic health, employment opportunities, tax base, and community economic development opportunities.
6. To provide temporary and permanent employment and contracting opportunities for minorities, women, qualified economically disadvantaged individuals and other residents both in the South of Market area and in the City generally, in a manner consistent with the Agency's current or future equal opportunity programs.
7. To secure employment of South of Market area residents for permanent jobs by providing for utilization of hiring halls and other employment and training services to assist those residents.
8. To achieve the goal of at least 50% City resident employment. Residents of the South of Market area shall be given first consideration for hiring followed by other San Francisco residents.
9. To reestablish a major department store in the Emporium Site Area and create a destination-shopping complex, with a mix of complementary uses such as retail, entertainment, office and hotel uses.
10. To redevelop the Emporium Site Area to meet present retail store industry standards while preserving and restoring significant historic elements of the former Emporium building.
11. To connect the Market Street/Union Square shopping district with the Yerba Buena Center by locating a primary entrance of the project on Mission Street and designing a strong pedestrian connection through the building between the Mission Street and Market Street entrances.

12. To generate tax increment revenues through the development of complementary entertainment, hotel, office and retail uses to create sufficient financing to support redevelopment activities and the alleviation of blight.
13. To generate additional tax increment funds for Agency's Low and Moderate Income Housing Fund to provide affordable housing opportunities in the City.
14. To generate sales taxes and other General Fund revenues, thereby improving the City's overall fiscal health.

B. Land Use Plan

The Project Area shall be redeveloped in commercial, residential, and light industrial uses in accordance with the Master Plan of the City and County of San Francisco. In addition to commercial, residential and light industrial uses, certain areas within the project may be used for recreational, institutional, and public purposes. The land uses prescribed in this Plan are shown on the Map, Land Use Plan. Redevelopment and rehabilitation within the Project Area shall be limited to those uses and in those areas indicated on the map, Land Use Plan, and shall be subject to the provisions and minimum standards set forth in Paragraph C, Standards for Development, below. Public right-of-way lines, easement lines, and land use district boundaries shall be generally as indicated on the map, Land Use Plan, and are subject to minor adjustments at the time of detailed engineering studies.

C. Standards for Development

Applicability of Standards: In order to achieve the objectives of the Plan, the use of land and the development of land shall be in accordance with the Land Use Plan and the following standards:

LAND USES PERMITTED BY DISTRICT

Land Use
District

Permitted Principal Use

A. DOWNTOWN OFFICE

Business and professional offices; retail stores; personal services establishments; restaurants; clubs; theaters; meeting halls; churches; institutional and recreational buildings; off-street parking structures; plus hotel uses. See footnote (4) for appropriate locations for hotel uses within this land use district.

In addition, residential development which is confined to the space above the first story and which uses ground level space for access only. See footnote (5) for appropriate locations for residential development within this land use district.

B. DOWNTOWN RETAIL

Same as District A. See footnote (6) for appropriate locations for hotel uses within this land use district.

In addition, residential development, which is confined to the space above the first story and which uses ground level space for access only. See footnote (7) for appropriate locations for residential development within this land use district.

C. DOWNTOWN SUPPORT

Same as District A; plus laboratories and wholesale establishments not including warehouses. See footnote (8) for appropriate locations for hotel uses within this land use district. In blocks designated for Special Use, in addition to hotel uses and other uses allowed in District A, a convention center is also permitted.

In addition, residential development which is confined to the space above the first story and which uses ground level space for access only. See footnote (9) for appropriate locations for residential development within this land use district.

D. HOUSING

Housing designed for occupancy by either families, single individuals or the elderly, including off-street parking and supporting commercial and recreational facilities.

E. BUSINESS SERVICES AND LIGHT INDUSTRY

Same as District A; plus laboratories; wholesale establishments; printers; building services and repairs; storage buildings; and light industries involving only assembly, packaging, repair or processing of previously prepared materials.

FOOTNOTES (which apply to table above)

- (1) It is intended that retailing and consumer services shall be the predominant ground floor use along major street frontages in District B (DOWNTOWN RETAIL).
- (2) Where operating requirements necessitate location within the district, utility installations or public service facilities may be located in any use district, subject to approval of the Agency.

- (3) The locations where elderly housing is permitted may contain up to a total 1,133 dwelling units.
- (4) Hotel uses within DOWNTOWN OFFICE Land Use District are allowed on Block 3707 and 3722.
- (5) Residential development within the DOWNTOWN OFFICE Land Use District is allowed on Blocks 3707, 3722-A, and 3722-B.
- (6) Hotel uses within the DOWNTOWN RETAIL Land Use District are allowed anywhere on Block 3706, excluding the sites of the Mercantile Building, the Jessie Street Substation, or St. Patrick's Church.
- (7) Residential development within the DOWNTOWN RETAIL Land Use District is allowed anywhere on Block 3706, excluding the sites of the Mercantile Building, the Jessie Street Substation, or St. Patrick's Church.
- (8) Hotel uses within the DOWNTOWN SUPPORT Land Use District are allowed on blocks designated for Special Use, and on Block 3722.
- (9) Residential development within the DOWNTOWN SUPPORT Land Use District is allowed on Blocks 3724-B, 3724-14, 3722-B, and 3723 (however, residential development is not permitted until after February 19, 1980). Residential Development is also allowed on Block 3735-D.
- (10) Existing properties designated as eligible for retention and rehabilitation may be continued in their existing uses, subject to compliance with Owner Participation Rules and Regulations promulgated by the Agency, including standards for rehabilitation.
- (11) After streets, or portions of streets are vacated, they shall be classified for the same uses as the lots bordering them.

SPECIFIC DEVELOPMENT STANDARDS

1. Maximum Floor Area Ratio

- (a) The limits upon the floor area ratio of buildings, as defined by this Plan, shall be as stated in this Section and Sections 2 through 4. The maximum floor area ratio for any building or development shall be equal to the sum of the basic floor area for the district, as set forth in Section 2 plus any premiums, development bonuses, and floor area transfers which are applicable to such or development under Sections 3 and 4.
- (b) No building or structure or part thereof shall be permitted to exceed the floor area ratio limits herein set forth for the district in which it is located.

2. Basic Floor Area Ratio

- (a) The basic floor area ratio limits specified in the following table shall apply to each building or development in the districts indicated, except for dwelling units. The development density for dwelling units in all districts shall not exceed one dwelling unit for each 200 square feet of lot area; except that for housing occupied by senior citizens or physically handicapped persons, the development density shall not exceed one dwelling unit for each 100 square feet of lot area; and further except that for housing developed on Block 3707, the development density shall not exceed one dwelling unit for each 58 square feet of lot area.

TABLE 1

Basic Floor Area Ratio Limits

<u>District</u>	<u>Basic Floor Area Ratio Limit</u>
A	14.0 to 1
B	10.0 to 1
C	7.0 to 1
D	4.8 to 1
E	5.0 to 1

3. Floor Area Premiums, Districts D and E

In Districts D and E, the following premiums, where applicable, may be added to the basic floor area ratio limit to determine the maximum floor area ratio for a building or development.

- (a) For a lot or portion thereof which is a corner lot, a floor area premium may be added by increasing the area of the lot or portion, for purposes of floor area ratio computation, by twenty-five (25) percent.
- (b) For a lot or portion thereof which is an interior lot, and which abuts along its rear lot line upon a street or alley, a floor area premium may be added by increasing the depth of the lot or portion along such street or alley, for purposes of floor area ratio computation, by one-half the width of such street or alley or ten (10) feet, whichever is the lesser.

4. Development Bonuses, Districts A, B and C

- (a) In Districts A, B and C, the development bonuses specified in the following table, where applicable, may be added to the basic floor area ratio limit to determine the maximum floor area ratio for a building or development. Each building feature, and the unit of feature upon which the bonus is based, is more fully described in and limited by subsection (b) below. Each separate bonus shall be credited where it applies, except that features 1 and 2 shall be mutually exclusive and features 8 and 9 shall also be mutually exclusive. The basic allowable gross floor area in each case shall be as specified in Section 2 above, and shall not include any development bonus specified herein.

The primary purposes of these development bonuses are: provision of good access to buildings, and improvement of access to properties, from the various forms of transportation serving the downtown area; improvement of pedestrian movement into and out of buildings, along streets and between streets; provision of pedestrian amenities by means of ground level open space; arrangement of buildings to provide light and air to streets and to other properties; and protection and enhancement of views.

TABLE 2
Quantity of Bonus Floor Area
For Each Building Feature Provided

<u>Building Feature</u>	<u>Unit of Feature Upon Which Bonus is Based</u>	<u>Square Feet of Bonus Floor Area Per Unit of Feature</u>			<u>Maximum for This Bonus (Percent of Basic Allowable Gross Floor Area)</u>
		<u>Dist. A</u>	<u>Dist. B</u>	<u>Dist. C</u>	
1. Rapid Transit Access) Larger) of these) two) bonuses	Provision of direct access to station mezzanine	20% of basic allowable gross floor area (1/3 less if station is for city transit only)			20
2. Rapid Transit) Proximity) applies	Each linear foot by which walking distance to station mezzanine is less than 750 feet	50 (1/3 less if station is for transit only)	40	40	10
3. Parking Access	Each automobile parking space to which direct access is provided	100	100	100	5
4. Multiple Building Entrances	Each major entrance to the building after the first such entrance	10,000	10,000	5,000	5 (or one entrance, whichever is greater)
5. Sidewalk Widening	Each creditable square foot of sidewalk widening area	7	7	4	15

6.	Shortening Walking Distance	Each linear foot by which walking distance between streets or alleys is shortened	40	40	30	10
7.	Plaza	Each creditable square foot of plaza area	10	8	6	15
8.	Side Setback) Larger) of) these) two	Each creditable square foot of side setback area	6	6	3	15
9.	Low) bonuses Cover-) applies age at) Upper) Floors	Reduction of both building dimensions by 20% or more of the lot dimensions	5% of basic allowable gross floor area for the first 20% reduction of building dimensions; 1% for each 3% reduction thereafter			15
10.	Observation Deck	Provision of observation deck or similar high-level public space	10,000	10,000	10,000	Not Applicable

- (b) The following criteria shall apply to the building features listed in the table in subsection (a) above, and to the unit of feature therein upon which each bonus is based:
1. **Rapid Transit Access.** The access shall be to a city or regional rapid transit system, leading directly to a station mezzanine of such system. The access shall be entered from a location within the lot lines of the subject lot, either within or outside a building, and shall be open during all business hours common in the area for use by the general public, marked for their use, and easily reached from a street or alley with a minimum sidewalk width of seven feet.
 2. **Rapid Transit Proximity.** This bonus shall be available for any lot within 750 feet walking distance from a designated station mezzanine of a city or regional rapid transit system, and shall increase in proportion to the closeness of the lot to such mezzanine. The walking distance shall be measured along streets and alleys with a minimum sidewalk width of five feet, or along passageways conforming to the standards of features 1 above and 6 below. For this purpose, walking distance shall be taken as the shortest distance from any point along the station mezzanine, to any point along a lot line of the subject property from which there is general access to the subject building.
 3. **Parking Access.** The access shall be from the subject building directly to an automobile parking structure located elsewhere than in the areas of concentrated development of Districts A and B. Such parking structure may be either part of or separate from the subject building, but if the parking structure is separate it shall be either in the same ownership as the subject building or part of a Planned Unit Development approved as specified herein to include both the parking structure and subject building. The access shall be open during all business hours for use by occupants of or visitors to the subject building and marked for their use, and shall provide a passage with a minimum width of five feet, separate from streets and alleys. A passageway that is proposed to bridge a street or alley to occupy any other public area shall be reviewed and must be approved by the Agency. No parking space to which access is credited under this provision shall consist of a space actually required by this Plan for any building or use.
 4. **Multiple Building Entrances.** This bonus shall be available where there is more than one major entrance to the subject building, open generally to occupants of the building for both entrance and exit and readily identifiable to them. All such major entrances shall be accessible from streets or alleys with a minimum sidewalk width of five feet, and shall be located at least 50 feet apart along such streets or alleys. Where a building face at ground level is located more than 20 feet inside the lot line along such a street or alley and contains at least one major doorway, each point at 50-foot intervals along such lot line shall be considered a separate major entrance to the building.

5. **Sidewalk Widening.** The sidewalk widening shall be along a through street or through alley, shall consist of an arcade, cantilever, building setback or plaza, open at all times to the general public, and shall run the full length of the lot along such street or alley except for necessary interruptions by features required for safety. The widened area shall be directly accessible from the public sidewalk at both ends and along at least two thirds of its length, and if not fully open to such sidewalk shall have minimum clear width of seven feet. The widened area shall have a minimum height of 10 feet, and although it may be occupied in part by columns, building services, landscaping and other features, only areas capable of being walked upon shall be credited in computation of the bonus. The maximum creditable depth of the widened area from the lot line at the street or alley shall be 15 feet in District B and 30 feet in Districts A and C, or 50 feet from the curb, whichever is less.

Notwithstanding the requirements of this provision concerning accessibility, continuity or horizontal dimensions, landscaped open area located as herein provided at ground level, consistent with the purposes of the bonus system and readily visible from a street or alley or permanent public open space, may be credited as sidewalk widening area within the scope of the 15 percent maximum permitted for the sidewalk widening bonus in Table 2; provided that the bonus awarded shall be three square feet of floor area for each creditable square foot of such open area.

