

File No. 240681

Committee Item No. 16

Board Item No. \_\_\_\_\_

## COMMITTEE/BOARD OF SUPERVISORS

### AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Committee Date July 10, 2024

Board of Supervisors Meeting Date \_\_\_\_\_

#### Cmte Board

<input type="checkbox"/>	<input type="checkbox"/>	Motion
<input checked="" type="checkbox"/>	<input type="checkbox"/>	Resolution
<input type="checkbox"/>	<input type="checkbox"/>	Ordinance
<input type="checkbox"/>	<input type="checkbox"/>	Legislative Digest
<input checked="" type="checkbox"/>	<input type="checkbox"/>	Budget and Legislative Analyst Report
<input type="checkbox"/>	<input type="checkbox"/>	Youth Commission Report
<input type="checkbox"/>	<input type="checkbox"/>	Introduction Form
<input checked="" type="checkbox"/>	<input type="checkbox"/>	Department/Agency Cover Letter and/or Report
<input type="checkbox"/>	<input type="checkbox"/>	MOU
<input type="checkbox"/>	<input type="checkbox"/>	Grant Information Form
<input type="checkbox"/>	<input type="checkbox"/>	Grant Budget
<input type="checkbox"/>	<input type="checkbox"/>	Subcontract Budget
<input checked="" type="checkbox"/>	<input type="checkbox"/>	Contract/Agreement
<input type="checkbox"/>	<input type="checkbox"/>	Form 126 – Ethics Commission
<input type="checkbox"/>	<input type="checkbox"/>	Award Letter
<input type="checkbox"/>	<input type="checkbox"/>	Application
<input type="checkbox"/>	<input type="checkbox"/>	Public Correspondence

#### OTHER (Use back side if additional space is needed)

<input checked="" type="checkbox"/>	<input type="checkbox"/>	Resolution Exhibit A – Description of Facilities to be Financed -
<input checked="" type="checkbox"/>	<input type="checkbox"/>	PC Motion No. 21559 5/9/2024
<input checked="" type="checkbox"/>	<input type="checkbox"/>	PC Motion No. 21560 5/9/2024
<input checked="" type="checkbox"/>	<input type="checkbox"/>	EIFD Maps – June 2024
<input checked="" type="checkbox"/>	<input type="checkbox"/>	PLN OEWD Presentation 7/10/2024
<input type="checkbox"/>	<input type="checkbox"/>	_____
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Completed by: Brent Jalipa Date July 5, 2024

Completed by: Brent Jalipa Date \_\_\_\_\_

1 [Resolution of Intention to Establish San Francisco Enhanced Infrastructure Financing District  
2 No. 2 (Stonestown)]

3 **Resolution of Intention to establish San Francisco Enhanced Infrastructure Financing**  
4 **District No. 2 (Stonestown) to finance public capital facilities and projects of**  
5 **communitywide significance related to the Stonestown Project and other authorized**  
6 **costs, and determining other matters in connection therewith, as defined herein.**

7  
8 WHEREAS, Stonestown NW Parcel LLC, a Delaware limited liability company ("NW  
9 Parcel Owner"), Stonestown Shopping Center, L.P., a Delaware limited partnership  
10 ("Shopping Owner"), and Stonestown Anchor Acquisition, L.P, a Delaware limited partnership  
11 ("Anchor Owner"; together with NW Parcel Owner and Shopping Owner, "Developer") own the  
12 approximately 30 acres of developed land located in the southwest part of the City and  
13 County of San Francisco ("City"), generally bounded by 19th Avenue to the east, Buckingham  
14 Way to the south and west, and Rolph Nicol Jr. Playground and Eucalyptus Drive to the north  
15 ("Developer Property"); and

16 WHEREAS, The Developer Property is fully developed and comprises approximately  
17 27 acres of surface parking lots and operational uses, a vacant building, and approximately  
18 three acres of existing privately-owned streets; and

19 WHEREAS, Temple Baptist Church or its successor owns approximately 0.8 acres of  
20 land located adjacent to 19th Avenue along the eastern boundary of the Developer Property  
21 (Assessor's Parcel Block No. 7295, Lot No. 002) that is improved with a church building, as  
22 further described on Exhibit A-2 to the Development Agreement ("Variant Sub-Area"); and

23 WHEREAS, The City owns the approximately three acre open space known as Rolph  
24 Nicol Jr. Playground adjacent to the Developer Property ("RPD Parcel"); and

1 WHEREAS, The City also owns approximately 0.2 acres of developed and  
2 undeveloped public rights-of-way, consisting of portions of Winston Drive and Monte Vista  
3 Drive ("Existing City-Owned Rights-of-Way"; and together with portions of the RPD Parcel, the  
4 Developer Property, and the Variant Sub-Area, "Project Site"); and

5 WHEREAS, Shopping Owner and Anchor Owner also own the existing Stonestown  
6 Galleria, which is not a part of the Project Site but is included as part of the development  
7 agreement relating to the Project Site ("Development Agreement") for the limited purposes  
8 specified in the Development Agreement; and

9 WHEREAS, Developer proposes a mixed use development to be developed on the  
10 Project Site that may include residential, retail, commercial, open space, parking and related  
11 uses to be developed on the Project Site, all as more particularly described in the  
12 Development Agreement ("Stonestown Project"); and

13 WHEREAS, On May 9, 2024, by Motion No. 21559, the Planning Commission certified  
14 as adequate, accurate and complete the Final Environmental Impact Report ("FEIR") for the  
15 Project pursuant to the California Environmental Quality Act (California Public Resources  
16 Code, Section 21000 et seq.) ("CEQA"); a copy of Planning Commission Motion No. 21559 is  
17 on file with the Clerk of the Board of Supervisors in File No. 240681; also, on May 9, 2024, by  
18 Motion No. 21560, the Planning Commission adopted findings, including a rejection of  
19 alternatives and a statement of overriding considerations ("CEQA Findings") and a Mitigation  
20 Monitoring and Reporting Program ("MMRP"); these Motions are on file with the Clerk of the  
21 Board of Supervisors in File No. 240681; in the Ordinance contained in File No. 240410, the  
22 Board of Supervisors adopted as its own and incorporated by reference as though fully set  
23 forth therein the CEQA Findings, including the statement of overriding considerations, and the  
24 MMRP; and

1 WHEREAS, Pursuant to Resolution No. 66-11, which was adopted by the Board of  
2 Supervisors on February 8, 2011, and signed by the Mayor on February 18, 2011, and a copy  
3 of which is in File No. 110036, the Board of Supervisors adopted Final Board of Supervisors  
4 Guidelines for the Establishment and Use of Infrastructure Financing Districts in San  
5 Francisco ("Guidelines") that describe minimum threshold criteria and strategic criteria for the  
6 City to consider when evaluating the proposed formation of an infrastructure financing district;  
7 and

8 WHEREAS, On February 27, 2023, the Capital Planning Committee adopted an  
9 interpretative supplement ("Supplement") to the Guidelines to provide guidance to City staff  
10 and the development community about application of the Guidelines, and pursuant to  
11 Resolution No. 113-24, which was adopted by the Board of Supervisors on March 19, 2024,  
12 and signed by the Mayor on March 21, 2024, and a copy of which is in File No. 240139, the  
13 Board of Supervisors ratified the Guidelines; and

14 WHEREAS, The Stonestown Project will provide significant public benefits to the City  
15 including: (i) conversion of parking lots to housing, including affordable housing, (ii)  
16 construction and maintenance of new parks, pedestrian pathways, and landscape areas for a  
17 total of approximately 6 acres of publicly accessible open areas; (iii) transportation demand  
18 management measures that exceed the level otherwise required; (iv) street and infrastructure  
19 improvements, including enhancement of existing public right-of-way; (v) workforce  
20 obligations; (vi) on-site childcare facilities; (vii) on-site senior community center, and (viii)  
21 improvements to Rolph Nicol Jr. Playground, but the Stonestown Project has significant public  
22 infrastructure obligations that must be completed before the Stonestown Project's residential  
23 units and community benefits can be constructed; and

24 WHEREAS, The Stonestown Project is eligible for financial assistance from an  
25 infrastructure financing district under the Guidelines; and



1 WHEREAS, The Board of Supervisors is authorized to initiate the process to establish  
2 an enhanced infrastructure financing district pursuant to Chapter 2.99 of Part 1 of Division 2 of  
3 Title 5 of the California Government Code, commencing with Section 53398.50 ("EIFD Law");  
4 and

5 WHEREAS, In accordance with Government Code, Section 53398.54, the City has  
6 complied with the prerequisites to initiate the creation of, or participate in the governance or  
7 financing of, an enhanced infrastructure financing district for the Stonestown Project and has  
8 provided the required certification to the Department of Finance and the EIFD Public  
9 Financing Authority No. 1 (as defined below) in accordance with the EIFD Law; and

10 WHEREAS, Pursuant to Government Code, Section 53398.59, an enhanced  
11 infrastructure financing district may be divided into project areas; and

12 WHEREAS, The Board of Supervisors intends to establish the San Francisco  
13 Enhanced Infrastructure Financing District No. 2 (Stonestown) ("Stonestown EIFD") and  
14 project areas within the Stonestown EIFD to finance (i) the purchase, construction, expansion,  
15 improvement, seismic retrofit or rehabilitation of certain real or other tangible property with an  
16 estimated useful life of 15 years or longer that are public capital facilities or projects of  
17 communitywide significance that provide significant benefits to the Stonestown EIFD or the  
18 surrounding community, including any directly-related planning and design work, (ii) the costs  
19 described in Government Code, Sections 53398.56, 53398.57 and 53398.58 (as applicable)  
20 and (iii) the ongoing or capitalized costs to maintain public capital facilities financed in whole  
21 or in part by the Stonestown EIFD, all as more fully described in Exhibit A attached hereto;  
22 and

23 WHEREAS, The Stonestown EIFD shall be a legally constituted governmental entity  
24 separate and distinct from the City and its sole purpose shall be to finance public capital  
25 facilities and projects of communitywide significance; and

1           WHEREAS, Government Code, Section 53398.63(d)(5)(B) provides that the  
2 infrastructure financing plan for the Stonestown EIFD may establish a separate and unique  
3 time limit for each project area after which all tax allocations to the Stonestown EIFD from the  
4 project area will end and the Stonestown EIFD's authority to repay indebtedness from tax  
5 allocations to the Stonestown EIFD from the project area will end, not to exceed 45 years from  
6 the date that the Stonestown EIFD has actually received \$100,000 in annual incremental tax  
7 revenue from the project area, and the Board of Supervisors intends that the infrastructure  
8 financing plan for the Stonestown EIFD will specify the date on which the allocation of tax  
9 increment will end on a project area-by-project area basis; and

10           WHEREAS, The Board of Supervisors hereby designates the Enhanced Infrastructure  
11 Financing District Public Financing Authority No. 1 ("EIFD Public Financing Authority No. 1")  
12 to act as the governing board of the Stonestown EIFD; and

13           WHEREAS, EIFD Public Financing Authority No. 1 was established by the Board of  
14 Supervisors pursuant to Ordinance No. 044-23, which was passed by the Board of  
15 Supervisors on April 4, 2023, and signed by the Mayor on April 7, 2023, which Ordinance  
16 established Article XLVIII of Chapter 5 of the Administrative Code to govern the EIFD Public  
17 Financing Authority No. 1; and

18           WHEREAS, Concurrently with this Resolution, the Board of Supervisors will consider  
19 an Ordinance amending Article XLVIII to provide for EIFD Public Financing Authority No. 1 to  
20 act as governing body of the Stonestown EIFD (Amending Ordinance), and the designation of  
21 EIFD Public Financing Authority No. 1 to act as governing board of the Stonestown EIFD is  
22 subject to the final effectiveness of the Amending Ordinance and the approval of EIFD Public  
23 Financing Authority No. 1; and

24           WHEREAS, The EIFD Public Financing Authority No. 1 will be responsible for causing  
25 preparation of the infrastructure financing plan for the Stonestown EIFD ("Stonestown IFP"),

1 which will describe, among other things, the allocation by the City to the Stonestown EIFD of  
2 certain incremental property tax revenue for the purpose of funding public capital facilities and  
3 other specified projects of communitywide significance that provide significant benefits to the  
4 Stonestown EIFD or the surrounding community and the issuance by the Stonestown EIFD of  
5 bonds and other debt; and

6 WHEREAS, The Stonestown IFP will be subject to the review and approval by  
7 Resolution of the Board of Supervisors following a public hearing, and adoption and  
8 implementation by the EIFD Public Financing Authority No. 1 following three public hearings;  
9 now, therefore, be it

10 RESOLVED, That the Board of Supervisors hereby finds that the recitals are true and  
11 correct; and, be it

12 FURTHER RESOLVED, That the Board of Supervisors hereby proposes and intends to  
13 cause the establishment of the Stonestown EIFD, to be known as the "San Francisco  
14 Enhanced Infrastructure Financing District No. 2 (Stonestown)", under the provisions of the  
15 EIFD Law, and further proposes and intends that the Stonestown EIFD shall include project  
16 areas (each, "Project Area"; collectively, "Project Areas"), which shall be referred to as  
17 "Project Area \_\_\_ of the San Francisco Enhanced Infrastructure Financing District No. 2  
18 (Stonestown)"; and, be it

19 FURTHER RESOLVED, That the Board of Supervisors hereby determines that the  
20 proposed boundaries of the Stonestown EIFD and the Project Areas are as shown on the map  
21 of the Stonestown EIFD and the Project Areas on file with the Clerk of the Board of  
22 Supervisors in File No. 240681, which boundaries are hereby preliminarily approved and to  
23 which map reference is hereby made for further particulars; and, be it

1 FURTHER RESOLVED, That the boundaries of the proposed EIFD shall include all of  
2 the Developer Property and the Existing City-Owned Rights-of-Way, and does not include the  
3 Mall Property; and, be it

4 FURTHER RESOLVED, That because the Board of Supervisors anticipates the need  
5 to make future changes to the boundaries of the Stonestown EIFD and the Project Areas in  
6 order to conform to final development parcels approved by the Board of Supervisors and so  
7 that the California State Board of Equalization can assign tax rate areas to the Project Areas,  
8 the Board of Supervisors hereby declares its intention that the Stonestown IFP shall establish  
9 a procedure by which certain future amendments of the boundaries of the Stonestown EIFD  
10 and the Project Areas and corresponding amendments to the Stonestown IFP may be  
11 approved by the EIFD Public Financing Authority No. 1 without further hearings or approvals,  
12 as long as the EIFD Public Financing Authority No. 1 finds that the amendments will not  
13 impair the Stonestown EIFD's ability to pay debt service on its bonds or other debt or, in and  
14 of themselves, reduce the debt service coverage on any bonds or other debt below the  
15 amount required to issue parity debt; and

16 FURTHER RESOLVED, That the Board of Supervisors hereby determines and finds  
17 that the boundaries of the proposed EIFD do not include any portion of a former  
18 redevelopment project area that was created pursuant to Part 1 (commencing with Section  
19 33000) of Division 24 of the California Health and Safety Code; and, be it

20 FURTHER RESOLVED, That the Board of Supervisors hereby determines and finds  
21 that there are no existing dwelling units within the boundaries of the proposed EIFD; and, be it

22 FURTHER RESOLVED, That the Board of Supervisors hereby determines and finds  
23 that the types of public capital facilities and other projects of communitywide significance to be  
24 financed by the Stonestown EIFD shall consist of those described on Exhibit A hereto and  
25 hereby incorporated herein ("Facilities"), that the Facilities are authorized to be financed by

1 the Stonestown EIFD under Government Code, Sections 53398.52 and 53398.55(b), and that  
2 each of the Facilities (i) constitutes real or other tangible property with an estimated useful life  
3 of 15 years or longer that is a public capital facility or a project of communitywide significance  
4 and provides significant benefits to the Stonestown EIFD or the surrounding community, (ii) is  
5 in addition to those facilities provided in the territory of the Stonestown EIFD before the  
6 Stonestown EIFD was created, (iii) will not supplant facilities already available within the  
7 proposed boundaries of the Stonestown EIFD, although the Facilities may supplement,  
8 rehabilitate or upgrade such facilities or make such facilities more sustainable and (iv) if it is  
9 located outside the boundaries of the proposed EIFD, it has a tangible connection to the work  
10 of the Stonestown EIFD; and, be it

11 FURTHER RESOLVED, That the Board of Supervisors hereby finds that the  
12 Stonestown EIFD is necessary to advance the City's goal in proposing establishment of the  
13 Stonestown EIFD, which is to help address a shortfall in (i) funding for the provision of public  
14 capital facilities and projects of communitywide significance that provide significant benefits  
15 and promote economic development and the construction of housing within the boundaries of  
16 the Stonestown EIFD or the surrounding community and (ii) funding for affordable housing;  
17 and, be it

18 FURTHER RESOLVED, That the Board of Supervisors hereby declares that, pursuant  
19 to the EIFD Law, if the Stonestown EIFD is approved by the EIFD Public Financing Authority  
20 No. 1 in accordance with the EIFD Law, and if the Stonestown IFP is approved by Resolution  
21 of the Board of Supervisors pursuant to Government Code, Section 53398.68, in each case  
22 after any public hearings required by the EIFD Law, the incremental property tax revenue that  
23 is allocated by the City to the Stonestown EIFD (but not by any other affected taxing entity),  
24 which may include incremental property tax revenue described in Government Code, Sections  
25

1 53398.75(a)(2) and 53398.75(e)(1), may be used to finance Facilities and other authorized  
2 costs and to pay debt service on bonds and other debt of the Stonestown EIFD; and, be it

3 FURTHER RESOLVED, That the Board of Supervisors hereby authorizes the Director  
4 of the Office of Public Finance to establish the time and date for a public hearing of the Board  
5 of Supervisors on the proposed Stonestown IFP and to cause the Clerk of the Board of  
6 Supervisors to (i) publish a notice of such public hearing in accordance with the EIFD Law and  
7 (ii) mail a copy of such notice to (A) each owner of land (as defined in the EIFD Law) within  
8 the proposed EIFD, (B) each affected taxing entity (as defined in the EIFD Law), if any, and  
9 (C) the EIFD Public Financing Authority No. 1; and, be it

10 FURTHER RESOLVED, Pursuant to Government Code, Section 53398.60, the Board  
11 of Supervisors hereby directs the Clerk of the Board of Supervisors to mail a copy of this  
12 Resolution to (i) each owner of land within the proposed EIFD (although the Director of the  
13 Office of Public Finance is hereby authorized to instead mail a notice of intention to create the  
14 Stonestown EIFD in accordance with Government Code, Section 53398.60(b)), (ii) each  
15 affected taxing entity and (iii) the EIFD Public Financing Authority No. 1; and, be it

16 FURTHER RESOLVED, The Board of Supervisors hereby authorizes and approves the  
17 execution and delivery of a Deposit and Reimbursement Agreement (Deposit Agreement) in  
18 substantially the form on file with the Clerk of the Board of Supervisors in File No. 240681, to  
19 provide for a deposit by the Developer to pay the costs of forming the Stonestown EIFD and  
20 managing the Stonestown EIFD, and, to the extent applicable, the formation of one or more  
21 community facilities districts for the Stonestown Project, including any costs incurred by the  
22 EIFD Public Financing Authority No. 1 and the City, and each of the Mayor, the Controller, the  
23 Director of Public Works and the Director of the Office of Public Finance, or such other official  
24 of the City as may be designated by such officials (each, an "Authorized Officer"), is hereby  
25 authorized and directed to execute the Deposit Agreement, together with such additions or

1 changes as are approved by such Authorized Officer upon consultation with the City Attorney,  
2 such changes being consistent with the terms of this resolution and the Development  
3 Agreement; and, be it

4 FURTHER RESOLVED, That this Resolution in no way obligates the Board of  
5 Supervisors or the EIFD Public Financing Authority No. 1 to form the Stonestown EIFD; the  
6 establishment of the Stonestown EIFD is subject to all requirements of EIFD Law, including:  
7 (a) the Board of Supervisors' approval of a proposed Stonestown IFP following a public  
8 hearing, to the extent required by the EIFD Law; and (b) the EIFD Public Financing Authority  
9 No. 1's approval of the Stonestown IFP following three public hearings conducted pursuant to  
10 EIFD Law; and, be it

11 FURTHER RESOLVED, That the Board of Supervisors has reviewed and considered  
12 the FEIR, and finds that the FEIR is adequate for their use for the actions taken by this  
13 Resolution and incorporates the FEIR and the CEQA findings contained in the Ordinance  
14 contained in File No. 240410 and further finds that, pursuant to CEQA Guidelines, Section  
15 15162, no additional environmental review is required because there are no substantial  
16 changes to the Project analyzed in the FEIR, no change in circumstances under which  
17 Stonestown Project is being undertaken, and no new information that was not known and  
18 could not have been known shows that new significant impacts would occur, that the impacts  
19 identified in the FEIR as significant impacts would be substantially more severe, or that  
20 mitigation or alternatives previously found infeasible are now feasible; and, be it

21 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or  
22 word of this Resolution, or any application thereof to any person or circumstance, is held to be  
23 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision  
24 shall not affect the validity of the remaining portions or applications of this Resolution, this  
25 Board of Supervisors hereby declaring that it would have passed this Resolution and each

1 and every section, subsection, sentence, clause, phrase, and word not declared invalid or  
2 unconstitutional without regard to whether any other portion of this Resolution or application  
3 thereof would be subsequently declared invalid or unconstitutional; and, be it

4 FURTHER RESOLVED, That the Mayor, the Controller, the Director of the Office of  
5 Public Finance, the Clerk of the Board of Supervisors and any and all other officers of the City  
6 are hereby authorized, for and in the name of and on behalf of the City, to do any and all  
7 things and take any and all actions, including execution and delivery of any and all  
8 documents, assignments, certificates, requisitions, agreements, notices, consents,  
9 instruments of conveyance, warrants and documents, which they, or any of them, may deem  
10 necessary or advisable in order to effectuate the purposes of this Resolution; provided  
11 however that any such actions be solely intended to further the purposes of this Resolution,  
12 and are subject in all respects to the terms of the Resolution; and, be it

13 FURTHER RESOLVED, That all actions authorized and directed by this Resolution,  
14 consistent with any documents presented herein, and heretofore taken are hereby ratified,  
15 approved and confirmed by this Board of Supervisors; and, be it

16 FURTHER RESOLVED, That this Resolution shall take effect upon its enactment;  
17 enactment occurs when the Mayor signs the Resolution, the Mayor returns the Resolution  
18 unsigned or does not sign the Resolution within ten days of receiving it, or the Board of  
19 Supervisors overrides the Mayor's veto of the Resolution.

20 APPROVED AS TO FORM:  
21 DAVID CHIU, City Attorney

22  
23 By: /s/ Mark D. Blake  
24 Mark D. Blake  
Deputy City Attorney

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<b>Item 15 &amp; 16</b> <b>Files 24-0410 &amp; 24-0681</b>	<b>Department:</b> Office of Economic and Workforce Development (OEWD)
<b>EXECUTIVE SUMMARY</b>	
<p style="text-align: center;"><b>Legislative Objectives</b></p> <ul style="list-style-type: none"> <li>• <b>File 24-0410</b> is an ordinance that would approve a development agreement between the City and Brookfield Properties’ affiliates—Stonestown NW Parcel LLC, Stonestown Shopping Center, L.P., and Stonestown Anchor Acquisition, L.P.—for the Stonestown Project.</li> <li>• <b>File 24-0681</b> is a resolution of intention to establish San Francisco Enhanced Infrastructure Financing District No. 2 (Stonestown) to finance public infrastructure and affordable housing for the Stonestown Project.</li> </ul> <p style="text-align: center;"><b>Key Points</b></p> <ul style="list-style-type: none"> <li>• Brookfield Properties is the property owner and master developer of the Stonestown Development project, which will redevelop the surface parking lots surrounding the Stonestown Galleria shopping mall into a residential community with commercial uses.</li> <li>• Under the development agreement, the developer would provide up to 698 units of affordable housing (20 percent), six acres of publicly accessible open space, street improvements, childcare facilities, a replacement senior center, and other benefits.</li> <li>• The resolution of intention to form the EIFD provides that incremental property tax revenue generated within the EIFD may be used to finance public infrastructure and affordable housing subject to establishment of the EIFD by the public financing authority and approval of the infrastructure financing plan by the Board of Supervisors.</li> </ul> <p style="text-align: center;"><b>Fiscal Impact</b></p> <ul style="list-style-type: none"> <li>• The EIFD diverts a portion of incremental property tax revenue that would otherwise accrue to the General Fund. Per City policy, the Developer could receive up to 50 percent of available tax increment revenues from the EIFD for reimbursement of eligible costs.</li> </ul> <p style="text-align: center;"><b>Policy Consideration</b></p> <ul style="list-style-type: none"> <li>• Because the proposed ordinance and resolution are consistent with City policy to use tax increment financing to advance housing production and prior Board of Supervisors’ actions, including approval of the Power Station EIFD and amended Power Station development agreement, we recommend approval. However, even with this public financing, the project is not financially feasible under current market conditions, which will likely change over the term of the development agreement.</li> </ul> <p style="text-align: center;"><b>Recommendations</b></p> <ul style="list-style-type: none"> <li>• Amend the resolution in File 24-0410 to state that City policy is to restrict the property tax revenue that is allocated to the Stonestown Enhanced Infrastructure Financing District to no more than 50 percent of incremental revenue.</li> <li>• Approve the proposed ordinance and resolution, as amended.</li> </ul>	

## MANDATE STATEMENT

City Charter Section 9.118(b) states that any contract entered into by a department, board or commission that (1) has a term of more than ten years, (2) requires expenditures of \$10 million or more, or (3) requires a modification of more than \$500,000 is subject to Board of Supervisors approval.

Administrative Code Chapter 56 provides for the City to enter into development agreements with private developers for housing and mixed-use developments to reduce risk for the developer while requiring public benefits that exceed existing requirements. Section 56.14 provides for Board of Supervisors approval of such development agreements.

California Government Code Section 53398.50 et seq. authorizes the Board of Supervisors to initiate the establishment of an enhanced infrastructure financing district (EIFD) and approve an infrastructure financing plan that allocates tax revenues to the EIFD. While the Board of Supervisors directly serves as the governing body for the City's IFDs and IRFDs, under state law, the Board of Supervisors must establish a public financing authority to act as legislative body of EIFDs.

## BACKGROUND

### Stonestown Development Project

Brookfield Properties is the property owner and master developer of the Stonestown Development project, which will redevelop the area surrounding the Stonestown Galleria shopping mall into a residential community with commercial uses. The 30-acre project site currently consists of 27 acres of surface parking lots and three acres of privately-owned streets that are accessible to the public. The site is located in the Lakeshore neighborhood, immediately northeast of San Francisco State University.

The existing Stonestown Galleria will remain operational during development. At completion, the project will generate up to 3,491 residential units (20 percent of which will be affordable housing units), 160,000 square feet of new retail, restaurant, or similar commercial use, 96,000 square feet of office, life-science, or other commercial non-retail use, up to 63,000 square feet of cultural, institutional, or educational uses, up to 4,861 parking spaces, and six acres of new public open space that will be privately owned.

## DETAILS OF PROPOSED LEGISLATION

**File 24-0410** is an ordinance that would approve a development agreement between the City and Brookfield Properties' affiliates—Stonestown NW Parcel LLC, Stonestown Shopping Center, L.P., and Stonestown Anchor Acquisition, L.P.—for the Stonestown Development Project. The ordinance would also waive certain provisions of the Administrative Code, Planning Code, Subdivision Code, Public Works Code and Campaign and Governmental Conduct Code and make: (a) findings of public convenience, necessity, and welfare under Planning Code Section 302; (b)

findings under the California Environmental Quality; and (c) findings of conformity with the General Plan and priority policies of the Planning Code.

**File 24-0681** is a resolution of intention to establish San Francisco Enhanced Infrastructure Financing District No. 2 (Stonestown) to finance public infrastructure and affordable housing for the Stonestown Project.

In addition to this legislation, the Office of Economic and Workforce Development (OEWD) is concurrently seeking Board of Supervisors' approval of General Plan amendments (File 24-0575) and amendments to the Planning Code and Zoning Map (File 24-0409) to facilitate the project.

#### **Development Agreement (File 24-0410)**

The proposed Development Agreement between the City and the developer (Brookfield Properties) grants the master developer entitlement to develop the project in exchange for providing public benefits that exceed those required under existing City policies and regulations, consistent with Chapter 56 of the City's Administrative Code. According to the proposed agreement, these benefits include: (a) conversion of parking lots into new market rate and affordable housing; (b) six acres of publicly accessible open space; (c) street and infrastructure improvements; (d) transportation demand management measures in excess of requirements; (e) childcare facilities; (f) a replacement senior center; (g) workforce obligations; and (h) a cash contribution of \$1.0 million to the Recreation and Parks Department for improvements to nearby Rolph Nicol Jr. Playground.

The proposed Development Agreement has an initial 25-year term and two five-year options to extend. The agreement "runs with the land" and transfers to new parties if Brookfield Properties sells the land in the future. The agreement includes a Housing Plan, an Infrastructure Plan, a Phasing Plan, Design Standards and Guidelines, a Workforce Agreement, a Financing Plan, Street Vacations and Dedications, a Child Care Facility and Senior Center Plan, a Variant Sub-Area Joinder<sup>1</sup>, as well as other plans and exhibits to specify and facilitate development of the project and community benefits. The Financing Plan, Housing Plan, Child Care Facility and Senior Center Plan, and Phasing Plan are described further below.

#### *Financing Plan (Exhibit N)*

The proposed Financing Plan specifies the terms for formation of a Community Facilities District (CFD) to levy special taxes and an Enhanced Infrastructure Financing District (EIFD) to use tax increment financing for the project. Per City policy, the Developer could receive up to 50 percent of available tax increment revenues and vehicle license fees from the EIFD to reimburse eligible costs. The establishment of the CFD is subject to Board of Supervisors' approval. Through a resolution of intention to establish the EIFD (described below), the Board of Supervisors will

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<sup>1</sup> The Development Agreement allows for an adjacent, 0.8-acre parcel currently owned by Temple Baptist Church (referred to as the "variant sub-area") to be added to the project area under the agreement if the owner executes a joinder to the agreement.

initiate establishment of the EIFD. Issuance of CFD bonds and EIFD bonds will be subject to Board of Supervisors' approval.

*Housing Plan (Exhibit B)*

The proposed Housing Plan specifies the Developer's obligation to provide affordable housing. At least 20 percent of all residential units must be affordable, including inclusionary units of at least five percent of all residential units. The Developer may satisfy this obligation through a combination of the following options: (a) conveying up to three parcels to the Mayor's Office of Housing and Community Development (MOHCD) or an affordable housing developer for development of 100 percent affordable housing projects; (b) constructing on-site inclusionary housing units within market-rate housing projects; or (c) paying an in-lieu fee for up to 390 units. MOHCD will prioritize use of any in-lieu fee for the creation of affordable housing at a nearby educator housing project proposed by San Francisco State University (Educator Village)<sup>2</sup> and then for 100 percent affordable units on-site or within two miles of the project site. The Housing Plan establishes interim milestones that the Developer must meet for the percentage of affordable units and inclusionary units based on the number of residential units receiving temporary certificates of occupancy.

*Child Care Facility & Senior Center Plan (Exhibit Q)*

The Developer must provide either one or two new childcare facilities onsite for a total capacity of 100 children (across both sites, if applicable). The developer must deliver the facility/facilities in "cold shell" condition. The Developer must lease each facility to a provider at no charge for rent for the first five years of operation and 75 percent of prevailing market rent or less thereafter. If the facilities remain vacant for more than two years despite commercially reasonable efforts to lease the sites, the Developer may pay a fee to the City to be released from the obligation to lease the sites to childcare providers.

The developer will demolish the Stonestown YMCA annex building located on the project site and must provide a replacement senior center with at least 7,000 square feet of net leasable area and deliver the facility in "warm shell" condition. The Developer must lease the space to a senior center entity for the life of the project for nominal rent (\$1). If the facility remains vacant for 12 months despite leasing efforts, the Developer must offer the lease to the City for the same terms for senior community facilities use or similar community uses. A Notice of Special Restrictions must be executed to dedicate the space for senior community facilities use.

*Phasing Plan (Exhibit F)*

The proposed Phasing Plan ensures that the Developer delivers community benefits proportionately with market-rate housing and commercial uses by project phase.

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<sup>2</sup> Educator Village is a proposed project to be built on land that is owned by the California State University and is currently used as an overflow parking lot. According to the Housing Plan, the first phase of the project will include 250 units to be rented to faculty and staff of San Francisco State University, San Francisco Unified School District, and City College of San Francisco with household income between 40% and 120% of area median income.

The project will be developed in six phases according to the proposed phasing map in Exhibit 1 below. The linkages schedule, provided in Attachment 1, specifies delivery of open space, street improvements, the childcare facilities, replacement senior center, cash contribution for improvements to Rolph Nicol Jr. Playground, and Emergency Firefighting In-Lieu Fee<sup>3</sup> based on completion of certain market-rate and commercial elements.

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<sup>3</sup> The Developer must make a cash contribution totaling \$2,690,000 to the Fire Department to buy emergency firefighting equipment for a portable water supply system. The Fire Department determined that a portable water supply system is needed (per San Francisco Subdivision Regulations) due to the distance from the site to the closest connection to the City's auxiliary water supply system.

**Exhibit 1: Proposed Project Phasing Map**

Source: Exhibit F, Proposed Development Agreement

*Impact Fees*

The proposed Development Agreement makes the following adjustments to otherwise applicable impact fees:

- The **Transportation Sustainability Fee** is temporarily reduced by 33 percent for buildings that receive first approval by November 1, 2026 and a First Construction Document within 30 months after that date. The project would be eligible for this fee deferral without a development agreement.
- **Affordable Housing In-Lieu Fee** and **Jobs Housing Linkage Program Fee** are replaced by affordable housing requirements under the Housing Plan (described above).
- **Child Care** requirements are replaced by childcare facility requirements under the Child Care Facility and Senior Center Plan, which does not allow the Developer to pay a fee in-lieu of the onsite requirement.

*Reimbursement of City Costs*

Per the terms of a Memorandum of Understanding between OEWD and the Developer, the Developer will reimburse OEWD for costs associated with preparing, negotiating, and adopting documents for the Project.

**Stonestown EIFD (File 24-0681)**

As mentioned above, the proposed resolution is a resolution of intention to establish San Francisco Enhanced Infrastructure Financing District No. 2 (Stonestown). The proposed resolution would designate the EIFD Public Financing Authority No. 1 (the “PFA”), previously established by the Board of Supervisors, to act as the governing body of the Stonestown EIFD.<sup>4</sup> At the July 10, 2024 meeting, the Budget & Finance Committee will also consider an ordinance that would allow the PFA to serve as the governing body of multiple EIFDs (File 24-0638). The PFA would establish the Stonestown EIFD and initiate preparation of the infrastructure financing plan (the “IFP”), which would be subject to Board of Supervisors’ approval and would specify the eligible project costs which could be reimbursed from incremental property tax revenue generated by the project areas within the EIFD.

The EIFD boundaries would include the developer-owned property and City-owned rights of way but would not include the Stonestown Galleria shopping mall. The EIFD will be divided into three project areas at formation, but after subdividing the parcels, the EIFD will be divided into nine project areas. Each project area within the EIFD can have a different start date and extend for 45 years from the start date. Each project area can generate property tax increment and debt can be issued against the property tax increment at different times. The infrastructure financing plan

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<sup>4</sup> The Board of Supervisors passed an ordinance to establish the EIFD Public Financing Authority No. 1 as the governing body of the EIFD No. 1 (Power Station) (File 23-0160) in April 2023 and approved the appointments in June 2023 (File 23-0698, 23-0699, 23-0700). The public financing authority consists of three members of the Board of Supervisors (plus an alternate member of the Board of Supervisors that can serve in place of one of the three members) and two members of the public to be nominated by the President of the Board of Supervisors and appointed by the Board of Supervisors.

will establish a process for the public financing authority to amend the EIFD boundaries and project areas without further approval by the Board of Supervisors.

#### *Facilities to be Financed*

According to Exhibit A attached to the resolution of intention to form the EIFD, at formation, the EIFD will be authorized to finance all or a portion of the costs to construct, rehabilitate, replace, or maintain the public capital facilities or “other projects of communitywide significance” as permitted under State EIFD law and required under the proposed Development Agreement. The facilities may be publicly or privately owned and may be located within or outside the EIFD boundaries, provided facilities located outside the boundaries have a “tangible connection” to the Stonestown EIFD work. Facilities may include but are not limited to the following: (a) infrastructure; (b) public improvements; (c) privately-owned community improvements (excluding project open space); (d) affordable housing; and (e) transportation demand management measures.