6. **Shortening Walking Distance.** The shortening of walking distance shall be computed by comparing walking distances along streets and alleys having a minimum sidewalk width of five feet, with distances along walkways through the subject lot that are open during all business hours common in the area for use by the general public. Such a walkway may be either within or outside a building, shall be readily identifiable from the public sidewalk, and shall have a minimum width of 10 feet plus two feet for each side which has shops, lobbies, elevator entrances or similar features along it. Where a walkway passes through two or more lots, the bonus shall be prorated in proportion to the length of walkway on each lot.
7. **Plaza.** The plaza shall be directly and conveniently accessible to the general public during all business hours common in the area, from either a street or alley with a minimum sidewalk width of five feet, a feature conforming to the standards of 5 or 6 above, or a permanent public open space. The creditable plaza area shall be located at least 20 feet inside the lot lines separating the lot from streets and alleys, shall have a minimum entrance width of 10 feet, and shall be at least 30 feet in its horizontal dimensions. For the purpose of measuring such minimum horizontal dimensions, space occupied by a feature conforming to the standards of 5 above may be counted for up to one-third of any dimensions; however, no area credited under 5 above shall also be credited as plaza area. Up to two-thirds of the surface of the creditable plaza area may be occupied by planting, sculpture, pools and similar features, and the balance shall be suitable for walking, sitting, and similar pursuits. Any building servicing requiring the presence of vehicles or goods in the plaza area shall be confined to times other than the business hours common in the area. Encroachments for usable open space shall be permitted for the creditable plaza area.

Notwithstanding the requirements of this provision concerning accessibility or horizontal dimensions, landscaped open area located as herein provided at

ground level, consistent with the purposes of the bonus system and readily visible from a street or alley or permanent public open space, may be credited as plaza area within the scope of the 15 percent maximum permitted for the plaza bonus in Table 2: provided that the bonus awarded shall be three square feet of floor area for each creditable square foot of such open area.

8. Side Setback. The side building setback shall extend upward a height of not more than 40 feet measured at the front of the setback, and shall also extend for the entire depth of the lot. The side setback shall be located either along a lot line which intersects a street or alley and does not itself separate the lot from a street or alley, or in an equivalent position between two buildings or building portions on the same lot exceeding 40 feet in height. The setback area shall be unobstructed to the sky and shall have a minimum width of 20 feet. Setback areas of irregular width may be credited, provided the minimum width of 20 feet is maintained and no part of the setback area to be credited is separated by a building from the street or alley which the setback intersects. The maximum creditable width of the setback area shall be 50 feet.
 9. Low Coverage at Upper Floors. Each open area credited under this bonus shall extend upward unobstructed from a height of not more than 80 feet measured at the front of such open area, and shall also extend for the entire width or depth of the lot. The bonus shall be based upon reduction of both the over-all width and the over-all depth of the building by a minimum of 20 percent of the respective lot dimensions, with additional bonus awarded as both such dimensions of the building are further reduced. Where the building is not located parallel to any of the lot lines, the over-all dimensions of the building shall be measured as appropriate to the specific siting of the building in relation to the lot and to streets and alleys.
 10. Observation Deck. The observation deck or similar public space shall be located at or above the 20th story of the building and shall be of sufficient size to accommodate at least 50 persons at one time. Such space shall be advertised at ground level, and shall be open during the day and evening to the general public without the necessity of their doing business in the building other than paying an admission fee for the sole purpose of gaining access to the observation area.
- (c) In application of the bonuses provided for this Section, the Agency shall follow such procedures, including placing of restrictions on the land records and other actions, as the Agency may deem appropriate to assure the provision and retention of such building features as are credited in order to meet the requirements of this Plan.
 - (d) In District A, notwithstanding the development bonuses afforded by subsections (a), (b), and (c) of this Section, and in lieu of any and all such development bonuses, for a lot or portion thereof which is a corner lot, floor area premium may be added by increasing the area of the lot or portion, for purposes of determining the maximum floor area ratio for the building or development on such lot, by twenty (20) percent.

5. Off-Street Parking Requirements

- (a) Off-street parking spaces shall be provided in the minimum quantities specified in the following table, except as otherwise provided in subsection (b) of this section:

TABLE 3
Off-Street Parking Spaces Required

Use or Activity	Number of Off-Street Parking Spaces Required
Dwelling, all districts	One for each four dwelling units.
Dwelling, specifically designed for and occupied by senior citizens or physically handicapped persons	One-fifth the number of spaces specified above for the District in which the dwelling is located.
Group housing of any kind	One for each 3 bedrooms or for each 6 beds, whichever results in the greater requirement, plus one for the manager's dwelling unit, if any, with a minimum of two spaces required.
Child care facility	One for each 25 children to be accommodated at any one time, where the number of children exceeds 24.
Post-secondary educational institution	One for each 2 classrooms.
Church or other religious institution	One for each 20 seats by which the number of seats in the main auditorium exceeds 200.
Theatre or auditorium	One for each 8 seats up to 1,000 seats where the number of seats exceeds 50 seats, plus one for each 10 seats in excess of 1,000.
Medical or dental office or out-patient clinic	One for each 300 square feet of occupied floor area, where the occupied floor area exceeds 5,000 square feet.
Other business office	One for each 500 square feet of occupied floor area, where the occupied floor area exceeds 5,000 square feet.
Restaurant, night club, pool hall, dance hall, bowling alley or other similar enterprise	One for each 200 square feet of occupied floor area, where the occupied floor area exceeds 5,000 square feet.
Retain space devoted to the handling of bulky merchandise such as motor vehicles, machinery or furniture.	One for each 1,000 square feet of occupied floor area, where the occupied floor area exceeds 5,000 square feet.

TABLE 3 (continued)
Off-Street Parking Spaces for District E

Use or Activity	Number of Off-Street Parking Spaces Required
Other retail space	One for each 500 square feet of occupied floor area up to 20,000 where the occupied floor area exceeds 5,000 square feet, plus one for each 250 square feet of occupied floor area in excess of 20,000.
Service, repair or wholesale sales space	One for each 1,000 square feet of occupied floor area, where the occupied floor area exceeds 5,000 square feet.
Storage or warehouse space, and space devoted to any use first permitted in an M-2 district	One for each 2,000 square feet of occupied floor area, where the occupied floor area exceeds 10,000 square feet.
Other manufacturing and industrial uses	One for each 1,500 square feet of occupied floor area, where the occupied floor area exceeds 7,500 square feet.

(b) In instances in which the Redevelopment Agency, and other public agencies involved, have certified by resolution that requirements of off-street parking spaces will be satisfied in whole or in part by public off-street parking facilities constructed or authorized to be constructed within or in the vicinity of the Yerba Buena Center Redevelopment Project Area or upon any other applicable basis, off-street parking required for individual buildings and uses in District E may by corresponding reduced if the total off-street parking supply in the area will nevertheless meet the requirements of the schedule of required off-street parking for all buildings and uses in the area.

(c) The following exemption shall apply to the schedules of required off-street parking and loading spaces set forth in Section 5(a) and 6 of this Plan. This provision shall be strictly construed:

In recognition of the compact and congested nature of the downtown area, the accessibility of this area by public transit, and programs for the provision of public parking facilities on an organized basis at specific locations, no off-street parking shall be required for use, other than dwellings where a requirement is specified, in Districts A, B, or C.

6. Scheduled of Required Off-Street Freight Loading Spaces

Off-street freight loading spaces shall be provided in the minimum quantities specified in the following table:

TABLE 4
Off-Street Freight Loading Spaces Required

Use or Activity Spaces	Gross Floor Area of Structure or Use (sq. ft.)	Number of Off-Street Freight Loading Required
Retail stores, wholesaling, manufacturing, and all other uses primarily engaged in the handling of goods	0 - 10,000	0
	10,001 - 60,000	1
	60,001 - 100,000	2
	over - 100,000	3 plus 1 for each additional 80,000 sq. ft.
Offices, hotels, apartments, and all other uses not included above	0 - 100,000	0
	100,001 - 200,000	1
	200,001 - 500,000	2
	over - 500,000	3 plus 1 for each additional 400,000 sq. ft.

7. Rules for Calculation of Required Spaces

(a) In the calculation of off-street parking and freight loading spaces required under Sections 5 and 6, the following rules shall apply:

1. In the case of mixed uses in the same structure, on the same lot or in the same development, or more than one type of activity involved in the same use, the total requirements for off-street parking and loading spaces shall be the sum of the requirements for the various uses or activities computed separately.
2. Where an initial quantity of floor area, rooms, seats or other form of measurement is exempted from off-street parking or loading requirements, such exemption shall apply only once to the aggregate of that form of measurement. If the initial exempted quantity is exceeded, for either a structure or a lot or a development, the requirement shall apply to the

entire such structure, lot or development, unless the contrary is specifically stated in this Plan.

3. Where a structure or use is divided by a land use district boundary line, the requirements as to quantity of off-street parking and loading spaces shall be calculated in proportion to the amount of such structure or use located in each District.
4. Where seats are used as the form of measurement, each twenty-two (22) inches of space on benches, pews and similar seating facilities shall be considered one seat.
5. When the calculation of the required number of off-street parking spaces results in a fractional number, a fraction of one-half or more shall be adjusted to the next higher whole number of spaces, and a fraction of less than one-half may be disregarded.

- (b) The requirements for off-street parking and loading for any use not specifically mentioned in Sections 5 and 6 shall be the same as for a use specified which is similar, as determined by the Agency.

8. Minimum Dimensions for Required Off-Street Parking and Freight Loading Spaces

(a) Parking Spaces:

1. Every required off-street parking space shall have a minimum area of 160 square feet, except as specified in paragraph (a)2 below. Every required space shall be of usable shape. The area of any space shall be exclusive of driveways, aisles, and maneuvering areas.
2. In the case of any structure or use for which four (4) or more off-street parking spaces are required, the fourth such space may be a compact car space, and for each two (2) spaces required in excess of four the second such space may be a compact car space. For this purpose every compact car space shall have a minimum area of 127.5 square feet and shall be specifically marked and identified as a compact car space.

- (b) Freight Loading Spaces. Every required off-street freight loading space shall have a minimum length of thirty-five (35) feet, a minimum width of ten (10) feet, and a minimum vertical clearance including entry and exit of fourteen (14) feet; except that for the first such space required for any structure or use the minimum length shall be twenty-five (25) feet and the minimum vertical clearance including entry and exit shall be twelve (12) feet. These dimensions shall be exclusive of platforms, driveways, and maneuvering areas.

9. General Standards as to Location and Arrangement of Off-Street Parking and Freight Loading Facilities

Required off-street parking and freight loading facilities shall meet the following standards as to location and arrangement. In addition, facilities which are not required

but are actually provided shall meet the following standards unless such standards are stated to be applicable solely to required facilities.

- (a) Every required off-street parking or loading space shall be located on the same lot as the use served by it, except as provided in Sections 10 and 11 of this Plan.
- (b) Every required off-street parking or loading space shall be located in its entirety within the lot lines of private property.
- (c) Every off-street parking or loading space shall have adequate means of ingress from and egress to a street or alley. Every required off-street parking or loading space shall be independently accessible. Access to off-street loading spaces shall be from alleys in preference to streets. Adequate reservoir space shall be provided on private property for entrance of vehicles to off-street parking and loading spaces.
- (d) The internal layout of off-street parking and loading spaces, driveways, aisles, and maneuvering areas shall be according to acceptable standards, and all spaces shall be clearly marked.
- (e) For each twenty-five (25) off-street parking spaces provided, one such space shall be designed and designated for handicapped persons.
- (f) For each twenty (20) off-street parking spaces provided, one space shall be provided for parking of a bicycle.
- (g) Off-street parking and loading facilities shall be arranged so as to prevent encroachments upon sidewalk areas and adjacent properties, in the maneuvering, standing and storage of vehicles, by means of the layout of facilities and by use of bumper or wheel guards or such other devices as are necessary.
- (h) Driveways crossing sidewalks shall be no wider than necessary for ingress and egress, and shall be arranged, to the extent practical, so as to minimize the width and frequency of curb cuts, to maximize the number and size of on-street parking spaces available to the public, and to minimize conflicts with pedestrian and transit movements.
- (i) Every off-street parking or loading facility shall be suitably graded, surfaced, drained, and maintained.
- (j) No area credited as all or part of a required off-street parking space shall also be credited as all or part of a required off-street loading space, or used as all or part of an un-required off-street loading space. No area credited as all or part of a required off-street loading space shall also be credited as all or part of a required off-street parking space, or used as all or part of an un-required off-street parking space.
- (k) Any off-street freight loading area located within fifty (50) feet of District D shall be completely enclosed within a building if such freight loading area is used in regular night operation.

10. Required Off-Street Parking Not on the Same Lot as the Structure or Use Served

- (a) Required off-street parking spaces for all dwellings shall be located on the same lot as the dwellings served, or within a walking distance of 600 feet.
- (b) Required off-street parking spaces for all uses other than dwellings shall be located on the same lot as the use served; or within a walking distance of 800 feet.

11. Collective Provision and Joint Use of Required Off-Street Parking

- (a) Collective provision of off-street parking spaces at the same location to meet the requirements of this Plan for two or more structures or uses may be permitted, where the total quantity of spaces provided is at least equal to the total of the required spaces for all such structures or uses when computed separately.
- (b) Joint use of the same off-street parking spaces to meet the requirements of this Plan for two or more structures or uses may be permitted, where the normal hours of operation of such structures or uses are such as to assure the feasibility of such joint use of parking, and where the total quantity of spaces provided is at least equal to the total of the required spaces for the structures or uses in operation at any given time.
- (c) In order to be credited toward the requirements of this Plan any off-street parking space made available for collective or joint use and located on a lot other than the lot on which the structure or use to be served is located must be available for the actual lifetime of the structure or use to be served.

12. Height and Bulk Districts Established

- (a) In order to carry out further the purposes of this Plan, height and bulk districts are hereby established.
- (b) No buildings or structures or part thereof shall be permitted to exceed the height and bulk limits set forth in this Plan for the Districts in which it is located.
- (c) In the case of any apparent inconsistency among requirements of this Plan applicable to the same property or development, including but not limited to standards for height, bulk, floor area ratio, usable open space and dwelling unit density, the most restrictive of such requirements shall prevail.

13. Height Limits: Measurement

(a) Method of Measurement

The limits upon the height of buildings and structures shall be as specified on the Zoning Map of the City and County of San Francisco in effect on January 1, 1979. In the measurement of height for purposes of such limits, the following rules shall be applicable:

- 1. The point above which such measurement shall be taken shall be as specified in the definition of "height" as follows:

The vertical distance by which a building or structure rises above a certain point of measurement, which point shall be taken as indicated herein.

- (a) In the case of either (b) or (c) below, such point shall be taken at the center line of the building or, where the building steps laterally in relation to a street that is the basis for height measurement, separate points shall be taken at the center line of each building step.
 - (b) Where the lot is level with or slopes downward from a street at the center line of the building or building step, such point shall be taken at curb level on such street. This point shall be used for height measurement only for a lot depth not extending beyond a line 100 feet from and parallel to such street, or beyond a line equidistant between such street and the street on the opposite side of the block, whichever depth is greater. Measurement of height for any portion of the lot extending beyond such line shall be considered in relation to the opposite (lower) end of the lot, and that portion shall be considered an upward slopping lot in accordance with subsection (c) below, whether or not the lot also has frontage on a lower street.
 - (c) Where the lot slopes upward from a street at the center line of the building or building step, such point shall be taken at curb level for purposes of measuring the height of the closest part of the building within 10 feet of the property line of such street; at every other cross-section of the building, at right angles to the center line of the building or building step, such point shall be taken as the average of the ground elevations at either side of the building or building step at that cross-section. The gross elevations used shall be either existing elevations or the elevations resulting from new grading operations encompassing an entire block. Elevations beneath the building shall be taken by projecting a straight line between ground elevations at the exterior walls at either side of the entire building in the same plane.
 - (d) Where the lot has frontage on two or more streets, the owner may choose the street or streets from which measurement of height is to be taken, within the scope of the rules stated above.
 - (e) Where height limits for buildings and structures are established by this Plan, the upper points to be taken for measurement of height shall be as prescribed in the provisions relating to such height limits.
2. The upper point to which such measurement shall be taken shall be the highest point on the finished roof in the case of a flat roof, and the average height of the rise in the case of a pitched roof, or any higher point of a feature not exempted under subsection (b) below.

(b) Exemptions

The features listed in this section shall be exempt from the height limits established by this Plan, in an amount up to but not exceeding that which is specified.

- (1) The following features shall be exempt, provided the limitations indicated for each are observed; provided further that the sum of the horizontal areas of all features listed in this paragraph (b) shall not exceed 20 percent of the horizontal area of the roof above which they are situated, and provided further that in District D the sum of the horizontal areas of all such features located within the first 10 feet of depth of the building, as measured from the front wall of the building, shall not exceed 20 percent of the horizontal area of the roof in such first 10 feet of depth.

Any sum of 20 percent heretofore described may be increased to 30 percent by unroofed screening designed either to obscure the features listed under (a) and (b) below or to provide a more balanced and graceful silhouette for the top of the building or structure.

- (a) Mechanical equipment and appurtenances necessary to the operation or maintenance of the building or structure itself, including chimneys, ventilators, plumbing vent stacks, cooling towers, water tanks, panels or devices for the collection of solar or wind energy and window washing equipment, together with visual screening for any such features. This exemption shall be limited to the top 16 feet of such features where the height limit is more than 65 feet.
 - (b) Elevator, stair and mechanical penthouses, fire towers, skylights and dormer windows. This exemption shall be limited to the top 16 feet of such features where the height limit is more than 65 feet.
 - (c) Stage and scenery lofts.
 - (d) Ornamental and symbolic features of public and religious buildings and structures, including towers, spires, cupolas, belfries and domes, where such features are not used for human occupancy.
2. The following features shall be exempt, without regard to their horizontal area, provided the limitations indicated for each are observed.
- (a) Railings, parapets and catwalks, with a maximum height of 4 feet.
 - (b) Open railings, catwalks and fire escapes required by law, wherever situated.
 - (c) Unroofed recreation facilities with open fencing, including tennis and basketball courts at roof levels, swimming pools with a maximum height of 4 feet, and play equipment with a maximum of 10 feet.
 - (d) Unenclosed seating areas limited to tables, chairs and benches, and related wind screens, lattices and sunshades with a maximum height of 10 feet.

- (e) Landscaping, with a maximum height of 4 feet for all features other than plant materials.
- (f) Short-term parking of passenger automobiles, without additional structures or equipment other than trellises or similar overhead screening for such automobiles with a maximum height of 8 feet.
- (g) Amusement parks, carnivals, and circuses, where otherwise permitted as temporary uses.
- (h) Flag poles and flags, clothes poles and clotheslines, and weather vanes.
- (i) Radio and television antennas where permitted as accessory uses and towers and antennas for sending or receiving of radio and television signals where permitted as principal or conditional uses by this Plan.
- (j) Warning and navigation signals and beacons, light standards and similar devices, not including any sign regulated by this Plan.
- (k) Public monuments owned by government agencies.
- (l) Cranes, scaffolding, and batch plants erected temporarily at active construction sites.
- (m) Structures and equipment necessary for the operation of industrial plants, transportation facilities, public utilities and government installations, where otherwise permitted by this Plan and where such structures and equipment do not contain separate floors.

14. Residential Open Space

Usable open space shall be provided for each dwelling unit in the amounts specified herein and in the following table.

- (a) For all dwelling units, except as provided in paragraph (b) below, the minimum amount of usable open space to be provided for use by the residents of each dwelling unit shall be as specified in the center column of the following table if such usable open space is all private. Where common usable open space is used to satisfy all or part of the requirements for a dwelling unit, such common usable space shall be provided in an amount equal to 1.33 square feet for each square foot of private usable open space specified in the center column of the table. In such cases, the balance of the required usable open space may be provided as private usable open space, with full credit for each square foot of private usable open space so provided.
- (b) For dwellings specifically designed for and occupied by senior citizens or physically handicapped persons, the minimum amount of usable open space to be

provided for use by each dwelling unit shall be one-half (1/2) the amount required for each dwelling unit as specified in paragraph (a) above.

TABLE 5

Minimum Usable Open Space

<u>District</u>	<u>Square Feet of Usable Open Space Required for Each Dwelling Unit, if All Private</u>	<u>Ratio of Common Usable Open Space that May be Substituted for Private</u>
All Districts	36	1.33

15. Architectural and Landscape Plans:

The Redevelopment Agency shall evaluate architectural plans for new buildings and buildings to be rehabilitated to ensure that each building will be a distinguished architectural expression which may have a distinctive character and yet be harmonious with adjacent buildings in the project, and to ensure that the buildings conform with the urban design concepts on which the Redevelopment Plan is based. Portions of building sites not containing structures shall be appropriately landscaped. The Agency shall evaluate landscape plans to ensure that the landscaping will complement the building or building on site and adjacent buildings in the project, and to ensure that the landscaping will conform with the urban design concepts on which the Redevelopment Plan is based. In the disposition of land and in owner participation agreements, the Agency may establish detailed design criteria to ensure conformity with urban design concepts, and may implement these criteria with appropriate provisions in the disposition documents and owner participation agreements.

16. Signs:

New signs erected in the project, whether they be attached to buildings or freestanding, shall be specially designed and constructed to be complementary elements in the total environment. Existing signs which are not compatible with the surrounding environment shall be removed. Each sign shall identify only the user and/or use of the particular property or portion thereof on which it is located. Each sign shall be of size, shape, material, colors, type of construction, method and intensity of lighting, and location to be in scale with and harmonious with development on its site and on adjacent sites in the project. No sign shall be located more than 50 feet above street grade if on a building elevation facing a street or if located between such elevation and the street. No sign shall be located more than 50 feet above plaza grade if on a building elevation facing a plaza or located between such elevation and the plaza. No roof signs shall be permitted. No sign shall move or have any moving part. Plans for all signs shall be submitted to the Redevelopment Agency as part of the development plans or rehabilitation plans to ensure conformity with the criteria described above. No sign shall be constructed or maintained in the project without written approval of the Agency.

17. Off-Site Improvements:

The Redevelopment Agency may, as a condition of sale or lease, require a redevelopers at his own expense, to install street trees, landscaping, paving, or other improvements on property other than the site that is the subject of the sale or lease.

18. Applicability of Standards for Development to Property Not to be Acquired:

The Land Use Provisions and Building Requirements shall apply to all real property in the project area whether it is acquired by the Redevelopment Agency or not, subject to exceptions granted by the Agency as authorized herein.

19. Exceptions:

Where undue hardships, practical difficulties, or consequences inconsistent with the general purposes of this Plan result from the literal interpretation and enforcement of the Standards for Development and other limitations on development imposed by this Plan, the Agency, upon receipt of a verified application from the owner of the property affected, stating fully the grounds of the application and facts pertaining thereto, and upon its own further investigation, may grant adjustments under such conditions and safeguards as it may determine, consistent with the general purposes and intent of this Plan, provided that in no instance will any adjustments be granted that will change the land uses of this Plan. Other basic requirements of this Plan shall not be eliminated but adjustments thereof may be permitted provided such adjustments are consistent with the general purposes and intent of this Plan.

20. Planned Unit Development:

The purpose of the Planned Unit Development procedure is to allow for variations in the relationships of buildings, structures, open spaces, and allowable heights of said buildings and structures in planned building groups, while insuring compliance with land use and other basic requirements of this Plan.

Application for a planned unit development shall be made to the Agency in a form prescribed by the City Planning Code and shall conform in every respect to the detailed requirements of said Code pertaining to planned unit development which are in effect at the time the proposal is submitted. The application shall contain such additional information as may be requested by the Agency to enable it to determine compliance with land use and other basic requirements of this Plan. In no instance will an application be granted which will change the land uses or which will eliminate other basic requirements of this Plan. Each application shall be received and acted upon by the Agency and by the City Planning Commission at the request of the Agency. No application shall be deemed approved until notice of approval has been given in writing by the Agency.

The Planned Unit Development procedure may be applied in each of the land use districts described in the Standards for Development Table.

21. Housing Sites:

The amendments pertaining to housing shall be subject to the height and bulk provisions of the City Planning Code and in no case shall development of these sites exceed the current standards of the City Planning Code.

III. PROJECT PROPOSALS

A. Land Acquisition

Real property proposed to be acquired for clearance and redevelopment is shown as "Properties Scheduled for Acquisition" on the map, Property Retention, Rehabilitation, and Acquisition. Streets and real property proposed to be acquired for streets and public facilities are shown on the map, Land Use Plan. Real property scheduled for rehabilitation is shown as "Structures Eligible for Rehabilitation and Retention on the map, Property Retention, Rehabilitation, and Acquisition."

Properties not designated for acquisition may be acquired by the Redevelopment Agency if the owners do not enter into owner participation agreements. Any property scheduled for rehabilitation may fall into this category.

All real property located in the project, except as specifically exempted herein, may be acquired by the Redevelopment Agency by gift, devise, exchange, purchase, condemnation or any other lawful method. The public interest and necessity require the use of the power of eminent domain by the Agency to acquire those real; properties in the project which cannot be acquired by other lawful methods.

The Agency will not acquire real property owned by public bodies which will not consent to its acquisition; provided, however, that any such public property may be acquired by the Agency if it is transferred to private ownership before the Agency completes land disposition within the entire project, unless the Agency and the private owner enter into an owner participation agreement concerning said property.

B. Owner Participation

To the extent compatible with the purposes of the Plan and appropriate redevelopment of the project, owners of real property in the project area may, subject to rules and regulations including standards for rehabilitation promulgated by the Redevelopment Agency, be accorded the opportunity to participate in the redevelopment of the project. Such participation shall be contingent upon execution by such owner of a binding agreement (hereinafter called "owner participation agreement") by which the property retained or acquired will be developed and used in conformity with the Plan, the Declaration of Restrictions, and the Owner Participation Rules and Regulations promulgated by the Agency. Standards for rehabilitation will be set forth in the Owner Participation Rules and Regulations.