#### *Deposit and Reimbursement Agreement*

The proposed resolution also approves a deposit and reimbursement agreement between the City and the Developer that allows the Developer to deposit funds to pay for the City’s costs for forming and managing the EIFD and any CFDs for the Stonestown Project. The Developer may be reimbursed for these advances from CFD bond proceeds and tax increment from the EIFD for costs associated with the respective districts, provided EIFD formation costs are eligible for reimbursement under the EIFD infrastructure financing plan.

### **FISCAL IMPACT**

#### **Diversion of Incremental Property Tax Revenues to Stonestown EIFD**

The resolution of intention to form the EIFD provides that incremental property tax revenue generated within the EIFD may be used to finance public infrastructure and affordable housing subject to establishment of the EIFD by the public financing authority and approval of the infrastructure financing plan by the Board of Supervisors. The EIFD diverts a portion of incremental property tax revenue that would otherwise accrue to the General Fund. However, if the project does not proceed, the area may remain an underused parking lot, which would not generate any additional property tax revenue to the General Fund.

City policy<sup>5</sup> limits the amount of allocated incremental property tax revenue to infrastructure financing districts to no more than 50 percent of the City share and require that the district have a projected positive net fiscal benefit to the General Fund net of baseline allocations and additional spending for services. However, this is not reflected in the proposed resolution to

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<sup>5</sup> As stated in Capital Planning Committee’s 2/27/23 Interpretative Supplement to the Board of Supervisors Guidelines for the Establishment and Use of Infrastructure Financing Districts. The policy has not been submitted to the Board of Supervisors for endorsement or approval, but is consistent with EIFD and IFP approved by the Board of Supervisors and PFA for Potrero Power Station (Files 23-0168, 23-1274, 24-0139).



begin forming an EIFD for Stonestown. We recommend File 24-0681 be amended to reflect City policy to restrict the maximum incremental property tax revenue that is allocated to the Stonestown EIFD be no more than 50% of the annual incremental property tax revenue.

The actual amount of property tax revenue that will be available for the EIFD will be known when the Infrastructure Financing Plan associated with this development agreement is submitted for Board of Supervisors approval.

**Net Fiscal Impact**

A draft analysis prepared by Economic & Planning Systems (dated June 6, 2024) indicates that the net General Fund impact of the proposed development at build-out is estimated to be \$4.1 million per year, net of baseline funding requirements and net of additional spending on services to support new residents and businesses. The projected impact on the General Fund is subject to change as the analysis is finalized.

**Economic Impact**

Based on the March 8, 2024 Draft Economic Impact Analysis prepared by Economic & Planning Systems, Inc. for the Developer, development of the project over 25 years would have a one-time economic impact of \$3.85 billion in the San Francisco economy by supporting an estimated 20,000 job years in the City, including direct and multiplier effects.<sup>6</sup> At full build out, the analysis estimates a recurring economic impact of \$450 million per year by supporting 1,400 jobs annually, including 775 on-site jobs through the new commercial space.

*Construction Budget*

According to the draft memorandum, total estimated construction costs for the project are \$2.89 billion, including approximately \$200 million for horizontal construction. Total soft costs are estimated to be \$723 million for a total estimated development budget of \$3.61 billion.

**POLICY CONSIDERATION**

Because the proposed resolution and ordinance are consistent with City policy to use tax increment financing to advance housing production and prior Board of Supervisors' actions, including approval of the Power Station EIFD and amended Power Station development agreement, we recommend approval. However, we note that we did not review the underlying analysis used to determine the need for public financing and while the project may be infeasible under current market conditions without public financing, current market conditions may be temporary.

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<sup>6</sup> The analysis distinguishes direct effect that result from developer spending, on-site jobs, and increased household spending due to the project from multiplier effects that result from that spending recirculating in the local economy.

**Need for Public Financing**

According to OEWD staff, to assess the Project's need for public financing, OEWD engaged Century Urban, a financial consultant. Century Urban provided a methodological summary of their efforts to OEWD, which was shared with our office.

Neither OEWD nor Century Urban reviewed the developer's financials directly, however Century Urban reviewed the project program and pro forma underwriting assumptions and developed a separate horizontal pro forma model. Based on this separate model, Century Urban found that the project was not feasible without public financing and evaluated the impact of public financing through formation of an EIFD to the project. Century Urban found that the project still does not achieve a market rate return by utilizing tax increment financing under current market conditions but that it will allow the project to achieve feasibility sooner if market conditions improve.

**Uncertainty of Market Conditions**

The proposed legislation contemplates tax increment financing to ensure delivery of horizontal infrastructure for the Stonestown project that is necessary to support market rate and affordable housing and commercial uses. The project is not financially feasible with private sources alone under current market conditions, including higher interest rates and construction costs. However, current market conditions may be temporary. For example, interest rates could decrease to such an extent that the project is feasible without tax increment financing. On the other hand, the developer may not obtain sufficient private investment to advance vertical development within the estimated 25-year development timeline, even with the completion of horizontal infrastructure.

**RECOMMENDATIONS**

1. Amend the resolution in File 24-0410 to state that City policy is to restrict the property tax revenue that is allocated to the Stonestown Enhanced Infrastructure Financing District to no more than 50 percent of incremental revenue.
2. Approve the proposed ordinance and resolution, as amended.

## Attachment 1: Proposed Development Agreement Linkages Schedule

### EXHIBIT F-1 LINKAGES SCHEDULE

In the event of a conflict between this Linkages Schedule and the Phasing Plan or applicable Plan Document, the Phasing Plan and the applicable Plan Document shall prevail.

Phase	Associated Community Benefit	Schedule of Performance
<b>Project Open Spaces</b>		
1A	Greenway Park West	Prior to TCO for first Building on NW1 or opening of Street C (whichever occurs first)
1A	Open Space (OS) -1	Prior to TCO for first Building on NW1
1A	OS -2	Prior to TCO for first Building on NW1
1A	OS -3	Prior to TCO for first Building on NW1
1A	Greenway Park East	Prior to TCO for first Building on NW2
1A	OS -4	Prior to TCO for final Building on NW3
1C	Mid-Block Passage (MBP) - W1	Prior to TCO for first Building on W1
2A	Town Square	Prior to TCO for first Building on W3
2A	Linear Park	Prior to TCO for first Building on W3
2A/2B	The Gallery	Prior to TCO for first Building on W3 or W4 (last to be developed)
3	OS -5	Prior to TCO for first Building on E1 adjacent to OS-5
3	MBP - E5	Prior to TCO for first Building on E5
3	OS-6	Prior to TCO for first Building on E1 or opening of Street A (whichever occurs first)
4	The Landing	Prior to TCO for first Building on E2
4	OS -7	Prior to TCO for first Building on E2
4	The Commons	Prior to TCO for first Building on either E2 or E6
4	OS -8	Prior to TCO for first Building on E3 or opening of Street B (whichever occurs first)
4	OS -9	Prior to TCO for first Building on E4
5	MBP - S1	Prior to TCO for first Building on S1
5	OS -10	Prior to TCO for first Building on S1
6	OS -11	Prior to TCO for first Building on S3 (if provided per DSG)
6	MBP - S3	Prior to TCO for first Building on S3
<b>Other Associated Community Benefits</b>		
1A	RNP Accessible Paths and RNP Landscaping Improvements	Opening of Street C and the timing set forth in the PIA
1A, 1C, 2A or 2B	East / West Connections	Prior to TCO for first Building on W3 or W4, or prior to TCO for the Building that includes the 1,100th residential unit in the Project (whichever occurs first)

## Attachment 1: Proposed Development Agreement Linkages Schedule

Phase	Associated Community Benefit	Schedule of Performance
5	Replacement SFMTA restroom and SamTrans Restroom	90 days after issuance of TCO for first Building on S2 or as required pursuant to SIP for Buckingham Way South, depending on location of the restroom per Transportation Exhibit.
	Senior Center	Prior to demolition of existing YMCA annex, or as otherwise specified in Exhibit Q
	Child Care Facility	Either 1) prior to TCO for Building that includes the 1,200th residential unit in the Project or 2) if two Child Care Facilities are provided then the first Child Care Facility prior to TCO for Building that includes the 1,000th residential unit in the Project and the second Child Care Facility prior to TCO for Building that includes the 1,800th residential unit in the Project.
	Rolph Nichol Playground (RNP) Cash Contribution (\$1 million to REC)	Prior to First Construction Document for Building that includes the 1,750th residential unit in the Project.
	Emergency Firefighting In Lieu Fee	(i) \$1,000,000 prior to the issuance of the First Construction Document for the first Building in Phase 1A, (ii) \$430,000 prior to the City's issuance of the First Construction Document for the Building that includes the 1,000th residential unit in the Project, (iii) \$630,000 prior to the City's issuance of the First Construction Document for the Building that includes the 1,200th residential unit in the Project, and (iv) \$630,000 prior to the City's issuance of the First Construction Document for the Building that includes the 1,500th residential unit in the Project.

Source: Proposed Development Agreement

1 EXHIBIT A

2 SAN FRANCISCO  
3 ENHANCED INFRASTRUCTURE FINANCING DISTRICT NO. 2  
4 (STONESTOWN)

5 DESCRIPTION OF FACILITIES  
6 TO BE FINANCED BY THE  
7 EIFD

8 The captioned enhanced infrastructure financing district ("Stonestown EIFD") shall be authorized to  
9 finance all or a portion of the costs of the purchase, construction, expansion, improvement, seismic  
10 retrofit, rehabilitation, repair, replacement or maintenance of the public capital facilities or other  
11 projects of communitywide significance that are (i) authorized by Chapter 2.99 of Part 1 of Division 2 of  
12 Title 5 of the Government Code ("EIFD Law") and (ii) required or permitted by the Development  
Agreement, the Plan Documents or the Approvals for the development of the project known as the  
Stonestown Development Project ("Stonestown Project"), including, but not limited to, the actual costs  
of those facilities and projects of communitywide significance described below (the "Facilities") and  
those costs described below.

13 The Facilities may be owned by a public agency (including, but not limited to, the City and County of  
14 San Francisco ("City")) or privately-owned as permitted by the EIFD law.

15 Facilities may be physically located within or outside the boundaries of the Stonestown EIFD; any  
16 Facilities that are located outside the boundaries of the Stonestown EIFD must have a tangible  
connection to the work of the Stonestown EIFD.

17 Capitalized terms used herein but not defined herein have the meanings given them in the  
18 Development Agreement by and between the City and Stonestown NW Parcel LLC, a Delaware  
19 limited liability company, Stonestown Shopping Center, L.P., a Delaware limited partnership, and  
20 Stonestown Anchor Acquisition, L.P, a Delaware limited partnership (collectively, "Developer"), relating  
to the Stonestown Project, as amended from time to time (including all exhibits thereto, "Development  
Agreement").

21 The Facilities include, but are not limited to, the following:

- 22 1. Infrastructure, as defined in the Development Agreement, constructed or caused to be  
23 constructed by Developer, including but not limited to Private Utility Infrastructure and  
24 Public Utility Infrastructure, each as defined in the Development Agreement.
- 25 2. Public Improvements, as defined in the Development Agreement, constructed or caused  
to be constructed by Developer.

3. The Privately-Owned Community Improvements (excluding Project Open Spaces, which are not eligible to be financed by the EIFD), as defined in the Development Agreement, that were constructed or caused to be constructed by Developer.
4. Affordable Housing. The acquisition, construction, or rehabilitation of housing for persons of very low, low, and moderate income, as defined in Sections 50105 and 50093 of the California Health and Safety Code, for rent or purchase.
5. Transportation Demand Management measures set forth in the Transportation Exhibit of the Development Agreement.

#### OTHER EXPENSES

The Stonestown EIFD may also finance any of the following:

1. Costs described in Government Code Sections 53398.53, 53398.56, 53398.57 and 53398.58, including, but not limited to, the reimbursement for any costs advanced to file and prosecute an action or proceeding pursuant Government Code Sections 53398.57 and 53398.58.
2. Costs incurred in connection with the division of taxes pursuant to Government Code Section 53398.75.
3. The ongoing or capitalized costs to maintain the Facilities financed in whole or in part by the Stonestown EIFD.
4. Expenses related to bonds and other debt of the Stonestown EIFD, including underwriters discount, reserve fund, capitalized interest, letter of credit fees and expenses, bond and disclosure counsel fees and expenses, bond remarketing costs, and all other incidental expenses.
5. Administrative fees of the City, the Stonestown EIFD and the bond trustee or fiscal agent related to the bonds and other debt of the Stonestown EIFD.
6. Reimbursement of costs related to the formation of the Stonestown EIFD (and the Stonestown Project Areas) advanced by the City, the landowner(s) in the Stonestown EIFD, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in the Stonestown EIFD or any party related to any of the foregoing, for Facilities, fees or other purposes or costs of the Stonestown EIFD.
7. Costs otherwise incurred in order to carry out the authorized purposes of the Stonestown EIFD; and any other expenses incidental (including administrative and legal costs) to the EIFD and to the construction, expansion, improvement, seismic retrofit, rehabilitation, completion, inspection, or acquisition of the Facilities.

## DEPOSIT AND REIMBURSEMENT AGREEMENT (STONESTOWN PROJECT EIFD AND CFDs)

THIS DEPOSIT AND REIMBURSEMENT AGREEMENT ("**Agreement**"), dated for convenience as of \_\_\_\_\_ 2024, is by and between the City and County of San Francisco ("**City**"), a charter city and municipal corporation, and Stonestown NW Parcel LLC, a Delaware limited liability company ("**Landowner**").

### RECITALS:

WHEREAS, the Landowner, along with Stonestown Shopping Center, L.P., a Delaware limited partnership and Stonestown Anchor Acquisition, L.P, a Delaware limited partnership (collectively, "**Developer**") are proposing a mixed use development in the City that may include residential, retail, commercial, open space, parking and related uses and is referred to as the Stonestown Project; and

WHEREAS, the City and the Developer are parties to a Development Agreement dated for reference purposes as of \_\_, 2024 related to the Stonestown Project, which includes a Financing Plan as Exhibit N; capitalized terms used herein but not defined herein have the meanings given them in the Financing Plan; and

WHEREAS, as described in the Financing Plan, the Developer would like the City to establish an enhanced infrastructure financing district ("**EIFD**") under Chapter 2.99 of Part 1 of Division 2 of Title 5 of the California Government Code (as it may be amended from time to time, "**EIFD Law**"); and

WHEREAS, as described in the Financing Plan, in connection with establishing the EIFD, the Developer would petition the City to establish a Services CFD, and may petition the City to establish a Facilities CFD, in each case under Chapter 43, Article X of the San Francisco Administrative Code (as it may be amended from time to time, "**Code**"), which Code incorporates by reference the Mello-Roos Community Facilities Act of 1982, as amended, commencing with Section 53311 of the California Government Code ("**Act**"); and

WHEREAS, the Landowner is willing to advance funds to the City, the EIFD or their agents and consultants as necessary to ensure payment of any and all costs of the City or the EIFD in forming the EIFD, the Services CFD and the Facilities CFD (collectively, "**CFDs**"), provided that (i) with respect to the costs of establishing the EIFD, the City uses good faith efforts to include any such advances in the infrastructure financing plan for the EIFD (the "**IFP**") as eligible costs of the EIFD, to the extent permitted by law and (ii) with respect to the Facilities CFD, any advances are reimbursed to the Landowner from the proceeds of any bonds issued by the City for the Facilities CFD to the extent legally permissible; and

WHEREAS, the City and the Landowner do not expect there to be funds from the Services CFD to reimburse the Landowner for the costs in forming the Servicers CFD; and

WHEREAS, Section 53314.9 of the Act provides that, either before or after formation of a community facilities district, the City may accept advances of funds and may provide, by resolution, for the use of those funds, including but not limited to pay any cost incurred by the local agency in creating the community facilities district, and may agree to reimburse the advances under all of the following conditions: (1) the proposal to repay the advances is included both in the resolution of intention and the resolution of formation to establish the community facilities district; and (2) any proposed special tax is approved by the qualified electors of the community facilities district and, if the qualified electors of the community facilities district do not approve the proposed special tax, the local agency shall return any funds which have not been committed for any authorized purpose by the time of the election; and

WHEREAS, the City and the Landowner now desire to specify the terms of the advances of funds and reimbursement with respect to the EIFD and the CFDs.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants set forth herein, and for other consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

#### **AGREEMENT:**

Section 1. The Advances. The Landowner hereby agrees to provide \$\_\_\_\_\_, in the form of cash, electronic transfer or a check payable to the City ("**Initial Advance**"); the Initial Advance shall be delivered to the Director of the Office of Public Finance of the City prior to the execution of this Agreement by the City. The City, by its execution hereof, acknowledges receipt of the Initial Advance. The Initial Advance represents costs that the City and the Landowner have concluded are not being funded with other moneys provided by the Landowner.

The Landowner further agrees to advance any additional amounts (collectively with the Initial Advance, "**Advances**") upon the satisfaction of the following conditions: (i) when the balance of the Advances is 10% or less of the Initial Advance, and (ii) the Director of the Office of Public Finance has provided written notice to the Landowner with the request for additional funds along with a proposed budget and scope for the use of the additional funds (which budget and scope shall be for costs anticipated to be imminently incurred). In the event that the Landowner shall fail or refuse to remit any such amounts to or at the direction of the Director of the Office of Public Finance within 45 calendar days following the satisfaction of the foregoing conditions, all processing by the City of the proceedings for the EIFD or the CFDs or the issuance of bonds for the EIFD or the Facilities CFD, as the case may be, shall cease until such time as the requested amounts are paid by the Landowner.

The costs to be financed by the Advances (herein, "**Initial Costs**") include, but are not limited to: (i) the fees and expenses of any consultants to the City employed in connection with



the formation of the EIFD and the CFDs (such as engineering, legal counsel, including special counsel to the City, financial advisory, special tax consultant and fiscal consultant); (ii) the costs of appraisals, absorption studies and other reports necessary or deemed advisable by City staff in forming the EIFD and the CFDs and issuing bonds for the EIFD and the Facilities CFD; (iii) costs of publication of notices, preparation and mailing of notices and other costs related to any election or hearing with respect to the EIFD and the CFDs, the allocation of property tax revenue by the City to the EIFD, or any bonded indebtedness of the EIFD and the Facilities CFD; (iv) the costs (including attorneys fees) of any action prosecuted in the superior court to validate the formation of the EIFD, the allocation of property tax revenues by the City to the EIFD and/or any EIFD bonded indebtedness; (v) the costs of any actions (including attorneys fees) challenging the formation of the EIFD and the CFDs; (vi) a reasonable charge, as determined by the Director of the Office of Public Finance, in her sole discretion, for an allocable share of administrative expense with respect to City staff engaged in analyzing and participating in the formation of the EIFD and the CFDs, allocation of property tax revenues by the City to the EIFD, administration of the EIFD, the PFA and the CFDs, facilities acquisition and bond issuance proceedings; and (vii) any and all other actual costs and expenses incurred by the City with respect to the creation of the EIFD and the CFDs or the administration of the PFA, including, but not limited to, the costs of preparing the annual report required by Government Code Section 53398.66(j) and the audits required by Government Code Sections 53398.66(j) and 53398.88. With respect the PFA-related costs, the costs allocated to the EIFD shall be those costs incurred for activities specifically related to the EIFD or, where the costs do not relate specifically to the EIFD or any other enhanced infrastructure financing districts, shall be proportionately allocated to the EIFD and other enhanced infrastructure financing districts for which the PFA acts as governing board based on the number of enhanced infrastructure financing districts governed by the PFA.

If the Landowner, in good faith, disputes any portion of the additional cost Advances requested by the City (the "**Advance Request Dispute**"), then within forty-five (45) calendar days after receipt of such request the Landowner shall provide the City written notice of the amount disputed and the reason for the dispute. The City and the Landowner may agree, but shall not be required to, meet and confer to resolve the Advance Request Dispute. The City and the Landowner shall use good faith efforts to reconcile the Advance Request Dispute as soon as practicable. If any Advance Request Dispute is not resolved prior to the expiration of the 45-day period, the Landowner shall pay the disputed amounts under protest, and the Landowner and the City shall continue in good faith to resolve the Advance Request Dispute. If the City and the Landowner determine that some or all of the disputed amounts should not have been requested, the City shall promptly return the disputed amounts to the Landowner. If the Advance Request Dispute is not resolved in ninety (90) days following the Landowner's notice to the City of the Advance Request Dispute, Landowner may pursue all remedies at law or in equity to recover the disputed amount.

Section 2. Use of Funds.

(a) Advances Related to the EIFD. Advances related to the EIFD are subject to reimbursement only as follows:

(i) If the EIFD is formed, and the IFP provides for the reimbursement of the Advances related to the EIFD and the PFA, the City shall use good faith efforts to cause the EIFD to pay to the Landowner, without interest, an amount equal to all Advances spent on Initial Costs related to the EIFD and the PFA, said reimbursement to be made solely from the tax increment allocated to the EIFD and the proceeds of any bonds issued by the EIFD and only to the extent otherwise permitted under the EIFD Law.

(ii) If the EIFD is not formed or upon thirty days written notice from an authorized officer of the Landowner as part of a request to abandon the EIFD formation proceedings, the Director of the Office of Public Finance shall return any then unexpended Advances related to the EIFD and the PFA to the Landowner, without interest, less an amount equal to any Initial Costs incurred by the City related to the EIFD and the PFA or that the City is otherwise committed to pay related to the EIFD and the PFA, which costs would be subject to payment under Section 1 above but have not yet been paid by the City.

(iii) If the EIFD is formed, but the IFP does not provide for the reimbursement of Advances or bonds are not issued by the EIFD, the Director of the Office of Public Finance shall, within thirty (30) days of such determination, return any then unexpended Advances related to the EIFD and the PFA to the Landowner, without interest, less an amount equal to any Initial Costs related to the EIFD and the PFA incurred by the City or that the City is otherwise committed to pay but have not yet been paid by the City, which costs would be subject to payment under Section 1 above along with a written accounting, including copies of supporting invoices, of Advances expended pursuant to this Agreement.

(b) Advances Related to the Facilities CFD. Pursuant to Section 53314.9 of the Act, Advances related to the Facilities CFD are subject to reimbursement only as follows:

(i) If the Facilities CFD is formed and bonds are issued under the Code by the City secured by special taxes levied upon the land within the Facilities CFD, the City shall provide for reimbursement to the Landowner, without interest, of all Advances related to the Facilities CFD, said reimbursement to be made solely from the proceeds of such bonds and only to the extent otherwise permitted under the Code. On or within thirty (30) days after the date of issuance and delivery of the bonds, the Director of the Office of Public Finance shall return any then unexpended Advances related to the Facilities CFD to the Landowner, without interest, together with an amount equal to the Advances theretofore expended,

without interest, to the extent such amount is funded with proceeds of the bonds and said reimbursement is otherwise permitted under the Code.

(ii) If the qualified electors of the Facilities CFD do not approve the proposed special tax to be levied on the property within the Facilities CFD and the issuance of bonds by the City for the Special Tax District, the Director of the Office of Public Finance shall, within thirty (30) days of the confirmation of the election results by the City Council of the City, return any then unexpended Advances related to the Facilities CFD to the Landowner, without interest, less an amount equal to any Initial Costs related to the Facilities CFD which have been incurred or committed, but not yet paid by the City from the Advances.

(iii) If the election is successful and the Facilities CFD is formed, but such bonds are not issued, the Director of the Office of Public Finance shall, within thirty (30) days after adoption of the resolution stating the intent of the City to terminate proceedings under the Code with respect to the issuance of bonds for the Facilities CFD, return any then unexpended Advances related to the Facilities CFD to the Landowner, without interest, less an amount equal to any Initial Costs incurred by the City related to the Facilities CFD or that the City is otherwise committed to pay related to the Facilities CFD, which costs would be subject to payment under Section 1 above but have not yet been paid by the City.

Section 3. Reimbursement of Other Landowner Costs. Nothing contained herein shall prohibit reimbursement of other costs and expenses of the Landowner incurred in connection with the EIFD or the PFA from the proceeds of such EIFD bonds and tax increment. Any such reimbursement shall be made solely from the proceeds of such EIFD bonds and tax Increment and only to the extent otherwise permitted under the EIFD Law and the IFP and otherwise provided for in the proceedings for the formation of the EIFD and the issuance of such EIFD bonds.

In addition, nothing contained herein shall prohibit reimbursement of other costs and expenses of the Landowner incurred in connection with the Facilities CFD from the proceeds of such bonds of the Facilities CFD. Any such reimbursement shall be made solely from the proceeds of such bonds and only to the extent otherwise permitted under the Code and otherwise provided for in the proceedings for the formation of the Facilities CFD and the issuance of such bonds.

Section 4. Agreement Not Debt or Liability of City. It is hereby acknowledged and agreed that this Agreement is not a debt or liability of the City, which is consistent with Section 53314.9 of the Act with respect to the Facilities CFD. The City shall in no event be liable hereunder other than (i) to reimburse the Landowner in accordance with Section 2 above, (ii) return any unexpended and uncommitted portions of any Advances as provided in Section 2 above, and (iii) provide an accounting under Section 7 below. The City shall not be obligated to advance any of its own funds with respect to the establishment of the EIFD or the CFDs or for any of the other purposes listed in Section 1 hereof. No member of the City Council of the City or member,

associate member, director, officer, employee or agent of the City shall to any extent be personally liable hereunder.

Section 5. No Obligation to Form EIFD or CFDs. The provisions of this Agreement shall in no way obligate the City to form the EIFD or the CFDs, or to take any action with respect to the EIFD or the CFDs.

Section 6. Severability. If any part of this Agreement is held to be illegal or unenforceable by a court of competent jurisdiction, the remainder of this Agreement shall be given effect to the fullest extent reasonably possible.

Section 7. Accounting. The City shall use the Advances to pay Initial Costs promptly upon the receipt of invoices from consultants and professionals for Initial Costs, as such invoices shall have been reviewed and approved by the Director of the Office of Public Finance, in consultation with the City Attorney, as necessary. The Director of the Office of Public Finance shall maintain copies of all invoices paid from the Advances in accordance with this Section 7.

The Advances may be commingled with other funds of the City for purposes of investment and safekeeping, but the City shall at all times maintain records of the expenditure of the Advances. The City shall provide the Landowner with a written accounting, including copies of supporting invoices, of Advances expended pursuant to this Agreement within thirty (30) days of receipt by the Director of the Office of Public Finance of a written request therefor submitted by an authorized officer of the Landowner. No more than one accounting will be provided in any calendar quarter and the cost of providing the accounting shall be considered an Initial Cost.

Section 8. Indemnification. The Landowner hereby agrees, to the maximum extent permitted by law, to assume the defense of, indemnify and hold harmless the City, the EIFD, and each of their respective members, officers, employees, contractors and agents, from and against all actions, claims or proceedings of every type and description to which they or any of them may be subjected or put, by reason of, or arising out of, any acts or omissions of the Landowner or any of its members, officers, employees, or agents in connection with the establishment of the EIFD, the approval of the IFP, the allocation of property tax revenue by the City to the EIFD, and the issuance of any bonds by the EIFD. The City shall promptly notify the Landowner of any such claim, action or proceeding, and the City shall cooperate in the defense of any action against the City or its agents. The obligations of the Landowner under this Section 8 shall not apply to any claims, actions or proceedings arising through the negligence or willful misconduct of the City, the EIFD or the PFA, or their respective members, officers, employees or agents.

The Landowner hereby agrees, to the maximum extent permitted by law, to assume the defense of, indemnify and hold harmless the City and each of its respective members, officers, employees, contractors and agents, from and against all actions, claims or proceedings of every type and description to which they or any of them may be subjected or put, by reason of, or arising out of, any acts or omissions of the Landowner or any of its members, officers, employees, or agents in connection with the establishment of the CFDs and the issuance of any bonds by the

City for the Facilities CFD. The City shall promptly notify the Landowner of any such claim, action or proceeding, and the City shall cooperate in the defense of any action against the City or its agents. The obligations of the Landowner under this Section 8 shall not apply to any claims, actions or proceedings arising through the negligence or willful misconduct of the City or its members, officers, employees or agents.

Section 9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of California.

Section 10. Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

Section 11. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original.

Section 12. Electronic Signatures.

(a) The parties hereto acknowledge and agree that this Agreement may be executed by one or more electronic means (hereinafter referred to as "**Electronic Signatures**"). Each party hereto agrees that Electronic Signatures provided by such party shall constitute effective execution and delivery of this Agreement by such party to all other parties to or relying on this Agreement. Each party hereto agrees that Electronic Signatures shall constitute complete and satisfactory evidence of the intent of such party to be bound by those signatures and by the terms and conditions of this Agreement as signed. Each party agrees that Electronic Signatures shall be deemed to be original signatures for all purposes.

(b) Each party hereto agrees to accept Electronic Signatures provided by any and all other parties to this Agreement as (i) full and sufficient intent by such parties to be bound hereunder, (ii) effective execution and delivery of this Agreement and (iii) constituting this Agreement an original for all purposes, without the necessity for any manually signed copies to be provided, maintained or to exist for back up or for any other purpose.

(c) If Electronic Signatures are used to execute this Agreement, each party hereto hereby accepts the terms of, and intends and does sign, this Agreement by its Electronic Signature hereto.

\* \* \* \* \*

IN WITNESS THEREOF, the parties have executed this Agreement as of the day and year first written above.

LANDOWNER:

STONESTOWN NW PARCEL LLC,  
a Delaware limited liability company

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

CITY:

CITY AND COUNTY OF SAN FRANCISCO

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_

Clerk of the Board of Supervisors





# STONESTOWN DEVELOPMENT PROJECT

**BUDGET & FINANCE COMMITTEE**



**San Francisco  
Planning**



SAN FRANCISCO  
OFFICE OF ECONOMIC &  
WORKFORCE DEVELOPMENT

July 10, 2024

# Proposed Actions at Budget & Finance Committee

- Ordinance approving a Development Agreement (BOS File No. 240410)
- Resolution of Intention to form Enhanced Infrastructure Financing District (EIFD) (BOS File No. 240681)
- Ordinance Amending the Administrative Code regarding the Public Financing Authority (PFA) (BOS File No. 240638)



# Prior Approvals

## Boards and Commissions:

- Planning Commission on 5/9/24
- Recreation and Parks Commission on 5/9/24 and 5/16/24
- Municipal Transportation Agency Board on 5/21/24
- Public Utilities Commission on 5/28/24
- Capital Planning Committee on 6/24/24

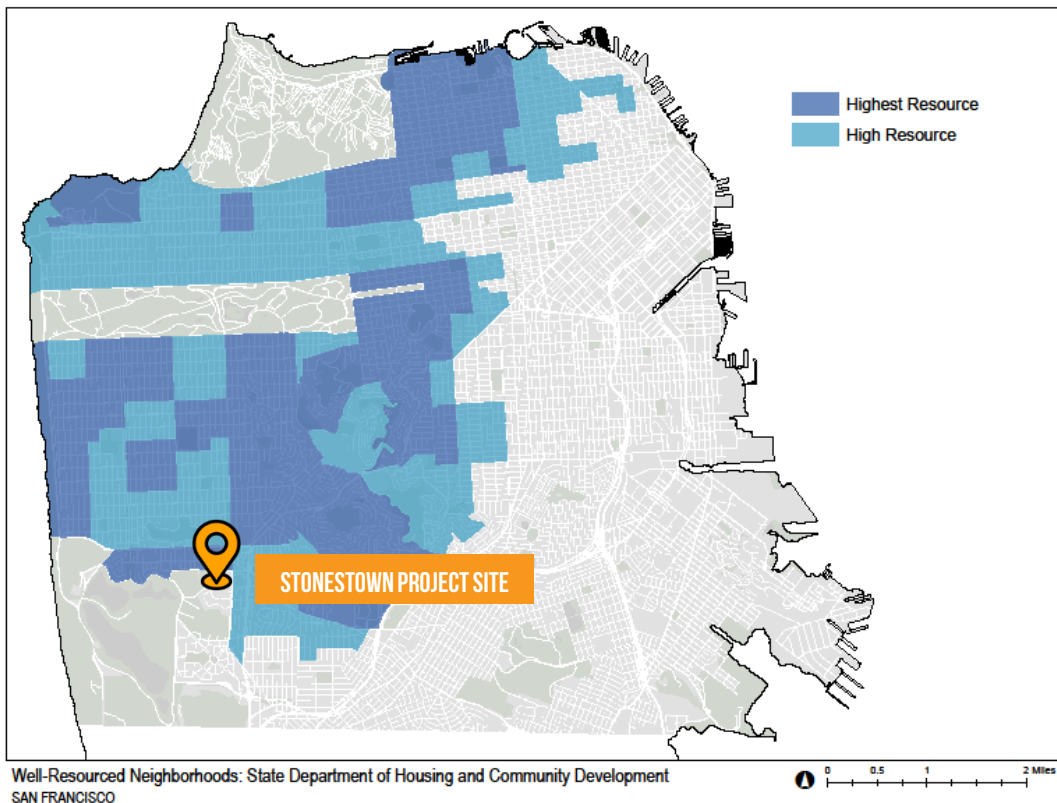
## Board of Supervisors

- Considered by Land Use & Transportation Committee on 7/8/24

# PROJECT OVERVIEW



# Housing on San Francisco's West Side



- The Stonestown project site is adjacent to well-resourced neighborhoods on the City's west side.
- Given the City's housing goals, and the site's proximity to transportation, open space and neighborhood amenities, the Stonestown site is well suited for housing development.
- The proposed project is included in the Sites Inventory of the 2022 Housing Element



# A TRANSFORMATIVE OPPORTUNITY



# Process and Timeline



*Opportunities for Public Input*





# Outreach and Engagement

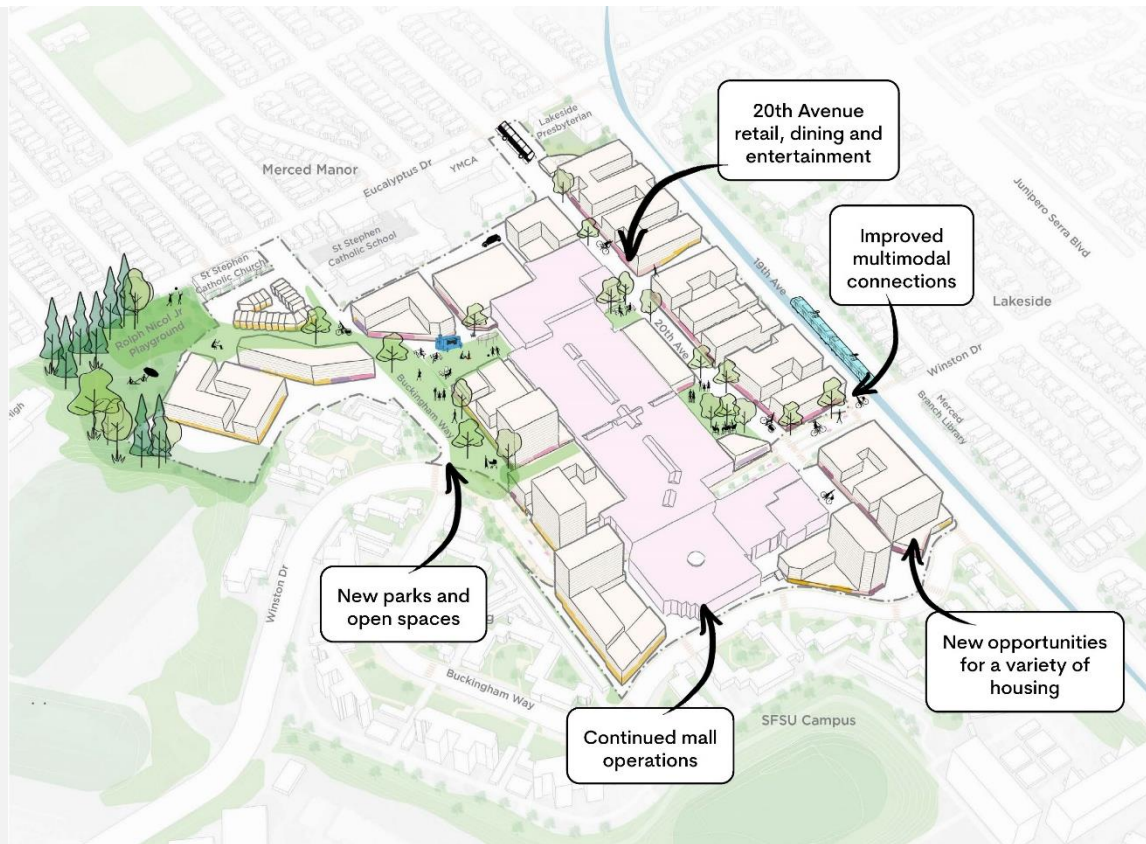
- 8 Public Workshops (600+ attendees).
- 14 Community Working Group Meetings.
- 2,000+ Neighbor Conversations (email, phone, in-person).
- 15,000+ Website visitors.
- 250+ Hours of in-person and zoom office hours.
- Project responded with increased density, reappropriating height, and traffic mitigations.