Owner participation necessarily will be subject to and limited by such factors as the nature, condition and use of existing improvements, the reduction of the total number of individual parcels in the project, the elimination of certain land uses, the realignment of streets, the construction of new public facilities and improvements, and the ability of owners to finance acquisition, rehabilitation, and/or redevelopment in accordance with the Plan and in accordance with such controls as may be found necessary to ensure that redevelopment is carried out pursuant to the development standards of the Plan.

The Agency will not acquire real property which is retained by an owner under an owner participation agreement unless said owner fails, refuses, or neglects to perform his obligations under said agreement. In the event of failure of an owner to participate pursuant to, and in full compliance within, the terms of an owner participation agreement, the Agency may, at its option, seek specific performance of said agreement or acquire the

property of such owner participant in accordance with the provisions of said agreement and thereafter sell said property for redevelopment in accordance with the Plan.

C. Rehabilitation

The Redevelopment Agency may, as a condition of sale, lease, or owner participation, require a redeveloper or an owner participation to rehabilitate, remodel, alter, restore, repair, or otherwise improve the property that is the subject of the sale, lease, or owner participation agreement, in a manner prescribed by the Agency.

D. Property Management

Property acquired by the Redevelopment Agency in the project area shall be under the management and control of the Agency during its ownership of such property. Such property may be rented or leased by the Agency pending its conveyance.

E. Relocation

The Redevelopment Agency shall assist all persons, families, business concerns, and others displaced by project activities in finding other accommodations. In order to carry out redevelopment with a minimum of hardship to persons displaced from their homes, individuals and families shall be assisted in finding housing which is decent, safe, sanitary and within their financial means in reasonably convenient locations and otherwise suitable to their needs.

The Agency shall make relocation payments to persons, families, business concerns, and others displaced by redevelopment, for moving expenses and direct losses of certain personal property for which reimbursement or compensation is not otherwise made. Small business displacement payments will also be made to eligible business concerns. Such relocation payments shall be made pursuant to Agency rules and regulations, and such payments shall be made only to the extent eligible for payment from funds made available for these specific purposes by the Federal Government or other sources.

F. Land Disposition

All real property acquired by the Redevelopment Agency in the project area which is sold or leased for development or redevelopment for private uses shall be sold or leased at prices which are not less than fair value for uses in accordance with the Plan.

Purchasers or lessees of property shall be obligated, pursuant to appropriate disposition documents, to develop and use the property for the purposes designated in the Plan, to being development of the property within a period of time which the Agency fixes as reasonable, and to comply with other conditions which the Agency deems necessary to carry out the purpose of the Plan.

G. Redeveloper's Obligations

In order to provide adequate safeguards that the process of redevelopment will be carried out pursuant to the Plan, agreements for the disposition of land by the Agency and owner participation agreements shall include provisions recognizing and requiring that:

1. The purchase of land is for redevelopment and not for speculation and reserving to the Agency such powers and controls as may be necessary to prevent transfer, retention or use of the property for speculation purposes.
2. The land shall be built upon and/or improved in conformity with the development standards of the Plan and the Declaration of Restrictions.
3. All developers and owner participants shall submit preliminary architectural plans, site and landscape plans, and final plans including landscaping and sign plans, and specifications of the improvements proposed to be constructed on the land for architectural review and approval by the Agency in order to insure that development and construction will be carried out in a manner which will effectuate the purposes of the Plan. As a part of such plans and specifications developers and, if required by the Agency, owner participants shall submit time schedules for the commencement and completion of such improvements. All such plans and schedules shall be submitted within the time specified in the respective agreements with such developers and owners participants.
4. By and for the contracting parties, their heirs, executors, administrators, and assigns, there shall be no discrimination against or segregation of any person or group of persons on account of race, creed, color, national origin, or ancestry in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of the premises therein described, nor shall the contracting parties, or any person claiming under or through them establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use, or occupancy of tenants, lessees, sublessees, or vendees in the premises described. All deeds, leases or contracts for the sale, lease, sublease, or other transfer of any land shall contain the nondiscrimination and non-segregation clauses specified in Section 33436 of the California Community Redevelopment Law.

IV. OTHER PROVISIONS

A. Housing For Low and Moderate Income Persons

In accordance with community needs and objectives, a portion of the Project may be allocated and sold or leased by the Agency for construction of housing for elderly and single persons displaced from their present residences by redevelopment project activities or other public action. Such persons will be accorded priority in such housing in accordance with rules and regulations to be established by the Agency.

In order to insure that rent levels and standards of construction and maintenance will be consistent with the needs of such persons, disposition of land for such purposes shall be subject to the following special provisions in addition to the general provisions of this Plan:

1. The price established by the Agency for the sale of property to the developer will take into consideration the need for housing for such persons in the community, and will reflect the fair value of the property for such use.
2. The Agency shall require the highest maintenance, design and construction standards feasible and consistent with the achievement of moderate rentals.
3. Each developer's proposal shall include the sources and methods of financing, including subsidies, if any.
4. Property shall normally be sold to developers offering the lowest rentals, after consideration of the financial soundness of each proposal, the adequacy of services and maintenance to be provided, the quality of proposed design and construction, and the degree to which the needs of such persons are to be fulfilled.

B. Public Housing

In accordance with community needs and objectives, land may be allocated and sold or leased by the Agency for the construction of public housing for the elderly.

C. Financial Plan

For the purpose of carrying out the Project, the Agency will obtain a project temporary loan from the United States of America (hereinafter called the "Government") in the estimated amount of Forty-nine Million Six Hundred Seventeen Thousand Nine Hundred Ninety Dollars (\$49,617,990). The obligations evidencing the Agency's indebtedness to the Government for the project temporary loan shall be in a form satisfactory to the Government. Said obligations will not be a debt of the City and County of San Francisco, the State of California, nor any of its political subdivisions. Neither the City and County of San Francisco, the State of California nor any of its political subdivisions shall be liable on said obligations nor in any event shall the obligations be payable out of funds or properties other than those of the Agency, and the obligations shall so state on their face.

The purpose for which the proceeds obtained from the project temporary loan shall be spent are: (1) the acquisition of project land; (2) the expenses incurred through the relocation of persons residing in the Project; (3) the expenses relating to the razing, demolition or removal of buildings and other improvements in the Project; (4) the expenses in connection with the disposition of Project land; (5) the expenses of

administering the Project, including interest charges, and other expenses necessary to effectuate the Plan.

The Agency will make payment on the project temporary loan obligations from the proceeds of the disposition of project land estimated at Eighteen Million Five Hundred Ninety-nine Thousand Four Hundred Fifty Dollars (\$18,599,450), and from a Capital Grant from the Government estimated at Thirty-one Million Eighteen Thousand Five Hundred Forty Dollars (\$31,018,540). Both the project temporary loan and the Capital Grant or Grants are to be made by the Government to the Agency under the terms of a certain Contract entered into by and between the Agency and the Government.

The Capital Grant or Grants will not be made to the Agency by the Government until local grants-in-aid have been provided, as required by the Contract referred to in the preceding paragraph of the Plan.

Pursuant to the provisions of Title I of the Housing Act of 1949, as amended, the Agency will pool the noncash local-in-aid credits for such site improvements and public facilities which the City and County of San Francisco and/or the San Francisco Unified School District will provide in connection with the Embarcadero-Lower Market, the two Western Addition, the Diamond Heights, and the Yerba Buena Center projects. Although it is not anticipated that excess grant-in-aid credits will be available, the excess noncash local grant-in-aid credits, if any, for site improvements and public facilities to be provided with respect to the Diamond Heights, the Western Addition, and the Embarcadero-Lower Market projects shall be utilized to finance this Yerba Buena Center Project.

Said site improvements and public facilities shall include, without being limited to, the items listed below for which funds are presently provided or for which funds will be provided by the Board of Supervisors of the City and County of San Francisco at the time of or in connection with the adoption of the Plan.

<u>DIAMOND HEIGHTS PROJECT</u>		<u>ESTIMATED COST</u>	<u>FUNDS APPROPRIATED, APPROPRIATIONS PENDING, OR FUNDS AVAILABLE WHEN NEEDED</u>	<u>APPROPRIATION NUMBER</u>	<u>LOCAL GRANTS IN-AID</u>
NONCASH					
1.	Glen Canyon Trunk Bower	\$136,883	136,883	Cost certified and accepted	\$84,611
2.	Firehouse Reconstruction	82,575	82,575	Cost certified and accepted	\$27,525
3.	Police & Fire Call Wiring	85,055	85,055	233-500-001	85,055
4.	Widening & Improvement of Beale Street	55,195	55,195	(1-685-500-135) (0-684-513-066)	46,730
5.	Beale Street Sewer	10,622	6,655	2-151-200-171-02	
6.	Water Distribution System & 20" Water	6,655	6,655	804-550-101	4,725
7.	Elementary School Site	454,747	454,747	5-747-514-000	454,747
8.	Home School Site	195,114	195,114	Purchased 1964	195,114
9.	Junior High School Site	1,000,000	1,000,000	1961 Bond Issue	1,000,000
10.	New Firehouse	24,427	24,427	Purchased 1964	4,885
11.	Playgrounds	403,950	403,950	1964 Bond Issue	100,988
12.	Vilaincourt Plaza	3,000,000	3,000,000	750,000	
13.	State Tax Deeded Lands heretofore Donated	380,000	16,500 30,400	Land Purchased '64 1964-65 Budget	188,480
		972,605	153,160 125,000 122,445 25,000 28,000	2-657-609-000 656-500-221 801-601-657 817-000-037 1964-65 Budget	972,605
		45,000	9,000	4-656-600-612-000	12,690
		<u>35,070</u>	<u>35,070</u>		<u>35,070</u>
	Subtotal	\$7,059,091	\$6,170,991		\$4,134,418
CASH					
1.	Cash	\$ 156,134	\$ 156,134	Paid to Agency	\$ 156,134
2.	Real Estate Tax Credits	5,500	5,180	Recorded	5,500
	Subtotal	<u>\$ 161,634</u>	<u>\$ 161,634</u>		<u>\$ 161,614</u>
	Total	<u>\$7,220,725</u>	<u>\$6,332,305</u>		<u>\$4,296,052</u>

<u>WESTERN ADDITION</u> <u>A-1 PROJECT</u>	<u>ESTIMATED</u> <u>COST</u>	<u>FUNDS APPROPRIATED,</u> <u>APPROPRIATIONS</u> <u>PENDING, OR FUNDS</u> <u>AVAILABLE WHEN</u> <u>NEEDED</u>	<u>APPROPRIATION</u> <u>NUMBER</u>	<u>LOCAL GRANTS</u> <u>IN-AID</u>
NONCASH				
1. Geary Street Widening	\$4,342,000	\$3,232,000 110,000 1,000,000	5-672-500-232 5-685-600-069 806-000-200	\$2,143,095
2. Webster Street Widening	800,000	800,000	5-672-500-233	98,248
3. O'Farrell Street Improvement (Portion within Project)	239,294	239,294	Cost Certified	20,709
4. Eddy Street Improvements (Portion bordering Project)	25,647	25,647	Costs Certified and Accepted	12,824
5. Ellis Street Improvements (Portion within Project)	60,452	60,452	Costs Certified and Accepted	60,452
6. Traffic Signals Post St.	40,910	40,190	5-685-500-004	20,455
Geary Street	49,090	49,090	5-685-500-004	15,954
7. Fire and Police boxes	16,240	16,240	5-233-933-000	12,649
8. Low Pressure Water	80,789	80,789	5-747-515-000	47,990
9. Auxiliary Water System	89,000	9,000	5-423-500-145	89,000
a. High Press. & Water Mains	100,000	100,000	6-423-503-145	100,000
b. Cisterns				
10. Street Lighting	\$ 217,300	\$154,850 62,450	5-715-503-000 5-715-503-000	\$ 163,489
11. Sewers	396,000	396,000	804-000-050	252,237
12. Girls High School (Conversion)	1,102,926	1,102,926	Costs Certified and Accepted	190,806
13. Raphael Weill School Expansion	45,532	45,532	809-550-372	7,923
Additional Land	74,578	74,578	Purchased '62	12,976
Construction	500,000	500,000	819-000-136	87,000

<u>WESTERN ADDITION A-1 PROJECT</u>	<u>ESTIMATED COST</u>	<u>FUNDS APPROPRIATED, APPROPRIATIONS PENDING, OR FUNDS AVAILABLE WHEN NEEDED</u>	<u>APPROPRIATION NUMBER</u>	<u>LOCAL GRANTS IN-AID</u>
NONCASH				
14. Hayward Playground	324,075	324,075	Actual Costs	74,455
15. Firehouse-Turk & Webster Streets	225,594	225,594	Costs Certified and Accepted	74,517
16. Hamilton Recreation Center	\$1,465,196	\$765,196	807-550-044	\$172,893
		350,000	5-657-602-000	
	888,970	388,970	Land Purchased 1962	104,899
		50,000	1-656-500-205	
		175,000	2-656-500-205	
		275,000	3-423-500-656	
17. State Tax Deeded Lands heretofore Donated Block 722, Lot 1 Block 712, Lots 12 & 13	14,800	14,800	Title Clear & Recorded	14,800
18. Public Parking Garage Land Construction Subtotal	(256,640) 3,100,000 <u>\$14,455,033</u>	<u>\$10,748,393</u>	Approved by Board of Supervisors	<u>3,156,840</u> <u>\$7,090,031</u>
CASH				
1. Interest allowance for Use of City Funds			Recorded	\$ 7,909
2. Real Estate Tax Credits Subtotal TOTAL	\$ 392,091 <u>\$ 392,091</u> <u>\$14,847,124</u>	\$ 390,393 <u>\$ 390,393</u> <u>\$11,138,786</u>	Recorded	\$ 392,091 <u>\$ 400,000</u> <u>\$7,490,031</u>