# Project Overview Major Elements

Transforming surface parking lots into a residential neighborhood

- 3,500 new residential units from 3-18 floors, and up to 5 towers.
- Nearly 6 acres of publicly accessible parks and plazas.
- New retail main street on 20<sup>th</sup> Avenue.
- New safe, accessible bike and pedestrian pathways, and multimodal connections.
- Underground and above ground parking.





# DEVELOPMENT AGREEMENT KEY TERMS





# Development Agreement Key Terms

## Parks and Open Space

- 6 acres of new publicly accessible open spaces:
  - Greenway Park
  - Plazas including Farmers Market plaza
  - Mid-block pedestrian connections throughout site
- Improvements to Rolph Nicol Jr. Playground.
- \$1M contribution to Rec Park for future park improvements.



# Development Agreement Key Terms

## Affordable Housing

- Affordable housing equaling 20% of all units.
- Obligation can be met through three methods:
  - Constructing inclusionary onsite units within market rate buildings
  - Donating up to three parcels for 100% affordable housing
  - Paying an affordable housing in-lieu fee on up to 390 units
- Senior Village – Option to convey Parcel E5 to the City for 100% affordable senior housing project.
- Prioritize in-lieu fees to support SFSU Educator Village, and 100% affordable housing within 2 miles of the site.



# Development Agreement Key Terms

## Street Redesign and Transportation

- Fully redesigned street network.
- Pedestrian-focused design including 20th Ave retail corridor and improved walking connections.
- 2-way protected bikeways.
- New utilities and green infrastructure.
- Bus priority measures, new Muni easement, transit only lane, and two transit operator restrooms.
- Transportation Demand Management (TDM) plan with ongoing monitoring.
- Project contributes ~\$50M in transportation fees.



*Mall main entry at Winston Drive (existing)*



*Winston Drive (proposed)*

# Development Agreement Key Terms

## Community Facilities

### Child Care Facility

- New 7,500 sq ft onsite child care facility (or two 4,000 sq ft facilities).
- Space for 100 children and adjacent outdoor space.
- Nonprofit provider with partially subsidized rent.
- At least 15% would be affordable to low-income households.

### Senior Center

- New 7,000 sq ft onsite senior center.
- Provided prior to demolition of the existing YMCA senior center annex.
- Rented to a nonprofit operator for \$1 per year.



# Development Agreement Key Terms

## Workforce and Economic Benefits

### Workforce Agreement

- First Source Hiring for Construction and Operations.
- Local Hiring for work in public streets and park.
- Local Business Enterprise obligations, including 10% Micro-LBE goal.
- Prevailing wage for all public works contracts.

### Economic Impact

- ~800 jobs in San Francisco annually, during project development.
- Direct project impact estimated at >1,000 permanent jobs and >\$325M per year in San Francisco.



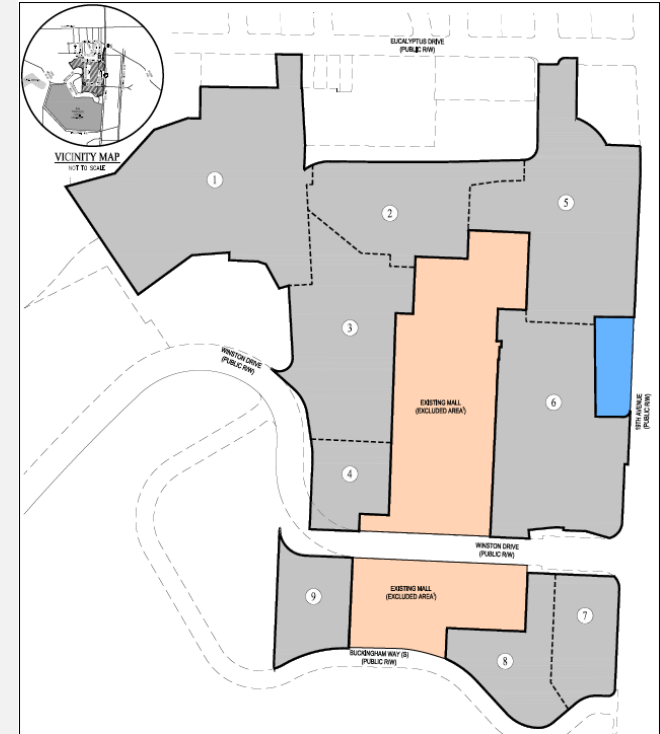


# ENHANCED INFRASTRUCTURE FINANCING DISTRICT (EIFD)



# EIFD Summary

- EIFD is a state-authorized public financing tool that pledges incremental property taxes within a specific geographic area to fund public capital facilities related to the development in the district.
- Resolution of Intention (ROI) initiates the EIFD formation process.
- The Public Financing Authority (PFA) is the governing body of the EIFD and oversees drafting and implementation of Infrastructure Financing Plan (IFP).
- IFP comes back to the Board of Supervisors for final approval before EIFD formation, estimated Q1 2025.



## Why an EIFD at Stonestown

- Like many projects, Stonestown is not currently financially feasible given today's economics, including construction costs and interest rates.
- Additionally, Stonestown has unique costs due to significant new infrastructure, replacement parking, and construction at an operating mall.
- EIFD harnesses net new tax revenue generated by the project to support the project's cost of infrastructure, which is otherwise difficult to finance.
- EIFD significantly improves the project's economics, resulting in a project that can commence construction of much needed housing and associated community benefits sooner into the City's economic recovery.



# EIFD Policy Compliance

- ✓ Large scale project with significant rezoning, extensive need for infrastructure, and IFD funding necessary for feasibility.
- ✓ Project results in a net fiscal benefit to General Fund after tax increment diversion.
- ✓ 50% of tax increment allocated to EIFD, remainder continues to flow to City.
- ✓ In compliance with policy that IFD debt payments will not exceed 5% of annual property tax revenue.
- ✓ Subject to ten year “use it or lose it” clause.

# PUBLIC FINANCING AUTHORITY (PFA)



# Ordinance Amending PFA in Administrative Code

- EIFD law requires the Public Financing Authority (PFA) to be the legislative body overseeing the EIFD and responsible for reviewing and implementing the IFP.
- The Board approved the creation of the PFA in 2023 during the formation of the Power Station EIFD, and all members have been seated.
- This Ordinance amends the administrative code to allow the existing PFA to oversee future EIFDs, including for Stonestown, where designated by the Board in the Resolution of Intention.





THANK YOU



San Francisco  
**Planning**



SAN FRANCISCO  
OFFICE OF ECONOMIC &  
WORKFORCE DEVELOPMENT



# PLANNING COMMISSION MOTION NO. 21559

**HEARING DATE:** May 9, 2024

**Record No.:** 2021-012028ENV  
**Project Address:** 3251 20<sup>th</sup> Avenue  
**Existing Zoning:** C-2, RH-1(D), RM-1  
**Height-Bulk:** 40-X, 65-D  
**Proposed Zoning:** Stonestown Special Use District  
**Proposed Height:** 30/190-ST  
**Block/Lot:** 7295/002, 004, 006, 007, 035, 037, 038; 7296/005, 006, 007, 008, 009, 010  
**Project Sponsor:** Christie Donnelly, Brookfield Properties – (415) 593-4221  
685 Market St., Suite 500  
San Francisco, CA 94105  
**Staff Contact:** Josh Pollak – 628.652.7493  
[CPC.Stonestown@sfgov.org](mailto:CPC.Stonestown@sfgov.org)

**ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT RELATED TO THE CERTIFICATION OF A FINAL ENVIRONMENTAL IMPACT REPORT FOR THE PROPOSED STONESTOWN DEVELOPMENT PROJECT. THE PROJECT INCLUDES UP TO APPROXIMATELY 3.85 MILLION SQUARE FEET OF NEW CONSTRUCTION ON UNDERUTILIZED PORTIONS OF THE PROJECT SITE, INCLUDING UP TO APPROXIMATELY 3,491 RESIDENTIAL UNITS TOTALING APPROXIMATELY 3.5 MILLION SQUARE FEET. THE NEW UNITS WOULD INCLUDE A MIX OF RENTAL AND FOR-SALE HOUSING OF VARYING AFFORDABILITY AND IN A VARIETY OF HOUSING TYPES FROM TOWNHOMES TO MID- AND HIGH-RISE BUILDINGS. THE PROJECT ALSO INCLUDES APPROXIMATELY 6 NET NEW ACRES OF OPEN SPACE LOCATED THROUGHOUT THE PROJECT SITE TO PROVIDE CONNECTIONS WITHIN THE SITE AND TO ADJACENT AREAS. THE PROJECT PROVIDES UP TO 160,000 SQUARE FEET OF NEW RETAIL TO COMPLEMENT THE EXISTING SHOPPING MALL. MOST OF THE RETAIL USES WOULD BE LOCATED ON 20TH AVENUE. THE PROJECT ALSO PROVIDES UP TO APPROXIMATELY 96,000 SQUARE FEET OF NON-RETAIL SALES AND SERVICE USE. OTHER PROPOSED USES INCLUDE APPROXIMATELY 63,000 SQUARE FEET OF INSTITUTIONAL USES, INCLUDING APPROXIMATELY 15,000 SQUARE FEET OF CHILDCARE USE AND COMMUNITY USE.**

## Preamble

On May 9, 2024, the San Francisco Planning Commission (hereinafter “Commission”) conducted a duly noticed public hearing at a regularly scheduled meeting regarding the final Environmental Impact Report (“EIR”) in compliance with the California Environmental Quality Act for Record No. 2021-012028ENV.

The Project EIR files have been made available for review by the Commission and the public. The Commission Secretary is the Custodian of Records; the file for Record No. 2021-012028ENV is located at 49 South Van Ness



Avenue, Suite 1400, San Francisco, California. The project EIR has also been made available for public review online at [sfplanning.org/sfceqadocs](http://sfplanning.org/sfceqadocs).

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

**MOVED**, that the Commission hereby CERTIFIES the Final Environmental Impact Report identified as Case No. 2021-012028ENV, for the Stonestown Development Project (hereinafter “Project”), based on the following findings:

1. The City and County of San Francisco, acting through the Planning Department (hereinafter “Department”) fulfilled all procedural requirements of the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et seq., hereinafter “CEQA”), the State CEQA Guidelines (Cal. Admin. Code Title 14, Section 15000 et seq., hereinafter “CEQA Guidelines”) and Chapter 31 of the San Francisco Administrative Code (hereinafter “Chapter 31”).
  - A. The Department determined that an environmental impact report (hereinafter “EIR”) was required and provided public notice of that determination by publication in a newspaper of general circulation on April 22, 2022. On the same date, the Department submitted the notice of preparation of an EIR and notice of public scoping meeting to the state Office of Planning and Research electronically, and emailed or mailed the notice to the Department’s list of persons requesting such notice, and to owners and occupants of properties within 300 feet of the project site on April 22, 2022.
  - B. On May 9, 2022, the Department held a public scoping meeting on an online platform to receive public comments on the scope of the environmental analysis in the EIR for the project.
  - C. On December 14, 2022, the Department published the draft EIR (hereinafter “DEIR”) and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Planning Commission public hearing on the DEIR; the Department emailed or mailed the notice to the Department’s list of persons requesting such notice, and to property owners and occupants within a 300-foot radius of the site on December 14, 2022.
  - D. Electronic copies of the notice of availability of the DEIR and the DEIR were posted to the Planning Department’s environmental review documents web page and available for download. The notice of availability of the DEIR was also posted on the website of the San Francisco County Clerk’s Office.
  - E. The notice of availability of the DEIR and of the date and time of the public hearing at the Planning Commission were posted at and near the project site on December 14, 2022.
  - F. On December 14, 2022, the DEIR was emailed or otherwise delivered to government agencies and was submitted to the State Clearinghouse electronically for delivery to responsible or trustee state agencies.
  - G. A notice of completion of an EIR was filed with the State Secretary of Resources via the State Clearinghouse on December 14, 2022.

2. The Commission held a duly advertised public hearing on said DEIR on February 9, 2023, at which opportunity for public comment was given and public comment was received on the DEIR. The period for acceptance of written comments ended on February 13, 2023.
3. The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the 45-day public review period for the DEIR, prepared revisions to the text of the DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR. This material was presented in a Responses to Comments document, published on April 24, 2024, posted to the Planning Department's environmental review documents web page, distributed to the Commission, other decisionmakers, and all parties who commented on the DEIR, and made available to others upon request at the Department.
4. A final environmental impact report (hereinafter "FEIR") has been prepared by the Department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available, and the Responses to Comments document, all as required by law.
5. The Planning Department Commission Secretary is the Custodian of Records; all pertinent documents are located in the File for Case No. 2021-012086ENV, at 49 South Van Ness Avenue, Suite 1400, San Francisco, California.
6. The Commission, in certifying the completion of said FEIR, hereby does find that that none of the factors that would necessitate recirculation of the FEIR under CEQA Guidelines Section 15088.5 are present. The FEIR contains no information revealing (1) any new significant environmental impact that would result from the Project or from a new mitigation measure proposed to be implemented, (2) any substantial increase in the severity of a previously identified environmental impact, (3) any feasible Project alternative or mitigation measure considerably different from others previously analyzed that would clearly lessen the environmental impacts of the Project, but that was rejected by the Project's proponents, or (4) that the Draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.
7. The Commission finds that the Project proposed for approval is within the scope of the Project analyzed in the FEIR, and the FEIR fully analyzed the Project proposed for approval. No new impacts have been identified that were not analyzed in the FEIR.

## Decision

8. On May 9, 2024, the Commission reviewed and considered the information contained in the FEIR and hereby does find that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.
9. The Commission hereby does find that the FEIR concerning File No. 2021-012028ENV reflects the independent judgment and analysis of the City and County of San Francisco, is adequate, accurate and objective, and that the Responses to Comments document contains no significant revisions to the DEIR, and hereby does CERTIFY THE COMPLETION of said FEIR in compliance with CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.

10. The Commission, in certifying the completion of said FEIR, hereby does find that the Project described in the EIR:
- A. Would have significant and unavoidable project-specific impacts on cultural resources: historical architectural resources;
  - B. Would have significant and unavoidable cumulative impacts on transportation and circulation: transit delay;
  - C. Would have significant and unavoidable project-specific impacts on noise: construction noise and would have significant and unavoidable cumulative impacts on noise: cumulative construction noise;
  - D. Would have significant and unavoidable project-specific impacts on air quality: construction criteria air pollutants, and would have significant and unavoidable project specific impacts on air quality: operational criteria air pollutants;
  - E. Would have significant and unavoidable project-specific impacts on wind: hazardous wind speeds and would have significant and unavoidable cumulative impacts on wind: hazardous wind speeds.
11. The Commission reviewed and considered the information contained in the FEIR prior to approving the Project.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on May 9, 2024.



Jonas P. Ionin  
Commission Secretary

AYES: So, Williams, Braun, Imperial, Koppel, Moore, Diamond

NOES: None

ABSENT: None

ADOPTED: May 9, 2024





# PLANNING COMMISSION MOTION NO. 21560

**HEARING DATE:** May 9, 2024

**Record No.:** 2021-012028ENV  
**Project Address:** 3251 20<sup>th</sup> Avenue  
**Existing Zoning:** C-2, RH-1(D), RM-1  
**Height-Bulk:** 40-X, 65-D  
**Proposed Zoning:** Stonestown Special Use District  
**Proposed Height:** 30/190-ST  
**Block/Lot:** 7295/002, 004, 006, 007, 035, 037, 038; 7296/005, 006, 007, 008, 009, 010  
**Project Sponsor:** Christie Donnelly, Brookfield Properties – (415) 593-4221  
685 Market St., Suite 500  
San Francisco, CA 94105  
**Staff Contact:** Patrick Race – (628) 652-7461  
[patrick.race@sfgov.org](mailto:patrick.race@sfgov.org)

**ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (“CEQA”), AND THE CEQA GUIDELINES INCLUDING FINDINGS OF FACT, FINDINGS REGARDING SIGNIFICANT AND UNAVOIDABLE IMPACTS, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, THE ADOPTION OF A MITIGATION, MONITORING AND REPORTING PROGRAM AND THE ADOPTION OF A STATEMENT OF OVERRIDING CONSIDERATIONS IN CONNECTION WITH APPROVALS FOR STONESTOWN DEVELOPMENT PROJECT, THE AREA GENERALLY BOUNDED BY 19<sup>TH</sup> AVENUE TO THE EAST, BUCKINGHAM WAY TO THE SOUTH AND WEST, ROLPH NICOL JR. PLAYGROUND AND EUCALYPTUS DRIVE TO THE NORTH.**

## Preamble

The “Project” that is the subject of these findings was analyzed in the Final Environmental Impact Report (“FEIR”) as the Revised Variant.

The Project involves the redevelopment of the approximately 27 acres of surface parking and surrounding structures in the 43-acre (including 2 acres of public right-of-way) Stonestown Galleria shopping mall site into a master-planned, multi-phased, mixed-use community.

The Project would create a new Special Use District (“SUD”) that would rezone all parcels other than the mall parcels and establish development controls for construction of a multi-phased, mixed-use project. The Project would include amendments to the general plan and planning code to create the SUD. The SUD would establish land use zoning controls and incorporate design standards and guidelines for all parcels other than the mall parcels in a new Design Standards and Guidelines (“DSG”) document. The SUD and DSG would be applicable to all parcels other than the mall parcels, which would not be rezoned. The Project would include publicly accessible open space in the form of parks, plazas, and parkways throughout the project site. Transportation and

circulation changes would include straightening 20th Avenue between Eucalyptus and Winston drives, abandoning the portion of Buckingham Way between 19th and 20th Avenues, and creating a new east-west street between Blocks E1 and E3. The zoning map would be amended to show changes from the current zoning to the proposed SUD zoning. The existing height limits of 40 to 65 feet would be modified on all parcels other than the mall parcels to allow heights ranging from 30 to 190 feet. The existing height limit applicable to the mall parcels would not be modified. In addition, the Planning Code would be amended to create a new Stonestown Special Sign District (“SSD”). The SSD would apply to the entire site, including the mall parcels.

The Project includes up to approximately 3.85 million square feet of new construction, including up to approximately 3,491 residential units totaling approximately 3.5 million square feet. The new units would include a mix of rental and for-sale housing of varying affordability and in a variety of housing types from townhomes to mid- and high-rise buildings. The Project also includes approximately 6 net new acres of open space located throughout the Project site to provide connections within the site and to adjacent areas.

The Project provides up to 160,000 square feet of new retail to complement the existing shopping mall. Most of the retail uses would be located on 20th Avenue. The Project also provides up to approximately 96,000 square feet of Non-Retail Sales and Service use. Other proposed uses include approximately 63,000 square feet of institutional uses, including approximately 15,000 square feet of childcare use and community use.

Brookfield Properties, the project sponsor, filed a Project Application for the Project with the San Francisco Planning Department on November 29, 2021. The Planning Department, as lead agency responsible for administering the environmental review of projects within the City and County of San Francisco under CEQA, published a notice of preparation (“NOP”) of an EIR on April 27, 2022 (included as Appendix A in the DEIR), to inform agencies and the general public that the DEIR would be prepared based upon the criteria of CEQA Guidelines sections 15064 (Determining Significant Effects) and 15065 (Mandatory Findings of Significance). A notice of availability of the NOP and the NOP were sent to the State Clearinghouse, governmental agencies, organizations, and persons who may have an interest in the proposed project. An NOP scoping meeting was held remotely on May 9, 2022, to explain the environmental review process and to provide an opportunity to take public comment. A subsequent video of the NOP presentation and scoping meeting was accessible on the Department’s webpage. The NOP announcement was also placed in a newspaper of general circulation in the project area.

During the public scoping period, the Planning Department accepted comments from agencies and interested parties that identified environmental issues that should be addressed in the EIR. Comments received during the scoping process were considered in preparation of the DEIR.

The Planning Department prepared the DEIR for the project in accordance with CEQA, the CEQA Guidelines, and San Francisco Administrative Code chapter 31. The DEIR was published on December 14, 2022. An initial study (“IS”) was attached to, and circulated with, the DEIR as Appendix B. The DEIR was circulated for a 45-day public review and comment period, which began on December 15, 2022, and ended on February 13, 2023.

The Planning Department distributed paper copies of the notice of public hearing and availability of the DEIR to relevant state and regional agencies, organizations, and persons interested in the proposed project, including those listed on the Planning Department’s standard distribution lists. The Planning Department also distributed the notice electronically, using email, to recipients who had provided email addresses; published notification of

its availability in a newspaper of general circulation in San Francisco; and posted the Notice of Public Hearing and Availability of the EIR at the County Clerk's office and on the project site. Paper copies of the DEIR were provided for public review at the San Francisco Permit Center, 49 South Van Ness Avenue, 2nd Floor, San Francisco, CA 94103. Electronic copies of the draft EIR were made available for review or download on the Planning Department's "Environmental Review Documents" webpage: <https://sfplanning.org/environmental-review-documents>.

During the DEIR public review period, the Planning Department received written comments from four agencies, seven organizations, and 60 individuals.

During the public review period, the Planning Commission conducted a public hearing to receive oral comments on the DEIR on February 9, 2023. Due to the COVID-19 emergency, this hearing was held in a hybrid format that included both in-person and remote attendees. A court reporter attended the remote public hearing to transcribe the oral comments verbatim and provide a written transcript.

The Planning Department prepared responses to comments ("RTC") on environmental issues received during the public review period for the DEIR, revisions to the text of the DEIR in response to comments received or based on additional information that became available during the public review period and corrected clerical errors in the DEIR. The Commission recognizes that minor changes were made to the proposed project, that the FEIR included revisions to the variant, and that additional evidence has been developed after publication of the DEIR. This material was presented in the "RTC document," published on April 24, 2024, distributed to the Commission and all parties who commented on the DEIR, and made available to others upon request at the Department.

An FEIR has been prepared by the Planning Department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available, and the RTC document all as required by law. The initial study is incorporated by reference thereto. As described in the FEIR, the project refinements noted above would not result in a new significant impact or a substantial increase in the severity of any significant impacts identified in the DEIR.

The FEIR includes supplemental data and information that was developed after publication of the DEIR to further support the information presented in the DEIR. The FEIR also included revisions to the variant analyzed in the DEIR. Specifically, as explained in the FEIR, under the revised variant, the building envelopes and heights would remain the same as the variant except that the revised variant adds a tower building, bringing the total from four to five tower buildings. The proposed project and variant analyzed in the DEIR studied a potential fifth tower building on Block S3 in the wind and shadow modeling; however, the construction analysis analyzed a development program which assumed Block S3 was a midrise building and there were only four towers sitewide. Overall, the revised variant represents an increase of 411 residential units (334,000 square feet) and 411 parking spaces, a 104,000-square-foot decrease in non-retail sales and service uses, and a 100,000-square-foot decrease in hotel uses compared to the variant. None of the information included in the FEIR affects the conclusions or results in substantive changes to the information presented in the DEIR, or to the significance of impacts as disclosed in the DEIR. Nor does it add any new mitigation measures or alternatives that the project sponsor declined to implement. The Planning Commission finds that none of the changes and revisions in the FEIR substantially affects the analysis or conclusions presented in the DEIR and recirculation of the DEIR for additional public comments is not required.

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

- Demolition of an individually significant building would materially impair the historic architectural resource and would no longer retain the ability to convey its significance.
- The Project, in combination with cumulative projects, would contribute to an increase in delay to public transit.
- Construction of the Project would generate a substantial temporary or periodic increase in ambient noise levels at sensitive receptors in excess of standards.
- Combined with construction of other past, present, and reasonably foreseeable future projects in the vicinity of the project site, would cause a substantial temporary or periodic increase in ambient noise levels.
- Construction phases that overlap with operations would result in a considerable net increase of a criteria air pollutant.
- During operation, the Project would result in a cumulatively considerable net increase of a criteria air pollutant.
- During partial buildout, the Project would temporarily create wind hazards in publicly accessible areas of substantial pedestrian use.
- At full buildout, the Project would create wind hazards in publicly accessible areas of substantial pedestrian use.
- The Project, in combination with cumulative projects, would create wind hazards in publicly accessible areas of substantial pedestrian use.

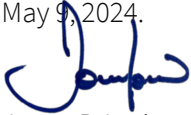
The Commission Secretary is the custodian of records for the Planning Department materials, located in the File for Case No. 2021-012028ENV, at 49 South Van Ness Ave, Suite 1400, San Francisco, California.

On May 9, 2024, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2021-012028ENVSHDGPAPCAMAPDVACWP-02 to consider the approval of the Project. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the Project, the Planning Department staff, expert consultants, and other interested parties.

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

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

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting of May 9, 2024.



Jonas P. Ionin  
Commission Secretary

AYES: So, Williams, Braun, Imperial, Koppel, Moore, Diamond

NOES: None

ABSENT: None

ADOPTED: May 9, 2024

## ATTACHMENT A

### California Environmental Quality Act Findings

#### PREAMBLE

In determining to approve the project described in Section I, below (the “**Project**”), the San Francisco Planning Commission (the “**planning commission**” or “**Commission**”) makes and adopts the following findings of fact and decisions regarding the Project description and objectives, significant impacts, significant and unavoidable impacts, mitigation measures and alternatives, and a statement of overriding considerations, based on substantial evidence in the whole record of this proceeding and pursuant to the California Environmental Quality Act, California Public Resources Code Section 21000 et seq. (“**CEQA**”), particularly Section 21081 and 21081.5, the Guidelines for Implementation of CEQA, 14 California Code of Regulations Section 15000 et seq. (“**CEQA Guidelines**”), Section 15091 through 15093, and Chapter 31 of the San Francisco Administrative Code (“**Chapter 31**”). The Commission adopts these findings in conjunction with the Approval Actions described in Section I(c), below, as required by CEQA, separate and apart from the Commission’s certification of the Project’s Final Environmental Impact Report, which the Commission certified prior to adopting these CEQA findings.

These findings are organized as follows:

**Section I** provides a description of the Project, Project objectives, the environmental review process for the Project, the City and County of San Francisco (“**City**”) approval actions to be taken, and the location and custodian of the record.

**Section II** identifies the Project’s less-than-significant impacts that do not require mitigation.

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

**Section IV** identifies significant impacts that would not be eliminated or reduced to a less-than-significant level and describes any applicable mitigation measures as well as the disposition of the mitigation measures.

**Sections III and IV** set forth findings as to the mitigation measures identified in the Final Environmental Impact Report. The Draft Environmental Impact Report (“**DEIR**”) and the Comments and Responses document (“**RTC document**”) together comprise the Final Environmental Impact Report (“**FEIR**”). Attachment B to the Planning Commission Motion contains the Mitigation Monitoring and Reporting Program (“**MMRP**”), which provides a table setting forth each mitigation measure listed in the FEIR that is required to reduce a significant adverse impact and is deemed feasible, identifies the parties responsible for carrying out the measure and reporting on its progress, and presents a schedule for implementation of each measure listed. The full text of the mitigation measures adopted as conditions of approval is set forth in the MMRP.

**Section V** evaluates the alternatives to the Project that were analyzed in the Environmental Impact Report (“**EIR**”) and the economic, legal, social, technological and other considerations that support the approval of the Project and discusses the reasons for the rejection of the alternatives, or elements thereof.

**Section VI** sets forth the planning commission’s Statement of Overriding Considerations pursuant to CEQA Guidelines Section 15093.

These findings are based upon substantial evidence in the entire record before the Commission. The references set forth in these findings to certain pages or sections of the DEIR or the RTC document are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings.

## **I. PROJECT DESCRIPTION AND PROCEDURAL BACKGROUND**

### **A. Project Description**

The “Project” that is the subject of these findings was analyzed in the FEIR as the Revised Variant. (See RTC Document, Chapter 2).

The Project involves the redevelopment of the approximately 27 acres of surface parking and surrounding structures in the 43-acre (including 2 acres of public right-of-way) Stonestown Galleria shopping mall site into a master-planned, multi-phased, mixed-use community as detailed below.

#### **1. Project Characteristics and Components**

The Project would create a new Special Use District (“**SUD**”) that would rezone all parcels other than the mall parcels and establish development controls for construction of a multi-phased, mixed-use project. The Project would include amendments to the general plan and planning code to create the SUD. The SUD would establish land use zoning controls and incorporate design standards and guidelines for all parcels other than the mall parcels in a new Design Standards and Guidelines (“**DSG**”) document. The SUD and DSG would be applicable to all parcels other than the mall parcels, which would not be rezoned. The Project would include publicly accessible open space in the form of parks, plazas, and parkways throughout the project site. Transportation and circulation changes would include straightening 20th Avenue between Eucalyptus and Winston drives, abandoning the portion of Buckingham Way between 19th and 20th Avenues, and creating a new east-west street between Blocks E1 and E3. The zoning map would be amended to show changes from the current zoning to the proposed SUD zoning. The existing height limits of 40 to 65 feet would be modified on all parcels other than the mall parcels to allow heights ranging from 30 to 190 feet. The existing height limit applicable to the mall parcels would not be modified. In addition, the Planning Code would be amended to create a new Stonestown Special Sign District (“**SSD**”). The SSD would apply to the entire site, including the mall parcels.

The Project includes up to approximately 3.85 million square feet of new construction, including up to approximately 3,491 residential units totaling approximately 3.5 million square feet. The

new units would include a mix of rental and for-sale housing of varying affordability and in a variety of housing types from townhomes to mid- and high-rise buildings. The Project also includes approximately 6 net new acres of open space located throughout the Project site to provide connections within the site and to adjacent areas.

The Project provides up to 160,000 square feet of new retail to complement the existing shopping mall. Most of the retail uses would be located on 20th Avenue. The Project also provides up to approximately 96,000 square feet of Non-Retail Sales and Service use. Other proposed uses include approximately 63,000 square feet of institutional uses, including approximately 15,000 square feet of childcare use and community use.

## **B. Project Objectives**

As identified in the EIR, the project objectives are the following:

1. Redevelop the underutilized portions of the project site, including surface parking lots, structured parking, and vacant structures surrounding Stonestown Galleria, to create a new neighborhood that reflects excellence in urban design principles; that provides a mix of residential, retail, commercial, hotel, public gathering spaces, and community uses to support a vibrant town center; and that benefits the existing surrounding neighborhoods, Stonestown Galleria, and the future new residents.
2. Contribute to meeting the San Francisco General Plan Housing Element goals and the Association of Bay Area Governments' Regional Housing Needs Allocation for San Francisco by maximizing the number of dwelling units throughout the Project site and providing housing in proximity to local and regional public transportation.
3. Build a mixed-income residential community that provides housing at a range of affordability levels, with a wide range of building styles, heights, dwelling unit types, tenure, and supporting on-site amenities; that attracts a diversity of household compositions, including children, adults, and seniors; and that increases business and employment opportunities.
4. Prioritize residential uses in the northwest corner of the project site near Rolph Nicol Jr. open space to provide complementary uses paired with more greenery and community serving uses, and to strengthen connections to open space and to the existing surrounding residential neighborhood of Merced Manor.
5. Add new residents, open space amenities, and complementary retail to bring more shoppers to the site while supporting the continued operations of the existing Stonestown Galleria, and create synergies among uses on the site.
6. Link the retail-centric heart of the project, located around the existing Stonestown Galleria and the new 20th Avenue corridor, to the existing and proposed adjacent residential areas through a network of pedestrian pathways, plazas, and parks.



7. Focus the customer journey by concentrating a variety of retail, restaurant, commercial uses, and supportive parking within the retail-centric heart of the site located around the existing shopping center and the new 20th Avenue corridor in order to optimize foot traffic for retail tenants and maximize cross-shopping opportunities by shoppers and visitors to the project.
8. Provide space to accommodate other commercial uses, including hotel, small office, medical office, and other neighborhood-serving uses complementary to a town center and to serve project residents as well as visitors of the site.
9. Provide active public gathering spaces adjacent to Stonestown Galleria to promote and improve opportunities for mingling and connection for people of all ages and abilities.
10. Build adequate parking and loading access to serve the needs of project residents, workers, retailers, visitors, and the existing Stonestown Galleria and concentrate parking near the retail centric core of the project site.
11. Create a circulation and transportation system that emphasizes transit-oriented development, maximizes foot traffic to the shopping center, and provides pedestrian and bicycle connections to and from the Project site to adjacent neighborhoods and recreational areas such as Ocean Beach, Rolph Nicol Jr. Playground, Lake Merced, and Stern Grove.
12. Improve the infrastructure at the project site, including new streets and sidewalks, bicycle and pedestrian amenities, multiuse paths, water, sewer, gas/electric utilities, and new fire hydrant infrastructure.
13. Build a neighborhood resilient to sea level rise and earthquakes and demonstrate leadership in sustainable development by constructing improvements intended to reduce the neighborhood's per capita consumption of electricity, natural gas, and potable water, and generation of wastewater.
14. Create a development that is financially feasible and that can fund the project's capital costs and ongoing operation and maintenance costs relating to the redevelopment and long-term operation of the property.

### **C. Project Approvals**

The Project would require approvals from several authorities, including those listed below:

#### **1. Local Agencies**

#### **San Francisco Board of Supervisors**

- Adoption of CEQA findings.
- Approval of development agreement.
- Approval of amendments to the general plan, planning code, and zoning map.
- Approval of final subdivision map and condominium map applications.
- Approval of street vacations, major street encroachments, changes to public right-of-way and acceptance of public improvements.
- Approval of a resolution of intention to establish an Enhanced Infrastructure Financing District

### **San Francisco Planning Department and Commission**

- Certification of Final EIR.
- Adoption of CEQA findings.
- Adoption of findings of consistency with the general plan and priority policies of planning code section 101.1.
- Recommendation to the Board of Supervisors to approve a development agreement.
- Recommendation to the Board of Supervisors to approve amendments to the general plan.
- Recommendation to the Board of Supervisors to approve planning code amendments and zoning map amendments.
- Approval of the design standards and guidelines (DSG)
- Adoption of findings with the recommendation of Recreation and Park Commission that the project would have no adverse impact on publicly accessible open space under the jurisdiction of the San Francisco Recreation and Park Commission (planning code section 295).
- General plan referral to the Board of Supervisors for a Major Encroachment Permit (if required for non-standard improvements).
- Office Development Authorization (Proposition M).
- Approval of phase applications
- Approval of vertical and horizontal design applications and permits

### **Recreation and Park Department and Commission**

- Recommendation to the Planning Commission regarding whether or not the net new shadow cast by the proposed project will have a significant adverse impact on the use of RPD-owned properties, pursuant to Planning Code Section 295 (the sunlight ordinance).
- Approval of the open space exhibit and consent to the development agreement.
- Approval of concept designs for any work done on RPD-owned property.
- Approval of site improvement permits (administrative/staff approval).

### **San Francisco Public Utilities Commission**

- Approval of the stormwater and wastewater plans.

- Review and approval of erosion and sediment control plan per article 4.1 of the public works code.
- Review and approval of any changes to sewer laterals (connections to the City sewer system).
- Review and approval of any changes to existing publicly owned fire hydrants, water service laterals, water meters, and/or water mains.
- Review and approval of the size and location of new fire, standard, and/or irrigation water service laterals.
- Review and approval of post-construction stormwater design guidelines including a stormwater control plan, in accordance with City's 2016 Stormwater Management Requirements and Design Guidelines.
- Review and approval of the landscape plan per the water-efficient irrigation ordinance.
- Approval of the use of dewatering wells per article 12B of the health code (joint approval by the health department).
- Review and approval of documentation for non-potable water reuse system per the non-potable water ordinance.
- Approval of color curb program.
- Consent to the development agreement.

#### **San Francisco Public Works**

- Approval of tentative subdivision map and condominium map application and any minor encroachment permits, or recommendations on any major encroachment permits
- Approval of permits to remove and replace street trees and to remove protected trees on the project site within 10 feet of the public right-of-way.
- Approval of permits for streetscape improvements in the public right-of-way.
- Approval of street space permit from the Bureau of Street Use and Mapping if sidewalk(s) are used for construction staging and pedestrian walkways are constructed in the curb lane(s).
- Recommendation to the Board of Supervisors for vacations, dedications and realignments, sidewalk widening and improvements in the public right-of-way, including street and bicycle network changes.
- Issuance of street improvement permits.
- Consent to the development agreement.

#### **San Francisco Municipal Transportation Agency**

- Approval of transit improvements, public improvements, and infrastructure, including certain roadway improvements, bicycle infrastructure and loading zones, and other actions and approvals related to its jurisdictional authority.
- Approval of special traffic permit from the Sustainable Streets Division if sidewalk(s) are used for construction staging and pedestrian walkways are constructed in the curb lane(s).
- Approval of construction within public right-of-way (e.g., bulb-outs and sidewalk extensions) to ensure consistency with the Better Streets Plan.

- Approval of placement of bicycle racks on the perimeter sidewalks and within the project site.
- Consent to the development agreement, including the transportation exhibit.

#### **San Francisco Fire Department**

- Consent to the development agreement.