<u>EMBARCADERO-LOWER MARKET PROJECT</u>		<u>ESTIMATED COST</u>	<u>FUNDS APPROPRIATED, APPROPRIATIONS PENDING, OR FUNDS AVAILABLE WHEN NEEDED</u>	<u>APPROPRIATION NUMBER</u>	<u>LOCAL GRANTS IN-AID</u>
NONCASH					
1.	Street Work	\$ 1,692,039	\$ 1,692,039	(9-672,500-259) (9-672-500-260) (9-672-500-261) (9-685-500-111)	\$ 998,303
2.	Sewers	577,960	577,960	812-556-426	499,935
3.	Traffic Control	25,000	25,000	Included in various approp. for street work	14,062
4.	Fire Police Call Boxes	28,613	28,613	233-500-005	21,000
5.	Street Lighting	163,000	29,000 134,000	3-685-500-250 1964 and Issue	102,150
6.	L.P. Water	63,505	63,505	2-725-500-000	63,505
7.	AWSS & LP Hydrants	122,175	122,175	423-509-145	91,631
8.	Diversion Structures & Pump Station	1,610,000 92,000	1,610,000 92,000	812-000-300 812-550-306	322,000 38,400
9.	Ferry Building Park Sculptured Fountain Convenience Station & Utility Building	215,400 32,000	215,400 32,000	1-657-607-000 1-657-607-000	215,400 32,000
10.	Public Parking Structure Land Building & Mall	1,102,000 4,656,226	1,102,000 4,656,226	Nonprofit Corporation revenue bonds	679,770 2,956,704
	Subtotal	\$10,379,918	\$10,379,918		\$6,034,860
CASH					
1.	Local Planning Funds Provided	\$ 59,820	\$ 59,820	Audited and	\$59,820
2.	Real Estate Tax Credits Subtotal	<u>\$1,000,000</u> <u>\$1,059,820</u>	<u>953,101</u> <u>\$1,012,921</u>	Recorded	<u>1,000,000</u> <u>\$1,059,820</u>
	TOTAL	<u>\$11,439,738</u>	<u>\$11,392,839</u>		<u>\$7,094,680</u>

<u>WESTERN ADDITION A-2 PROJECT</u>		<u>ESTIMATED COST</u>	<u>FUNDS APPROPRIATED, APPROPRIATIONS PENDING, OR FUNDS AVAILABLE WHEN NEEDED</u>	<u>APPROPRIATION NUMBER</u>	<u>LOCAL GRANTS IN-AID</u>
NONCASH					
1.	Webster Street Widening Competed: Through (4 blocks) Boundary (1/2 block) Through Boundary	800,000 686,270 111,207	800,000	5-672-500-233	\$221,557 15,164 433,021 34,931
2.	Raphael Weill School Additional Land Construction	74,578 500,000	74,578 500,000	Purchased '62 819-000-136	29,235 196,000
3.	Hamilton Recreation Center	888,970	388,970 50,000 175,000 275,000	Land purchased '62 1-656-500-205 2-656-500-205 3-423-500-656	320,918
4.	Western Addition	220,800	10,800 210,000	1-423-515-631 2-423-503-631	117,907
5.	Westside Health Center	523,000	523,000	15-423-505-513	81,090
6.	John Swett School Site Construction	275,000 1,000,000			275,000 1,000,000
7.	Fulton Street Widening Through Boundary	168,165 341,501			136,092 137,967
8.	Turk Street Widening Through Boundary	808,487 327,974			451,136 142,754
9.	Three Diagonal Streets Turk-Golden Gate Fulton-McAllister Fulton-Grove Subtotal	201,358 201,358 <u>329,178</u> 7,457,846			97,375 146,027 <u>242,436</u> <u>\$4,080,610</u>
			<u>\$3,007,348</u>		

It is recognized that the figures shown herein are estimated figures and are subject to revision. The extent of the City's contribution and commitment for local grants-in-aid will be contained in the Ordinance adopting the Redevelopment Plan and in the Ordinance adopting the Cooperation Agreement, and in any subsequent Ordinances required to effect amendments thereto.

It is further recognized that the estimates regarding the disposition of land acquired by the Agency and the estimated costs of the site improvements and public facilities listed hereinabove are subject to further revision. In the event that the local grant-in-aid credits obtained by the provision of facilities and improvements listed hereinabove are not equal to one-third of the aggregate net project costs of the Diamond Heights, the two Western Addition, and Embarcadero-Lower Market and the Yerba Buena Center projects, the City and County of San Francisco, subject to its fiscal laws, will provide such additional noncash and cash grants-in-aid as may be necessary to increase the total amount of noncash and cash local grants-in-aid to not less than one-third of the aggregate net project costs thereof.

It is the intention of the City and County of San Francisco to provide the additional public facilities listed below for which funds are not presently available on designated land presently owned by the City and County of San Francisco within the designated Projects or on land within the designated Project to be acquired by the City and County of San Francisco. Provisions for the expenditures necessary to provide the public facilities listed below for which funds are not presently available shall be subject to such action as may be required by law.

Yerba Buena Center Project

- South Park Improvements
- Traffic Signals
- Street Reconstruction and Resurfacing

Western Addition A-2 Project

- Street Lighting
- Sewers
- Traffic Signals
- Police and Fire Call
- Municipal Railway Improvements

Subsequent to the provision of funds by the City and County of San Francisco for the installation of any of the aforementioned public facilities, for which funds are not presently available, the Agency shall request the Urban Renewal Administration to take appropriate action to effect additional noncash local grant-in-aid credits resulting therefrom, to be applied to the aforementioned projects or to future projects.

Tax Allocation Financing

The Agency is authorized to issue bonds, obtain advances, borrow funds and create indebtedness in carrying out the Plan. Upon Plan expiration, the Agency is authorized to issue bonds, obtain advances, borrow funds and create indebtedness exclusively for the purpose of funding its affordable housing obligations, as defined in Section 33333.8 (a) (1) (E) and Section 33333.7 (d) of the California Health and Safety Code; provided, however, that nothing contained herein shall limit the Agency's ability to incur indebtedness after Plan expiration for the purpose of refunding, in whole or in part,

indebtedness incurred for any purpose prior to Plan expiration so long as such refunding achieves debt service savings. The term indebtedness, as used herein, shall include any such refunding indebtedness. The principal and interest of such advances, funds, and indebtedness

The Agency may, from time to time, issue bonds, notes, interim certificates, debentures or enter into other contractual obligations for any of its corporate purposes authorized by law. The Agency may also issue refunding bonds for the purpose of paying or retiring bonds previously issued by it.

Taxes, if any, levied upon the taxable property in the Yerba Buena Center Approved Redevelopment Project Area D-1 each year by or for the benefit of the State of California, City and County of San Francisco, any district or other public corporation, after the effective date of the ordinance approving this Plan shall be divided as provided in Article 6, Chapter 6, Part I (the Community Redevelopment Law) of the Health and Safety Code of the State of California and Section 19 of Article XIII of the Constitution of the State of California, to wit:

- (a) That portion of the taxes which would be produced by the rate upon which the tax is levied each year by or for each of said taxing agencies upon the total sum of the assessed value of the taxable property in the redevelopment project as shown upon the assessment roll used in connection with the taxation of such property by such taxing agency, last equalized prior to the effective date of such ordinance (to wit, the assessment roll for the fiscal year 1965-1966), shall be allocated to, and when collected shall be paid into, the funds of the respective taxing agencies as taxes by or for said taxing agencies on all other property are paid (for the purpose of allocating taxes levied by or for any taxing agency or agencies which did not include the territory in a redevelopment project on the effective date of such ordinance but to which such territory has been annexed or otherwise after such effective date, the assessment roll of the county last equalized on the effective date of the ordinance shall be used in determining the assessed valuation of the taxable property in the project on said effective date); and
- (b) That portion of said levied taxes each year in excess of such amount shall be allocated to and when collected shall be paid into a special fund of the redevelopment agency to pay the principal of and interest on loans, moneys advanced to, or indebtedness (whether funded, refunded, assumed or otherwise) incurred by such redevelopment agency to finance or refinance, in whole or in part, such redevelopment project. Unless and until the total assessed valuation of the taxable property in a redevelopment project exceeds the total assessed value of the taxable property in such project as shown by the last equalized assessment roll referred to in subparagraph designated (a) hereof, all the taxes levied and collected upon the taxable property in such redevelopment project shall be paid into the funds of the respective taxing agencies. When said loans, advances, and indebtedness, if any, and interest thereon, have been paid, then all moneys thereafter received from taxes upon the taxable property in such redevelopment project shall be paid into the funds of the respective taxing agencies as taxes on all other property are paid.

In the proceedings for the advance of moneys, or making of loans, or the incurring of any indebtedness (whether funded, refunded, assumed or otherwise) by the Agency to finance or refinance, in whole or in part, the Project, the portion of taxes mentioned in subparagraph b. hereof may be irrevocably pledged for the payment of the principal of and interest on such loans, advances, or indebtedness.

The number of dollars of taxes which may be divided and allocated to the Agency pursuant to Section 33670 of the California Health and Safety Code shall be limited to \$600 million; provided, however, that, upon expiration of the effectiveness of the Plan with respect to Area 1, this limitation on the total amount of tax increment that the Agency may receive is suspended, pursuant to Section 33333.8 (e) of the California Health and Safety Code, to enable the Agency to fund its affordable housing obligations, as defined in Section 33333.8 (a) (1) (E) and Section 33333.7 (d) of the California Health and Safety Code.

- (c) No loans, advances, or indebtedness to finance the Project in whole or in part and to be repaid from the allocation of taxes pursuant to Section 33670 of the California Health and Safety Code shall be established or incurred by the Agency after January 1, 2010¹; except for 1) the purpose of funding its affordable housing obligations, as defined in Section 33333.8 (a) (1) (E) and Section 33333.7 (d) of the California Health and Safety Code, and 2) the purpose of refunding, in whole or in part, indebtedness incurred for any purpose prior to expiration of the effectiveness of the Plan so long as such refunding achieves debt service savings. The term indebtedness, as used herein, shall include any such refunding indebtedness.
- (d) Eminent domain proceedings to acquire property within the Project area shall not commence after May 1, 2006 unless the Plan is amended further to extend such time.
- (e) There shall be no allocation of taxes to the Agency pursuant to Section 33670 of the California Health and Safety Code, nor shall indebtedness be repaid by the Agency after January 1, 2020 the date which is ten (10) years from the expiration or termination of the effectiveness of this Plan with respect to Area 1; *provided, however,* the Agency may continue to receive an allocation of taxes for the exclusive purpose of funding its affordable housing obligations, as defined in Section 33333.8 (a) (1) (E) and Section 33333.7 (d) of the California Health and Safety Code.

Financing the Project for the Emporium Site Area

The following financing provisions shall apply to the Emporium Site Area in lieu of any other financing provisions of this Plan.

- (f) General Description of the Proposed Financing Method

Subject to the limitations set forth herein, the Agency may finance the implementation of the Project for the Emporium Site Area under this Plan with financial assistance from the City, State of California, federal government, tax increment funds, interest income, Agency bonds, donations, loans from private financial institutions, assessments, the lease or sale of Agency-owned property or any other available source, public or private.

¹ The time limit for the establishment of loans, advances and indebtedness became coterminous with the expiration date of the redevelopment plan by virtue of Ordinance No. 211-03 (Aug. 27, 2003).

The Agency is also authorized to obtain advances, borrow funds, issue bonds, notes, interim certificates and debentures, enter into contractual obligations and otherwise create indebtedness in carrying out this Plan. Such indebtedness may include, without limitation, the allocation of available tax increment on an annual basis pursuant to an owner participation or other agreement between the Agency, an owner of property within the Emporium Site Area and/or the City. The principal and interest on such indebtedness may be paid from tax increments or any other funds available to the Agency. The City or any other public agency may expend money to assist the Agency in carrying out this Plan.

(g) Tax Increment Funds

All taxes levied upon taxable property within the Emporium Site Area each year, by or for the benefit of the State of California, the City, any district or any other public corporation after the effective date of the ordinance approving the amendment to this Plan adding the Emporium Site Area, shall be divided as follows:

- (1) That portion of the taxes which would be produced by the rate upon which the tax is levied each year by or for each of such taxing agencies as defined in Section 33670 of the Community Redevelopment Law upon the total sum of the assessed value of the taxable property in the Emporium Site Area as shown upon the assessment roll used in connection with the taxation of such property by such taxing agencies, last equalized prior to the effective date of such ordinance approving the amendment to this Plan adding the Emporium Site Area, shall be allocated to and when collected shall be paid into the funds of the respective taxing agencies as taxes by or for such taxing agencies on all other property are paid (the "Base Value").

- (2) Except as provided in subdivision (e) of Section 33670 or in Section 33492.15 of the Community Redevelopment Law, that portion of the levied taxes each year in excess of the Base Value shall be allocated to and when collected shall be paid into a special fund of the Agency to pay the principal of and interest on loans, money advanced to, or indebtedness (whether funded, refunded, assumed or otherwise) incurred by the Agency to finance or refinance, in whole or in part, the implementation of this Plan for the Emporium Site Area. Unless and until the total assessed valuation of the taxable property in the Emporium Site Area exceeds the Base Value, all of the taxes levied and collected upon the taxable property in the Emporium Site Area shall be paid into the funds of the respective taxing agencies. When such loans, advances indebtedness, if any, and interest thereon, have been paid, all monies thereafter received from taxes upon the taxable property in the Emporium Site Area shall be paid into the funds of the respective taxing agencies as taxes on all other property are paid.
- (3) Until the expiration of the Plan, with respect to the Emporium Site Area as set forth in Paragraph IV, C. (Gg) [above], the Base Value shall not include, and there shall be deducted from the total amount which the Agency would otherwise receive under subparagraph (g)(2) above, that portion of the taxes which would be produced by the product of the Base Value multiplied by an inflation factor of a fixed two percent (2%) for each year after the effective date of the ordinance approving the amendment adding the Emporium Site Area to the Plan, and such amount shall be allocated to and when collected shall be paid into, the funds of the respective taxing agencies as taxes by or for such taxing agencies on all other property are paid.

Pursuant to Section 33334.2 of the Community Redevelopment Law, (i) twenty percent (20%) of all taxes that are allocated to the Agency pursuant to subdivision (b) of Section 33670 of the Community Redevelopment Law and this Plan for the first sixteen (16) years after the effective date of the ordinance adopting the amendment to this Plan to add the Emporium Site Area and (ii) a minimum of forty percent (40%) of all such taxes for each year thereafter through the end of the term of this Plan for the Emporium Site Area, shall be used by the Agency for the purposes of increasing, improving and preserving the City's supply of housing for persons and families of very low, low or moderate income unless certain findings are made as required by that section of the Community Redevelopment Law to lessen or exempt such requirement.

The portion of taxes described in subparagraph (g)(3) may be irrevocably pledged by the Agency for the payment of the principal of and interest on the advance of monies, or making of loans or the incurring of any indebtedness (whether funded, refunded, assumed or otherwise) by the Agency to finance or refinance the implementation of this Plan for the Emporium Site Area in whole or in part,

including but not limited to direct and indirect expenses, subject to the limitations of the amount of indebtedness set forth below and other limitations on such indebtedness set forth in this Plan. The Agency is authorized to make such pledges as to specific advances, loans and indebtedness as appropriate in carrying out this Plan.

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

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

(h) **Limitation on Amount of Indebtedness**

The amount of indebtedness of the Agency to be repaid from the allocation of taxes from the Emporium Site Area to the Agency pursuant to Section 33670 of the Community Redevelopment Law, which can be outstanding at one time, shall not exceed a principal amount of One Hundred Ten Million Dollars (\$110,000,000). Notwithstanding the foregoing, the principal amount of indebtedness of the Agency to be repaid from such allocation of taxes to the Agency, which can be outstanding at one time and which can be used for the purpose of providing available tax increment to the owner(s) of the Emporium Site Area, shall not exceed a total of Twenty-Seven Million Dollars (\$27,000,000), determined on a net present value basis as of the opening of the Project in a manner prescribed in an owner participation or other agreement between the Agency, the owner(s), and/or the City and a tax allocation agreement between the Agency and the City. Further notwithstanding the foregoing, available tax increment that may be paid, pursuant to an owner participation and/or other agreement, to the owner(s) of the Emporium Site Area from the allocation of increment to the Agency under subparagraph (4) above shall be limited to available increment levied against property within and collected from the Emporium Site Area and shall exclude all of the following: the amount specified in subparagraph (g)(1) and annual fees to the Agency for the purpose of administering this Plan and related documents for the Emporium Site Area in the amount in accordance with an owner participation agreement and/or other agreement between the Agency, the owner(s), and/or the City and pursuant to state law.

(i) Time Limits on Indebtedness

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

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

(j) Other Loans and Grants

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

(k) Eminent Domain Proceedings

Eminent domain proceedings, if any, to acquire property within the Emporium Site Area shall not commence after twelve (12) years from the effective date of the ordinance adopting the amendment to this Plan adding the Emporium Site Area.

D. Actions by the City

Subject to the policies and procedures established under its Charter and existing codes and regulations, the City and County of San Francisco shall aid and cooperate in the undertaking of the Project by:

1. Institution of proceedings for opening, closing, vacating, widening or changing the alignment or grade of streets and alleys and for other necessary modifications of the street layout in the Project.

2. Conveying vacated street areas (except those contemplated for retention for other public use) to the Agency without cost.
3. Institution of proceedings necessary for changes of improvements in publicly-owned public utilities within or affecting the Project.
4. Approving the required sale or exchange of land by and between local public bodies and City Departments concerned.
5. Approving the necessary sale or exchange of land by and between the Agency and City Department concerned.
6. Making the necessary changes in zoning use districts within the Project so as to conform to the land use provisions of the Plan.
7. Making inspections, determinations, and enforcement necessary to assure that buildings remaining in the Project conform to all applicable codes and regulations of the City and County of San Francisco and the State of California.

Actions by the City within the Emporium Site Area

The following actions by the City shall apply to the Emporium Site Area in lieu of the other provisions of this paragraph:

8. Pursuant to Sections 33220, 33343, 33344, and 33370 of the California Redevelopment Law, the City shall aid the Agency, and the City and the Agency shall cooperate with one another, in carrying out the Plan and implementing the Project and shall, for the term of this Plan, undertake and complete all actions or proceedings necessary or appropriate to ensure the continued fulfillment of the objectives of the Plan and other documents formulated pursuant thereto, including, without limitation, preventing the recurrence or spread of conditions causing blight in the Project Area. Except as otherwise agreed to in writing by the City, nothing in this Plan with regard to such cooperation shall obligate the City to expend any sums of money or incur and costs that are not reimbursed by the Agency or by the private owner(s) or redeveloper(s).
9. Subject to the policies and procedures established under its Charter and existing codes and regulations (except as such codes and regulations are modified hereby), the City and County of San Francisco shall aid and cooperate in the undertaking of the Project for the Emporium Site Area by providing services, including, but not limited to:
 - (a) Instituting proceedings for opening, closing, vacating, widening or changing the alignment or grade of streets, alleys, roads, sidewalks and other public rights-of-way, and for other necessary modifications of the streets, street layout and other public rights-of-way in the Project.
 - (b) Conveying vacated street areas owned in fee by the City (except those contemplated for retention for other public use) to the Agency.

- (c) Instituting proceedings necessary for changes of improvements in public utilities within or affecting the Project, including the requirements of abandonment, removal and relocation by the public utility companies (and, where applicable, City utilities) of their operations within the public rights-of-way as necessary to carry out the Project, provided that nothing in this Plan shall be construed to require the cost of such abandonment, removal or relocation to be borne by others than those legally required to bear such cost.
- (d) Approving the necessary sale or exchange of land by and between the Agency and/or owner(s) of the Emporium Site Area and/or the City.
- (e) During the term of the Plan, making the necessary changes in zoning use districts within the Emporium Site Area, and to the extent necessary for the uses, development and construction of the Project in accordance with the Plan.
- (f) Making inspections, determinations and enforcement necessary to assure that buildings remaining in the Emporium Site Area conform to all applicable codes and regulations of the City and County of San Francisco.

10. Pre-existing Office Space. Based on the analysis provided by the Planning Department in its recommendation to the Board of Supervisors regarding the adoption of this amendment to the Plan adding the Emporium Site Area, the Board of Supervisors in adopting such amendment has determined that: 1) The Emporium Site Area contains approximately 215,000 gross square feet of "Pre-existing office space" as defined in Planning Code Section 320(k). 2) In connection with development of the Emporium Site Area, the alteration, relocation, reconstitution or reconfiguration of a portion of Pre-existing office space within any portion of the Emporium Site Area buildings is expressly authorized hereby. 3) In the Emporium Site Area, in calculating "Additional office space" as defined in Planning Code Section 320(a), "modification or conversion" shall be deemed to include relocation of approximately 188,000 gross square feet of the Pre-existing office space within the Emporium Site Area if the standards for historic preservation of the Emporium building set forth below are satisfied.

E. Payment for Property Condemned

The financial plan described herein includes funds to pay for property acquired by the Agency. The Agency will pay the fair market value for all property acquired. In the condemnation of any real property, the Agency will comply with all the provisions of law relative to the exercise of the right of eminent domain.

F. Enforcement of Plan

The provisions of the Plan and other documents formulated pursuant thereto may be enforced by the Agency in any manner authorized by law.

G. Duration of Plan

The provisions of the Plan shall be effective until January 1, ~~2010~~2011, except: (1) with respect to the Emporium Site Area, the provisions of the Plan shall be effective for thirty (30) years from the effective date of the ordinance adopting the amendment to this Plan adding the Emporium Site Area (Ordinance No. 236-00); (2) any long-term affordable housing covenants established pursuant to Section 33413 of the California Redevelopment Law shall survive in accordance with their terms; and (3) the nondiscrimination and non-segregation provisions which shall continue in perpetuity; and (4) for compliance with Section 33333.8 (a) (1) (E) and Section 33333.7 (d) of the California Health and Safety Code for the exclusive purpose of funding the Agency's affordable housing obligations. Any declarations of restrictions formulated pursuant to this Plan may contain provisions for the extension of such Declarations of Restrictions for successive periods.

H. Severability

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

I. Procedure for Changes in Approved Plan

The Plan may be amended in any manner as is now or hereafter may be permitted by law.

INSERT YERBA BUENA CENTER MAP AREA D-1

INSERT MAP FOR YERBA BUENA CENTER AREA D-1 LAND USE DISTRICTS

**V. APPLICABLE STANDARDS FOR DEVELOPMENT
FOR NON-EXEMPT PARCELS IN THE
YERBA BUENA CENTER REDEVELOPMENT PROJECT AREA**

These Standards for Development shall apply to all lots within the Project Area with the exception of the following: Central Blocks One, Two, and Three; East Blocks One and Two, (specifically Parcels 2(A), 2(B), and 2(C)); and Block 3751, Parcel H. Those lots shall continue to be governed by the controls contained in the Redevelopment Plan as it existed prior to the adoption of this amendment except that with respect to Parcel 2(C) of East Block Two, the Floor Area Ratio, and Height Limit shall be as shown on Maps 3 and 4.

As to Central Blocks 1, 2, and 3, and East Blocks 1 and 2 (Assessor's Blocks 3706, 3723, 3707, 3722 and 3734), the Redevelopment Plan for the Yerba Buena Center Project Area shall continue to apply without regard to the provisions of this amendment, except that the amendments to the text of the Redevelopment Plan set forth in Paragraphs 1 and 2 below shall apply:

1. Paragraph 2(a) of the Specific Development Standards is hereby amended to add the following at the end of such paragraph: "Notwithstanding Table 1, the basic floor area ratio limit shall be 13.0 to 1 on the EB-2C Parcel. As used in the Plan, the term "EB-2C Parcel" shall mean that portion of Assessor's Block 3722 located to the south of the northerly line of Hunt Street to a depth of 160 feet east of Third Street."
2. Paragraph 13(a) of the Specific Development Standards is amended by deleting the first sentence thereof and replacing it with the following: "The limits upon the height of buildings and structures shall be as specified on the Zoning Map of the City and County of San Francisco in effect on January 1, 1979, except that the limit upon the height of buildings and structures on the EB-2C Parcel shall be 300 feet."

The F.A.R. (Floor Area Ratio) of 13:1 reflects the transfer of unused density from EB-2B (a.k.a. the Museum of Modern Art site) to EB-2C in order to accommodate the construction of dwelling units and/or other permitted uses.

LAND USE

The Project Area is hereby subdivided into classes of use districts as shown on Map 2. Uses permitted in the various districts shall be as provided by the Planning Code.

LAND USE DISTRICTS WITHIN THE YBC PROJECT AREA

C-3-O (SD): Downtown Office Special Development District. In order to provide for an orderly expansion of the financial district in a way that will maintain a compact downtown core, and to create an area in which to direct unused development potential of lots containing Significant or certain Contributory buildings, there shall be a special use district known as the "Downtown Office Special Development District" (also referred to as the C-3-O (SD) District) as designated on Sectional Map No. 1 of the Zoning Map of the City Planning Code. Development at densities above the base floor area ratio in this area is appropriate only if there is a commensurate reduction in the allowable density of development rights from eligible sites as provided in Section 128 of the Planning Code in effect on May 2, 1994. The basic floor area ratio within the C-3-O (SD) District shall be 6.0 to 1. All other provisions of the Planning Code in effect on May 2, 1994, applicable to the C-3-O (SD) District shall apply in the C-3-O (SD) District.