#### **San Francisco Department of Building Inspection**

- Review and approval of demolition, grading, and site/building permits.
- Review and approval of construction permit for non-potable water system.
- Approval of permit for nighttime construction if any night construction work is proposed that would result in noise greater than 5 dBA above ambient noise levels, as applicable.
- Review and approval of plumbing plans for non-potable water reuse system per the Non-potable Water Ordinance.

#### **San Francisco Department of Public Health**

- Approval of use of dewatering wells per San Francisco Health Code article 12B.
- Approval of a site mitigation plan per San Francisco Health Code article 22A (Maher Ordinance).
- Approval of a construction dust control plan per San Francisco Health Code article 22B.
- Approval of an enhanced ventilation proposal per San Francisco Health Code article 38.
- Review and approval of design and engineering plans for non-potable reuse system and testing prior to issuance of permit to operate.

### 2. State and Regional Agencies

#### **California Department of Transportation**

- Approval of proposed modifications to 19th Avenue.
- Encroachment permit.

#### **Regional Water Quality Control Board – San Francisco Bay Region**

- Approval of Section 401 water quality certification.
- General Construction Stormwater Permit.

#### **Bay Area Air Quality Management District**

- Approval of any necessary air quality permits (e.g., Authority to Construct and Permit to Operate) for individual air pollution sources, such as emergency diesel generators.
- Approval of asbestos dust mitigation plan for construction and grading operations.

### **D. Environmental Review**

The planning department, as lead agency responsible for administering the environmental review of projects within the City and County of San Francisco under CEQA, published a notice of preparation (“NOP”) of an EIR on April 27, 2022 (included as Appendix A in the DEIR), to inform agencies and the general public that the DEIR would be prepared based upon the criteria of CEQA Guidelines sections 15064 (Determining Significant Effects) and 15065 (Mandatory Findings of Significance). A notice of availability of the NOP and the NOP were sent to the State Clearinghouse, governmental agencies, organizations, and persons who may have an interest in the proposed project. An NOP scoping meeting was held remotely on May 9, 2022, to explain the environmental review process and to provide an opportunity to take public comment. A subsequent video of the NOP presentation and scoping meeting was accessible on the Department’s webpage. The NOP announcement was also placed in a newspaper of general circulation in the project area.

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The planning department prepared the DEIR for the project in accordance with CEQA, the CEQA Guidelines, and San Francisco Administrative Code chapter 31. The DEIR was published on December 14, 2022. An initial study (“IS”) was attached to, and circulated with, the DEIR as Appendix B. The DEIR was circulated for a 45-day public review and comment period, which began on December 15, 2022, and ended on February 13, 2023.

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During the DEIR public review period, the planning department received written comments from four agencies, seven organizations, and 60 individuals.

During the public review period, the planning commission conducted a public hearing to receive oral comments on the DEIR on February 9, 2023. Due to the COVID-19 emergency, this hearing was held in a hybrid format that included both in-person and remote attendees. A court reporter attended the remote public hearing to transcribe the oral comments verbatim and provide a written transcript.

The planning department prepared responses to comments on environmental issues received during the public review period for the DEIR, revisions to the text of the DEIR in response to

comments received or based on additional information that became available during the public review period, and corrected clerical errors in the DEIR. The Commission recognizes that minor changes were made to the proposed project, that the FEIR included revisions to the variant, and that additional evidence has been developed after publication of the DEIR. This material was presented in the “RTC document,” published on April 24, 2024, distributed to the Commission and all parties who commented on the DEIR, and made available to others upon request at the Department.

A Final Environmental Impact Report (“FEIR”) has been prepared by the planning department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available, and the RTC document all as required by law. The initial study is incorporated by reference thereto. As described in the FEIR, the project refinements noted above would not result in a new significant impact or a substantial increase in the severity of any significant impacts identified in the DEIR.

Under section 15088.5 of the CEQA Guidelines, recirculation of an EIR is required when “significant new information” is added to the EIR after public notice is given of the availability of the DEIR for public review but prior to certification of the FEIR. New information added to an EIR is not “significant” unless the EIR is changed in a way that deprives the public of a meaningful opportunity to comment upon a substantial adverse environmental effect of the project or a feasible way to mitigate or avoid such an effect (including a feasible project alternative) that the project’s proponents have declined to implement. “Significant new information” requiring recirculation includes, for example, a disclosure showing that:

- (1) A new significant environmental impact would result from the project or from a new mitigation measure proposed to be implemented.
- (2) A substantial increase in the severity of an environmental impact would result unless mitigation measures are adopted that reduce the impact to a level of insignificance.
- (3) A feasible project alternative or mitigation measure considerably different from others previously analyzed would clearly lessen the significant environmental impacts of the project, but the project’s proponents decline to adopt it.
- (4) The DEIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

(CEQA Guidelines, § 15088.5, subd. (a).)

Here, the FEIR includes supplemental data and information that was developed after publication of the DEIR to further support the information presented in the DEIR. The FEIR also included revisions to the variant analyzed in the DEIR. Specifically, as explained in the FEIR, under the revised variant, the building envelopes and heights would remain the same as the variant except that the revised variant adds a tower building, bringing the total from four to five tower buildings. The proposed project and variant analyzed in the DEIR studied a potential fifth tower building on Block S3 in the wind and shadow modeling; however, the construction analysis



analyzed a development program which assumed Block S3 was a midrise building and there were only four towers sitewide. Overall, the revised variant represents an increase of 411 residential units (334,000 square feet) and 411 parking spaces, a 104,000-square-foot decrease in non-retail sales and service uses, and a 100,000-square-foot decrease in hotel uses compared to the variant. None of the information included in the FEIR affects the conclusions or results in substantive changes to the information presented in the DEIR, or to the significance of impacts as disclosed in the DEIR. Nor does it add any new mitigation measures or alternatives that the project sponsor declined to implement. The planning commission finds that none of the changes and revisions in the FEIR substantially affects the analysis or conclusions presented in the DEIR and recirculation of the DEIR for additional public comments is not required.

Project EIR files have been made available for review by the Commission and the public. These files are available for public review at the Planning Department at 49 South Van Ness Avenue, Suite 1400, and are part of the record before the Commission.

On May 9, 2024, the Commission reviewed and considered the FEIR and found that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code. The Commission certified the FEIR on May 9, 2024, by adoption of its Motion No. [REDACTED].

#### **E. Content and Location of Record**

The record upon which all findings and determinations related to the adoption of the Project are based include the following:

- The FEIR, and all documents referenced in or relied upon by the FEIR, including the IS;
- All information (including written evidence and testimony) provided by City staff to the Commission relating to the FEIR, the proposed approvals and entitlements, the Project, and the alternatives set forth in the FEIR;
- All information (including written evidence and testimony) presented to the Commission by the environmental consultant and subconsultants who prepared the FEIR, or incorporated into reports presented to the Commission;
- All information (including written evidence and testimony) presented to the City from other public agencies relating to the Project or the FEIR;
- All applications, letters, written information, testimony, and presentations presented to the City by the Project Sponsors and their consultants in connection with the Project;
- All information (including written evidence and testimony) presented at any public hearing related to the EIR;
- The MMRP; and,

- All other documents comprising the record pursuant to Public Resources Code section 21167.6(e).

The public hearing transcripts and audio files, a copy of all letters regarding the FEIR received during the public review period, the administrative record, and background documentation for the FEIR are located at the Planning Department, 49 South Van Ness Ave, Suite 1400, San Francisco. The Planning Department is the custodian of these documents and materials.

## **F. Findings about Environmental Impacts and Mitigation Measures**

The following Sections II, III, and IV set forth the Commission's findings about the FEIR's determinations regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide the written analysis and conclusions of the Commission regarding the environmental impacts of the Project and the mitigation measures identified in the FEIR and adopted by the Commission. To avoid duplication and redundancy, and because the Commission agrees with, and hereby adopts, the conclusions in the FEIR, these findings will not repeat the analysis and conclusions in the FEIR but instead incorporate them by reference and rely upon them as substantial evidence supporting these findings.

In making these findings, the Commission has considered the opinions of staff and experts, other agencies, and members of the public. The Commission finds that (i) the determination of significance thresholds is a judgment decision within the discretion of the City and County of San Francisco; (ii) the significance thresholds used in the FEIR are supported by substantial evidence in the record, including the expert opinion of the City staff; and (iii) the significance thresholds used in the FEIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project. Thus, although, as a legal matter, the Commission is not bound by the significance determinations in the FEIR (see Public Resources Code section 21082.2, subdivision (e)), the Commission finds them persuasive and hereby adopts them as its own.

These findings do not attempt to describe the full analysis of each environmental impact contained in the FEIR. Instead, a full explanation of these environmental findings and conclusions can be found in the FEIR, and these findings hereby incorporate by reference the discussion and analysis in the FEIR supporting the determination regarding environmental impacts and mitigation measures designed to address those impacts. In making these findings, the Commission ratifies, adopts and incorporates in these findings the determinations and conclusions of the FEIR relating to environmental impacts and mitigation measures, except to the extent any such determinations and conclusions are specifically and expressly modified by these findings, and relies upon them as substantial evidence supporting these findings.

As set forth below, the Commission adopts and incorporates the mitigation measures set forth in the FEIR, which to the extent feasible are set forth in the attached MMRP, to reduce the significant and unavoidable impacts of the Project. The Commission intends to adopt the mitigation measures proposed in the FEIR. Accordingly, in the event a mitigation measure recommended in the FEIR has inadvertently been omitted in these findings or the MMRP, such mitigation measure that is deemed feasible and should have been included in the MMRP but was inadvertently omitted is hereby adopted and incorporated in the findings below by reference. In

addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP does not accurately reflect the mitigation measures in the FEIR due to a clerical error, the language of the policies and implementation measures as set forth in the FEIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the information contained in the FEIR.

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

These findings are based upon substantial evidence in the entire record before the Commission. The references set forth in these findings to certain pages or sections of the EIR or responses to comments in the FEIR are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings.

As explained in the FEIR, in accordance with Public Resources Code section 21099 (Modernization of Transportation Analysis for Transit-Oriented Projects), aesthetics and parking shall not be considered in determining if a project has the potential to result in significant environmental effects, provided the project meets all of the following three criteria: (a) the project is in a transit priority area; (b) the project is on an infill site; and (c) the project is residential, mixed-use residential, or an employment center. The Project meets each of the above criteria, and therefore, aesthetics or parking are not considered in determining the significance of Project impacts.

## **II. IMPACTS FOUND TO BE LESS THAN SIGNIFICANT AND THUS REQUIRING NO MITIGATION**

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

### **A. Land Use and Planning**

**Impact LU-1:** The Project would not physically divide an established community. (Initial Study, p. 8; RTC Document, p. C-1.)

**Impact LU-2:** The Project would not cause a significant physical environmental impact due to a conflict with any applicable land use plan, policy, or regulation adopted for the purpose of avoiding or mitigating an environmental effect. (Initial Study, pp. 9-10; RTC Document, pp. C-1 - C-2.)

**Impact C-LU-1:** The Project, in combination with cumulative projects, would not result in a significant cumulative impact related to land use and planning. (Initial Study, p. 10; RTC Document, pp. C-1 - C-2.)

## B. Population and Housing

**Impact PH-1:** Construction of the Project would not induce substantial unplanned population growth, either directly or indirectly. (Initial Study, pp. 13-14; RTC Document, pp. C-2 – C-3.)

**Impact PH-2:** Operation of the Project would not induce substantial unplanned population growth, either directly or indirectly. (Initial Study, pp. 14-16; RTC Document, pp. C-3 – C-4.)

**Impact C-PH-1:** The Project, in combination with cumulative projects, would not result in a significant cumulative impact related to population and housing. (Initial Study, pp. 16-17; RTC Document, pp. C-4 – C-5.)

## C. Cultural Resources

**Impact CR-2:** The Project would not cause a substantial adverse change in the significance of an adjacent historical resource as defined in CEQA Guidelines section 15064.5, including those resources listed in article 10 or article 11 of the San Francisco Planning Code. (DEIR, pp. 3.A-26 – 3.A-27; RTC Document, pp. 2-22 – 2-23.)

**Impact C-CR-1:** The Project, in combination with cumulative projects, would not result in demolition and/or alteration of historical resources, as defined in CEQA Guidelines section 15064.5. (DEIR, pp. 3.A-26 – 3.A-27; RTC Document, pp. 2-22 – 2-23.)

**Impact C-CR-2:** The Project, in combination with cumulative projects, would not result in a significant cumulative impact related to archeological resources and human remains. (Initial Study, p. 30; RTC Document, pp. C-5 – C-6.)

## D. Tribal Cultural Resources

**Impact C-TCR-1:** The Project, in combination with the cumulative projects, would not result in significant cumulative impacts on tribal cultural resources. (Initial Study, p. 40; RTC Document, pp. C-5 – C-6.)

## E. Transportation and Circulation

**Impact TR-2:** Operation of the Project would not create potentially hazardous conditions for people walking, bicycling, or driving or public transit operations. (DEIR, pp. 3.B-57 – 3.B-63; RTC Document, p. 2-27.)

**Impact TR-3:** Operation of the Project would not interfere with accessibility of people walking or bicycling to and from the project site, and adjoining areas, or result in inadequate emergency access. (DEIR, pp. 3.B-63 – 3.B-65; RTC Document, pp. 2-27 – 2-28.)

**Impact TR-4:** Operation of the Project would not substantially delay public transit. (DEIR, pp. 3.B-65 – 3.B-70; RTC Document, pp. 2-28 – 2-29.)

**Impact TR-5:** Operation of the Project would not cause substantial additional VMT or substantially induce automobile travel. (DEIR, pp. 3.B-70 – 3.B-72; RTC Document, pp. 2-29 – 2-30.)

**Impact C-TR-2:** The proposed Project, in combination with cumulative projects, would not create potentially hazardous conditions and would not interfere with accessibility. (DEIR, pp. 3.B-78; RTC Document, pp. 2-31 – 2-32.)

**Impact C-TR-4:** The proposed Project, in combination with cumulative projects, would not cause substantial additional vehicle miles traveled or substantially induce automobile travel. (DEIR, pp. 3.B-84 – 3.B-85; RTC Document, pp. 2-31 – 2-32.)

#### F. Noise

**Impact NO-2:** Construction truck traffic from the Project would not cause a substantial temporary or periodic increase in ambient noise levels along access streets in the project vicinity. (DEIR, p. 3.C-35; RTC Document, pp. 2-49 – 2-50.)

**Impact NO-3:** Construction of the Project would not generate excessive groundborne vibration or groundborne noise levels. (DEIR, pp. 3.C-35 – 3.C-37; RTC Document, pp. 2-49 – 2-50.)

**Impact NO-6:** Project traffic and loading operations would not result in a substantial permanent increase in ambient noise levels in the immediate project vicinity. (DEIR, pp. 3.C-45 – 3.C-50; RTC Document, p. 2-51.)

**Impact C-NO-2:** Construction of the Project, in combination with cumulative projects, would not result in the generation of excessive groundborne vibration or groundborne noise levels during construction. (DEIR, pp. 3.C-52 – 3.C-53; RTC Document, p. 2-56.)

**Impact C-NO-3:** Operation of the stationary equipment on the project site from the Project, in combination with cumulative projects, would not result in the generation of a substantial permanent increase in ambient noise levels in the immediate project vicinity, or permanently expose noise-sensitive receptors to noise levels in excess of standards in the San Francisco Noise Ordinance. (DEIR, pp. 3.C-53; RTC Document, p. 2-56.)

**Impact C-NO-4:** Project traffic and loading operations, in combination with cumulative projects, would not cause a substantial permanent increase in ambient noise levels in the project vicinity. (DEIR, pp. 3.C-53 – 3.C-57; RTC Document, p. 2-56.)

#### G. Air Quality

**Impact AQ-4:** The Project would not result in other emissions (such as those leading to odors) adversely affecting a substantial number of people. (DEIR, pp. 3.D-72; RTC Document, pp. 2-42 – 2-43.)

**Impact C-AQ-2:** The Project, in combination with cumulative projects, would not result in other emissions (such as those leading to odors) that would adversely affect a substantial number of people. (DEIR, pp. 3.D-86; RTC Document, p. 2-48.)

#### H. Greenhouse Gas Emissions

None.

## I. Wind

None.

## J. Shadow

**Impact SH-1:** The Project would create new shadow; however, this new shadow would not substantially and adversely affect the use and enjoyment of publicly accessible open spaces. (DEIR, pp. 3.F-6 – 3.F-26; RTC Document, pp. 2-58 – 2-61.)

**Impact C-SH-1:** The Project, in combination with cumulative projects, would not result in a significant cumulative shadow impact. (DEIR, pp. 3.F-26 – 3.F-42; RTC Document, pp. 2-58 - 2-61.)

## K. Recreation

**Impact RE-1:** The Project would increase the use of existing neighborhood and regional parks and other recreational facilities, but not to such an extent that substantial physical deterioration of the facilities would occur or be accelerated or such that the construction of new or expanded facilities would be required. (Initial Study, pp. 60-61; RTC Document, pp. C-8 – C-10.)

**Impact C-RE-1:** The Project, in combination with cumulative projects, would not result in significant cumulative impacts related to recreation. (Initial Study, pp. 61-62; RTC Document, p. C-10.)

## L. Utilities and Service Systems

**Impact UT-1:** The Project would not require construction of new or expanded water or stormwater drainage facilities, the construction or relocation of which could cause significant environmental effects. (DEIR, pp. 3.G-13 – 3.G-14; RTC Document, pp. 2-61 – 2-66.)

**Impact UT-2:** SFPUC determined that during normal years sufficient water supplies are available to serve the Project and reasonably foreseeable future development in normal years. In single and multiple dry years the SFPUC may develop new or expanded water supply facilities to address shortfalls if the Bay Delta Plan Amendment is implemented, but this would occur with or without the Project. The SFPUC would address supply shortfalls through increased rationing, which could result in significant cumulative effects, but the project would not make a considerable contribution to impacts from increased rationing. (DEIR, pp. 3.G-15 – 3.G-21; RTC Document, p. 2-63.)

**Impact UT-3:** The Project would not result in a determination by the wastewater treatment provider which serves or may serve the project that it has inadequate capacity to serve the projected demand in addition to the provider's existing commitments and would not require construction of new or expanded wastewater treatment facilities, the construction or relocation of which could cause significant environmental effects. (DEIR, pp. 3.G-22 – 3.G-23; RTC Document, pp. 2-63 – 2-66.)

**Impact UT-4:** The Project would not generate solid waste in excess of state or local standards, or in excess of the capacity of local infrastructure, or otherwise impair the attainment of solid



waste reduction goals, and would comply with federal, state, and local management and reduction statutes and regulations related to solid waste. (DEIR, pp. 3.G-24 – 3.G-26; RTC Document, pp. 2-65 – 2-66.)

**Impact C-UT-1:** The Project, in combination with cumulative projects, would not result in a significant cumulative impact related to the wastewater and stormwater collection and treatment system. (DEIR, pp. 3.G-26 – 3.G-27; RTC Document, pp. 2-61 – 2-66.)

**Impact C-UT-2:** The Project, in combination with cumulative projects, would not result in a significant cumulative impact related to solid waste facilities and regulations. (DEIR, pp. 3.G-27 – 3.G-28; RTC Document, pp. 2-61 – 2-66.)

#### M. Public Services

**Impact PS-1:** The Project would not increase the demand for public services to such an extent that construction of new or physically altered facilities would be required. (Initial Study, pp. 63-67; RTC Document, pp. C-10 – C-12.)

**Impact C-PS-1:** The Project, combined with cumulative projects, would not result in significant cumulative impacts on police, fire, and school district services such that new or physically altered facilities, the construction of which could cause significant environmental impacts, would be required in order to maintain acceptable levels of service. (Initial Study, p. 68; RTC Document, p. C-13.)

#### N. Biological Resources

**Impact BI-1:** The Project would not have a substantial adverse effect, either directly or through habitat modifications, on species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Wildlife or U.S. Fish and Wildlife Service. (Initial Study, pp. 69-70; RTC Document, p. C-13.)

**Impact BI-2:** The Project would not interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites. (Initial Study, pp. 70-71; RTC Document, p. C-13.)

**Impact BI-3:** The Project would not conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance. (Initial Study, pp. 71-72; RTC Document, p. C-13.)

**Impact C-BI-1:** The Project, in combination with cumulative projects, would not result in significant cumulative impacts on biological resources. (Initial Study, p. 72; RTC Document, p. C-13.)

#### O. Geology and Soils

**Impact GE-1:** The Project would not exacerbate the potential to expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving rupture

of a known earthquake fault, seismic ground shaking, liquefaction, seismically induced ground failure, or landslides. (Initial Study, pp. 76-80; RTC Document, p. C-14.)

**Impact GE-2:** The Project would not result in substantial erosion or loss of topsoil. (Initial Study, pp. 80-81; RTC Document, p. C-14.)

**Impact GE-3:** The Project would not result in on- or off-site landslide, lateral spreading, subsidence, liquefaction, or collapse by being located on a geologic unit or soil that is unstable, or that could become unstable. (Initial Study, pp. 81-82; RTC Document, p. C-14.)

**Impact GE-4:** The Project would not create substantial risks to life or property by being located on expansive soils. (Initial Study, p. 83; RTC Document, p. C-14.)

**Impact GE-5:** The Project would not directly or indirectly destroy a unique geologic feature of the site. (Initial Study, p. 83; RTC Document, p. C-14.)

**Impact C-GE-1:** The Project, in combination with cumulative projects, would not result in significant cumulative impacts on geology, soils, or paleontological resources. (Initial Study, pp. 85-86; RTC Document, p. C-14.)

#### P. Hydrology and Water Quality

**Impact HY-1:** The Project would not violate any water quality standards or waste discharge requirements or otherwise substantially degrade surface or groundwater quality. (Initial Study, pp. 87-90; RTC Document, p. C-14.)

**Impact HY-2:** The Project would not substantially decrease groundwater supplies or interfere substantially with groundwater recharge such that the Project may impede sustainable groundwater management of the basin. (Initial Study, p. 90; RTC Document, p. C-14.)

**Impact HY-3:** The Project would not substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river or through the addition of impervious surfaces, in a manner that would result in substantial erosion, siltation, or flooding on or off site; or that would create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff. (Initial Study, pp. 90-91; RTC Document, p. C-14.)

**Impact HY-4:** The Project would not conflict with or obstruct implementation of a water quality control plan or sustainable groundwater management plan. (Initial Study, pp. 92-92; RTC Document, p. C-14.)

**Impact C-HY-1:** The Project, in combination with cumulative projects, would not result in a significant cumulative impact on hydrology and water quality. (Initial Study, pp. 92-93; RTC Document, p. C-14.)

#### Q. Hazards and Hazardous Materials

**Impact HZ-1:** The Project would not create a significant hazard through the routine transport, use, or disposal of hazardous materials. (Initial Study, pp. 98-99; RTC Document, p. C-15.)

**Impact HZ-2:** The Project would not create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment. (Initial Study, pp. 99-101; RTC Document, p. C-15.)

**Impact HZ-3:** The Project would emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school. (Initial Study, pp. 101-102; RTC Document, p. C-15.)

**Impact HZ-4:** The Project would be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code section 65962.5 but would not create a significant hazard to the public or the environment. (Initial Study, p. 102; RTC Document, p. C-15.)

**Impact HZ-5:** The Project would not impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan. (Initial Study, p. 103; RTC Document, p. C-15.)

**Impact C-HZ-1:** The Project, in combination with cumulative projects, would not result in a significant cumulative impact related to hazards and hazardous materials. (Initial Study, p. 103; RTC Document, p. C-15.)

R. Mineral Resources

None.

S. Energy

**Impact EN-1:** The Project would not result in wasteful, inefficient, or unnecessary consumption of energy resources during construction or operation. (Initial Study, pp. 104-107; RTC Document, pp. C-15 – C-17.)

**Impact EN-2:** The Project would not conflict with or obstruct a state or local plan for renewable energy or energy efficiency. (Initial Study, pp. 107-108; RTC Document, pp. C-15 – C-17.)

**Impact C-EN-1:** The Project, in combination with cumulative projects, would not result in significant cumulative impacts related to the wasteful, inefficient, or unnecessary consumption of energy resources or conflict with or obstruct a state or local plan for renewable energy or energy efficiency. (Initial Study, pp. 108-109; RTC Document, pp. C-15 – C-17.)

T. Agriculture and Forestry

None.

U. Wildfire

None.

**III. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL**

## **THROUGH MITIGATION AND THE DISPOSITION OF THE MITIGATION MEASURES**

CEQA requires agencies to adopt mitigation measures that would avoid or substantially lessen a project's identified significant impacts or potential significant impacts if such measures are feasible. The findings in this Section III and in Section IV discuss mitigation measures as identified in the FEIR for the Project and as recommended for adoption by the Planning Commission. The full explanation of the potentially significant environmental impacts and the full text of the mitigation measures is contained in the FEIR and/or the MMRP. A copy of the MMRP is included as Attachment B to the Planning Commission Motion adopting these findings.

The impacts identified in this Section III would be reduced to a less-than-significant level through implementation of the mitigation measures contained in the FEIR, included in the Project, or imposed as conditions of approval and set forth in Attachment B. The impacts identified in Section IV, below, for which feasible mitigation has been identified in the FEIR also would be reduced, although not to a less-than-significant level.

As indicated in the MMRP, in most cases, mitigation measures will be implemented by the Planning Commission or the Project Sponsor. In these cases, implementation of mitigation measures will be made conditions of project approval. For each of these mitigation measures and the impacts they address, the Planning Commission finds that changes or alterations have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the FEIR. (CEQA Guidelines, § 15091, subd. (a)(1).)

In the case of all other mitigation measures, an agency other than the Planning Commission (either another City agency or a non-City agency) will have responsibility for implementation or assisting in the implementation or monitoring of mitigation measures. This is because certain mitigation measures are partly or wholly within the responsibility and jurisdiction of another public agency (other than the Planning Commission). In such instances, the entity that will be responsible for implementation is identified in the MMRP for the Project (Attachment B). Generally, the Planning Commission has designated the agencies to implement mitigation measures as part of their existing permitting or program responsibilities.

For each of these mitigation measures and the impacts they address, the Planning Commission finds that the changes or alterations are in whole or in part within the responsibility and jurisdiction of a public agency other than the Planning Commission and that the changes have been adopted by such other agency or can and should be adopted by such other agency. (CEQA Guidelines, § 15091, subd. (a)(2).)

The Planning Commission adopts all of the mitigation measures proposed for the Project that are within the jurisdiction and control of the Planning Commission. For those mitigation measures that are the responsibility of agencies other than the Planning Department (e.g., the City and County of San Francisco and its subsidiary agencies), the Planning Commission finds that those measures can and should be implemented by the other agencies as part of their existing permitting or program responsibilities. Based on the analysis contained in the FEIR, other

considerations in the record, and the standards of significance, the Planning Commission finds that implementation of all of the proposed mitigation measures discussed in this Section III will reduce potentially significant impacts to a less-than-significant level.

A. Land Use and Planning

None.

B. Population and Housing

None.

C. Cultural Resources

**Impact CR-2:** The Project could cause a substantial adverse change in the significance of an archeological resource. (Initial Study, pp. 24-29; RTC Document, pp. C-5 – C-6.)

The project site primarily has a low to moderately low potential to uncover archeological resources, however, there are portions of the project site that have a moderate potential to encounter Native American archeological resources. In addition, based on tribal consultation completed for the San Francisco Housing Element 2022 Update EIR, there is a heightened sensitivity for tribal cultural resources in the location of historical water sources, such as the former creek channel that historically ran through the project site. Therefore, the Project may affect archeological resources pursuant to CEQA Guidelines section 15064.5. If any previously unrecorded archeological resources are identified during project ground-disturbing activities and were found to qualify as an historical resource per CEQA Guidelines section 15064.5 or a unique archeological resource as defined in Public Resources Code section 21083.2(g), any impacts to the resource resulting from construction could be potentially significant.

Implementation of Mitigation Measure M-CR-2, Archeological Monitoring, during construction would address impacts on any previously unrecorded and buried (or otherwise obscured) archeological deposits by requiring the project sponsor and its contractors to adhere to the appropriate procedures and protocols identified in an archeological monitoring program as outlined in the mitigation measure to identify and appropriately treat archeological resources discovered during construction activities.

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

**Impact CR-3:** The proposed Project could disturb any human remains, including those interred outsides of formal cemeteries. (Initial Study, p. 29; RTC Document, pp. C-5 – C-6.)

Although no known human remains were identified within the project site, the possibility that human remains are present and could be subject to inadvertent disturbance during construction of the Project cannot be entirely discounted. Earthmoving activities associated with construction could result in direct impacts on previously undiscovered human remains, which would be a significant impact. Implementation of Mitigation Measure M-CR-2, Archeological Monitoring,

during construction would address impacts on any buried human remains and associated or unassociated funerary objects that are discovered during construction activities by requiring the project sponsor to solicit the Most Likely Descendant's recommendations and adhere to appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition protocols.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-CR-2 would reduce Impact CR-3 to a less-than-significant level.

#### D. Tribal Cultural Resources

None.

#### E. Transportation and Circulation

**Impact TR-1:** Construction of the Project would require a substantially extended duration or intense activity, and the secondary effects would create potentially hazardous conditions for people walking, bicycling, driving, or public transit operations; or interfere with emergency access or accessibility for people walking or bicycling; or substantially delay public transit. (DEIR, pp. 3.B-49 – 3.B-56; RTC Document, pp. 2-26 – 2-28.)

Project construction would be phased, and the majority of staging and construction activities would occur onsite. Construction contractors would be required to comply with applicable city and state regulations to avoid impacting transit and people walking, biking, and driving, as described above.

Under the blue book and public works code, some portions of the Project would require coordination and review with public works and SFMTA that would avoid transportation-related construction impacts. However, the portions of the Project that are located on private right-of-way would result in sufficient disruption to result in significant impacts. Implementation of Mitigation Measure M-TR-1, Construction Coordination Plan, applying to both public and private streets, would be required to reduce construction-related impacts. The project sponsor would submit a plan to the planning department for review and approval by public works in consultation with SFMTA, SFPUC, and any other applicable City agency to demonstrate compliance with the regulations for construction in the public and private right-of-way cited in the mitigation measure. The plan would demonstrate how the Project's construction would reduce potential conflicts with people walking or bicycling and minimize sidewalk closure or transit stop disruption. The plan would need to be approved prior to the start of construction and would be monitored for compliance throughout.

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



**Impact TR-6:** Operation of the Project may result in a loading deficit and secondary effects may create potentially hazardous conditions for people walking, bicycling, or driving or substantially delay public transit. (DEIR, pp. 3.B-72 – 3.B-76; RTC Document, pp. 2-30 – 2-32.)

The analysis in the FEIR conservatively assumes that both freight and commercial loading and passenger loading might result in loading deficit and the secondary effects could create significant impacts. Implementation of Mitigation Measure M-TR-6, Driveway and Loading Operations Plan (DLOP), would be required to reduce impacts related to a potential loading deficit.

Mitigation Measure M-TR-6 would be required to develop a plan to satisfy freight and commercial and passenger loading demand through loading supply and management at each phase or building. The mitigation measure requires that the Project satisfy a performance standard to prevent vehicle queueing and associated secondary effects that would result in conflicts with people walking, bicycling, or driving or to transit. With each building or phase, the project sponsor shall prepare a DLOP, and the DLOP would be reviewed and approved by the department, in consultation with the SFMTA.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-TR-6 would reduce Impact TR-6 to a less-than-significant level.

**Impact C-TR-1:** The Project, in combination with cumulative projects, would not result in significant construction-related transportation impacts. (DEIR, p. 3.B-77; RTC Document, pp. 2-31 – 2-32.)

Construction of the Project may overlap with construction of other reasonably foreseeable future development and transportation infrastructure projects in the project vicinity, including future phases of Parkmerced, and SFSU FutureState 2035 projects.

Some portions of the Project (those located within public right-of-way) would be subject to city regulations that would require coordination and review with public works and SFMTA that would avoid transportation-related construction impacts. However, the portions of the Project

that are located in private right-of-way would not be subject to those city regulations so could result in sufficient disruption to result in significant impacts. Therefore, there would be cumulative construction impact to which the Project would contribute considerably.

Implementation of Mitigation Measure M-TR-1 would be required to reduce this impact. The project sponsor would submit a plan to the planning department for review and approval by Public Works in consultation with SFMTA, SFPUC, and any other applicable City agency to demonstrate compliance with the regulations cited in the mitigation measure. The plan would demonstrate how the Project's construction would reduce potential conflicts with people walking or bicycling and minimize sidewalk closure or transit stop disruption. The plan would need to be approved prior to the start of construction and would be monitored for compliance throughout.

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

**Impact C-TR-5:** The Project, in combination with cumulative projects, would not result in cumulative loading impacts. (DEIR, pp. 3.B-84 – 3.B-85; RTC Document, pp. 2-32 – 2-32.)

Under cumulative conditions, freight and passenger loading activity on the surrounding street network would increase as a result of cumulative projects within the study area. The analysis in the FEIR conservatively assumes the Project in combination with cumulative projects in the project vicinity would have significant loading impacts such as blocking bus routes and/or bicycle facilities, and that the Project's contribution would be cumulatively considerable. Implementation of Mitigation Measure M-TR-6 would be required.

Mitigation Measure M-TR-6 would be required to develop a plan to satisfy freight and commercial and passenger loading demand through loading supply and management at each phase or building. The mitigation measure requires that the Project satisfy a performance standard to prevent vehicle queueing and associated secondary effects that would result in conflicts with people walking, bicycling, or driving or to transit. With each building or phase, the project sponsor shall prepare a DLOP, and the DLOP would be reviewed and approved by the department, in consultation with the SFMTA. Therefore, freight and commercial and passenger loading associated with the Project would not create queues and therefore not impede transit operations or create conflicts people walking or bicycling.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-TR-6 would reduce Impact C-TR-5 to a less-than-significant level.

#### F. Noise

**Impact NO-4:** Operation of stationary equipment on the project site from the Project would result in a substantial permanent increase in ambient noise levels in the immediate project vicinity, or permanently expose noise-sensitive receptors to noise levels in excess of standards in the San Francisco Noise Ordinance. (DEIR, pp. 3.C-38 – 3.C-40; RTC Document, pp. 2-49 – 2-51.)

The FEIR concluded that stationary equipment noise levels may exceed section 2909(a) and (b) limits of 5 and 8 dBA, respectively, at the property plane. HVAC units could contribute substantially to noise levels at the property plane or nearest sensitive receptors. Therefore, the stationary equipment could result in the proposed project exceeding the sections 2909(a), (b), and (d) standards, which would be significant.

In addition, emergency generators are required by the San Francisco Building Code for buildings with occupied floor levels greater than 75 feet in height. Because of the potential for multiple generators to be operated for maintenance purposes within 100 to 200 feet of each other for the proposed project, noise levels could substantially increase if these operations were to regularly

overlap. Therefore, the combined operation of the generators could result in noise increases exceeding ambient noise levels, which would be a significant impact.

Implementation of Mitigation Measure M-NO-4 would ensure that mechanical equipment installed as part of the Project would not result in a substantial permanent increase in ambient noise levels in the immediate project vicinity, or permanently expose persons to noise levels in excess of noise ordinance standards.

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

**Impact NO-5:** Events that include outdoor amplified sound would result in substantial temporary or periodic increases in ambient noise levels in the immediate project vicinity, or expose noise-sensitive receptors to noise levels in excess of standards in the San Francisco Noise Ordinance. (DEIR, pp. 3.C-40 – 3.C-42; RTC Document, pp. 2-49 – 2-51.)

Due to uncertainties as to the nature and extent of future outdoor events at the project site, the use of amplified sound equipment could still have the potential for significant noise impacts to nearby sensitive receptors in excess of standards established in the San Francisco Noise Ordinance. Uses of the open spaces for events in proximity to existing offsite and future onsite sensitive receptors could increase the potential for noise conflicts or sleep disturbance. The potential noise conflicts would be greatest where amplified sound systems would be used and/or events occur during the more noise-sensitive late evening/nighttime hours when sleep disturbance could occur. As discussed in the FEIR, promoters of any proposed outdoor events on the project site's outdoor plaza that would use amplified sound or music would be required to obtain a permit from the City prior to the event. The proposed hours of events would be consistent with the restrictions of police code section 49. However, if operational protocols are not established, outdoor events with live performances and amplified sound could potentially exceed the standards that may be established in the permit requirements set forth in section 2909(e) of the noise ordinance. Given that any applicable standards would not be established until the permit is issued, the impact of event noise on existing offsite and future onsite sensitive receptors could be significant. Implementation of Mitigation Measure M-NO-5, Noise Limits for Outdoor Amplified Sound, would reduce the potential for substantial event-generated noise.

Mitigation Measure M-NO-5 includes restrictions on the hours, duration, and sound levels of voice or music generated by amplified equipment and to require advance notice of events to residents. The mitigation measure identifies specific performance standards consistent with the restrictions of the police code to ensure that events employing amplified sound would not result in a substantial permanent increase in ambient noise levels in the immediate project vicinity, or expose persons to noise levels in excess of standards in noise ordinance.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-NO-5 would reduce Impact NO-5 to a less-than-significant level.

## G. Air Quality

**Impact AQ-3:** The Project would result in emissions of fine particulate matter (PM<sub>2.5</sub>) and toxic air contaminants that could expose sensitive receptors to substantial pollutant concentrations. (DEIR, pp. 3.D-60 – 3.C-72; RTC Document, pp. 2-32 – 2-48.)

Site preparation activities such as demolition, excavation, grading, foundation construction, and other ground-disturbing construction activity would affect localized air quality during construction phases. Short-term emissions from construction equipment during these site preparation activities would include directly emitted PM<sub>2.5</sub> and toxic air contaminants (TACs) such as diesel particulate matter (DPM). Additionally, the long-term operational emissions from the project's stationary sources would include PM<sub>2.5</sub> and TACs. The generation of these short- and long-term emissions could expose sensitive receptors to substantial pollutant concentrations of TACs, resulting in a localized health risk. Therefore, a health risk assessment was conducted for the Project to identify maximum health risks to offsite and onsite sensitive receptors from construction and operational emissions of DPM and PM<sub>2.5</sub>. For operations, only TAC emissions from emergency generators were included in the health risk assessment.

For offsite receptors, the Project would result in significant impact for lifetime excess cancer risk. For the offsite residential maximally-exposed individual (MEI), the Project would exceed the cancer-risk threshold of 7.0 per 1 million. Because the contribution from the Project would exceed the threshold, this would be a significant impact. For the offsite school MEI, the Project would exceed the cancer-risk threshold of 10.0 per 1 million. Because the contribution would exceed the threshold, this would be a significant impact.

For onsite receptors, the Project would result in a significant impact for lifetime excess cancer risk. For the onsite residential MEI, the Project would exceed the cancer-risk threshold of 10.0 per 1 million. Because the contribution would exceed the threshold, this would be a significant impact. For the onsite daycare MEI, the Project would exceed the cancer-risk threshold of 10.0 per 1 million. Because the contribution would exceed the threshold, this would be a significant impact.

Mitigation Measures M-AQ-1a, M-AQ-1c, M-AQ-1e, M-AQ-1g, M-AQ-1h, M-AQ-1i and M-TR-4a are required. Mitigation Measures M-AQ-1a and M-AQ-1c would apply during all construction phases. Mitigation Measure M-AQ-1e would apply to any new stationary emergency generator. Mitigation measures M-AQ-1g, M-AQ-1h, and MAQ-1i would apply during project operations.

With implementation of Mitigation Measures M-AQ-1a, M-AQ-1c, M-AQ-e, M-AQ-1g, M-AQ-1h, M-AQ-1i, and M-TR-4a, the offsite residential MEI is a different location from the unmitigated offsite residential MEI. The mitigated offsite residential MEI does not meet the Air Pollutant Exposure Zone (APEZ) cancer risk criteria. The contribution from the Project would not cause this receptor to meet the APEZ criteria. Consequently, lifetime excess cancer risk impact to the offsite residential MEI would be less than significant with mitigation.

With implementation of mitigation, the offsite school MEI is also a different location from the unmitigated offsite school MEI. The mitigated offsite school MEI does not meet the APEZ cancer risk criteria. The contribution from the Project would not cause this receptor to meet the APEZ criteria. Consequently, lifetime excess cancer risk impact to the offsite school MEI would be less than significant with mitigation.

With implementation of Mitigation Measures M-AQ-1a, M-AQ-1c, M-AQ-1e, M-AQ-1g, M-AQ-1h, M-AQ-1i, and M-TR-4a, the onsite residential MEI is a different location from the unmitigated offsite residential MEI. The mitigated onsite residential MEI would not meet the APEZ cancer risk criteria. The contribution from the Project would not cause this receptor to meet the APEZ criteria. Consequently, lifetime excess cancer risk impact to the onsite residential MEI would be less than significant with mitigation.

With implementation of mitigation, the onsite daycare MEI is also a different location from the unmitigated onsite daycare MEI. The mitigated onsite daycare MEI does not meet the APEZ cancer risk criteria. The contribution from the Project would not cause this receptor to meet the APEZ criteria. Consequently, lifetime excess cancer risk impact to the onsite daycare MEI would be less than significant with mitigation.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing M-AQ-1a, M-AQ-1c, M-AQ-1e, M-AQ-1g, M-AQ-1h, M-AQ-1i and M-TR-4a would reduce Impact AQ-3 to a less-than-significant level.

**Impact AQ-5:** The Project would conflict with or obstruct implementation of the 2017 Clean Air Plan. (DEIR, pp. 3.D-73 – 3.C-83; RTC Document, pp. 2-32 – 2-48.)

The Project includes many of the control measures from the 2017 Clean Air Plan, as shown in DEIR Table 3.D-19. In addition, the Project proposes infill development that is close to transit and commercial uses. The Project would not preclude the extension of a transit line or bike path, nor would it add parking beyond the maximum allowed. However, because the proposed project would result in criteria air pollutant emissions that would be significant and unavoidable (see Impact AQ-1 and AQ-2) and because the project would not include all applicable control measures from the 2017 Clean Air Plan as Project features, this impact would be significant. M-AQ-1a, M-AQ-1b, M-AQ-1c, M-AQ-1d, M-AQ-1e, M-AQ-1f, M-AQ-1g, M-AQ-1h, M-AQ-1i, M-AQ-1j, and M-TR-4a would be required.

As discussed in Impact AQ-2, even with implementation of Mitigation Measures M-AQ-1a through M-AQ-1j and M-TR-4a, the proposed project would result in a significant reactive organic gases (ROG) emissions impact. However, despite this significant impact, the Project would be consistent with the 2017 Clean Air Plan because it would reduce ROG and other criteria pollutant emissions, which is consistent with the goals of the 2017 Clean Air Plan and the Project would be more ROG efficient on a per dwelling unit or per square foot basis than the air district's ROG emissions screening criteria. With implementation of Mitigation Measures M-AQ-1a through M-AQ-1e and compliance with applicable regulations as described in DEIR Table 3.D-19, the Project would include applicable control measures from the 2017 Clean Air Plan, thereby supporting the primary goals of the 2017 Clean Air Plan, and the Project would not

interfere with, disrupt, or hinder implementation of the 2017 Clean Air Plan. Additionally, Mitigation Measures M-AQ-1f and M-AQ-1j, although not required to support specific 2017 Clean Air Plan control measures, would further reduce Project's criteria pollutant emissions, further supporting the overall goals of the 2017 Clean Air Plan.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing M-AQ-1a, M-AQ-1b, M-AQ-1c, M-AQ-1d, M-AQ-1e, M-AQ-1f, M-AQ-1g, M-AQ-1h, M-AQ-1i, M-AQ-1j, and M-TR-4a would reduce Impact AQ-5 to a less-than-significant level.

**Impact C-AQ-1:** The Project, in combination with cumulative projects, would result in exposure of sensitive receptors to substantial levels of fine particulate matter (PM<sub>2.5</sub>) and toxic air contaminants. (DEIR, pp. 3.D-83 – 3.C-85; RTC Document, pp. 2-32 – 2-48.)

The Project would emit DPM and PM 2.5 emissions that would lead to a significant health risk impact, as discussed under Impact AQ-3. This impact, combined with the health risk impact from DPM and PM<sub>2.5</sub> emissions from the construction and operation of the cumulative projects discussed below, would result in a significant cumulative health risk impact. With Mitigation Measures M-AQ-1a, M-AQ-1c, M-AQ-1e, M-AQ-1g, M-AQ-1h, M-AQ-1i, and M-TR-4a, the Project's contribution to the cumulative health risk would not be considerable.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing M-AQ-1a, M-AQ-1c, M-AQ-1e, M-AQ-1g, M-AQ-1h, M-AQ-1i and M-TR-4a would reduce Impact C-AQ-1 to a less-than-significant level.

#### H. Greenhouse Gas Emissions

**Impact C-GG-1:** The Project would generate greenhouse gas emissions, but not at levels that would result in a significant impact on the environment or conflict with any policy, plan, or regulation adopted for the purpose of reducing greenhouse gas emissions. (Initial Study, pp. 55-57; RTC Document, pp. C-6 – C-8.)

The Project would increase the intensity of the use of the 43-acre site by redeveloping the approximately 27 acres of surface parking and existing structures surrounding the existing Stonestown Galleria shopping mall into a master-planned, multi-phased, mixed-use community. Therefore, the Project would contribute to annual long-term increases in GHGs as a result of increased vehicle trips (mobile sources) and residential and non-residential operations that result in an increase in energy use, water use, wastewater treatment, and solid waste disposal. Construction activities would also result in temporary increases in GHG emissions.

As discussed in the FEIR, with implementation of Mitigation Measure M-TR-4b, the Project would be consistent with the City's GHG reduction strategy. Additionally, with implementation of Mitigation Measure M-AQ-1h, the Project would meet the air district's performance criteria related to GHGs. The Project would also be consistent with the GHG reduction goals of executive orders S-3-05, B-30-15, B-55-18, the California Global Warming Solutions Act of 2016, AB 1279, the 2022 Scoping Plan, and the clean air plan, and would not conflict with these



plans. As such, the Project's impact would be less than significant with mitigation with respect to GHG emissions.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-TR-4b and Mitigation Measure M-AQ-1h would reduce Impact C-GG-1 to a less-than-significant level.

I. Wind

None.

J. Shadow

None.

K. Recreation

None.

L. Utilities and Service Systems

None.

M. Public Services

None.

N. Biological Resources

None.

O. Geology and Soils

**Impact GE-6:** The Project could directly or indirectly destroy a unique paleontological resource or site. (Initial Study, pp. 83-85; RTC Document, pp. C-5 – C-6.)

Given the paleontological potential of Colma Formation, paleontological resources could exist in the Colma Formation sediments that underlie the project site. Project construction activities, including excavation and anticipated pile installation activities, could disturb significant paleontological resources, if such resources are present within the project site. Site disturbance could impair the ability of the project site to yield important scientific information.

Implementation of the Project could impair the significance of unknown paleontological resources on the project site, which would be considered a significant impact under CEQA.

Implementation of Mitigation Measure M-GE-6, Inadvertent Discovery of Paleontological Resources during Construction, would ensure that the Project would not result in the destruction of unique paleontological resources. This mitigation measure requires construction worker awareness training by a qualified paleontologist and procedures to be followed should a fossil find occur during construction. In the event the fossil find is determined unique, development of a paleontology monitoring plan by a qualified paleontologist to monitor construction activities

affecting moderately sensitive geologic units would be required. Therefore, potential impacts of project construction on paleontological resources would be less than significant with mitigation.

Based on the FEIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-GE-6 would reduce Impact GE-6 to a less-than-significant level.

P. Hydrology and Water Quality

None.

Q. Hazards and Hazardous Materials

None.

R. Mineral Resources

None.

S. Energy

None.

T. Agriculture and Forestry

None.

U. Wildfire

None.

**IV. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL**

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

The Commission further finds, as described in this Section IV below, based on the analysis contained within the FEIR, other considerations in the record, and the significance criteria identified in the FEIR, that because some aspects of the Project could cause potentially

significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, those impacts remain significant and unavoidable. The Commission also finds that although mitigation measures are identified in the FEIR that would reduce some significant impacts, certain measures, as described in this Section IV below, are uncertain or infeasible for reasons set forth below, and therefore those impacts remain significant and unavoidable or potentially significant and unavoidable.

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

A. Land Use and Planning

None.

B. Population and Housing

None.

C. Cultural Resources

**Impact CR-1:** The Project would cause a substantial adverse change in the significance of a historical resource as defined in CEQA Guidelines section 15064.5, including those resources listed in article 10 or article 11 of the San Francisco Planning Code. (DEIR, pp. 3.A-22 – 3.A-24; RTC Document, pp. 2-22 – 2-23.)

The theater at 501 Buckingham Way was determined individually eligible for listing on the California Register under Criterion 3 (design/construction) as “a superior example of the New Formalism style within San Francisco.” The Project would demolish the building at 501 Buckingham Way. Demolition of the building would materially impair the historic architectural resource and it would no longer retain the ability to convey its significance as a New Formalist-style theater, resulting in a significant and unavoidable impact on a historical resource. To reduce this impact, the project sponsor would be required to implement Mitigation Measures M-CR-1a through M-CR-1c.

Mitigation Measures M-CR-1a through M-CR-1c would document the historic architectural resource, require the preparation of a salvage plan, and create an interpretive program. The identified mitigation would partially compensate for impacts associated with the proposed project through comprehensive documentation and memorialization of the historic architectural resource. However, only avoidance of substantial adverse changes would reduce impacts to a less-than-significant level, and this mitigation measure would not reduce impacts to that degree. There are no feasible mitigation measures that would reduce the impact to a less-than-significant

level. As such, the impact on historic architectural resources would remain significant and unavoidable with mitigation.

#### D. Tribal Cultural Resources

None.

#### E. Transportation and Circulation

**Impact C-TR-3:** The Project, in combination with cumulative projects, would substantially delay public transit, and the Project would contribute considerably. (DEIR, pp. 3.B-78 – 3.B-83; RTC Document, pp. 2-23 – 2-32.)

The Project, in combination with cumulative projects, would substantially delay both Muni and regional transit service. Implementation of Mitigation Measure M-TR-4a, M-TR-4b, and M-C-TR-3 would be required.

Implementation of Mitigation Measure M-TR-4a would reduce total vehicle trips generated by the Project by up to 10 percent on a daily basis and during the weekday p.m. peak hour. The reduction of project vehicle trips would reduce the additional transit delay associated with the Project for all Muni and SamTrans routes and reduce the Project's contributions to cumulative impacts. However, the effectiveness of this mitigation measure in reducing the Project vehicle trips cannot be guaranteed. The 10 percent reduction is an achievable amount for the Project based on published research and the applicability of project location and design. However, it would be speculative to quantify the precise number of vehicle trips (and hence transit travel times) eliminated or reduced along any given segment.

Mitigation Measure M-TR-4b would also address transit delay. This mitigation measure would include a signal coordination plan to reduce northbound bus delay along the corridor by reducing the expected delay for buses (and other vehicles) between Winston Drive and Eucalyptus Drive. The coordination would be implemented at the proposed traffic signals along 20th Avenue in between Eucalyptus Drive and Buckingham Way South. While signal coordination would reduce the potential for congestion at the affected locations and would reduce bus delay, the reduction cannot be known at this time and cannot be guaranteed to reduce delay below the significance threshold. This is because the effectiveness of the measure would be subject to uncontrollable factors, including the arrival of buses within the traffic signal cycle and the location of buses in the traffic stream. Further, the SFMTA would ultimately review and implement the signal coordination plan, optimizing to balance the competing needs at the subject intersections. Implementation of Mitigation Measure M-TR-4b would require SFMTA approval and therefore cannot be guaranteed.

Mitigation Measure M-C-TR-3 would include a fair-share contribution for the design and installation of up to two additional closed-circuit televisions (CCTVs) at the 19th Avenue/Winston Drive and 19th Avenue/Sloat Boulevard intersections. The CCTVs, once installed, would assist the SFMTA staff in observing and responding to sources of delay (i.e., reducing delay) for Muni routes 28 19th Avenue and 28R 19th Avenue. The mitigation measure requires a fair share contribution and does not itself provide for the installation of the CCTVs.

Further, the CCTVs allow SFMTA staff to make design changes to reduce delay but do not themselves guarantee delay reduction.

No additional feasible measures were identified that could reduce delays to the 28 and 28R along 19th Avenue.

Under cumulative conditions, two intersections on SamTrans Route 122 (#24 Lake Merced Boulevard/Font Boulevard and #21 Lake Merced Boulevard/Winston Drive) would experience substantial growth in total entering vehicles in the weekday p.m. peak hour. Most of these total entering vehicles would be associated with the future Parkmerced development to the south of the project site. The Project would contribute trips to these intersections. The Parkmerced EIR identified significant impacts to SamTrans Route 122 northbound and identified mitigation measures to reduce the impact, which include additional lane capacity along Lake Merced Boulevard and queue jump lanes along SamTrans Route 122 to reduce delay for northbound buses. However, these mitigation measures cannot be guaranteed because they are tied to Parkmerced's construction and because the associated transit improvements have not been approved for construction as of this EIR. If they were implemented, the significant cumulative impact would be reduced. No other feasible measures are applicable to SamTrans Route 122.

Other mitigation strategies were considered and rejected, as explained in DEIR Appendix D.2, Transit Delay Analysis Memorandum. The commission finds that the other mitigation measures considered but rejected are infeasible and were properly rejected for the reasons stated in the FEIR. Those measures considered but rejected are as follows:

Transit-only lane northbound along 20th Avenue between Winston Drive and Buckingham Way. A transit-only lane on this section of roadway would provide a dedicated travel lane for the 57 Parkmerced line in the inbound direction impacted in Existing Plus Project Conditions. The transit-only lane would reduce potential bus delay at the proposed signalized intersections along 20th Avenue with Street B, Street A, Buckingham Way, and Eucalyptus Drive and would position buses to "skip" other vehicles in line to access the 19th Avenue / Eucalyptus Drive intersection—granting delay reduction benefits. However, SFMTA staff shared that adding a transit-only lane along a street with one bus running at 20-minute headways (three buses per hour) is not consistent with agency practice. Staff shared that compliance and enforcement issues arise with a lane that has this low bus frequency and, thus, would not support its implementation. Therefore, this measure is infeasible.

Gate arms or other metering devices for garage entries. The use of a gate arm or other metering device could reduce the possible outflow of vehicle trips from some or all parcels on the project site – thereby storing or queueing outbound project vehicle trips within parking garages onsite rather than along project roadways where they further delay the bus. Garages would need to be designed with appropriate and adequate storage space to accommodate this feature. Ultimately, because a majority of parking on the site is replacement for existing parking, there would not be a way to provide this mitigation just to address new project-related trips without also imposing the requirement anew on existing retail and other vehicle trips. Therefore, this measure would be difficult or impossible to enforce. Therefore, this measure is infeasible.

Relocate project driveways to 19th Avenue. Relocated project driveways for parcels on the east side of the project (E3, E4) to enter and exit directly from the project site to and from 19th Avenue would reduce the number of project vehicle trips traveling northbound along 20th Avenue and using the 19th Avenue/Eucalyptus Drive intersection in the weekday p.m. peak hour and would lessen Project contributions to 57 Parkmerced inbound (northbound through the project site) delay. However, Caltrans has jurisdiction over 19th Avenue and explained in email correspondence that they would not permit additional access along 19th Avenue (see Appendix X).

There are no feasible mitigation measures that would reduce the impact to a less-than-significant level. Thus, this impact would be significant and unavoidable with mitigation.

#### F. Noise

**Impact NO-1:** Construction of the Project would generate a substantial temporary or periodic increase in ambient noise levels at sensitive receptors in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies. (DEIR, pp. 3.C-21 – 3.C-34; RTC Document, pp. 2-49 – 2-50.)

##### *Daytime Construction Noise*

As described in the FEIR, existing offsite and future onsite sensitive receptors would be subject to significant construction-related noise levels. Implementation of Mitigation Measure M-NO-1, Construction Noise Control, would reduce this impact.

Implementation of Mitigation Measure M-NO-1 would reduce the severity of the Project's construction noise impacts on existing offsite and future onsite sensitive receptors. However, the construction noise control measures would not necessarily reduce these noise increases to below the 10 dBA above ambient noise level standard. Even the most effective noise control measures, such as construction of temporary barriers, have an upper limit of 15 dBA of noise reduction, which would not be sufficient to reduce some of the noisiest construction phases. Although overall construction for a given phase would be as much as 45 months, construction activities would vary and move around the site and the noisiest construction phases (demolition and grading) would only occur for the first 10 months of each phase. However, given the duration of the noisiest construction anticipated over approximately 10 months in close proximity to sensitive receptors and the overall duration of construction would exceed eight years, construction noise impacts would be significant. Even with implementation of Mitigation Measure M-NO-1, construction noise levels would exceed 10 dBA above the ambient noise level for multiple phases of project construction. There are no feasible mitigation measures that would reduce the impact to a less-than-significant level. For these reasons, this impact is would be significant and unavoidable with mitigation.

##### *Nighttime Construction Noise*

Noise level increases in excess of 5 dBA over the ambient noise levels would occur during nighttime work associated with Phases 1 and 2, resulting in the need for a special permit to conduct construction activities outside of the restrictions of section 2908(d) of the noise



ordinance. The special permit under section 2908(d) is subject to the approval of the director of public works or director of building inspection, who must weigh factors such as traffic versus noise effects on neighboring uses, sleep disturbance effects, economic hardship, and general public interest. The permit would prescribe working times, types of construction equipment to be used, and permissible noise emissions, as required in the public interest. Permit approval by the City would ensure that the Project would meet section 2908 ordinance requirements.

Estimated interior noise levels at the nearest residential sensitive receptors would reach or exceed the 45 dBA interior standard. Therefore, the nighttime construction noise impact would be significant. Implementation of Mitigation Measure M-NO-1 would reduce nighttime construction noise levels. However, similar to the daytime construction noise impact, although the noise reduction measures in Mitigation Measure M-NO-1 would reduce the severity of the Project's temporary or periodic increases in ambient noise levels, these measures would not necessarily reduce noise increases to below the 45 dBA interior standard. There are no feasible mitigation measures that would reduce the impact to a less-than-significant level. Therefore, the nighttime construction noise impact would be significant and unavoidable with mitigation.

**Impact C-NO-1:** Construction of the Project, in combination with cumulative projects, would result in the generation of a substantial temporary or permanent increase in ambient noise levels in excess of standards. (DEIR, pp. 3.C-51 – 3.C-52; RTC Document, p. 2-56.)

SFSU sensitive receptors could remain during construction of portions of the SFSU Future State 2035 project and may experience the combined construction noise from the Project and SFSU construction. The timing of the demolition and construction of student housing along Buckingham Way is unknown. The construction-related noise levels associated with the SFSU Future State 2035 project would be associated with site preparation, demolition, and building construction activities. The construction of the SFSU cumulative projects and Project could result in combined noise levels that would exceed 10 dBA above the ambient noise level at the nearest sensitive receptors, which would be a significant cumulative impact.

Implementation of noise controls as specified in Mitigation Measure M-NO-1 would reduce the Project's contribution to temporary increases in noise levels at sensitive receptors. However, even the most effective noise control measures, such as construction of temporary barriers, have an upper limit of 15 dBA of noise reduction, which would not be sufficient to reduce some of the noisiest construction phases. Although overall construction for a given phase would be as much as 45 months, construction activities would vary and move around the site and the noisiest construction phases (demolition and grading) would only occur for the first 10 months. However, given the duration of the noisiest construction anticipated over approximately 10 months of each phase in close proximity to sensitive receptors, construction noise impacts would still be a significant impact at the SFSU housing sensitive receptor. There are no feasible mitigation measures that would reduce the impact to a less-than-significant level. Therefore, the Project's contribution to this cumulative impact would be cumulatively considerable, and this cumulative impact would be significant and unavoidable with mitigation.

For nighttime construction, estimated interior noise levels from construction of the Project at the nearest residences would meet or exceed the 45 dBA interior standard. Therefore, the nighttime construction noise impact is significant and Mitigation Measure M-NO-1 is identified to reduce nighttime construction noise levels. It is unknown to what degree the SFSU Future State 2035 project would require nighttime construction work; however, it is possible that some nighttime work would likely be required for some activities, such as limited concrete pours. While it is unlikely that such nighttime activities of this cumulative project and the Project would occur simultaneously, the FEIR conservatively assumed that such a scenario could occur. The duration of nighttime concrete pours is usually limited to one or two nights, which for the purposes of assessing construction noise impacts, would not be considered a substantial duration. However, similar to the daytime construction noise impact, the noise reduction measures identified in Mitigation Measure M-NO-1 would reduce the severity of the Project's temporary or periodic increases in ambient noise levels; however, these measures would not necessarily reduce these noise increases to below the 45 dBA interior nighttime noise standard, which is considered significant and unavoidable. There are no feasible mitigation measures that would reduce the impact to a less-than-significant level. Therefore, the Project's potentially significant cumulative nighttime construction noise impacts could overlap with other nighttime construction and would therefore contribute considerably to the cumulative impact. As such, the Project's contribution to this cumulative impact would be cumulatively considerable, and this impact would be significant and unavoidable.

#### G. Air Quality

**Impact AQ-1:** During construction phases that overlap with operations, the Project would result in a cumulatively considerable net increase in a criteria air pollutant for which the project region is in nonattainment status under an applicable federal, state, or regional ambient air quality standard. (DEIR, pp. 3.D-36 – 3.D-52; RTC Document, pp. 2-32 – 2-41.)

As described in the FEIR, the combined construction and net new interim operational emissions of ROG would exceed the significance threshold; this would be a significant impact. In certain years, construction ROG emissions by themselves would be below the significance threshold; however, when combined with operational emissions, ROG emissions would exceed the ROG threshold of 54 pounds per day. Emissions of NOX, PM 10, and PM 2.5 would not exceed the significance thresholds in any year and would be less than significant.

To address ROG emissions that would exceed significance thresholds during overlapping construction and operations of the Project, Mitigation Measures M-AQ-1a through M-AQ-1j and M-TR-4a would be required.

With implementation of Mitigation Measures M-AQ-1a through M-AQ-1i and M-TR-4a, ROG emissions would be reduced, but not below the significance threshold. In certain years, combined construction and operational emissions with implementation of mitigation measures M-AQ-1a through M-AQ-1i and M-TR-4a would exceed the ROG significance threshold. As such, Mitigation Measure M-AQ-1j would require the project sponsor to implement emission offsets to reduce ROG emissions below the significance threshold. However, implementation of the

emissions offset mitigation measure is uncertain for several reasons: offset projects could be conducted by a third party and would be outside the jurisdiction and control of the City; such projects are not fully within the control of the project sponsor; such projects may not be sufficiently concurrent with Project emissions in excess of the significance threshold; and no specific ROG emission reduction project has been identified and such offset projects or offsets may not be feasible as defined under CEQA. Therefore, the impact with respect to criteria air pollutants would be significant and unavoidable with mitigation.

**Impact AQ-2:** During operation, the Project would result in a cumulatively considerable net increase of a criteria air pollutant for which the project region is in nonattainment under an applicable federal, state, or regional ambient air quality standard. (DEIR, pp. 3.D-52 – 3.D-59; RTC Document, p. 2-48.)

As discussed in the FEIR, the average daily operational emissions for the Project would exceed thresholds for ROG at full buildout. With implementation of Mitigation Measures M-AQ-1a through M-AQ-1i and M-TR-4a, as outlined above in impact AQ-1, ROG emissions from operations would be reduced but not below the significance threshold at full buildout. As such, Mitigation Measure M-AQ-1j would require the project sponsor to implement emission offsets to reduce ROG emissions below the significance threshold. However, implementation of the emissions offset project(s) could be conducted by a third party and would be outside the jurisdiction and control of the City and not fully within the control of the project sponsor, and may not be sufficiently concurrent with Project emissions in excess of the significance threshold, and no specific ROG emission reduction project has been identified. Therefore, the impact with respect to criteria air pollutants would be significant and unavoidable with mitigation.

#### H. Greenhouse Gas Emissions

None.

#### I. Wind

**Impact WI-1:** During partial buildout, the Project would temporarily create wind hazards in publicly accessible areas of substantial pedestrian use. (DEIR, pp. 3.E-7 – 3.E-11; RTC Document, pp. 2-56 – 2-58.)

#### *Construction Impacts*

Under existing conditions winds exceed the 26-mph wind hazard criterion at one of the 191 locations tested for pedestrian wind conditions for a total of 2 hours per year (test point 30). Federal regulations in 29 Code of Federal Regulations Part 1926 provide rules, procedures, processes, and regulations pertaining to the Occupational Safety and Health Administration (OSHA), which limit the potential for construction hazards, including wind-related risks, to be present during construction. OSHA regulations for the construction industry include safety and health standards, inspections, environmental controls, personal protective and lifesaving equipment, fire protection and safety, signs, signals, barricades, motor vehicles, mechanized equipment, electrics, materials storage, tools, and more. Some of these regulations and procedures would include precautions to minimize risks and prevent injuries to workers and the

public from stacked materials, such as shingles and sheets of plywood, that can be picked up and carried by strong winds, and from temporary signage, siding or roofing, or light structures that could be detached and carried by wind. However, to further reduce wind-related risk to the public from construction activities, the Project would implement Mitigation Measure M-WI-1a, Wind Safety Plan, which would include recommendations for site safety precautions for times when very strong winds occur on-site or may be expected, such as when high-wind watches or warnings are announced by the National Weather Service.

### *Operational Impacts*

Following the completion of the first building taller than 85 feet and/or the first cluster of buildings, including structures taller than 85 feet in height, there could be one or more wind hazard exceedances. Those wind hazards could take place at least until adjacent proposed upwind buildings would be completed and would provide shelter from prevailing winds; in some cases, these exceedances could remain through project buildout and under full buildout conditions. Because potential wind hazards could result from a large number of possible combinations of different potential building designs and permutations of construction sequencing, predicting the occurrence of all such wind hazards as a result of the Project is not possible.

Upwind buildings would be expected to catch prevailing winds and influence wind conditions at the project site. Once adjacent upwind buildings would be completed and provide effective wind shelter, these temporary wind impacts may no longer result. However, depending on the circumstances of construction, these temporary wind impacts would continue to occur for a number of years, and as such, are considered to be potentially significant and unavoidable. Implementation of permanent mitigation measures involving modification of building massing and/or temporary mitigation measures, such as a combination of fences, landscaping, localized porous/solid wind screens, and/or street furniture would offer wind protection.

As outlined in Mitigation Measures M-WI-1b, all proposed buildings taller than 85 feet in height would require a screening-level assessment conducted by a qualified wind expert, in consultation with the planning department, to determine their potential to result in a new wind hazard exceedance or exacerbate an existing pedestrian-level wind hazard exceedance. If the qualified expert determines that wind tunnel testing is required due to the potential for a new or worsened wind hazard exceedance, as compared to the then existing conditions, such testing would be undertaken in coordination with planning department staff, pursuant to Mitigation Measure M-WI-1b, Wind Impact Analysis and Mitigation for Buildings Taller than 85 Feet. Based on the results of project-level wind testing required under Mitigation Measure M-WI-1b, Mitigation Measure M-WI-1c, Maintenance Plan for Landscaping off the Project Site and Wind Baffling Measures in the Public Right-of-Way, and Mitigation Measure M-WI-1d, Maintenance Plan for Landscaping on the Project Site and Wind Baffling Measures in the Private Right-of-Way, may also apply, if necessary. However, because potential wind hazards could result from a large number of possible combinations of different potential building designs and permutations of construction sequencing, there could still be wind hazard exceedances.

Mitigation Measure M-WI-1a would require future buildings taller than 85 feet to be designed to reduce wind impacts at ground level. Although the goals of these mitigation measures are to (1) to limit the wind effects of the building(s) to reduce hazardous wind speeds to the extent feasible as compared to existing conditions, and (2) in all events, cause the same or fewer number of hours of wind hazard in the immediate vicinity compared to the building(s) on that parcel as identified by prior wind testing, it should not be expected that all of the wind hazard(s) identified in prior wind testing would be eliminated by this measure. If the project sponsor cannot demonstrate that wind impacts of a future proposed building that is taller than 85 feet would not result in new exceedances of the wind hazard criterion compared to then-existing conditions, and landscaping and/or wind baffling measures are implemented, the project sponsor would be required to prepare a maintenance plan (Mitigation Measures M-WI-1c and M-WI-1d) to ensure maintenance of the features required pursuant to Mitigation Measure M-WI-1b in perpetuity.

However, as explained in the FEIR, the specific design of individual future buildings is currently unknown; therefore, the wind tunnel analysis is based on a massing model of the Project and cumulative development. As such, it cannot be stated with certainty at this time that future buildings could be feasibly designed in a way that would reduce hazardous wind speeds as compared to the then-existing conditions, even with mitigation incorporated. Therefore, it cannot be concluded that wind effects would be reduced to a less-than-significant level. This impact would be significant and unavoidable with mitigation.

**Impact WI-2:** At full buildout, the Project would create wind hazards in publicly accessible areas of substantial pedestrian use. (DEIR, pp. 3.E-11 – 3.E-18; RTC Document, pp. 2-56 – 2-58.)

As described in the FEIR, the existing plus Project would increase the total number of hours exceeding the wind hazard criterion compared to existing conditions. The Project would also increase the number of locations at which the wind hazard would be exceeded. This would be a significant impact.

Implementation of Mitigation Measure M-WI-1b discussed under Impact WI-1 above, would reduce wind speeds resulting from the more refined building designs as building permits are brought forward for new building(s). Mitigation Measures M-WI-1c and M-WI-1d would ensure landscaping or wind baffling measures implemented on or off the project site would be maintained in perpetuity.

Mitigation Measure M-WI-1b would require reduction in wind hazard exceedances at ground level. Although the goals of these mitigation measures are to (1) to limit the wind effects of the building(s) to reduce hazardous wind speeds to the extent feasible as compared to existing conditions, and (2) in all events, cause the same or fewer number of hours of wind hazard in the immediate vicinity compared to the building(s) on that parcel as identified by prior wind testing, it should not be expected that all of the wind hazard(s) identified in prior wind testing would be eliminated by this measure. If the project sponsor cannot demonstrate that all exceedances of the wind hazard criterion could be eliminated after implementation of Mitigation Measure M-WI-1a, then the wind consultant shall demonstrate to the planning department that the Project would not

exceed the total duration of wind hazard exceedances under full build-out conditions as determined through wind tunnel testing for the EIR. Finally, if wind hazard exceedances cannot be completely eliminated, a maintenance plan for landscaping or wind baffling measures on or off the project site would be required by Mitigation Measures M-WI-1c and M-WI-1d.

As noted above, actual building designs do not yet exist for the structures modeled, and the analysis is based on massing models. It would be speculative to say with certainty that future buildings could feasibly be designed in a way that would reduce hazardous wind speeds as compared to then-existing conditions, even with mitigation incorporated. Therefore, it cannot be concluded that wind effects would be reduced to a less-than-significant level. This impact would be significant and unavoidable with mitigation.

**Impact C-WI-1:** The Project, in combination with cumulative projects, would create wind hazards in publicly accessible areas of substantial pedestrian use. (DEIR, pp. 3.E-18 – 3.E-20; RTC Document, p. 2-58.)

As shown in DEIR Table 3.E-20 and Figure 3.E-5, implementation of cumulative projects would increase the total number of hours exceeding the wind hazard criterion compared to existing conditions. Cumulative development would also increase the number of locations at which the wind hazard would be exceeded. This would be a significant impact.

As described under Impact WI-1 above, the Project alone would be responsible for a considerable proportion of this cumulative impact. The test points exceeding the wind hazard criterion under the cumulative scenario would occur in the same general locations as identified for the Project. However, it is anticipated that upwind cumulative development would provide some shielding from westerly and southwesterly winds, which would reduce the number of cumulative wind hazard exceedances as compared to the Project. However, this would remain a significant impact because the Project would make a considerable contribution to this cumulative wind impact.

As noted in the FEIR, the cumulative wind analysis is likely conservative in that it is based on a simple massing model of the cumulative buildings and not on actual building designs, which have not yet been prepared. In general, a more likely building scenario includes building setbacks and other building sculpting features, such as podiums, which would be expected to result in less substantial wind effects.

Implementation of Mitigation Measure WI-1b, described above, would require the project sponsor to avoid wind hazard exceedances resulting from implementation of the Project to the extent feasible, so that the project causes the same or fewer number of hours of wind hazard compared to the building(s) on that parcel as identified by prior wind testing. If wind hazard exceedances cannot be eliminated, a maintenance plan for landscaping or wind baffling measures on or off the project site would be required by Mitigation Measures M-WI-1c and M-WI-1d.

Although Mitigation Measure M-WI-1a would reduce wind hazard exceedances to the maximum extent feasible, it cannot be stated with certainty that no wind hazard exceedances would result

from implementation of the Project, in combination with cumulative projects; therefore, this impact would be significant and unavoidable with mitigation.

J. Shadow

None.

K. Recreation

None.

L. Utilities and Service Systems

None.

M. Public Services

None.

N. Biological Resources

None.

O. Geology and Soils

None.

P. Hydrology and Water Quality

None.

Q. Hazards and Hazardous Materials

None.

R. Mineral Resources

None.

S. Energy

None.

T. Agriculture and Forestry

None.

U. Wildfire

None.