C-3-S District: Downtown Support. This district accommodates important supporting functions such as wholesaling, printing, building services, secondary office space, and parking near the intensive downtown core area. It also includes a variety of housing choices. Vehicular access from freeway ramps to this district is good, and truck and automobile traffic is heavy; at the same time, the district is within walking distance of regional and local transit. In its eastern portion, the district also serves in part as an expansion area for offices, at a lesser intensity than in the Downtown Office District. The district has for the most part been underdeveloped and opportunities exist for development of new uses covering substantial areas.

RSD District: Residential/Service Mixed Use District. The Residential/Service Mixed Use District (RSD) serves as a buffer between the higher-density, predominantly commercial area of Yerba Buena Center to the east and the low-scale, predominantly service/industrial area west of Sixth Street. The RSD serves as a major housing opportunity area within both the Yerba Buena Center Project Area and the South of Market District. The district controls are intended to facilitate the development of high-density, mid-rise housing, including residential hotels and live/work units, while also encouraging the expansion of retail, business service and commercial and cultural activities. Specific requirements for the development of housing within this district shall be in accordance with Section 803.5(i) of the City Planning Code, in effect on May 2, 1994.

Development standards for parking, rear yard/open space and density for residential hotels are subject to review and approval of the Redevelopment Agency/Commission. Continuous ground floor commercial frontage with pedestrian-oriented retail activities along major thoroughfares is encouraged.

General office, nighttime entertainment, adult entertainment, massage establishments, movie theaters, and heavy industrial uses are not permitted.

SSO/YBC District: Service/Secondary Office District. The Service/Secondary Office District (SSO) is designed to accommodate small-scale light industrial, home and business services, arts activities, live/work units, and small-scale, professional office space and large-floor-plate "back office" space for sales and clerical work forces. Nighttime entertainment is permitted subject to Agency Commission approval as a conditional use. Dwelling units and group housing are permitted as conditional uses. Demolition or conversion of existing group housing or dwelling units requires conditional use authorization by the Redevelopment Agency Commission.

Office, general commercial, most retail, service and light industrial uses are principal permitted uses. Hotel, adult entertainment, and heavy industrial uses are not permitted.

C3-R District: Downtown Retail. This district is a regional center for comparison shopper retailing and direct consumer services. It covers a compact area with a distinctive urban character, consists of uses with cumulative customer attraction and compatibility, and is easily traversed by foot. Like the adjacent Downtown Office District, this district is well-served by City and regional transit, with automobile parking best located at its periphery. Within the district, continuity of retail and consumer service uses is emphasized, with encouragement of pedestrian interest and amenities and minimization of conflicts between shoppers and motor vehicles. A further merging of this district with adjacent, related districts is anticipated, partially through development of buildings which combine retailing with other functions.

STANDARDS FOR DEVELOPMENT AND ALLOWED USES

Floor Area Ratios

The limits upon the floor area ratio of buildings as defined by this Plan, shall be as stated in this Section and as shown on Map 3. The maximum floor area ratio for any building or development shall be equal to the sum of the basic floor area of the district, as set forth in Section 124 of the Planning Code, in effect on May 2, 1994.

BASIC FLOOR AREA RATIO LIMITS

<u>ZONING DISTRICT</u>	<u>F.A.R</u>
C-3-O (SD)	6.0:1
C-3-S	5.0:1
R-S-D	4.0:1
S-S-O	4.0:1
C-3-R	6.0:1

Floor Area Ratios may be increased in accordance with the requirements and restrictions set forth in Section 128 of the City Planning Code "Transfer of Development Rights in C-3 District"; in accordance with Section 124(f&j) of the City Planning Code as those sections appear on May 2, 1994. Gross floor area is defined in Section 102.9 of the Planning Code as that section appeared on May 2, 1994. Section 109.2(b)(11-15) excludes certain uses from the calculation of gross floor area, the effect of which is to increase the allowable size of the building.

Height and Bulk

While the Master Plan does not cover any portion of YBC, the Project Area is subdivided into classes of height and bulk districts as shown on Map 4. The height and bulk of buildings, within the limits established on the Height Map, shall be determined in accordance with the objectives and principles of the Master Plan, the purposes of the Planning Code in effect on May 2, 1994 and the Design Guidelines.

Signs

Signs are subject to design standards and design review provided in the Design Guidelines. General advertising signs are not permitted.

Historic Preservation

The following buildings, if determined by the Landmarks Preservation Advisory Board to be in conformity with the rehabilitation standards of Section 1111.6 of the Planning Code, shall be deemed to be a Category I building and subject to the provisions of Article 11 and Section 126 of the Planning Code (as those sections appear on May 2, 1994): The Planter's Hotel, Block 3735, Lot 8.

Housing and Child Care

Any funds paid in satisfaction of the requirements of Sections 313 and 314 of the Planning Code (as those sections appear on May 2, 1994) shall be deposited in the General Fund of the Redevelopment Agency and administered by the Redevelopment Commission.

Parks

The provisions of Section 139 of the Planning Code as in effect on May 2, 1994 regarding a Park Special Fund shall be adhered to as a part of this amendment. Said moneys shall be paid to the Agency and be held in an Agency Park Special Fund.

Artworks

The provisions of Section 149 of the City Planning Code (as this section appears on May 2, 1994) regarding artworks shall apply to all private development in all use districts within the Project Area with the exception of low and moderate income housing developments and shall be administered by the Redevelopment Agency.

Annual Limit of Office Development

The provisions of Sections 320-325 of the City Planning Code as in effect on May 2, 1994 regarding the Annual Limit of Office Development shall not apply to limit office development in the Project Area.

Design Review

All development in the Project Area is subject to the design guidelines and the design review process set forth in the Design Guidelines.

Off-Site Improvements

The Redevelopment Agency may, as a condition of sale or lease, require a redeveloper, at his/her own expense, to install trees, landscaping, paving, or other improvements on property other than the site that is the subject of the sale or lease.

Applicability of Standards for Development to Property Not to be Acquired by the Redevelopment Agency

The Land Use Provisions and Building Requirements shall apply to all real property in the Project Area whether it is acquired by the Redevelopment Agency or not, subject to variances granted by the Agency as authorized herein.

Variances

Where undue hardships, practical difficulties, or consequences inconsistent with the general purposes of this Plan result from the literal interpretation and enforcement of the requirements for and limitations on development imposed by this Plan, the Agency, upon receipt of an application from the owner of the property or selected developer affected, stating fully the grounds of the application and the facts pertaining thereto, and upon its own further investigation, may grant minor variances from the requirements and limitations of this Plan. The Agency shall find and determine that such minor variances result in substantial compliance with

the intent and purpose of this Plan, provided that in no instance will any adjustments be granted that will change the land uses of this Plan.

Conditional Use Review and Approval Process

The Redevelopment Agency Commission shall have the approval authority for all activities requiring conditional uses within the SSO District of this Redevelopment Plan.

STANDARDS FOR DEVELOPMENT FOR THE EMPORIUM SITE AREA

The following Standards for Development shall apply to the Emporium Site Area in lieu of any and all other Standards for Development set forth in this Plan or the Yerba Buena Center Design for Development document. If an initial building, site, alteration or demolition permit for a development project on substantially all of the Emporium Site Area is issued within twenty-four months of the effective date of the amendment to the Plan adding the Emporium Site Area, references in these Standards for Development to the Planning Code shall at all times mean the San Francisco Planning Code in effect as of January 13, 2000. If such a permit has not been issued within such period, references in these Standards for Development to the Planning Code shall mean the San Francisco Planning Code then in effect, including all fees and exactions.

A. Applicable Development Controls

The Standards for Development in the Emporium Site Area shall be the development controls applicable in such area as set forth in the Planning Code, except as the standards herein modify the Planning Code. References in applicable provisions of the Planning Code to the City Planning Commission shall be read to mean the Redevelopment Agency Commission; provided, however, that any Project Authorizations required under Planning Code Section 321 shall be under the jurisdiction of the Planning Commission. Except for the provisions relating to Section 321, references in the applicable provisions of the Planning Code to Zoning Administrator or Director of Planning shall be read to mean the Agency Executive Director and references to the Planning Department shall be read to mean the Agency. Except as provided above with respect to Section 321, the Agency Commission shall retain final jurisdiction for land use matters, including conditional uses pursuant to Section C below, within the Emporium Site Area.

B. Administration of Standards for Development

Planning Code Section 309 shall not apply. The Agency shall review and approve Schematic Design Documents for any project in the Emporium Site Area. To obtain final necessary building permits, Final Construction Documents shall be submitted to the Department of Building Inspection, with a copy to the Agency. DBI will forward Final Construction Documents to the Agency for confirmation of their consistency with Agency-approved Schematic Design Documents and the Plan.

The Agency may delegate the administration of these Standards for Development pursuant to California Health and Safety Code Sections 33128 and 33205 to the Planning Department in a manner consistent with these Standards for Development; provided, however, that except as provided above with respect to Planning Code Section 321, in all

events the Agency shall retain final jurisdiction over implementation of the Plan and these Standards for Development.

C. Permitted Uses

In addition to the permitted principal uses for C-3-R districts under the Planning Code, hotels and offices shall be permitted principal uses in the Emporium Site Area for building, site, alteration or demolition permits issued within twenty-four months of the effective date of the amendment of the Plan for the Emporium Site Area and for such permits issued thereafter for modification, restoration, alteration or repair of such principal permitted uses provided the initial such permit for the building was issued within such period. For the purposes of the Emporium Site Area, "hotel" uses shall include rooms and/or units, regardless of length of tenancy, with individual cooking facilities if such units are (1) part of a program of interval or timeshare type ownership within the meaning of California Business & Professions Code Section 11003.5, (2) initially constructed with shared access with a transient hotel use, and (3) initially constructed at the same time as a hotel use ("Interval Ownership Units"). Interval Ownership Units may be converted to residential uses, at any density, and shall be deemed permitted residential uses; provided that concurrently with the closing date of the sale of the first Interval Ownership Unit converted to residential use, all development Fees and Exactions (as defined below) that would have applied had such units then been built outside of a redevelopment project area shall be paid (or satisfied) provided that (1) a twenty percent (20%) requirement for affordable housing shall govern if it would require a greater in lieu payment or development of affordable housing units than under the Planning Code and (2) instead of the parking requirements that would otherwise be required under the Planning Code, either (a) net new parking spaces shall be provided in amount equal to (i) one space for every four converted residential units if such spaces are located within 600 feet or (ii) one space for every two converted residential units if the spaces are located elsewhere in a South of Market location approved by the City or (b) pay an in lieu fee to the City in amount equal to (i) the cost to the City to build the equivalent number of above-ground parking spaces on City-owned property, or (ii) a set sum, as provided in an owner participation agreement, at any time before the initial construction of the hotel use is complete as evidenced by issuance of a Temporary Certificate of Occupancy for the hotel component.

D. Floor Area Ratios

The maximum floor area ratio for any building or development in the Emporium Site Area is 9.0:1 as established by Map 3, the Floor Area Ratio Map, (Revised April 2000) attached hereto. No premiums or floor area transfers, including transfers of Transferable Development Rights, shall increase such maximum floor area. No parcel within the Emporium Site Area shall constitute a Preservation Lot under Planning Code Section 128.

E. Height and Bulk

The height and bulk districts in the Emporium Site Area are those established by Map 4, the Height and Bulk Districts Map, attached hereto.

F. Historic Preservation

Those historically significant features of the Emporium Building (Lot 43 of Block 3705) as generally described in the Final Environmental Impact Report (FEIR) certified on January 13, 2000, for the Emporium Site Area and which are specifically described below shall be retained and restored or adaptively reused, and subsequently maintained, as set forth in this section, in lieu of the provisions of Article 11 of the Planning Code; provided, however, if it is determined in accordance with the standards and procedures set forth in Article 11 of the Planning Code that public safety requires the demolition or substantial alteration of such features, such retention, restoration or adaptive reuse shall not be required. The significant historic features and a general description of the manner in which such features shall be retained and restored or adaptively reused, and subsequently maintained, shall be as follows:

(1) The Market Street Offices and Facade. The Market Street facade of the former Emporium building shall be retained, rehabilitated and restored to, and subsequently maintained at, a condition and design substantially in keeping with the original 1908 design, applying the Secretary of Interior Standards for the Treatment of Historic Properties. The top three floors of the Emporium building's office portion shall be restored and seismically upgraded (i.e., the first 65 feet of the former Emporium building from the Market Street facade to the southern boundary of the office portion). To the extent possible, many items identified as part of the historic fabric of the building, such as office restroom fixtures, stairwells and art deco escalator shall be recovered, relocated and preserved.

(2) The Emporium Building Dome and Rotunda. The existing Emporium building dome shall be dismantled (as necessary), restored and raised from the existing height to a location at the roof of the new building above Market Street. In the new construction, the rotunda shall be restored and reconstructed to match the original volumes and floor-to-dome height. Any material reconstruction of the rotunda shall match the architectural elements and dimensions of the existing rotunda.