**V. EVALUATION OF PROJECT ALTERNATIVES**



This section describes the Project alternatives (the “Alternatives”) and the reasons for approving the Project and for rejecting the Alternatives. This section also outlines the project objectives and provides a context for understanding the reasons for selecting or rejecting alternatives.

CEQA mandates that an EIR evaluate a reasonable range of potentially feasible alternatives to the Project or the Project location that generally reduce or avoid potentially significant impacts of the Project. CEQA requires that every EIR also evaluate a “No Project” alternative. Alternatives provide a basis of comparison to the Project in terms of their significant impacts and their ability to meet project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing environmental consequences of the Project.

The planning department considered a range of alternatives in Chapter 5 of the FEIR. After an extensive alternative screening and selection process, the planning department selected five alternatives, in addition to the Project, to carry forward for detailed analysis in the FEIR:

- Alternative A: No Project Alternative
- Alternative B: Full Preservation Alternative
- Alternative C: Partial Preservation and Relocated Parking Alternative
- Alternative D: Code Compliant Alternative
- Alternative E: Reduced Density Alternative

These alternatives adequately represent a range of potentially feasible alternatives to the Project. Each alternative is discussed and analyzed in these findings, in addition to being analyzed in Chapter 5 of the FEIR. The Planning Commission certifies that it has independently reviewed and considered the information on the alternatives provided in the FEIR and in the record. The FEIR reflects the Planning Commission’s and the City’s independent judgment as to the alternatives. The Planning Commission finds that the Project provides the best balance between satisfaction of Project objectives and mitigation of environmental impacts to the extent feasible, as described and analyzed in the FEIR.

#### A. Alternatives Considered for Detailed Analysis

CEQA provides that alternatives analyzed in an EIR may be rejected if “specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible ... the project alternatives identified in the EIR.” (Pub. Res. Code Section 21081(a)(3); CEQA Guidelines § 15091(a)(3).) The Commission has reviewed each of the alternatives to the Project as described in the FEIR that would reduce or avoid some of the impacts of the Project and finds that there is substantial evidence of specific economic, legal, social, technological and other considerations that make these alternatives infeasible or unreasonable, for the reasons set forth below.

In making these determinations, the planning commission is aware that CEQA defines “feasibility” to mean “capable of being accomplished in a successful manner within a reasonable

period of time, taking into account economic, environmental, social, legal, and technological factors.” The Commission is also aware that under CEQA case law the concept of “feasibility” encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of a project, and (ii) the question of whether an alternative is “desirable” from a policy standpoint to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.

#### 1. Alternative A: No Project Alternative

Under Alternative A, the project site would not be developed with the project or any alternatives. The 27 acres of surface parking and surrounding structures in the 43-acre project site would not be redeveloped into a master-planned, mixed-use community. The existing 3,400 vehicle parking spaces on the project site would remain. Under Alternative A, the straightening of 20th Avenue between Euclid and Winston drives, new infrastructure, and streetscape and new open space would not be constructed.

The existing development controls on the project site would continue to govern site development and would not be changed. There would be no amendments to the general plan, planning code, or zoning map. The project site would remain under the existing C-2 (Community Business), RH-1(D) (Residential-House, One Family-Detached), and RM-1 (Residential-Mixed, Low Density) Use Districts and the 40-X and 65-D Height and Bulk Districts. Any specific detail about the characteristics of future development under the No Project Alternative would be speculative because there are no other development proposals proposed or pending at the project site.

The Planning Commission rejects the No Project Alternative as infeasible and unreasonable because, although it would eliminate the Project’s significant and unavoidable impacts, it would fail to meet the Project Objectives (as described in the DEIR) and the City’s policy objectives for the following reasons:

- The No Project Alternative would not meet any of the Project Objectives;
- The No Project Alternative would not fulfil key goals of the General Plan with respect to housing production. Among others, it would not fulfil the policies enshrined in the Housing Element, including Objective 1, “Identify and Make Available for Development Adequate Sites to Meet the City’s Housing Needs, Especially Permanently Affordable Housing,” Objective 11, “Support and Respect the Diverse and Distinct Character of San Francisco’s Neighborhoods,” and Objective 12, “Balance Housing Growth With Adequate Infrastructure That Serves the City’s Growing Population.” With no new housing created here and no construction, the No Project Alternative would not increase the City’s housing stock of both market rate and affordable housing, would not create new job opportunities for construction workers, opportunities for other jobs, and would not expand the City’s property tax base.
- The No Project Alternative would not fulfil key General Plan goals with respect to open space, including Objectives 1 and 13 of the Recreation and Open Space

Element, “Ensure a Well Maintained, Highly Utilized, and Integrated Open Space System,” and “Improve Access and Connectivity to Open Space,” respectively.

- The No Project Alternative would leave the Project site physically unchanged. Because no development would occur at the site, the amount of tax increment bonds or other taxes available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure would be substantially reduced.

## 2. Alternative B: Full Preservation Alternative

Alternative B would retain and rehabilitate the existing former UA Stonestown Twin Theater building in accordance with the Secretary of Interior’s Standards and convert the building into a multifamily residential use with 10 units.

The site plan for Alternative B would be similar to that of the Project with several exceptions. Alternative B would include the following changes as compared to the proposed project: (1) retention of the former UA Stonestown Twin Theater building; (2) a new 5-unit residential building at Block NW4 between the retained theater building and Block NW3, (3) a new 100-unit residential building at Block W5 between Blocks W1 and W3; (4) reduction in open space to 3.2 acres due to the new buildings at Blocks NW4 and W5; and (4) the proposed roadway that loops around the buildings in the northwest portion of the project site would remain but would be slightly altered to accommodate changes to Blocks NW2 and NW1.

Overall, the total building area would be approximately 3,546,000 square feet, which is 307,000 square feet less than the Project. The buildings’ heights would generally be the same as those identified for the Project, ranging from 30 to 190 feet with the tower parcels on Blocks W3, W4, S1, S2, and S3. The new buildings on Block NW3 and W5 would be approximately 40 and 70 feet tall, respectively.

Construction of Alternative B would have a similar construction duration to the Project and would occur in six overlapping phases. Like the Project, construction could occur over a longer period, depending on market conditions and permitting requirements. Construction of Alternative B would be similar to the Project both in magnitude and duration. Construction activities associated with rehabilitation of the theater building would be incorporated into the construction plan.

Under Alternative B, the character-defining features of the theater building would be retained to a high degree. The theater lobby would be converted to a residential lobby with minor alterations to the space. The primary façade with its groin vaulted colonnade and glazed walls and the sunken entry plaza at the primary façade would be retained. Alterations to the building would include the punching of window and door openings along the north and south sides of the rear auditorium volume and the insertion of windows along the west wall of the auditorium volume. These openings would be limited to approximately 30 to 40 percent of the wall surfaces of the rear volume. The rear volume of the building would be converted into a two-story space and

skylights would be added to the flat roof to provide additional light to the residential units. One or both of the existing hallways between the lobby and the rear theater volume would be retained and reused to provide interior access to the units.

Alternative B would avoid one significant and unavoidable impact identified for the Project. The significant and unavoidable impact on a historic resource would be avoided by retaining and rehabilitating the theater building. This impact under Alternative B would be less than significant. The other significant and unavoidable impacts identified for the Project would not be substantially reduced under Alternative B and would still occur.

The Planning Commission rejects Alternative B as infeasible and unreasonable because although it would eliminate a significant and unavoidable impacts, it would fail to meet the Project Objectives and the City's policy objectives for the following reasons:

- Alternative B would not meet, or would reduce the ability to meet, Project Objectives identified in the EIR. Alternative B includes less housing, less retail sales and services space, less institutional space, and less open space. Therefore, Alternative B would not meet Objective 2, which calls for maximizing the number of dwelling units throughout the Project site to help meet the San Francisco General Plan Housing Element goals and the Association of Bay Area Governments' Regional Housing Needs Allocation for San Francisco. Alternative B would also reduce the level at which numerous other Project Objectives are met, including Objective 1, Objective 3, Objective 4, Objective 5, Objective 8, Objective 9, Objective 11, and Objective 14. In particular, the addition of buildings at Blocks NW4 and W5 in the northwest corner of the project site would result in substantially less available open space under Alternative B, which would conflict with the project objectives calling for increased open space.
- Due to the City's housing crisis and critical need to maximize housing in the limited locations available for housing development, alternatives with reduced housing are undesirable from a policy standpoint. Accordingly, Alternative B is rejected as infeasible because it includes less housing.
- The California state legislature, in recognition of and to redress a state-wide housing crisis, amended and strengthened the Housing Element law (Gov. Code Section 65580 et seq.), and in particular the required housing targets under the City's Regional Housing Needs Allocation (RHNA). The City recently updated the Housing Element of its General Plan, which sets forth a plan for the City to meet its RHNA obligations. Limiting density or housing production risks conflicting with Housing Element policies and jeopardizing compliance with Housing Element law. Alternative B is rejected as infeasible because it includes less housing.

- With less development under Alternative B, the amount of tax increment bonds or other taxes available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure would be substantially reduced. Similarly, Alternative B would provide fewer jobs and employment opportunities.
- Although Alternative B would reduce the significant and unavoidable impact to one historical resource, it would result in the same significant impacts as the Project in all other resource categories.

For the foregoing reasons, the Planning Commission rejects Alternative B as infeasible.

### 3. Alternative C: Partial Preservation and Relocated Parking Alternative

The site plan for Alternative C would be similar to the Project with several exceptions. Alternative C would include the following changes as compared to the Project: (1) partial retention of the former UA Stonestown Twin Theater at 501 Buckingham Way and some of its character-defining features; and (2) relocation of 200 retail parking spaces from Block E1 to Block S3 to redistribute project-generated vehicle trips away from intersections where substantial vehicle delay occurs (on 19th Avenue and 20th Avenue) and that are used by multiple transit routes under the Project.

Overall, the total building area in Alternative C would result in a 283,000 square foot reduction in the development program compared to the Project. The building heights would generally be the same as those identified for the Project, ranging from 30 to 190 feet with the tower parcels on Blocks W3, W4, S1, S2, and S3.

Construction of Alternative C would have a similar construction duration conservatively anticipated for the Project and is anticipated to occur in six overlapping phases. Like the Project, project construction could occur over a longer period, depending on market conditions and permitting requirements. Construction of Alternative C would be similar to the Project both in magnitude and duration. Construction activities associated with retention of some of the character-defining features of the theater building would be incorporated into the construction plan.

Alternative C would retain 4,000 square feet of the theater building, which would include the front lobby and sunken entry plaza sections, while removing the rear auditorium volume and stucco-clad hyphen, before rising to eight stories and extending on a diagonal to the northwest (Block NW2). The eight-story volume of Block NW2 would contain 130 residential dwelling units.

Under Alternative C, the theater lobby would be converted to a residential lobby with minor alterations to the space. Either one or both of the hallways that currently connect the lobby to the auditoriums would be retained to provide circulation to the residential amenities and residential units in the addition. The primary façade with its groin vaulted colonnade and glazed walls, and

the sunken entry plaza at the primary façade would be retained. The character-defining features at the front of the building would be retained to a high degree under Alternative C. However, this alternative would include the removal of the stucco-clad hyphen, the rear volume and massing of the auditoriums, and the smooth unadorned exterior wall surfaces of the rear section of the historic building, which are character-defining features of the resource.

Alternative C would reduce one significant and unavoidable impact identified for the variant in the EIR. The significant and unavoidable impacts to transit delay identified for the variant would be avoided by relocating a portion of on-site vehicle parking within the site to redirect vehicle trips to and from the project away from the roadways and intersections where transit travel times are most delayed. The resulting transit delay impacts would be less than significant. However, the Project would not result in a significant transit impact, and therefore, Alternative C would not reduce a significant and unavoidable transit impact compared to the Project. Although certain significant and unavoidable impacts would be less than the Project, the significant and unavoidable impacts identified for the Project would not be substantially reduced under Alternative C and would still occur.

The Planning Commission rejects Alternative C as infeasible and unreasonable because it would fail to meet the Project Objectives and the City's policy objectives for the following reasons:

- Alternative C would not meet, or would reduce the ability to meet, Project Objectives identified in the EIR. Alternative C includes less housing, less retail sales and services space, less institutional space, and less open space. Therefore, Alternative C would not meet Objective 2, which calls for maximizing the number of dwelling units throughout the Project site to help meet the San Francisco General Plan Housing Element goals and the Association of Bay Area Governments' Regional Housing Needs Allocation for San Francisco. Alternative C would also reduce the level at which numerous other Project Objectives are met, including Objective 1, Objective 3, Objective 5, Objective 8, Objective 9, and Objective 14.
- Due to the City's housing crisis and critical need to maximize housing in the limited locations available for housing development, alternatives with reduced housing are undesirable from a policy standpoint. Accordingly, Alternative C is rejected as infeasible because it includes less housing.
- The California state legislature, in recognition of and to redress a state-wide housing crisis, amended and strengthened the Regional Housing Needs Assessment (RHNA) laws and processes. The City recently updated the Housing Element of its General Plan to meet its obligations under RHNA, which update was approved by the California Department of Housing and Community Development (HCD). Failure to comply with RHNA jeopardizes state funding to the City and would hinder the City's funding of many necessary services and infrastructure. Alternatives that produce less housing will hamper compliance

with RHNA are therefore undesirable from a policy standpoint. Alternative C is rejected as infeasible because it includes less housing.

- Alternative C, while preserving portions of the historic structure, would nonetheless require substantial modification of the remaining portions of the building and increase the engineering and technical complexity of the construction of new housing on the site while significantly modifying the structure and site plan. The increased complexity of engineering the partial preservation alternative will make the housing more expensive and its production more time consuming than a housing project lacking such requirements. Given the urgency of the housing crisis, the City is seeking to streamline housing production as a policy matter. Therefore, Alternative C is rejected as infeasible because it increases the complexity, cost and time to build the new housing project, and produces fewer housing units and only preserves a portion of the building.
- With less development under Alternative C, the amount of tax increment bonds or other taxes available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure would be substantially reduced. Similarly, Alternative C would provide fewer jobs and employment opportunities.
- Although Alternative C would reduce certain significant and unavoidable impacts, it would not substantially reduce or eliminate the impacts.

For the foregoing reasons, the Planning Commission rejects Alternative C as infeasible.

#### 4. Alternative D: Code Compliant Alternative

Alternative D assumes that the project sponsor would develop the project site in compliance with the existing planning code and land use designations without the use of density bonuses otherwise permitted under the law. Currently, the project site is zoned C-2 (Community Business), RH-1(D) (Residential-House, One Family-Detached), and RM-1 (Residential-Mixed, Low Density) Use Districts and located in the 40-X and 65-D Height and Bulk Districts.

Similar to the Project, Alternative D would redevelop the 27 acres of surface parking into a master-planned, mixed-use community, and would retain the existing Stonestown Galleria shopping mall. However, the existing 700-space parking garage in the southwest corner of the site, the CitySports building, and the two-story commercial building in the northeast corner of the project site would remain. The former UA Stonestown Twin Theater at 501 Buckingham Way would be demolished to enable code-compliant land uses in the northwest corner of the site. The parcel containing the Authentic Church would be developed with townhomes under this alternative.



Overall, Alternative D would have an approximately 1,903,465-square-foot reduction in development compared to Project. Under Alternative D, building heights would be substantially reduced from a maximum height of 190 feet under the Project to a maximum height of 65 feet, consistent with the existing height limit.

Under Alternative D, the interior street network would remain largely the same as existing conditions. The existing streets would be improved according to the principles of the Better Streets Plan.

Construction of Alternative D would be similar to Project, although slightly reduced in both magnitude and duration. Construction activity in the site preparation and grading, excavation, and paving phases would largely remain the same. Building construction would be slightly reduced due to the reduction in building area compared to the Project. In general, the same types of construction activities and equipment would be required. Construction is still anticipated to occur in six overlapping phases, but due to the reduced size of the buildings, construction was conservatively assumed to take seven years compared to the eight and a half year duration for the Project. Like the Project, construction could occur over a longer period, depending on market conditions and permitting requirements.

Alternative D would substantially lessen the severity of six significant and unavoidable impacts identified for the Project, reducing it from significant and unavoidable with mitigation to less than significant with mitigation or less than significant: (1) significant and unavoidable impacts related to combined construction and operational criteria air pollutant emissions would be reduced to less than significant with mitigation; (2) significant and unavoidable impacts related to operational criteria air pollutant emissions would be reduced to less than significant with mitigation; (3) significant and unavoidable partial buildout wind hazards would be reduced to less than significant; (4) significant and unavoidable full buildout wind hazards would be reduced to less than significant; (5) significant and unavoidable cumulative wind hazards would be reduced to less than significant; and (6) significant and unavoidable cumulative transit delay impacts would still occur, but Alternative D's contribution to those impacts would be reduced to less than cumulatively considerable. The other significant and unavoidable impacts identified for the Project would not be substantially reduced under Alternative D and would still occur.

The Planning Commission rejects Alternative D as infeasible and unreasonable because although it would eliminate some of the Project's significant and unavoidable impacts, it would fail to meet the Project Objectives and the City's policy objectives for the following reasons:

- Alternative D would not meet, or would substantially reduce the ability to meet, the project objectives identified in the EIR. Alternative D includes less housing, less retail sales and services space, less institutional space, and less open space. Therefore, Alternative D would not meet Objective 2, which calls for maximizing the number of dwelling units throughout the Project site to help meet the San Francisco General Plan Housing Element goals and the Association of Bay Area Governments' Regional Housing Needs Allocation for San Francisco. Alternative D would also not meet Objective 6, Objective 7, Objective 8, Objective 9, and Objective 11. Alternative D would also reduce the level at which numerous other

Project Objectives are met, including Objective 1, Objective 3, Objective 4, Objective 5, and Objective 12.

- Due to the City's housing crisis and critical need to maximize housing in the limited locations available for housing development, alternatives with reduced housing are undesirable from a policy standpoint. Accordingly, Alternative D is rejected as infeasible because it includes less housing.
- The California state legislature, in recognition of and to redress a state-wide housing crisis, amended and strengthened the Regional Housing Needs Assessment (RHNA) laws and processes. The City recently updated the Housing Element of its General Plan to meet its obligations under RHNA, which update was approved by the California Department of Housing and Community Development (HCD). Failure to comply with RHNA jeopardizes state funding to the City and would hinder the City's funding of many necessary services and infrastructure. Alternatives that produce less housing will hamper compliance with RHNA are therefore undesirable from a policy standpoint. Alternative D is rejected as infeasible because it includes less housing.
- With less development under Alternative D, the amount of tax increment bonds or other taxes available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure would be substantially reduced. Similarly, Alternative D would provide fewer jobs and employment opportunities.
- Although Alternative D would avoid or reduce some significant and unavoidable impacts, it would result in the same significant impacts as the Project in other resource categories.

For the foregoing reasons, the Planning Commission rejects Alternative D as infeasible.

#### 5. Alternative E: Reduced Density Alternative

Similar to the Project, Alternative E would redevelop the 27 acres of surface parking into a master-planned, mixed-use community. As under the Project, the existing 700-space parking garage in the southwest corner of the site, the former UA Stonestown Twin Theater at 501 Buckingham Way, the CitySports building, and the two-story commercial building in the northeast corner of the project site would be demolished. The 0.8-acre parcel containing the Authentic Church would not be developed under this alternative.

Overall, Alternative E would have an approximately 1,315,000-square-foot reduction in development compared to the Project. The buildings would be 30 to 80 feet in height instead of

30 to 190 feet under the Project. No towers would be on Blocks W3, W4, S1, S2, or S3 under Alternative E.

Construction of Alternative E would be similar to the Project, although slightly reduced in both magnitude and duration. Construction activity in the site preparation and grading, excavation, and paving phases would largely remain the same. Building construction would be slightly reduced due to the reduction in building area compared to the Project. In general, the same types of construction activities and equipment would be required. Construction is still anticipated to occur in six overlapping phases, but with the reduced size of the buildings, construction is anticipated to conservatively take seven and a half years compared to the eight and a half year duration for the Project. Like the Project, construction could occur over a longer period, depending on market conditions and permitting requirements.

Alternative E would substantially lessen the severity of six significant and unavoidable impacts identified for the Project, reducing it from significant and unavoidable with mitigation to less than significant with mitigation or less than significant: (1) significant and unavoidable impacts related to combined construction and operational criteria air pollutant emissions would be reduced to less than significant with mitigation; (2) significant and unavoidable impacts related to operational criteria air pollutant emissions would be reduced to less than significant with mitigation; (3) significant and unavoidable project-level and cumulative wind hazards would be reduced to less than significant; (4) significant and unavoidable full buildout wind hazards would be reduced to less than significant; (5) significant and unavoidable cumulative wind hazards would be reduced to less than significant; and (6) significant and unavoidable cumulative transit delay impacts would still occur, but Alternative E's contribution to those impacts would be reduced to less than cumulatively considerable. The other significant and unavoidable impacts identified for the Project would not be substantially reduced under Alternative E and would still occur.

The Planning Commission rejects Alternative E as infeasible and unreasonable because although it would eliminate some of the Project's significant and unavoidable impacts, it would fail to meet the Project Objectives and the City's policy objectives for the following reasons:

- Alternative E would not meet, or would reduce the ability to meet, Project Objectives identified in the EIR. Alternative E includes less housing, less retail sales and services space, less institutional space, and less open space. Therefore, Alternative E would not meet Objective 2, which calls for maximizing the number of dwelling units throughout the Project site to help meet the San Francisco General Plan Housing Element goals and the Association of Bay Area Governments' Regional Housing Needs Allocation for San Francisco. Alternative E would also reduce the level at which numerous other Project Objectives are met, including Objective 1, Objective 3, Objective 5, Objective 8, Objective 9, and Objective 14.
- Due to the City's housing crisis and critical need to maximize housing in the limited locations available for housing development, alternatives with reduced

housing are undesirable from a policy standpoint. Accordingly, Alternative E is rejected as infeasible because it includes less housing.

- The California state legislature, in recognition of and to redress a state-wide housing crisis, amended and strengthened the Regional Housing Needs Assessment (RHNA) laws and processes. The City recently updated the Housing Element of its General Plan to meet its obligations under RHNA, which update was approved by the California Department of Housing and Community Development (HCD). Failure to comply with RHNA jeopardizes state funding to the City and would hinder the City's funding of many necessary services and infrastructure. Alternatives that produce less housing will hamper compliance with RHNA are therefore undesirable from a policy standpoint. Alternative E is rejected as infeasible because it includes less housing.
- With less development under Alternative E, the amount of tax increment bonds or other taxes available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure would be substantially reduced. Similarly, Alternative E would provide fewer jobs and employment opportunities.
- Although Alternative E would reduce some significant and unavoidable impacts, it would result in the same significant impacts as the Project in other resource categories.

For the foregoing reasons, the Planning Commission rejects Alternative E as infeasible.

#### B. Alternatives Considered but Rejected from Further Consideration

Several alternatives were considered as part of the FEIR's overall alternatives analysis, but ultimately rejected from detailed analysis (DEIR, Section 5.E.2). The screening process for identifying viable EIR alternatives included consideration of the following criteria: ability to meet the project objectives; potential ability to substantially lessen or avoid environmental effects associated with Project; and potential feasibility. As explained in the FEIR, a higher density alternative was not analyzed in the DEIR in detail because the planning department determined that including additional housing would not address any significant and unavoidable impact. As discussed above and in the FEIR, the Project (analyzed as the revised variant included in the FEIR) includes more housing than the DEIR proposed project or variant. As explained above, this revision was made in response to public and agency comments. The commission finds that the other alternatives considered but rejected are infeasible and were properly rejected for the reasons stated in the FEIR. Those alternatives considered but rejected are as follows:

##### 1. Offsite Alternative

CEQA Guidelines section 15126.6(f)(2) states that alternative locations should be considered if they would avoid or substantially lessen any of the significant effects. While an alternative location might lessen or avoid the impacts associated with demolition of a historic resource, transit delay impacts, wind, noise and vibration, it was rejected from further consideration because the project objectives are specific to the Stonestown Galleria shopping mall site. Furthermore, an alternate location was rejected because the project sponsor does not have control of a comparable site of sufficient size to develop a mixed-use project that would achieve the project objectives.

## 2. Design Alternatives

As part of project development, the project sponsor considered numerous design and layout concepts for the project site. Some examples include different locations for the five taller buildings, leaving 20th Avenue in its current curved configuration, different open space plans, and various building heights. As none of these concepts were developed for the purpose of reducing significant environmental impacts, the planning department did not consider these preliminary design concepts as alternatives as part of the CEQA environmental review.

## 3. Other Preservation Alternatives

A preservation alternatives analysis report was prepared and presents full and partial preservation alternatives that were taken to the HPC for their review and comment. The report identifies a full and partial preservation alternative upon which Alternatives B and C are based. The following preservation alternatives, some of which included input from the HPC, were considered but rejected for the reasons presented below:

- Relocating the Historic Resource. This alternative considered the possibility of relocating the theater building. The relationship of the courtyard to the building is a significant element of the New Formalist style. This concept was rejected due to the building's relationship to its sunken courtyard, which is not feasible to disassemble or move. In addition, this alternative would not avoid or lessen the significant impact to the historic resource.
- Constructing an Addition on Top of the Historic Resource. This alternative considered the rehabilitation of the theater and constructing an addition on top of the building to recoup the loss of dwelling units based on recommendations by the HPC. This concept was rejected due to the extent of changes to the historic resource that would be required to build on top of the structure. The structure of the theater building would not support any sizable addition. In order to erect an addition over the existing building, either the rear half of the building would need to be reconstructed with steel framing and an addition built on top of it, or, if an addition were located over the theater's lobby, installation of structural steel within the lobby would be required to support an addition overhead. These alterations would create a substantial visual impact on the interior and

exterior of the historic resource, altering its overall massing and impacting the historic lobby by disrupting its open quality with additional structural supports. This alternative was rejected from further consideration because it would not avoid or lessen the significant impact to the historic resource.

- Two-Story Addition to the Rear of the Historic Lobby. This alternative considered a partial preservation alternative that would retain the courtyard, arcade, theater lobby, and hyphen, while erecting a two-story addition similar in footprint to Block NW2 in Alternative C, Partial Preservation and Relocated Parking Alternative. This concept was rejected because a two-story residential addition to the theater would not provide sufficient residential units to meet the project sponsor's objectives for the project.
- Various Massing and Location Studies of the Adjacent Proposed Residential Buildings (Blocks NW1 and NW2) to Allow for the Retention of the Historic Resource. Several options exploring different footprints, placements, and massings of Blocks NW1 and NW3 were considered that would allow the theater to remain in its historic location while attaining the desired number of residential units in the northwest residential area. However, these options were rejected as infeasible for the reasons discussed below.

The project sponsor did not propose residential towers on the northwest portion of the site due to concerns expressed by community members and the desire to implement a design approach that transitions heights downward in the areas closest to the surrounding lower-scale neighborhoods. Additionally, the proposed project's building heights within the northwest residential area were designed to minimize shadow and wind impacts to the adjacent Rolph Nichol Jr. Playground. Based on preliminary wind impact analyses, additional height in the northwest residential area could exacerbate wind impacts on the west side of the project site.

An additional site constraint that is specific to the northwest residential area is a significant change in grade at the west side of the parcel. This grade change limits the size and placement of the proposed NW1 building, making it infeasible to add additional units to this building by expanding its footprint. Therefore, these concepts were rejected as increasing the height and/or massing of either or both Blocks NW1 and NW2 would not be feasible due to a combination of the above factors.

- Non-Residential Uses for the Historic Theater Building. This alternative considered non-residential uses of the theater building, as recommended by the HPC. Retaining and rehabilitating the building for its historic use as a movie theater would not be appropriate or feasible, as a new multi-screen movie theater is already present within the larger Stonestown Galleria shopping center and the presence of an additional theater is therefore not viable and would be removed from the retail core of the shopping center. Other non-residential uses were also considered because they could potentially avoid altering the massing and requiring fenestration interventions into the smooth unadorned surfaces of

the auditorium spaces that are character defining features of the historic resource. The retention of the building as an events auditorium was also considered; however, such a use is not part of the proposed program of the site and would not complement the proposed adjacent residential buildings. The possibility of a community center was considered; however, such uses are already available in adjacent neighborhoods and such a use is not part of the proposed program of the site.

The conversion of the building to a commercial gym was also considered, as other historic theaters have demonstrated the precedent of adapting these spaces for gyms, which historically have less robust requirements for light, outside air, and fenestration. However, like the theater use, the larger shopping center already contains a large commercial gym facility and the market desire for greater ventilation and fenestration in gym spaces post-COVID could result in the need for fenestration interventions into the smooth unadorned walls of the auditorium massing.

Implementation of other commercial uses in the historic theater building would also result in conflicts with the Project's programming. Specifically, commercial uses would impact the project sponsor's objectives of concentrating new commercial uses along the new 20th Avenue retail corridor and existing shopping center, which would create the retail-centric heart of the project site and optimize foot traffic for retail tenants.

Finally, as explained above, one of the City's primary policy considerations is the City's ongoing housing crisis and the desire to maximize housing. Non-residential uses of the theater building would result in less housing compared to the Project, and thus is undesirable from a policy standpoint.

For these reasons, the above-discussed non-residential uses for the historic theatre were considered but rejected and the adaptation of the historic theater building to residential use was determined to best complement the proposed character of the northwest residential area. Additionally, because Alternative B, Full Preservation Alternative, already explores an alternative that reduces impacts to the historic theater building to a less-than-significant level, a preservation alternative that considers a nonresidential use of the theater building would be considerably similar to Alternative B and was therefore not considered further. The planning department determined that Alternative B, Full Preservation Alternative, and Alternative C, Partial Preservation and Relocated Parking Alternative, would adequately represent the range of environmental impacts that could be expected under preservation scenarios while meeting the project sponsor's housing objectives.

- Changing the Ratio of Residential Housing Types to Accommodate More Units. An alternative considering the conversion of some of the larger units (two- or three-bedroom apartments) into smaller units (one-bedroom or studio apartments) was discussed as a method to increase the unit count while retaining the existing theater building. The SUD



requires new development to provide a minimum number of two- and three-bedroom units because of concerns about insufficient family-sized housing production. Therefore, increasing the residential unit count through a reduction of the number of family-sized units in favor of more, but smaller units across the site would run counter to the planning code requirement, would not respond to the market demand in the surrounding neighborhood, and would not meet the project sponsor's objectives of including a mix of housing types that accommodate different households.

- Providing Alternative Locations Within the Larger Project Site to Recoup Lost Housing Units Within the Northwest Residential Area. This alternative considered the possibility of adding housing units in other areas of the project site outside of the northwest residential area to recoup the lost housing units from not developing Block NW2. As explained above, and in the FEIR, the Project (analyzed as the revised variant included in the FEIR) includes more housing than the proposed project or variant. As explained above, this revision was made in response to public and agency comments calling for increased housing to address the City's housing crisis. The commission finds that eliminating development on Block NW2 is infeasible for the same reasons described above for Alternative B.

## **VI. STATEMENT OF OVERRIDING CONSIDERATIONS**

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

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, the Planning Commission specifically finds that there are significant benefits of the Project to support approval of the Project in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. The Commission further finds that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially lessened where feasible. All feasible mitigation measures identified in the FEIR and MMRP are adopted as part of the Approval Actions described in Section I, above.

Furthermore, the Commission has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technological, legal, social and other considerations.

The Project will have the following benefits:

- **Redevelopment.** The Project will develop the approximately 27 acres of surface parking and surrounding structures in the 43-acre (including 2 acres of public right-of-way) Stonestown Galleria shopping mall site into a master-planned, multi-phased, mixed-use community. This will improve conditions at the site and provide numerous benefits for residents and visitors, including greater and more efficient opportunities for shopping, and enjoying the other amenities the Project provides.
- **Housing.** The Project will add up to 3,419 housing units to the City's housing stock. The Project will assist the City in meeting its Regional Housing Needs Assessment (RHNA) goals and further the City's implementation of its Housing Element policies. The Project will help address a City-wide and state-wide housing shortage crisis.
- **Parks and Open Space.** The Project will create approximately 5.5 net new acres of publicly accessible open space with program and components that complement each other and the adjacent context.
- **Community Facilities.** The Project will provide a childcare facility and a senior center.
- **Multimodal Public Realm.** The Project provides an improved street network with multimodal connectivity including access and mobility improvements that expand transportation options and promote walking, cycling and public transit use. This spirit echoes the City of San Francisco's pioneering Transit First Policy, and reaffirms the community's commitment to healthful, sustainable, equitable transportation alternatives. The Project's design and development will incorporate innovative and sustainable transit-first policies which will provide significant benefits to residents of and visitors to the project site.
- **Land Use and Sustainable Development.** The Project will implement a comprehensive sustainability plan that will include principles, goals, and strategies for key elements including site design and land use, landscape and biodiversity, transportation, energy, water and wastewater, materials, solid waste, health, safety and security, community and society and economic development, all of which integrate the best principals of smart growth and quality urban design.
- **Economic Development and Jobs.**
  - Construction of the Project will provide opportunities to generate thousands of annual construction jobs and hundreds of permanent jobs at project completion.

- The Project will invest approximately \$2.9 billion (2024 dollars) in real estate, infrastructure, transportation, and other improvements on the site.
- The Project will create temporary construction jobs and permanent jobs in various sectors housed within the commercial spaces, as well as building operations. These jobs will provide employment opportunities for San Francisco residents, promote the City's role as a commercial center, and provide additional payroll tax revenue to the City, providing direct and indirect economic benefits to the City.
- Specifically, the Project will create nearly 700 construction job opportunities onsite annually over the build-out of the Project (based on a 25-year development timeframe). Total annual payroll is estimated to average \$77 million including benefits. Construction spending will indirectly generate approximately 100 additional jobs on average annually in San Francisco during Project development.
- In addition, the Project will create approximately 775 net new permanent jobs in the Project site. Permanent jobs are estimated to generate an annual payroll of \$95 million including benefits. In addition, economic activity from the Project is projected to generate multiplier effects on other businesses and employment, creating a projected additional 615 jobs from consumer spending indirect and induced expenditures in the San Francisco economy.
- At full build-out, the Project will provide more than approximately \$3.3 billion in net new property value (in 2024 dollars or \$7.1 billion in 2050 nominal dollars).

Having considered the above, and in light of evidence contained in the FEIR and in the record, the Planning Commission finds that the benefits of the Project outweigh the unavoidable adverse environmental effects identified in the FEIR, and that those adverse environmental effects are therefore acceptable.

# ATTACHMENT B

## AGREEMENT TO IMPLEMENT MITIGATION MONITORING AND REPORTING PROGRAM

*Record No.:* 2021-012028ENV  
*Project Title:* Stonestown Development Project  
*Project Sponsor:* Christie Donnelly, Brookfield Properties  
*Lead Agency:* San Francisco Planning Department  
*Staff Contact:* Josh Pollak – 628.652.7493  
[CPC.Stonestown@sfgov.org](mailto:CPC.Stonestown@sfgov.org)

The table below indicates when compliance with each mitigation measure must occur. Some mitigation measures span multiple phases. Substantive descriptions of each mitigation measure’s requirements are provided on the following pages in the Mitigation Monitoring and Reporting Program.

Adopted Mitigation Measure	Period of Compliance			Compliance with MM Completed?
	Prior to the Start of Construction*	During Construction**	Post-construction or Operational	
Mitigation Measure M-CR-1: Documentation of Historic Resources	X	X	X	
Mitigation Measure M-CR-1b: Salvage Plan	X	X		
Mitigation Measure M-CR-1c: Public Interpretive Program	X		X	
Mitigation Measure M-TR-1: Construction Coordination Plan	X	X		
Mitigation Measure M-TR-4a: Reduce Project Vehicle Trips	X	X	X	
Mitigation Measure M-TR-4b: Transit Travel Time Reduction Measure	X	X		
Mitigation Measure M-C-TR-3: Signal Coordination along 19th Avenue	X	X	X	
Mitigation Measure M-TR-6: Driveway and Loading Operations Plan (DLOP)	X		X	
Mitigation Measure M-NO-1: Construction Noise Control	X	X		
Mitigation Measure M-NO-4: Noise Analysis and Attenuation	X			
Mitigation Measure M-NO-5: Noise Limits for Outdoor Amplified Sound			X	
Mitigation Measure M-AQ-1a: Clean Off-Road Construction Equipment	X	X		

Adopted Mitigation Measure	Period of Compliance			Compliance with MM Completed?
	Prior to the Start of Construction	During Construction	Post-construction or Operational	
Mitigation Measure M-AQ-1b: Super-compliant VOC Architectural Coatings during Construction		X		
Mitigation Measure M-AQ-1c: Clean On-Road Construction Trucks		X		
Mitigation Measure M-AQ-1d: Super-Compliant VOC Architectural Coatings during Operation			X	
Mitigation Measure M-AQ-1e: Best Available Emissions Controls for Stationary Emergency Generators	X		X	
Mitigation Measure M-AQ-1f: Promote Use of Green Consumer Products			X	
Mitigation Measure M-AQ-1g: Operational Truck Emissions Reduction			X	
Mitigation Measure M-AQ-1h: Electric Vehicle Charging Infrastructure			X	
Mitigation Measure M-AQ-1i: Electric Landscaping Equipment			X	
Mitigation Measure M-AQ-1j: Offset Remaining ROG Emissions		X	X	
Mitigation Measure M-WI-1a: Wind Safety Plan	X	X	X	
Mitigation Measure M-WI-1b: Wind Impact Analysis and Mitigation for Buildings Taller than 85 Feet	X			
Mitigation Measure M-WI-1c: Maintenance Plan for Landscaping on or off the Project Site and Wind Baffling Measures in the Public Right-of-Way	X	X	X	
Mitigation Measure M-WI-1d: Maintenance Plan for Landscaping on the Project Site and Wind Baffling Measures in Private Rights-of-Way	X	X	X	
Mitigation Measure M-CR-2: Archeological Monitoring	X	X	X	
Mitigation Measure M-GE-6: Inadvertent Discovery of Paleontological Resources during Construction	X	X	X	

\* Prior to any ground disturbing activities at the project site.