G. Artwork

Amounts spent in connection with the retention, restoration and reconstruction of the Market Street façade, the dome and rotunda (and other historically significant features of the Emporium Building which relate to any visible or ornamental features of the building) shall be applied against the obligation otherwise applicable under Planning Code Section 149 to install and maintain works of art that cost an amount equal to one percent (1%) of the construction cost of a building or addition.

H. Housing and Child Care

Any money paid in satisfaction of the requirements of Sections 313 and 314 to the extent applicable of the Planning Code shall be deposited with and administered by the Agency for the purposes of providing housing and child care facilities.

I. Parks

Any money paid in satisfaction of the requirements of Section 139 of the Planning Code shall be deposited with and administered by the Agency for the purpose of improving and maintaining public open space resources in the Yerba Buena Center Redevelopment Area or elsewhere in the downtown or South of Market areas

J. Public Rights-of-Way

Public right-of-way lines, easement lines, and land use district boundaries shall be generally as indicated on Map 2 (Zoning Districts Map) attached hereto. Notwithstanding Map 2, any public rights-of-way existing in the area at the time of adoption of the Plan Amendment adding the area may be retained. For those public rights-of-way contained generally within the boundaries of the Emporium Site Area, such public rights-of-way may be widened, narrowed, vacated or closed with City approval pursuant to applicable City ordinances.

J. Parking and Loading

In lieu of the provisions of the Planning Code related to the size, amount and dimensions of loading docks and areas, the off-street tour bus and freight loading (including trash compactors) requirements for the Emporium Site Area shall be as follows: Retail/Entertainment/Theatres—11 Bays; Hotel/Office—4 Bays; Tour Bus Loading—1 Tour Bus Loading Space, which may be at curbside on Jessie Street West. The dimensions of the loading bays and area must be consistent with good planning practice and allow the loading and unloading functions to operate at the levels generally described in the Final Environmental Impact Report certified on January 13, 2000 for the Emporium Site Area.

L. Minor Shadows on Hallidie Plaza

In light of the limited nature of the shadowing on publicly accessible open space as generally described in the Final Environmental Impact Report certified on January 13, 2000 for the Emporium Site Area, the provisions of Planning Code Section 147 shall not apply to the Emporium Site Area.

M. Wind

In light of the limited nature of project-related wind impacts as generally described in the Final Environmental Impact Report certified on January 13, 2000 for the Emporium Site

Area, the provisions of Planning Code Section 148 shall not apply to the Emporium Site Area.

N. Signs

The provisions of Planning Code Section 608.8 shall apply to the on and near Market Street area of the Emporium Site Area except that projections may exceed six (6) feet if the Agency determines that there is a compelling architectural or design justification. The provisions of Planning Code Section 607 shall apply to Mission Street except that the restrictions on sign height and projections may be modified if the Agency determines that there is a compelling architectural or design justification.

O. Exceptions

Where undue hardships, practical difficulties, or consequences inconsistent with the general purposes of this Plan result from the literal interpretation and enforcement of the Standards for Development and other limitations on development imposed by this Plan, the Agency, upon receipt of a verified application from the owner of the property affected, stating fully the grounds of the application and facts pertaining thereto, and upon its own further investigation, may grant adjustments under such conditions and safeguards as it may determine, consistent with the general purposes and intent of this Plan, provided that in no instance will any adjustments be granted that will change the land uses of this Plan. Other basic requirements of this Plan shall not be eliminated but adjustments thereof may be permitted provided such adjustments are consistent with the general purposes and intent of this Plan.

P. Definitions

As used in these Standards for Development, the following definitions shall apply in lieu of any other definitions:

(1) Fees or Exactions. A monetary or other exaction including in kind contributions, other than a tax or special assessment or Administrative Fee, which is charged by the Agency or the City (or any City agency) in connection with any permit, approval, agreement or entitlement within the Emporium Site Area or any requirement for the provision of land, infrastructure or to provide or to contribute any public amenity or service. Fees or Exactions does not include Building Codes in effect from time to time generally applicable on a city-wide basis to similar land uses.

(2) Administrative Fee. Any fee charged by the Agency or the City (or any City agency) in effect at the time of submission for processing of any application for building permits, subdivision maps, or other City regulatory actions or approvals for development in the Emporium Site Area that are generally applicable on a city-wide basis for similar land uses.

PROJECT PROPOSALS

Land Acquisition

All real property located in the project, except as specifically exempted herein, may be acquired by the Redevelopment Agency by gift, devise, exchange, purchase, condemnation or any other lawful method. The public interest and necessity require the use of the power of eminent domain by the Agency to acquire those real properties in the project which cannot be acquired by other lawful methods.

The Agency will not acquire real property owned by public bodies which will not consent to its acquisition; provided, however, that any such public property may be acquired by the Agency if it is transferred to private ownership before the Agency completes land disposition within the entire project, unless the Agency and the private owner enter into an owner participation agreement concerning said property.

Owner Participation

To the extent compatible with the purposes of the Plan and appropriate redevelopment of the project, owners of real property in the project area may, subject to rules and regulations, including standards for rehabilitation, promulgated by the Redevelopment Agency, be accorded the opportunity to participate in the redevelopment of the project. Such participation shall be contingent upon execution by such owner of a binding agreement (hereinafter called "owner participation agreement") by which the property retained or acquired will be developed and used in conformity with the Plan, the Declaration of Restrictions, and the Owner Participation Rules and Regulations promulgated by the Agency. Owner Participation Agreements (OPA) are agreements between the Agency and existing property owners within the Redevelopment Project Area that ensure that these owners participate in the redevelopment of their property in conformity with the Redevelopment Plan. Standards for rehabilitation will be set forth in the Owner Participation Rules and Regulations.

Owner participation necessarily will be subject to and limited by such factors as: the nature, condition and use of existing improvements; the reduction of the total number of individual parcels in the project; the elimination of certain land uses; the realignment of streets; the construction of new public facilities and improvements including the installation of street trees and other landscape materials; the construction of ground floor retail space and associated signage; and the ability of owners to finance acquisition, rehabilitation, and/or redevelopment in accordance with the Plan and in accordance with such controls as may be found necessary to ensure that redevelopment is carried out pursuant to the development standards of the Plan.

The Agency will not acquire real property, which is retained by an owner under an owner participation agreement unless said owner fails, refuses, or neglects to perform his obligations under said agreement. In the event of failure of an owner to participate pursuant to, and in full compliance with, the terms of an owner participation agreement, the Agency may, at its option, seek specific performance of said agreement or acquire the property of such owner participant in accordance with the provisions of said agreement and thereafter sell said property for redevelopment in accordance with the Plan.

Disposition Agreements

Disposition and Development Agreements (DDA) and Land Disposition Agreements (LDA) are two variations of agreements between the Agency and a Developer who acquires the land from the Agency for redevelopment in accordance with the Plan. These agreements outline the intentions and obligations of the participants in the completion of the proposed project. They are

designed to achieve the development of particular portions of the Project Area by a Developer in a manner consistent with this Plan.

Rehabilitation

The Redevelopment Agency may, as a condition of sale, lease, or owner participation, require a redeveloper or an owner participant to rehabilitate, remodel, alter, restore, repair, or otherwise improve the property that is the subject of the sale, lease, or owner participation agreement, in a manner prescribed by the Agency.

Property Management

Property acquired by the Redevelopment Agency in the Project Area shall be under the management and control of the Agency during its ownership of such property. Such property may be rented or leased by the Agency pending its conveyance.

Relocation

The Redevelopment Agency shall assist all person, families, business concerns, and others displaced by project activities in finding other accommodations. In order to carry out redevelopment with a minimum of hardship to persons displaced from their homes, individuals and families shall be assisted in finding means in reasonably convenient locations and otherwise suitable to their needs.

The Agency shall make relocation payments to persons, families, business concerns, and others displaced by Agency acquisition, for moving expenses and direct losses of certain personal property for which reimbursement or compensation is not otherwise made. Small business displacement payments will also be made to eligible business concerns. Such relocation payments shall be made pursuant to Agency rules and regulations, and such payments shall be made only to the extent eligible for payment from funds made available for these specific purposes by the Federal Government or other sources.

Land Disposition

All real property acquired by the Redevelopment Agency in the Project Area which is sold or leased for development or redevelopment for private uses shall be sold or leased at prices which are not less than fair value in accordance with the Plan.

Purchasers or lessees of property shall be obligated, pursuant to appropriate disposition documents, to develop and use the property for the purposes designated in the Plan, to begin development of the property within a period of time which the Agency fixes as reasonable, and to comply with other conditions which the Agency deems necessary to carry out the purpose of the Plan.

In lieu of the preceding Land Disposition provisions in this Plan, the following shall apply to the Emporium Site Area:

1. Agency Obligation.

All real property acquired by the Redevelopment Agency in the Emporium Site Area, which is sold or leased for development or redevelopment for private uses in accordance with the Plan, shall be sold or leased at prices which are not less

than the amount required by Section 33433(b) of the California Redevelopment Law.

2. Real Property Disposition and Development.

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

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

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

3. Development Plans

All private development plans submitted for approval shall be consistent with this Plan and the other applicable plan or applicable documents. All public development plans shall be in accordance with this Plan and any applicable plan documents.

Redevelopers Obligations

In order to provide adequate safeguards so that the process of redevelopment will be carried out pursuant to the Plan, agreements for the disposition of land by the Agency and the owner participation agreements shall include provisions recognizing and requiring that:

1. The purchase of land is for redevelopment and not for speculation and reserving to the Agency such powers and controls as may be necessary to prevent transfer, retention or use of the property for speculation purposes.
2. The land shall be built upon and/or improved in conformity with the development standards of the Plan and the Declaration of Restrictions.

3. All developers and owner participants shall submit preliminary architectural plans, site and landscape plans and final plans including landscaping and sign plans, and specifications of the improvements proposed to be constructed on the land for architectural review and approval by the Agency in order to insure that development and construction will be carried out in a manner which will effectuate the purposes of the Plan. As a part of such plans and specifications developers and, if required by the Agency, owner participants shall submit time schedules for the commencement and completion of such improvements. All such plans and schedules shall be submitted within the time specified in the respective agreements with such developers and owner participants. The Agency does not review such plans for conformity with building codes, including any requirements relating to handicapped accessibility. Conformity with such requirements is solely the responsibility of developers and owner participants.
4. By and for the contracting parties, their heirs, executors, administrators, and assigns, there shall be no discrimination against or segregation of any person or group of persons on account of race, creed, color, religion, physical disability, sex, marital status, national origin, or ancestry in the sale, lease, sublease, transfer, use occupancy, tenure, or enjoyment of the premises therein described, nor shall the contracting parties, or any person claiming under or through them establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use, or occupancy of tenants, lessees, sublessees, or vendees in the premises described. All deeds, leases, or contracts for the sale, lease, sublease, or other transfer of any land shall contain the nondiscrimination and non-segregation clauses specified in Section 33436 of the California Community Redevelopment Law.

OTHER PROVISIONS

Housing for Low and Moderate Income Persons

In accordance with community needs and objectives, a portion of the Project may be allocated and sold or leased by the Agency for construction of housing for low and moderate income persons displaced from their present residences by redevelopment project activities or other public action, and for persons and families of low and moderate income generally. Such persons will be accorded priority in such housing in accordance with rules and regulations to be established by the Agency.

In order to insure that rent levels and standards of construction and maintenance will be consistent with the needs of such persons, disposition of land for such purposes shall be subject to the following special provisions in addition to the general provisions of this Plan:

1. The price established by the Agency for the sale of property to the developer will take into consideration the need for housing for such persons in the community, and will reflect the fair value of the property for such use.
2. The Agency shall require the highest maintenance, design and construction standards feasible and consistent with achievement of moderate rentals.
3. East developer's proposal shall include the sources and methods of financing, including subsidies, if any.

4. Property shall normally be sold to developers offering the lowest rentals, after consideration of the financial soundness of each proposal, the adequacy of services and maintenance to be provided, the quality of proposed design and construction, and the degree to which the needs of such persons are to be fulfilled.

Public Housing

In accordance with the community needs and objectives, land may be allocated and sold or leased by the Agency for the construction of public housing.

Additional Housing Requirements

In the RSD District, every effort will be made to retain any existing housing and to add to the housing stock, especially live/work, group and low-income housing. Demolition or conversion of existing group housing or dwelling units shall be allowed only subject to Section 233(a) of the City Planning Code and only if approved as a conditional use pursuant to Sections 303 and 316 of that Code as of May 2, 1994, notwithstanding any other provision of the Code. This provision shall extend to any premises whose current use is, or last use prior to a proposed conversion or demolition was, in fact as a group housing unit or dwelling unit as well as any premises whose legal use as shown in the records of the records of the Bureau of Building Inspection of the City and County of San Francisco is that of a group housing or dwelling unit.

Nonresidential uses shall be permitted in the RSD District in accordance with Section 803.5(i) of the City Planning Code.

INSERT MAP HERE – EXEMPT PARCELS

INSERT MAP HERE FOR MAP 1 – PROJECT AREA BOUNDARIES

FLOOR AREA RATIOS MAP
INSERT HERE YBC MAP 2 zoning districts

Height & BULK DISTRICTS
INSERT YERBA BUENA CENTER MAP
PROPERTY RETENTION, REHABILIT