\*\* Construction is broadly defined to include any physical activities associated with construction of a development project including, but not limited to site preparation, clearing, demolition, excavation, shoring, foundation installation, and building construction.

X I agree to implement the attached mitigation measure(s) as a condition of project approval.

  
 Property Owner or Legal Agent Signature  
*His Authorized Signatory*

4/18/24  
 Date

Note to sponsor: Please contact [CPC.EnvironmentalMonitoring@sfgov.org](mailto:CPC.EnvironmentalMonitoring@sfgov.org) to begin the environmental monitoring process.



## ATTACHMENT B

# MITIGATION MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Completion Criteria
EIR MITIGATION MEASURES AGREED TO BY PROJECT SPONSOR				
SECTION 3.A, HISTORIC ARCHITECTURAL RESOURCES				
<p><b>Mitigation Measure M-CR-1a: Documentation of Historic Resources.</b> Prior to issuance of demolition permits for the historic resource, the project sponsor shall undertake Historic American Buildings Survey/Historic American Landscapes Survey/Historic American Engineering Record-like (HABS/HALS/HAER-like) documentation of the historic resource's features. The documentation shall be undertaken by a professional who meets the Secretary of the Interior's Professional Qualifications Standards for Architectural History, History, or Architecture (as appropriate) to prepare written and photographic documentation of the UA Stonestown Twin Theater. The specific scope of the documentation shall be reviewed and approved by the planning department, but shall include the following elements:</p> <ul style="list-style-type: none"> <li>• <i>Measured Drawings</i> – A set of measured drawings shall be prepared that depict the existing size, scale, and dimension of the historic resource. Planning department staff will accept the original architectural drawings or an as-built set of architectural drawings (e.g., plans, sections, elevations). Planning department staff will assist the consultant in determining the appropriate level of measured drawings.</li> <li>• <i>HABS/HALS/HAER-like Photographs</i> – Either HABS/HALS/HAER standard large-format or digital photography shall be used. The scope of the digital photographs shall be reviewed by planning department staff for concurrence, and all digital photography shall be conducted according to the latest National Park Service (NPS) standards. The photography shall be undertaken by a qualified professional with demonstrated experience in HABS/HALS/HAER photography. Photograph views for the data set shall include contextual views; views of all sides of the resource; oblique views of the resource; and detailed</li> </ul>	Project sponsor in consultation with a professional who meets the Secretary of the Interior's Professional Qualification Standards	Prior to issuance of the demolition permit for the UA Stonestown Twin Theater historic resource	Planning Department Preservation Staff	Considered complete upon approval of the documentation and transmittal to repositories

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
<p>views of character-defining features including certain interior spaces. All views shall be referenced on a photographic key. This photographic key shall be on a map of the property and shall show the photograph number with an arrow to indicate the direction of the view. Historical photographs shall also be collected, reproduced, and included in the data set.</p> <ul style="list-style-type: none"> <li>• <i>Written Historical and Descriptive Data</i> – A written historical narrative and report shall be prepared in accordance with the HABS/HALS/HAER Historical Report Guidelines. The report shall follow an outline format that begins with a statement of significance supported by the development of the architectural/engineering and historical context in which the historic resource was constructed. The report shall also include a physical description and bibliographic information.</li> <li>• <i>Video Recordation</i> – Video recordation shall be undertaken before demolition or site permits are issued for the historic resource. The project sponsor shall undertake video documentation of the affected historic resource and its setting. The documentation shall be conducted by a professional videographer, one with experience recording architectural resources. The documentation shall be narrated by a qualified professional who meets the standards for history, architectural history, or architecture (as appropriate) set forth by the Secretary of the Interior’s Professional Qualification Standards (36 Code of Federal Regulations Part 61). The documentation shall include detailed information—using visuals in combination with narration—about the materials, construction methods, current condition, historic use, and historic context of the historic resource.</li> <li>• <i>Softcover Book</i> – A print-on-demand softcover book shall be produced that includes the content from previous historical reports, historical photographs, documentation photography, measured drawings, and field notes. The Print-on-Demand book shall be made available to the public for distribution.</li> </ul> <p>The project sponsor shall transmit the above documentation to the History Room of the San Francisco Public Library, San Francisco Architectural Heritage, California Historical Society, the planning department, the Northwest Information Center, nearby neighborhood or community group repositories that request copies, and no more than two additional repositories as directed by the planning department. The documentation scope will determine the requested documentation type for each</p>				

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
facility, and the project sponsor will conduct outreach to identify other interested groups. Drafts of all documentation will be reviewed and approved by the planning department's staff before any demolition permit is granted for the affected historic resource.				
<b>Mitigation Measure M-CR-1b: Salvage Plan.</b> The project sponsor shall make a good faith effort to salvage character-defining features or materials of historical interest to be utilized as part of the interpretative program or to be donated to community or art groups. A salvage plan, which may include materials of historical interest if community or arts groups expressed an interest in such items and commit to relocating them at their own expense, will be reviewed and approved by the planning department's staff before any removal of character-defining features. Planning department preservation staff will coordinate with the project sponsor on implementation of the salvage plan and the project sponsor will provide documentation of the completion of the salvage plan prior to issuance of occupancy permits.	Project sponsor in consultation with planning staff and a qualified architectural historian or historic architect who meets the Secretary of the Interior's Professional Qualification Standards	Prior to removal of character-defining features of/from the UA Stonestown Twin Theater , approval of the salvage plan; prior to issuance of a Final Certificate of Occupancy for completion of the salvage program	Planning Department Preservation Staff	Considered complete upon approval by planning department preservation staff that the salvage plan was implemented by the project sponsor
<b>Mitigation Measure M-CR-1c: Public Interpretive Program.</b> The project sponsor shall facilitate the development of an interpretive program focused on the history of the project site, including an overview of the site history and Native American land acknowledgement, and its identified historic resource. The interpretive program should be developed and implemented by a qualified preservation professional with demonstrated experience in displaying information and graphics to the public in a visually interesting manner.  The primary goal of the interpretive program is to educate the public about the historic resource and lost character defining features within broader historical, social, and physical landscape contexts. This interpretive plan shall be subject to review and approval by planning department staff. The proposal shall include the proposed format and the publicly accessible location of the interpretive content, as well as high-quality graphics and written narratives. The proposal prepared by the qualified consultant describing the general parameters of the interpretive program shall be approved by planning department staff prior to issuance of demolition permits for the historic resource. The detailed content, media, and other characteristics of such an interpretive program including installation and	Project sponsor in coordination with an architectural historian or historian who meets the Secretary of the Interior's Professional Qualification Standards	Prior to approval of the demolition permit for the interpretive program proposal and prior to issuance of a Final Certificate of Occupancy for detailed interpretive program, as it applies to the demolition of the UA Stonestown Twin Theater.	Planning Department Preservation Staff	Considered complete when the project sponsor provides documentation of installed interpretive program to planning department preservation staff



Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
<p>maintenance schedules for all interpretative components shall be approved by planning department staff prior to issuance of a Final Certificate of Occupancy for the building to be constructed at the location of the historic resource and/or immediately adjacent public open space.</p> <p>The interpretative program shall include but not be limited to the installation of permanent on-site interpretive displays in publicly accessible locations, including the exterior of a building. Historical and current photographs, including some of the photographs required by the Documentation of Historic Resources Mitigation Measure, may be used to illustrate the site's history. Features salvaged from the theater as part of the salvage plan should be considered in the design of the interpretative program.</p>				
<b>SECTION 3.B, TRANSPORTATION AND CIRCULATION</b>				
<p><b>Mitigation Measure M-TR-1: Construction Coordination Plan.</b> The project sponsor shall prepare a construction coordination plan (plan or plans) for each construction phase or subphase, including to address proposed project or construction activities that result in excavation or temporary occupancy on public or private streets located within the project site as shown in Figure 3.B-9 in the Stonestown Development Project EIR, including 20th Avenue, Buckingham Way, and Streets A through C. The plan(s) shall show potential conflicts with adjacent construction activities, previously approved phased Street Improvement Plans (SIPs), existing City utilities and connections (sewer, water, electrical, fiber, etc.), easements, and pedestrian, bicycle, vehicular, or transit access and circulation to and from the public street network and shall demonstrate how such conflicts will be minimized.</p> <p>The project sponsor shall submit an initial overall draft plan to the planning department for review and approval by public works in consultation with SFMTA, SFPUC, and any other applicable City agency by no later than the first submittal of the first phased Street Improvement Plans (SIP). The project sponsor shall submit an updated draft plan with the first submittal of each subsequent phased SIP that reflects the as-built or current condition of the previous phase(s) and the planned coordination with future phase(s). The project sponsor shall implement the approved plans and update as necessary.</p>	Project Sponsor/ Contractors	Submit prior to each phased Street Improvement Plan (SIP) and updated as necessary during construction	Public Works and Planning Department in consultation with SFMTA, SFPUC, and any other affected City agency	Considered complete upon implementation of the construction coordination plan for all construction phases

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Completion Criteria
<p>Each plan shall address the requirements of construction within the public right-of-way in the following sections of the SFMTA Regulations for Working in San Francisco Streets (Blue Book) and public works code and other applicable city regulations, including but not limited to:</p> <ul style="list-style-type: none"> <li>Blue Book section 3: Traffic Lane Closure Requirements</li> <li>Blue Book section 5: Sidewalk Closures</li> <li>Blue Book section 7: Transit Operations</li> <li>Blue Book section 9: Bicycle Routes</li> <li>Public Works Code section 2.4.20(b): Contractor Parking Plans</li> <li>Public Works Code section 724: Temporary Occupancy of Street</li> <li>Public Works Subdivision Code</li> <li>Public Works Subdivision Regulations</li> </ul> <p>Each plan shall also address how the proposed construction activities within the project site will be coordinated with construction activities within Caltrans' right-of-way.</p>				
<p><b>Mitigation Measures M-TR-4a Reduce Project Vehicle Trips.</b> The project sponsor shall be responsible for implementing transportation demand management (TDM) measures in a City-approved TDM Plan to limit the number of project-generated vehicle trips to a maximum of 90 percent of the EIR-estimated values of the sum of the phases of project development in the weekday p.m. peak hour (performance standard).</p> <p><i>Monitoring and Reporting Plan.</i> The project sponsor shall retain a qualified transportation consultant approved by the San Francisco Municipal Transportation Agency (SFMTA) or the planning department to begin monitoring vehicle trips in accordance with the approved monitoring and reporting plan. The monitoring shall include counts of the number of vehicles entering and exiting the project site on internal streets at the site boundaries on 19th Street/Winston Drive, 19th Avenue/Street A, 20th Avenue/Eucalyptus Drive, Winston Drive/Buckingham Way, and 20th Avenue/Winston Drive. The counts shall be consistent with the data collection period (e.g., days of week, time of day, months of the year) documented in Appendix C.1 of the EIR. The counts will subtract the baseline (no-project) vehicle trip estimate documented in Appendix C.1 of the EIR to establish the</p>	Project sponsor (including qualified transportation consultant retained by project sponsor)	Annual monitoring, beginning no later than overlap of Phase 1 operations with construction of phase 3, or at such phase as indicated by the recalculation under Mitigation Measure M-AQ-1 ; Other TDM plan compliance reports are required per the	Planning department, in consultation with the SFMTA	Monitoring is complete when three consecutive monitoring reports show that the fully built project meets the performance standard or when the project's development agreement expires, whichever is earlier; Other TDM plan compliance reports are considered complete per the

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<p>project vehicle trip operational (i.e., not construction-related) contribution to the counts.</p> <p>The project sponsor shall begin monitoring when Phase 1 operations overlaps with Phase 3, or at such phase as indicated by the recalculation under Mitigation Measure M-AQ-1j that this performance standard is needed for air quality reductions. The project sponsor shall submit a monitoring and reporting plan to the planning department and SFMTA for review within 30 days of the monitoring, or with TDM Plan monitoring and reporting in a manner consistent with the planning commission's TDM program standards. Thereafter, annual monitoring and reporting plans shall be submitted (referred to as "reporting periods") until three consecutive reporting periods show that the fully built project (i.e., after six phases of the project have been fully constructed) meets the performance standard, or until expiration of the project's development agreement, whichever is earlier.</p> <p><i>Adjustments.</i> If the planning department finds that two consecutive reporting periods demonstrate that the project fails to meet the stated performance standard, the project sponsor shall select and implement additional TDM measures to reduce the number of project-generated vehicle trips to meet the performance standard. These measures could include expansion of measures already included in the project's TDM Plan, other measures identified in the planning commission's TDM program standards Appendix A (as such appendix may be amended by the planning department from time to time) that have not yet been included in the project's approved TDM Plan, or, at the project sponsor's discretion, other measures not included in the planning commission's TDM program standards Appendix A that the planning department and project sponsor agree are likely to reduce peak period driving trips.</p> <p>If additional TDM measures are required because the project fails to meet the stated performance standard for any development phase for two consecutive report periods, the project sponsor shall have 30 months to implement such measures and demonstrate through monitoring a reduction in vehicle trips to meet the performance standard. If the performance standard is not met within 30 months, the project sponsor shall submit to the planning department and SFMTA a memorandum documenting proposed methods of enhancing the effectiveness of the TDM measures and/or additional feasible TDM measures that</p>		Planning Commission's TDM Program Standards		Planning Commission's TDM Program Standards

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<p>would be implemented by the project sponsor, along with annual monitoring of the project generated vehicle trips to demonstrate their effectiveness in meeting the performance standard until the term of the TDM Plan ends as set forth below.</p> <p>Project sponsor shall have the right to request and pay for a transportation study by a qualified transportation consultant approved by SFMTA or the planning department to confirm the requested measures are effective to achieve the performance standard.</p> <p>The monitoring and reporting plan may be modified by the planning department in consultation with SFMTA to account for transit route or transportation network changes, or major changes to the development program. The modification of the monitoring and reporting plan, however, shall not change the performance standard set forth in this mitigation measure.</p> <p><i>Term.</i> The monitoring and reporting plan shall be terminated upon the earlier of (i) expiration of the project's development agreement, or (ii) three consecutive reporting periods showing that the fully built project has met the performance standard.</p> <p>However, the project sponsor shall continue to be subject to compliance reporting in a manner consistent the planning commission's TDM program standards.</p>				
<p><b>Mitigation Measure M-TR-4b: Transit Travel Time Reduction Measure.</b> The project sponsor shall coordinate and fund traffic signal coordination with San Francisco Municipal Transportation Agency (SFMTA) to address potential northbound transit delay along 20th Avenue between Eucalyptus Drive and Buckingham Way (S). The project sponsor, in coordination with SFMTA shall be responsible for implementation as outlined in the Transportation Exhibit of the Development Agreement.</p>	SFMTA	During construction of 20th Avenue between Eucalyptus Drive and Buckingham Way (S)	SFMTA	Considered complete upon implementation of traffic signal coordination
<p><b>Mitigation Measure M-TR-6: Develop a Driveway and Loading Operations Plan (DLOP).</b> The project sponsor shall prepare and submit a DLOP to the planning department in accordance with this Mitigation Measure M-TR-6, and any guidelines issued by the department pursuant to planning code section 155(u)(DLOP code section for certain development projects) ("Guidelines") in consultation with the San Francisco Municipal Transportation Agency (SFMTA). In the event of a conflict between the requirements of this Mitigation Measure M-TR-6 and the Guidelines, the requirements of this Mitigation Measure shall control. The purpose of the DLOP</p>	Project sponsor	Prior to the site or building permit for each building or phase or subphase of project construction	Planning department, in consultation with SFMTA	Upon planning department approval of DLOP; Monitoring is considered complete per the planning'

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<p>is to reduce potential conflicts between driveway and loading operations, including passenger and freight loading activities, and pedestrians, bicycles, and vehicles, to maximize reliance of on-site loading spaces to accommodate new loading demand, and to ensure that off-site loading activity is considered in the design of the project's new building. Potential conflicts refer to the potential intersection of project-generated vehicle movements with movements of other private street or public right-of-way users in locations like sidewalks, bicycle facilities, transit-only lanes, and mixed-flow travel lanes.</p> <p>The DLOP shall require details requiring the location, quantity, dimensions, and access for off-street and on-street loading facilities and shall prevent vehicle queues. Vehicle queue refers to one or more vehicles waiting to access the project's off-street facility and blocking any portion of any private street or public right-of-way during project operations for:</p> <ol style="list-style-type: none"> <li>1. A combined 2 minutes during the peak consecutive 60 minutes or a combined 15 minutes between the hours of 6 a.m. and 10 p.m.; and</li> <li>2. For at least three 24-hour periods in any consecutive seven-day period.</li> </ol> <p>The DLOP shall be developed incrementally, with a stand-alone plan developed and approved for each building or phase or subphase of project construction. A project phase may not begin construction until its DLOP has received Planning approval.</p> <p>The DLOP may also include, but not limited to, the following measures to reduce potential conflicts:</p> <ul style="list-style-type: none"> <li>• <b>Locating Loading Facilities Away from Transit Lines:</b> Locate loading entrances away from internal circulation streets that include Muni bus routes, where feasible, including; 20th Avenue, Winston Drive, Buckingham Way (southern segment between Winston Drive and 20th Avenue). Locate entrances to parcels E1, E3, E4 along side streets rather than along 20th Avenue, or design driveway or loading dock entrance with sufficient storage for vehicles to exit the roadway, to store outside of any bike facilities, and to avoid blocking sidewalks.</li> <li>• <b>Designing and Managing Trash/Recycling/Compost Collection:</b> Meet with the appropriate representative from Recology (or other firm) to determine the location and type of trash/recycling/compost bins, frequency of collections,</li> </ul>				department's DLOP guidelines

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<p>and procedures for collection activities, including the location of Recology trucks during collection and indicate such room(s) for each building on the building plans. Identify procedures for collection such that the collection bins are not placed within any sidewalk, bicycle facility, parking lane, or travel lane adjacent to the project site at any time.</p> <ul style="list-style-type: none"> <li>• <b>Managing the Loading Docks:</b> Maintain accurate truck logs to document the time and duration of truck activities. Direct residential and commercial tenants to schedule all move-in and move-out activities and deliveries of large items (e.g., furniture) with the management for their respective building(s). For institutional, retail, and office uses on site, employ attendant(s) for the applicable parking garage and/or loading dock. The attendant would typically be stationed at the applicable driveway to direct vehicles entering and exiting the building and to avoid any safety-related conflicts on the sidewalk during a.m. and p.m. peak periods of traffic and pedestrian activity, with extended hours as dictated by traffic and pedestrian conditions and by activity in the garage and loading dock.</li> <li>• <b>Installing Audible and/or Visual Warning Devices:</b> Install audible and/or visible warning devices where the off-street facility interfaces with a private street or public right-of-way to alert other private street or public right-of-way users of vehicles entering or exiting the off-street facility.</li> <li>• <b>Allowing for Unassisted Delivery Systems:</b> Design loading dock areas to allow for unassisted delivery systems (i.e., a range of delivery systems that eliminate the need for human intervention at the receiving end), particularly for use when the receive site is not in operation. Examples could include the receiver site providing a key or electronic fob to loading vehicle operators, which enables the loading vehicle operator to deposit the goods inside the business or in a secured area that is separated from the business.</li> </ul> <p>The DLOP shall be implemented by the project sponsor in accordance with any guidelines issued by the department pursuant to planning code section 155(u).</p>				

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<p><b>Mitigation Measure M-C-TR-3: Signal Coordination along 19th Avenue.</b> The project sponsor or vertical developer shall pay a fair-share contribution for SFMTA to design and install up to two additional closed-circuit televisions (CCTVs) along Muni routes 28 and 28R southbound at the 19th Avenue/Winston Drive and 19th Avenue/Sloat Boulevard intersections, subject to approval by SFMTA staff. If approved for installation, the project fair-share contribution shall be 17 percent, which is \$6,800 in 2022 dollars, of the total cost [with the San Francisco Area consumer price index (CPI) escalation].</p> <p>The cost of the CCTVs is \$40,000 (in 2022 dollars; cost shall be escalated using CPI to year of payment).</p>	SFMTA and Project Sponsor or vertical developer.	Payment shall be rendered after the program's implementation by SFMTA.	SFMTA	<p>Considered complete upon (1) payment to SFMTA for program implementation <b>OR</b> (2) SFMTA decision to not implement CCTV program or (3) 20 years after the certification of the EIR if no decision is made by SFMTA regarding the program.</p>
<b>SECTION 3.C, NOISE AND VIBRATION</b>				
<p><b>Mitigation Measure M-NO-1: Construction Noise Control.</b> The project sponsor shall submit a project-specific construction noise control plan to the environmental review officer (ERO) for approval prior to issuance of any demolition or building permit. The construction noise control plan shall be prepared by a qualified acoustical engineer, with input from the construction contractor, and include measures to reduce construction noise with the target to meet performance standards of 90 dBA 1-hour <math>L_{eq}</math>, 10 dBA above the ambient noise level, nor an interior level of 45 dBA during nighttime hours at noise sensitive receptors (residences, hospitals, convalescent homes, schools, churches, hotels, and motels). The project sponsor shall ensure that requirements of the construction noise control plan are included in contract specifications.</p> <p>The construction noise control plan shall include specific measures to reduce nighttime construction noise.</p> <p>The construction noise control plan shall include the following measures to the degree feasible, or other equally effective measures, to reduce construction noise levels:</p>	Project sponsor/qualified acoustical consultant/construction contractor	Prior to issuance of any demolition or building permit	Planning department	Considered complete after receipt of noise monitoring reports and completion of construction activities

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<ul style="list-style-type: none"> <li>• Use “quiet” models of air compressors and other stationary equipment where such technology exists;</li> <li>• Use construction equipment with lower noise emission ratings to the extent feasible, particularly for air compressors;</li> <li>• Prohibit the idling of inactive construction equipment for more than 5 minutes;</li> <li>• Muffle and maintain all equipment used on site. All internal combustion engine driven equipment shall be fitted with mufflers that are in good working condition;</li> <li>• Position stationary noise sources, such as temporary generators and pumps, as far from nearby receptors to the extent feasible, within temporary enclosures and shielded by barriers (which could reduce construction noise by as much as 5 dB) or other measures, to the extent feasible;</li> <li>• Avoid placing stationary noise-generating equipment (e.g., generators, compressors) within noise-sensitive buffer areas (as determined by the acoustical consultant) immediately adjacent to neighbors;</li> <li>• Enclose or shield stationary noise sources from neighboring noise-sensitive properties with noise barriers to the extent feasible. To further reduce noise, locate stationary equipment in pit areas or excavated areas, if feasible;</li> <li>• Install temporary barriers, barrier-backed sound curtains, and/or acoustical panels around working powered impact equipment and, if necessary, around the construction area perimeter. When temporary barrier units are joined together, the mating surfaces shall be flush with each other. Gaps between barrier units, and between the bottom edge of the barrier panels and the ground, shall be closed with material that completely closes the gaps, and dense enough to attenuate noise;</li> <li>• Impact tools (e.g., jack hammers, pavement breakers, rock drills) used for project construction shall be “quiet” gasoline-powered compressors or electrically powered compressors, and electric rather than gasoline- or diesel-powered engines shall be used to avoid noise associated with compressed air exhaust from pneumatically powered tools. However, where the use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dBA. External jackets on the tools themselves shall be used,</li> </ul>				



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<p>which could achieve a reduction of 5 dBA. Quieter equipment shall be used when feasible, such as drills rather than impact equipment;</p> <p>The construction noise control plan shall include specific measures to reduce nighttime construction noise. In addition, the construction noise control plan shall include the following measures for notifying the public of construction activities, complaint procedures, and monitoring of construction noise levels:</p> <ul style="list-style-type: none"> <li>• Designate a construction manager;</li> <li>• Notify neighboring noise-sensitive receptors within 300 feet of the project construction area at least 30 days in advance of high-intensity noise-generating or nighttime noise activities (i.e., activities that may generate noise levels greater than 90 dBA at noise sensitive receptors) about the estimated duration of the activity;</li> <li>• Post a sign on-site describing noise complaint procedures and a complaint hotline number that shall always be answered during construction;</li> <li>• Implement a procedure for notifying the planning department of any noise complaints within one week of receiving a complaint;</li> <li>• Develop a list of measures for responding to and tracking complaints pertaining to construction noise; such measures may include the evaluation and implementation of additional noise controls at sensitive receptors; and</li> <li>• Conduct noise monitoring (measurements) at the beginning of major construction phases (e.g., demolition, grading, excavation), during high-intensity construction activities, and during nighttime construction to determine the effectiveness of noise attenuation measures and, if necessary, implement additional noise control measures. Selection of the monitoring locations shall be coordinated between the planning department, construction contractor and, if warranted, affected residential property owners. The program shall be set up to alert the construction manager or other designated person(s) when noise levels exceed allowable limits (10 dBA above established ambient levels). If noise levels are found to exceed applicable noise limits due to construction-related activities, corrective action shall be taken, such as moving specific construction activities if feasible, fixing faulty or poorly operating equipment, and installing portable barriers.</li> </ul>				

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<p><b>Mitigation Measure M-NO-4: Noise Analysis and Attenuation.</b></p> <p>Prior to approval of the first building permit, the project sponsor shall submit documentation to the Environmental Review Officer (ERO), demonstrating with reasonable certainty that the proposed approach to the construction of the various building types fixed mechanical equipment (such as heating, ventilation and air conditioning [HVAC] equipment) meets the noise limits specified in section 2909 of the noise ordinance (i.e., a 5 dB increase above the ambient noise level at the property plane for noise from residential uses or an 8 dB increase above the ambient noise level at the property plane for noise from commercial or industrial uses; and interior noise limits of 55 dBA and 45 dBA for daytime and nighttime hours inside any sleeping or living room in a nearby dwelling unit on a residential property assuming windows open, respectively). Acoustical treatments required to meet the noise ordinance may include but are not limited to:</p> <ul style="list-style-type: none"> <li>• Enclosing noise-generating mechanical equipment;</li> <li>• Installing relatively quiet models of air handlers, exhaust fans, and other mechanical equipment;</li> <li>• Using mufflers or silencers on equipment exhaust fans;</li> <li>• Orienting or shielding equipment to protect noise sensitive receptors (residences, hospitals, convalescent homes, schools, churches, hotels and motels, and sensitive wildlife habitat) to the greatest extent feasible;</li> <li>• Increasing the distance between noise-generating equipment and noise-sensitive receptors; and/or</li> <li>• Placing barriers around the equipment to facilitate the attenuation of noise.</li> </ul> <p><i>Emergency Generators.</i> Prior to approval of the first building permit, the property owner shall submit documentation to the ERO, demonstrating with reasonable certainty that project generator(s) do not exceed 75 dBA at the property plane or generator(s) meet the interior noise limits of noise ordinance section 2909(d) (55 dBA and 45 dBA for daytime and nighttime hours assuming windows open, respectively). Acoustical treatments may include, but are not limited to:</p> <ul style="list-style-type: none"> <li>• Enclosing generator(s);</li> </ul>	<p>Project sponsor Qualified acoustical engineer or engineering consultant</p>	<p>Prior to the issuance of the first building permit (submittal of documentation of proposed compliance for various building types)</p>	<p>Planning department</p>	<p>Considered complete upon approval of documentation</p>
	<p>Property owner and qualified engineer or engineering consultant</p>	<p>Prior to the approval of building permit</p>	<p>Planning department</p>	<p>Considered complete upon approval of documentation</p>

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<ul style="list-style-type: none"> <li>Installing relatively quiet model generator(s);</li> <li>Orienting or shielding generator(s) to protect noise-sensitive receptors (residences, hospitals, convalescent homes, schools, churches, hotels and motels, and sensitive wildlife habitat) to the greatest extent feasible;</li> <li>Increasing the distance between generator(s) and noise-sensitive receptors; and/or</li> <li>Placing barriers around generator(s) to facilitate the attenuation of noise.</li> </ul> <p>In addition, all project generator(s) shall be tested only between the hours of 7 a.m. and 8 p.m.</p>	Property owner	During operation for emergency generator testing	Planning department	Considered complete upon approval of documentation
<p><b>Mitigation Measure M-NO-5: Noise Limits for Outdoor Amplified Sound.</b></p> <ul style="list-style-type: none"> <li>The special-event sponsor shall comply with noise controls and restrictions in the amplified sound event permit.</li> <li>Speaker systems shall be directed away from the nearest residences to the degree feasible.</li> <li>Amplified sound equipment use shall be restricted to the hours between 9 a.m. and 10 p.m., unless an amplified sound permit is received from the Entertainment Commission that would outline a different operation window.</li> <li>Outdoor speaker systems shall be operated such that amplified event noise levels do not exceed 80 dBA at a distance of 100 feet from the equipment or as otherwise required by the permit.</li> <li>The special-event sponsor shall notify residents within 300 feet of the project site in advance of each special event. The notice shall include the phone number of a contact for noise complaints.</li> <li>The special-event sponsor shall have a contact person available to respond to noise complaints, monitor noise levels to confirm compliance with permit requirements, and adjust noise levels (if needed).</li> </ul>	Special-event sponsor	During operation/ amplified sound events	Entertainment Commission	Ongoing

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<b>SECTION 3.D, AIR QUALITY</b>				
<p><b>Mitigation Measure M-AQ-1a: Clean Off-Road Construction Equipment.</b> The project sponsor shall comply with the following:</p> <ol style="list-style-type: none"> <li>1. <i>Engine Requirements.</i> All off-road equipment greater than 25 horsepower and operating for more than 20 total hours over the duration of construction shall meet the following requirements: <ol style="list-style-type: none"> <li>a. All portable engines, such as generators, shall be electric. If grid electricity is not available, propane or natural gas generators shall be used if feasible.</li> <li>b. Electric engines shall be used for all equipment that is readily available as plug-in or battery-electric equipment, to the maximum extent feasible during each construction phase and activity. Portable equipment shall be powered by grid electricity if available. Electric equipment may include, but is not limited to, concrete/industrial saws, sweepers/scrubbers, aerial lifts, welders, air compressors, fixed cranes, forklifts, and cement and mortar mixers, pressure washers, and pumps.</li> <li>c. Engines that cannot be electrically powered must meet or exceed either U.S. Environmental Protection Agency or California Air Resources Board (air board) Tier 4 Final off-road emission standards, except as provided for below. Exceptions to the requirement for engines that meet Tier 4 Final emission standards shall include only select pieces of specialty equipment, such as those specified below, for which such engines may not be available at the start of a construction phase requiring that equipment. Exceptions may be granted for certain pieces of equipment; examples include bore/drill rigs required for grading/shoring/excavation and for cranes required for building construction. To qualify for an exception, the Project sponsor shall provide the Environmental Review Officer (ERO) with evidence supporting its conclusion that equipment meeting Tier 4 standards is not commercially available and shall use the next cleanest piece of off-road equipment.</li> <li>d. Engines shall be fueled with alternative fuels, including natural gas, propane, hydrogen fuel cell, and electricity, as commercially available and to the maximum extent feasible during each construction phase and activity.</li> </ol> </li> </ol>	Project sponsor and contractor	<p>Prior to the start of each construction phase or subphase, project sponsor to submit:</p> <ol style="list-style-type: none"> <li>1. Construction emissions minimization plan for review and approval, and</li> <li>2. Signed certification statement</li> </ol>	Planning department	<p>Considered complete upon planning department review and acceptance of construction emissions minimization plan, implementation of the plan, and submittal of final report summarizing use of construction equipment pursuant to the plan</p>

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<p>e. Any other best technology available in the future may be included in the construction emissions minimization plan as substitutions for the above items a–d, provided that the project sponsor submits documentation to the planning department demonstrating that (1) the technology would result in comparable reactive organic gases (ROG) and diesel particulate matter (DPM) emissions reductions and (2) it would not increase other pollutant emissions or exacerbate other impacts, such as noise. This may include new alternative fuels or engine technology for off-road equipment (such as electric or hydrogen fuel cell equipment) that is not available as of 2022.</p> <p>f. The project sponsor shall require the idling time for off-road equipment be limited to no more than 2 minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road equipment. Documentation shall be provided to equipment operators in multiple languages (e.g., English, Spanish, Chinese) to remind operators of the 2-minute idling limit. If the majority of the project sponsor’s construction staff speak a language other than these, then the documentation shall be provided in that language as well.</p> <p>g. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.</p> <p>2. <i>Waivers.</i> The ERO may waive the electric engine requirement of above items 1.a and 1.b if electric power is limited or infeasible at the project site. If the ERO grants the waiver, the contractor must submit documentation that the equipment used for onsite power generation meets the requirements of items 1.c and 1.d.</p> <p>a. The ERO may waive the equipment requirements of item 1.c if: (1) the contractor does not have the required type of equipment within its current available inventory or has ordered such equipment at least 60 days in advance and has made a good faith effort to lease or rent such equipment but it is not available; (2) a particular piece of Tier 4 final off-road equipment is technically or financially infeasible; (3) the equipment would not produce desired emissions reduction due to expected operating modes; or (4) there is a compelling emergency need to use off-road equipment that is not Tier 4 Final compliant. If the ERO grants the waiver, the contractor must use the</p>	Project sponsor/ contractor and environmental review officer	If a waiver is requested	Environmental review officer (ERO)	Considered complete upon ERO granting of the waiver

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<p>next cleanest piece of off-road equipment that is commercially available, or another alternative that results in comparable reductions of ROG and DPM emissions.</p> <p>b. The ERO may waive the alternative fuel requirements of item 1.d if alternative fuels are not commercially available or the use of alternative fuels would negatively affect construction performance, void equipment warranties, or would result in additional ROG or DPM emissions compared to traditional fuels. For purposes of this mitigation measure, “not commercially available” is defined as either: (1) not being used for other large-scale construction projects in the Bay Area occurring at the same time; (2) cannot be obtained without significant delays to critical-path timing of construction; or (3) not available within the larger Bay Area region. The project sponsor must provide sufficient documentation to the ERO when seeking any waiver described above.</p> <p>3. <i>Construction Emissions Minimization Plan.</i> Before starting onsite construction activities, the project sponsor shall submit a Construction Emissions Minimization Plan (Plan) to the ERO for review and approval. The Plan shall state, in reasonable detail, how the contractor will meet the requirements of item 1.</p> <p>a. The Plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. The description may include but is not limited to equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, expected fuel type (e.g., diesel, gasoline, electric, propane, natural gas), and hours of operation.</p> <p>b. The project sponsor shall make the Plan available to the public for review onsite during working hours. The contractor shall post a notice summarizing the Plan. The notice shall also state that the public may ask to inspect the Plan for the project at any time during working hours and shall explain how to request to inspect the Plan. The project sponsor shall post at least one copy of the sign in a visible location on each side of the construction site facing a public right-of-way.</p>				

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<p>4. <i>Reporting.</i> After start of construction activities, the project sponsor shall submit annual reports to the ERO documenting compliance with the Plan. Within six months of the completion of construction activities, the project sponsor shall submit to the ERO a final report summarizing construction activities, including the start and end dates and duration of each construction phase, and the specific information required in the Plan.</p> <p>The annual reports shall also include documentation supporting the use of waivers if the engine requirements of items 1.a, 1.b, 1.c, and/or 1.d cannot be met.</p>	Project sponsor/ contractor(s)	Annually	Project sponsor to submit reports to the environmental review officer annually	Considered complete upon findings by the ERO that the Plan is being/has been implemented
<p>5. <i>Certification Statement and Onsite Requirements.</i> Prior to commencing construction activities, the project sponsor shall certify that all applicable requirements of the Plan have been incorporated into contract specifications.</p>	Project sponsor/ contractor(s)	Prior to each construction phase or subphase, project sponsor to submit signed certification statement	Planning department	Considered complete upon planning department review and acceptance of signed certification statement
<p><b>Mitigation Measure AQ-1b: Super-Compliant VOC Architectural Coatings during Construction.</b> The project sponsor shall use “super-compliant” volatile organic compound (VOC) architectural coatings during construction for all interior and exterior spaces and shall include this requirement on plans submitted for review to the planning department. The project sponsor shall submit a signed certification statement that this requirement has been incorporated into contract specifications. “Super-Compliant” refers to paints that meet the more stringent regulatory limits in South Coast Air Quality Management District rule 1113, which requires a limit of 10 grams VOC per liter (<a href="http://www.aqmd.gov/home/regulations/compliance/architectural-coatings/super-compliant-coatings">http://www.aqmd.gov/home/regulations/compliance/architectural-coatings/super-compliant-coatings</a>).</p>	Project sponsor and contractor	Prior to start of overall construction, project sponsor to submit signed certification statement	Planning department	Considered complete upon planning department review and acceptance of signed certification statement





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critical-path timing of construction; or (3) not available within the larger Bay Area region.				
3. <i>Construction Emissions Minimization Plan.</i> The Construction Emissions Minimization Plan (Plan), as described in Mitigation Measure M-AQ-1a item 3 above, shall include a description of each general category of on-road trucks required for every construction phase. The description shall also specify the engine model years and fuel type being used (e.g., diesel, electric, natural gas).				
4. <i>Reporting.</i> The report, as described in Mitigation Measure M-AQ-1a item 4, shall include documentation of compliance with the Plan regarding on-road trucks, in addition to off-road construction equipment. The report shall include documentation supporting the use of waivers if engine requirements under Item 1.a or 1.b cannot be met.	Project sponsor/ contractor(s)	Annual	Project sponsor to submit annual reports to the ERO	Considered complete upon findings by the ERO that the plan is being/has been implemented
5. <i>Certification Statement and Onsite Requirements.</i> The Certification Statement, as described in Mitigation Measure M-AQ-1a item 5 above, shall apply to all applicable requirements for on-road trucks.	Project sponsor/ contractor(s)	Prior to each construction phase or subphase, project sponsor to submit signed certification statement	Planning department	Considered complete upon planning department review and acceptance of signed certification statement
<b>Mitigation Measure M-AQ-1d: Super-Compliant VOC Architectural Coatings during Operation.</b> The project sponsor or vertical developer shall include in all building rules and/or building operation plans (as applicable, depending on the parcel) a requirement that all future interior and exterior spaces be repainted only with “super-compliant” VOC (i.e., ROG) architectural coatings beyond Bay Area Air Quality Management District (air district) requirements (i.e., Regulation 8, Rule 3: Architectural Coatings). “Super-compliant” coatings refer to paints that meet the more stringent regulatory limits in South Coast Air Quality Management District rule 1113, which requires a standard of 10 grams VOC per liter or less ( <a href="http://www.aqmd.gov/home/regulations/compliance/architectural-coatings/super-compliant-coatings">http://www.aqmd.gov/home/regulations/compliance/architectural-coatings/super-compliant-coatings</a> ). The project sponsor or vertical developer	Project sponsor or vertical developer	Prior to issuance of any certificate of occupancy	Planning department	Considered complete upon planning department review and approval of sponsor documentation

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shall submit documentation to the ERO demonstrating compliance with this measure.				
<p><b>Mitigation Measure M-AQ-1e: Best Available Emissions Controls for Stationary Emergency Generators.</b> To reduce emissions of ROG and toxic air contaminants (TACs) associated with operation of the proposed project, the project applicant shall implement the following measures. These features shall be submitted to the ERO for review and approval, and shall be included on the project drawings submitted for the construction-related permit(s) or on other documentation submitted to the City prior to the issuance of any building permits:</p> <ol style="list-style-type: none"> <li>1. Permanent stationary emergency generators installed on-site shall have engines that meet or exceed California Air Resources Board Tier 4 Off-Road Compression Ignition Engine Standards (California Code of Regulations Title 13, Section 2423). If the California Air Resources Board adopts future emissions standards that exceed the Tier 4 requirement, the emissions standards resulting in the lowest ROG and DPM emissions shall apply.</li> <li>2. As non-diesel-fueled emergency generator technology becomes readily available and cost effective in the future, and subject to the review and approval of the City fire department for safety purposes, non-diesel-fueled generators shall be installed in new buildings, provided that alternative fuels used in generators, such as biodiesel, renewable diesel, natural gas, or other biofuels or other non-diesel emergency power systems, are demonstrated to reduce ROG and DPM emissions compared to diesel fuel.</li> <li>3. For each new diesel backup generator permit submitted to air district for the proposed project, the project applicant shall submit the anticipated location and engine specifications to the planning department ERO for review and approval prior to issuance of a permit for the generator. Once operational, all diesel backup generators shall be maintained in good working order for the life of the equipment, and any future replacement of the diesel backup generators must be consistent with these emissions specifications. The operator of the facility at which the generator is located shall maintain records of the testing schedule for each diesel backup generator for the life of that diesel backup generator and shall provide this information for review to the planning department within three months of requesting such information.</li> </ol>	Project sponsor and contractor	Prior to approval of any building permits authorizing construction or installation of stationary emergency generators, document backup diesel generator specifications on construction permit drawings or other document	Planning department	Considered complete upon planning department review and approval

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<b>Mitigation Measure M-AQ-1f: Promote Use of Green Consumer Products.</b> To reduce ROG emissions associated with the project, the project sponsor shall provide education for residential and commercial tenants concerning green consumer products. Prior to receipt of any certificate of occupancy, the project sponsor shall develop electronic correspondence to be distributed by email annually and upon any new lease signing to residential and/or commercial tenants of each building on the project site that encourages the purchase of consumer products that generate lower than typical VOC emissions. The correspondence shall encourage environmentally preferable purchasing.	Project sponsor	Prior to issuance of any certificate of occupancy	Planning department	Considered complete upon planning department review and approval
<b>Mitigation Measure M-AQ-1g: Operational Truck Emissions Reduction.</b> The project sponsor shall incorporate the following measures into the project design and construction contracts (as applicable) to reduce ROG emissions associated with operational trucks, along with the potential health risk caused by exposure to toxic air contaminants. These features shall be submitted to the planning department ERO for review and approval prior to the issuance of building permits and shall be included on the project drawings submitted for the construction-related permit or on other documentation submitted to the City. Emissions from project-related diesel trucks shall be reduced by implementing the following measures, if feasible: <ol style="list-style-type: none"> <li>1. Equip all truck delivery bays with electrical hook-ups for diesel trucks at loading docks to accommodate plug-in electric truck transport refrigeration units (TRUs) or auxiliary power units during project operations.</li> <li>2. Provide a notice on the lease to all new tenants or owners of the project or any portion thereof requiring any truck-intensive uses on the site, such as large grocery stores or distribution facilities with their own fleet of trucks, to use TRUs and auxiliary power units that are electric plug-in capable and trucks that use advanced exhaust technology (e.g., hybrid) or alternative fuels.</li> <li>3. Encourage the use of trucks equipped with diesel TRUs to meet U.S. Environmental Protection Agency Tier 4 emission standards.</li> <li>4. Prohibit TRUs from operating at loading docks for more than thirty minutes, and post signs at each loading dock presenting this TRU limit.</li> </ol>	Project sponsor	Prior to the issuance of any building permits for structures requiring any truck-intensive uses on site	Planning department	Considered complete upon planning department review

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5. Prohibit trucks from idling for more than two minutes, and post “no idling” signs at the site entry point, at all loading locations, and throughout the project site.				
<b>Mitigation Measure M-AQ-1h: Electric Vehicle Charging Infrastructure.</b> Prior to the issuance of a certificate of occupancy for any project structure with parking, the project applicant shall demonstrate compliance with the 2022 California Green Building Standards (CALGreen Code) Tier 2 voluntary electric vehicle (EV) charging requirements or the mandatory requirements of the most recently adopted version of the City building code, whichever is more stringent. The installation of all EV charging equipment shall be included on the project drawings submitted for the construction-related permit(s) or on other documentation submitted to the City.	Project sponsor and/or vertical developer	Prior to issuance of any certificate of occupancy for buildings that provide parking	Planning department	Considered complete upon planning department review and approval
<b>Mitigation Measure M-AQ-1i: Electric Landscaping Equipment.</b> To reduce ROG emissions associated with the project, the project sponsor shall use only electric landscaping equipment. No landscaping equipment powered by gasoline, diesel, propane, or other fossil fuels shall be used. The project applicant shall incorporate this requirement into the project design and tenant contracts (as applicable).	Project sponsor	Prior to building occupancy	Planning department	Considered complete upon planning department review and approval of sponsor documentation demonstrating compliance
<b>Mitigation Measure M-AQ-1j: Offset Remaining ROG Emissions.</b> The project sponsor, with the oversight of the planning department, shall implement one or more of the following measures to achieve annual reductions or offsets of ROG emissions within the San Francisco Bay Area Air Basin equal to the amount required to reduce total project construction plus operational ROG emissions below 10 tons per year (54 pounds per day on average) after implementation of all other identified mitigation measures as approved through the documentation submitted to the planning department as stipulated in Mitigation Measures M-AQ-1a through M-AQ-1i and M-TR-4a. Based on Table 3.D-9 and Table 3.D-13 in the EIR Section 3.D, Air Quality, the required amount of ROG emission reductions in tons per year is as follows: 0.5 tons for the project and 0.0 tons for the variant in 2030; 2.8 tons for the project and 3.3 tons for the variant in 2031; 4.9 tons for the project	Project sponsor/contractor(s)	Prior to completion of Phase 1 buildout for the first year when project construction and operational ROG emissions are predicted to first exceed 10 tons per year and 54 lbs/day (2030),	Planning department	Considered complete upon planning department review and acceptance of documentation demonstrating a reduction in ROG emissions or ROG emissions offsets that reduce the project’s ROG

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<p>and 5.3 tons for the variant in 2032; and 4.9 tons for the project and 5.6 tons for the variant each year after full buildout. Alternatively, the project sponsor may submit documentation to the planning department demonstrating that the project has not exceeded the ROG emissions performance standard of 10 tons per year (or 54 pounds per day) for each year or that the required emissions offset is lower than that calculated herein. Such documentation would include a recalculation of the project's ROG emissions from all sources (including the emissions reductions achieved by the project or mitigation measures) using methods generally consistent with those used in the EIR. The following identifies potential mechanisms to offset ROG emissions that exceed the 10 tons per year performance standard.</p> <ol style="list-style-type: none"> <li>1. <i>Directly fund or implement a specific offset project within the San Francisco Bay Area Air Basin.</i> Emission reduction projects shall occur in the following locations in order of priority to the extent available and feasible: (1) at the project site; (2) off-site within the neighborhood surrounding the project site; (3) within the city and county of San Francisco; and (4) within the San Francisco Bay Area Air Basin. Any offsite emission reduction projects are subject to approval by the City. Such projects could include strategies and control measures such as zero-emission trucks, upgrading locomotives with cleaner engines, replacing existing diesel stationary and standby engines with Tier 4 diesel or cleaner engines, or expanding or installing energy storage systems (e.g., batteries, fuel cells) to replace stationary sources of pollution. Prior to implementing the offset project, it must be approved by the planning department, as consistent with the requirements of this mitigation measure.</li> <li>2. <i>Pay mitigation offset fees</i> to an independent third-party approved by the planning department. The mitigation offset fee, shall fund one or more emissions reduction projects within the San Francisco Bay Area Air Basin. Emission reduction projects shall occur in the following locations in order of priority to the extent available and feasible: (1) at the project site; (2) off-site within the neighborhood surrounding the project site; (3) within the city and county of San Francisco, and (4) within the San Francisco Bay Area Air Basin. The fee will be determined through consultation between the project sponsor and the entity and be based on the type of projects available at the time of the payment.</li> </ol>		project sponsor to submit required documentation as specified in the mitigation measure		emissions to below 10 tons per year (54 lbs/day on average) for all construction phases and upon buildout of the project

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3. <i>Memorandum of Understanding.</i> When paying a mitigation offset fee under item 2, the project sponsor shall enter into a memorandum of understanding (MOU) with the entity or other binding agreement. The MOU or agreement shall include details regarding the funds to be paid, the administrative fee, and the timing of the emissions reductions project(s). Acceptance of this fee by the entity shall serve as acknowledgment and a commitment to implement an emissions reduction project(s) within a time frame agreed upon in the MOU or agreement based on the type of project(s) selected, after receipt of the mitigation fee to achieve the emissions reduction objectives specified above.	Project sponsor	Before payment of mitigation offset fee under Item 2 above	Planning department	Considered complete upon planning department review and acceptance of signed MOU
4. <i>Waivers.</i> The ERO may waive the requirement to achieve annual reductions or offsets of ROG equal to the amount required to reduce emissions below 10 tons per year (54 pounds per day) after implementation of Mitigation Measures M-AQ-1a through M-AQ-1i and M-TR-4a and if: (1) sufficient ROG emission offset projects within the San Francisco Bay Area Air Basin, as described in item 1, are not available to reduce ROG emissions below 54 pounds per day when they occur during proposed project buildout; or (2) the offset projects or the mitigation offset fees, as described in item 3, are determined to be infeasible as defined under CEQA.	Project sponsor and ERO	If a waiver is requested	Environmental review officer	Considered complete upon granting of the waiver
5. <i>Offset Verification Report.</i> The project sponsor shall prepare an Annual Offset Verification Report (Report) as follows: a. <i>Offset Project Documentation:</i> Any offset project implemented, or offset fee paid, must result in ROG emission reductions within the San Francisco Bay Area Air Basin that are real, permanent, quantifiable, enforceable, and surplus as defined in the Bay Area Air Quality Management District Regulation 2, Rule 2: New Source Review, sections 2-3-301, 2-2-211, 2-2-603, and 2-2-605. The project sponsor shall certify that each specific emission reduction offset project meets these requirements. Should the project sponsor choose to recalculate the project's annual ROG emissions and ROG offset requirement to achieve the performance standard of 10 tons per year (54 pounds per day on average), the documentation shall quantify the ROG reduction(s) achieved by all offset projects to demonstrate that the gap between the project's mitigated emissions and the significance threshold of 10 tons per year of ROG has been met through the offset project(s). For this	Project sponsor	Prior to completion of Phase 1 buildout for the first year when project construction and operational ROG emissions are predicted to first exceed 10 tons per year and 54 lbs/day (2030), project sponsor to submit required documentation as specified in the	Planning department	Considered complete upon planning department review and acceptance of documentation demonstrating a reduction in ROG emissions or ROG emissions offsets that reduce the project's ROG emissions to below 10 tons per year (54 lbs/day on average) for all

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<p>option, each annual Offset Verification Report shall demonstrate, based on substantial evidence, that the project has reduced annual ROG emissions below the thresholds of significance of 10 tons per year. The requirement to fund an offset project(s) described in item 1 above and/or to pay mitigation offset fees through the MOU described in items 2 and 3 above shall terminate if the project sponsor is able to demonstrate that the project's operational emissions are less than 10 tons per year (54 pounds per day).</p> <p>b. <i>Report Submittal.</i> The report shall be prepared by the project sponsor and submitted to the San Francisco Planning Department for review and verification. Documentation of offset projects and mitigation offset payments, as applicable, shall be provided to the San Francisco Planning Department for review and approval prior to the start of construction for the first year when project ROG emissions are predicted to exceed 10 tons per year, as set forth above. If the San Francisco Planning Department determines the report is reasonably accurate, it shall approve the report; otherwise, the planning department shall identify deficiencies and direct the project sponsor to correct and re-submit the report for approval.</p>		mitigation measure		construction phases and upon buildout of the project
SECTION 3.E, WIND				
<p><b>Mitigation Measure M-WI-1a: Wind Safety Plan.</b> For the active construction areas, the wind consultant may identify those construction sites that would be especially exposed to strong winds. The consultant may recommend construction site safety precautions for times when very strong winds occur on-site or may be expected, such as when high-wind watches or warnings are announced by the National Weather Service. The objective of these precautions shall be to minimize risks and prevent injuries to workers and the public from stacked materials, such as shingles and sheets of plywood, that can be picked up and carried by strong winds, and from temporary signage, siding or roofing, or light structures that could be detached and carried by the wind.</p> <p>As part of construction site safety planning, the project sponsor shall require, as a condition of contracts, that contractors consider all potential wind-related risks to the public from their construction activities and shall develop a wind safety plan to</p>	Project sponsor in coordination with the planning department and a qualified wind consultant	Prior to obtaining a building permit for any project building within the project site proposed to be taller than 85 feet and during construction	Planning department	Considered complete after construction is complete



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<p>address and control all such risks related to their work. The safety plan could include but not be limited to measures such as:</p> <ul style="list-style-type: none"> <li>Warning pedestrians and bicyclists of hazardous winds by placing weighted warning signs;</li> <li>Identifying alternative pedestrian and bicycle routes that avoid areas likely to be exposed to hazardous winds; and</li> <li>Installing semi-permanent windscreens or temporary landscaping features (such as shrubs in large planters) that provide some wind sheltering and direct pedestrian and bicycle traffic around hazardous areas.</li> </ul>				
<p><b>Mitigation Measure M-WI-1b: Wind Impact Analysis and Mitigation for Buildings Taller than 85 Feet.</b> Before design review approval, any project building(s) within the project site proposed to be taller than 85 feet, the project sponsor shall undertake an assessment by a qualified wind consultant or the project architect, as approved by the planning department.</p> <p>The proposed buildings tested may incorporate wind baffling features or landscaping. Such features must be tested and presented in a wind report in the order of preference discussed below and shall reduce, to the extent feasible, wind hazards, defined as wind speeds of or exceeding the 26 mph wind hazard criterion for a single hour of the year, as compared to the then-existing conditions; but in no event shall the proposed building(s) result in increases in the number of hours or number of locations of hazard exceedances compared to the full buildout project modeled for the EIR.<sup>1</sup> The proposed building(s) shall be wind tunnel tested, or modeling equivalent, using a model that represents the full buildout conditions as modeled for the EIR, updated to reflect the design of any constructed buildings at the site:</p> <ol style="list-style-type: none"> <li><i>Building Massing.</i> New buildings and additions to existing buildings shall be shaped to minimize ground-level wind speeds. Examples of these shapes include setbacks, stepped façades, and vertical steps in the massing to help disrupt wind flows.</li> <li><i>Wind Baffling or Landscaping Measures on the Building, on the Project Site, or in the Private Right-of-Way.</i> Wind baffling or landscaping measures shall be</li> </ol>	Project sponsor in coordination with the planning department and a qualified wind consultant	Before design review approval, if any, but no later than prior to obtaining a building permit for any project building within the project site proposed to be taller than 85 feet	Planning department	Considered complete after approval of wind impact analysis and implementation of design alterations and/or wind baffling or landscaping features

<sup>1</sup> Rowan Williams Davies & Irwin, Inc. (RWDI), *Stonestown Galleria, San Francisco, CA: Pedestrian Wind Study*, September 21, 2022.



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<p>included on future buildings and/or on the project site to disrupt vertical wind flows along tower façades and through the project site. Examples of these may include staggered balcony arrangements on main tower façades, screens and canopies attached to the buildings, rounded building corners, covered walkways, colonnades, art, free-standing canopies, or wind screens. Landscaping and/or wind baffling measures shall be installed on the windward side (i.e., the direction from which the wind is blowing) of the areas of concern.</p> <p>For purposes of this measure, mitigation is considered infeasible if it would unduly restrict the project's ability to meet the San Francisco General Plan Housing Element goals and the Association of Bay Area Governments' Regional Housing Needs Allocation for San Francisco by maximizing the number of dwelling units throughout the Project site; or by meaningfully reducing the project's ability to meet the objectives of building a mixed-income community, with a wide range of building styles, heights and dwelling unit types; including by resulting in substantial higher operational or capital costs that would impact project feasibility, as determined by the planning department in consultation with the wind consultant.</p> <p>If feasible mitigation measures cannot be identified to eliminate wind hazard exceedances in the context of then-existing partial build-out conditions, off site landscaping and wind baffling measures shall be considered:</p> <p>3. <i>Landscaping off the Project Site and/or Wind Baffling Measures in the Public or Private Right-of-Way.</i> Landscaping and/or wind baffling measures shall be installed in the public or private right-of-way to slow winds along sidewalks and protect places where people walking are expected to gather or linger. Landscaping and/or wind baffling measures shall be installed on the windward side (i.e., the direction from which the wind is blowing) of the areas of concern. Examples of wind baffling measures may include street art to provide a sheltered area for people to walk and free-standing canopies and wind screens in areas where people walking are expected to gather or linger.</p> <p>If landscaping on or off the project site or wind baffling measures in the public or private right-of-way are required as one of the features to mitigate wind impacts, Mitigation Measures M-WI-1c and M-WI-1d shall also apply.</p>				

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<b>Mitigation Measure M-WI-1c: Maintenance Plan for Landscaping off the Project Site and Wind Baffling Measures in the Public Right-of-Way.</b> If it is determined infeasible to fully mitigate wind hazards via massing and wind baffling measures on the subject building pursuant to Mitigation Measure M-WI-1b, the project sponsor shall prepare a maintenance plan for review and approval by the planning department to ensure maintenance of the features required pursuant to Mitigation Measure M-WI-1b in perpetuity. The maintenance plan for landscaping or wind baffling measures in the public right-of-way shall also be reviewed and approved by public works.	Project sponsor in coordination with the planning department and a qualified wind consultant	Prior to obtaining a building permit for any building within the project site proposed to be taller than 85 feet and during project operation	Planning department, Public Works, and SFMTA	Ongoing
<b>Mitigation Measure M-WI-1d: Maintenance Plan for Landscaping on the Project Site and Wind Baffling Measures in the Private Right-of-Way.</b> If it is determined infeasible to fully mitigate wind hazards via massing and wind baffling measures on the subject building pursuant to Mitigation Measure M-WI-1b, the project sponsor shall prepare a maintenance plan for review and approval by the planning department to ensure maintenance of the features required pursuant to Mitigation Measure M-WI-1b in perpetuity.	Project sponsor in coordination with the planning department and a qualified wind consultant	Prior to obtaining a building permit for any building within the project site proposed to be taller than 85 feet and during project operation	Planning department	Ongoing
INITIAL STUDY MITIGATION MEASURES AGREED TO BY PROJECT SPONSOR				
SECTION E.3, CULTURAL RESOURCES				
<b>Mitigation Measure M-CR-2: Archeological Monitoring</b>  Based on the reasonable potential that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of a qualified archeological consultant having expertise in California prehistoric and urban historical archeology. The archeological consultant shall undertake an archeological monitoring program. All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the environmental review officer (ERO) for review and comment and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of <i>construction</i> can be extended beyond	Project sponsor/ archeological consultant at the direction of the Environmental Review Officer (ERO)	Prior to issuance of the first site permit for construction	Project Sponsor shall retain archeological consultant to undertake archeological monitoring program in consultation with ERO	Complete when Project Sponsor retains qualified archeological consultant

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<p>four weeks only if such a suspension is the only feasible means to reduce to a less-than-significant level potential effects on a significant archeological resource as defined in CEQA Guidelines section 15064.5(a)(c).</p> <p><i>Archeological Monitoring Program.</i> The archeological monitoring program shall minimally include the following provisions:</p> <ul style="list-style-type: none"> <li>• The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the Archeological Monitoring Plan (AMP) reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the project archeologist shall determine what project activities shall be archeologically monitored. In most cases, any soils disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring in areas determined to be archeologically sensitive because of the potential risk these activities pose to archeological resources and to their depositional context.</li> <li>• The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource.</li> <li>• The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with the archeological consultant, determined that project construction activities could have no effects on significant archeological deposits.</li> </ul> <p>The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis. Ecofacts are biological or geological objects or deposits related to human activity, but not manufactured by humans. Examples of ecofactual materials include animal bones, charcoal, plants, and pollen that can tell us about past diet or environments.</p> <p><i>Paleoenvironmental Analysis.</i> When a submerged paleosol or when a deposit associated with an historical water source is identified during monitoring, irrespective of whether cultural material is present, samples shall be extracted and processed for dating, flotation for paleobotanical analysis, and other applicable</p>	Project sponsor/ Head Foreman, Environmental Review Officer,	During any soils disturbing activity if a potential archeological	Environmental Review Officer and affiliated Native Americans tribal	Considered complete upon completion of ground-disturbing

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<p>special analyses pertinent to identification of possible cultural soils and for environmental reconstruction.</p> <p><i>Discovery Treatment Determination.</i> If an intact archeological deposit is encountered, all soils disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction crews and heavy equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall, after making a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, present the findings of this assessment to the ERO.</p> <p>If the ERO in consultation with the archeological consultant determines that a significant archeological resource or tribal cultural resource is present and that the resource could be adversely affected by the proposed project, the ERO, in consultation with the project sponsor, shall determine whether preservation of the resource in place is feasible. If so, the proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource and the archeological consultant shall prepare an archeological resource preservation plan, which shall be implemented by the project sponsor during construction. The consultant shall submit a draft preservation plan to the planning department for review and approval. If preservation in place is not feasible, a data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.</p> <p><i>Consultation with Descendant Communities.</i> On discovery of an archeological site associated with descendant Native Americans, the Overseas Chinese, or other potentially interested descendant group an appropriate representative of the descendant group and the ERO shall be contacted. The representative of the descendant group shall be given the opportunity to monitor archeological field investigations of the site and to offer recommendations to the ERO regarding</p>	qualified archeological consultant	resource is encountered	representatives, if warranted	activities or upon implementation of any required interpretive program, if warranted

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
<p>appropriate archeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Archeological Resources Report (ARR) shall be provided to the representative of the descendant group.</p> <p><i>Archeological Data Recovery Plan.</i> An archeological data recovery program shall be conducted in accordance with an Archeological Data Recovery Plan (ADRP) if all three of the following apply: (1) a resource has potential to be significant, (2) preservation in place is not feasible, and (3) the ERO determines that an archeological data recovery program is warranted. The project archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP. The archeological consultant shall prepare a draft ADRP that shall be submitted to the ERO for review and approval. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.</p> <p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> <li>• <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations.</li> <li>• <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures.</li> <li>• <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies.</li> <li>• <i>Security Measures.</i> Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities.</li> <li>• <i>Final Report.</i> Description of proposed report format and distribution of results.</li> </ul>				

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
<p><i>Curation.</i> Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.</p> <p><i>Human Remains and Funerary Objects.</i> The treatment of human remains and funerary objects discovered during any soil-disturbing activity shall comply with applicable State and federal laws. This shall include immediate notification of the Medical Examiner of the City and County of San Francisco. The ERO also shall be notified immediately upon the discovery of human remains. In the event of the Medical Examiner's determination that the human remains are Native American remains, the Medical Examiner shall notify the California State Native American Heritage Commission, which will appoint a Most Likely Descendant (MLD). The MLD will complete his or her inspection of the remains and make recommendations or preferences for treatment within 48 hours of being granted access to the site (Public Resources Code section 5097.98(a)).</p> <p>The project sponsor and ERO shall make all reasonable efforts to develop a Burial Agreement (Agreement) with the MLD, as expeditiously as possible, for the treatment and disposition, with appropriate dignity, of human remains and associated or unassociated funerary objects (as detailed in CEQA Guidelines section 15064.5(d)). The Agreement shall take into consideration the appropriate excavation, removal, recordation, scientific analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects. If the MLD agrees to scientific analyses of the remains and/or associated or unassociated funerary objects, the archeological consultant shall retain possession of the remains and associated or unassociated funerary objects until completion of any such analyses, after which the remains and associated or unassociated funerary objects shall be reinterred or curated as specified in the Agreement.</p> <p>The landowner may consult with the project archeologist and project sponsor and shall consult with the MLD and CEQA lead agency on preservation in place or recovery of the remains and any scientific treatment alternatives. The landowner shall then make all reasonable efforts to develop an Agreement with the MLD, as expeditiously as possible, for the treatment and disposition, with appropriate dignity, of human remains and funerary objects (as detailed in CEQA Guidelines section 15064.5(d)). Per Public Resources Code (PRC) section 5097.98(b)(1), the</p>	Project sponsor, contractor, Planning Department's archeologist or archaeological consultant, and Environmental Review Officer	Throughout the duration of ground-disturbing activities	Project sponsor to notify Environmental Review Officer, Coroner, and, if applicable, NAHC of any discovery of human remains	Considered complete upon completion of ground-disturbing activities

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
<p>Agreement shall address and take into consideration, as applicable and to the degree consistent with the wishes of the MLD, the appropriate excavation, removal, recordation, scientific analysis, custodianship prior to reinterment or curation, and final disposition of the human remains and funerary objects. If the MLD agrees to scientific analyses of the remains and/or funerary objects, the archeological consultant shall retain possession of the remains and funerary objects until completion of any such analyses, after which the remains and funerary objects shall be reinterred or curated as specified in the Agreement.</p> <p>Both parties are expected to make a concerted and good faith effort to arrive at an Agreement, consistent with the provisions of PRC section 5097.98. However, if the landowner and the MLD are unable to reach an Agreement, the landowner, ERO, and project sponsor shall ensure that the remains and/or mortuary materials are stored securely and respectfully until they can be reinterred on the property, with appropriate dignity, in a location not subject to further or future subsurface disturbance, consistent with state law.</p> <p>Treatment of historic-period human remains and of associated or unassociated funerary objects discovered during any soil-disturbing activity, additionally, shall follow protocols laid out in the project's Archeological treatment documents, and in any related agreement established between the project sponsor, Medical Examiner, and ERO.</p> <p><i>Cultural Resources Public Interpretation Plan.</i> The project archeological consultant shall submit a Cultural Resources Public Interpretation Plan (CRPIP) if a significant archeological resource is discovered during a project. As directed by the ERO, a qualified design professional with demonstrated experience in displaying information and graphics to the public in a visually interesting manner, local artists, or community group may also be required to assist the project archeological consultant in preparation of the CRPIP. If the resource to be interpreted is a tribal cultural resource, the CRPIP shall be prepared in consultation with and developed with the participation of Ohlone tribal representatives. The CRPIP shall describe the interpretive product(s), locations or distribution of interpretive materials or displays, the proposed content and materials, the producers or artists of the displays or installation, and a long-term maintenance program. The CRPIP shall be sent to the ERO for review and approval. The CRPIP shall be implemented prior to occupancy of the project.</p>	Archeological consultant	Prior to the issuance of the last certificate of occupancy for the proposed project in the disturbance area where the finding was made.	Environmental Review Officer	Considered complete upon submittal to Environmental Review Officer and other repositories identified in mitigation measure of Final Archeological Resources Report

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
<p><i>Archeological Resources Report.</i> Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO. The archeological consultant shall submit a draft Archeological Resources Report (ARR) to the ERO that evaluates the historical significance of any discovered archeological resource, describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken, and if applicable, discusses curation arrangements. Formal site recordation forms (CA DPR 523 series) shall be attached to the ARR as an appendix.</p> <p>Once approved by the ERO, copies of the ARR shall be distributed as follows: California Historical Resources Information System, Northwest Information Center (NWIC) shall receive one copy and the ERO shall receive a copy of the transmittal of the approved ARR to the NWIC. The environmental planning division of the planning department shall receive one bound hardcopy of the ARR. Digital files that shall be submitted to the environmental division include an unlocked, searchable PDF version of the ARR, GIS shapefiles of the site and feature locations, any formal site recordation forms (CA DPR 523 series), and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. The PDF ARR, GIS files, recordation forms, and/or nomination documentation should be submitted via USB or other stable storage device. If a descendant group was consulted during archeological treatment, a PDF of the ARR shall be provided to the representative of the descendant group.</p> <p><i>Curation.</i> Significant archeological collections and paleoenvironmental samples of future research value shall be permanently curated at an established curatorial facility. The facility shall be selected in consultation with the ERO. Upon submittal of the collection for curation the sponsor or archeologist shall provide a copy of the signed curatorial agreement to the ERO.</p>				



Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
<b>SECTION E.15, GEOLOGY AND SOILS</b>				
<b>Mitigation Measure M-GE-6: Inadvertent Discovery of Paleontological Resources during Construction</b>  <i>Worker Awareness Training</i> – Prior to commencing construction, and ongoing throughout ground-disturbing activities (e.g., excavation, utility installation), the project sponsor and/or their designee shall engage a qualified paleontologist meeting the standards specified by the Society of Vertebrate Paleontology (Society of Vertebrate Paleontology 2010) to train all project construction workers regarding how to recognize paleontological resources and on the contents of the paleontological resources alert sheet, as provided by the planning department. The paleontological resources alert sheet shall be prominently displayed at the construction site during ground-disturbing activities for reference regarding potential paleontological resources. In addition, the paleontologist shall inform the project sponsor, contractor, and construction personnel of the immediate stop work procedures and other procedures to be followed if bones or other potential fossils are unearthed at the project site. Should new workers that will be involved in ground-disturbing construction activities begin employment after the initial training has occurred, the construction supervisor shall ensure that they receive the worker awareness training as described above.  The paleontologist shall complete the standard form/affidavit confirming the timing of the worker awareness training and submit it to the environmental review officer (ERO). The affidavit shall confirm the project’s location, the date of training, the location of the informational handout display, and the number of participants. The affidavit shall be transmitted to the ERO within five business days of conducting the training.  <i>Paleontological Resource Discoveries</i> – In the event of the discovery of an unanticipated paleontological resource during project construction, ground-disturbing activities shall temporarily be halted within 25 feet of the find until the discovery is examined by a qualified paleontologist as recommended by the Society of Vertebrate Paleontology standards (Society of Vertebrate Paleontology 2010) and best practices in mitigation paleontology (Murphey et al. 2019). The paleontologist shall consult the ERO. Work within the sensitive area shall resume	Project sponsor/ contractor(s)	Prior to and during ground disturbing activities	Project sponsor and contractor(s) shall distribute an alert sheet and submit a confirmation letter to the Environmental Review Officer each time a training session is held. The letter shall be submitted within five (5) business days of conducting a training session	Considered complete upon end of ground disturbing activities
	Project sponsor, qualified paleontologist, and construction contractor, at the direction of the Environmental Review Officer	In the event of the discovery of an unanticipated paleontological resource during construction	If necessary, the project sponsor and a qualified paleontologist shall submit a Paleontological Evaluation Letter or Paleontological	Considered complete upon end of ground disturbing activities or, if necessary, approval of a Paleontological

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/ Completion Criteria
<p>only when deemed appropriate by the qualified paleontologist in consultation with the ERO.</p> <p>The qualified paleontologist shall determine (1) if the discovery is scientifically significant; (2) the necessity for involving other responsible or resource agencies and stakeholders, if required or determined applicable; and (3) methods for resource recovery. If a paleontological resource assessment results in a determination that the resource is not scientifically important, this conclusion shall be documented in a paleontological evaluation letter to demonstrate compliance with applicable statutory requirements (e.g., Federal Antiquities Act of 1906, CEQA Guidelines section 15064.5, Public Resources Code chapter 17, section 5097.5, Paleontological Resources Preservation Act 2009). The paleontological evaluation letter shall be submitted to the ERO for review within 30 calendar days of the discovery.</p> <p>If in consultation with the ERO the qualified paleontologist determines that a paleontological resource is of scientific importance, the qualified paleontologist shall make a recommendation as to what action, if any, is warranted and prepare a paleontological mitigation program. The mitigation program shall include measures to fully document the resource of scientific importance. The qualified paleontologist shall submit the mitigation program to the ERO for review and approval within ten business days of the discovery. Upon approval by the ERO, ground-disturbing activities in the project area shall resume and be monitored as determined by the qualified paleontologist for the duration of such activities.</p> <p>The mitigation program shall include (1) procedures for construction monitoring at the project site; (2) fossil preparation and identification procedures; (3) curation of paleontological resources of scientific importance into an appropriate repository; and (4) preparation of a Paleontological Resources Report (report or paleontology report) at the conclusion of ground-disturbing activities. The report shall include dates of field work, results of monitoring, fossil identifications to the lowest possible taxonomic level, analysis of the fossil collection, a discussion of the scientific significance of the fossil collection, conclusions, locality forms, an itemized list of specimens, and a repository receipt from the curation facility. The project sponsor shall be responsible for the preparation and implementation of the mitigation program, in addition to any costs necessary to prepare and identify collected fossils, and for any curation fees charged by the paleontological</p>			Resources Report to the Environmental Review Officer	Evaluation Letter or Paleontological Resources Report by the Environmental Review Officer

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM <sup>a</sup>			
	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Actions/Completion Criteria
repository. The paleontology report shall be submitted to the ERO for review within 30 business days from conclusion of ground-disturbing activities, or as negotiated following consultation with the ERO.				

NOTES:

<sup>a</sup> Definitions of MMRP Column Headings:

- *Adopted Mitigation Measures*: Full text of the mitigation measure(s) copied verbatim from the final CEQA document.
- *Implementation Responsibility*: Entity who is responsible for implementing the mitigation measure. In most cases this is the project sponsor and/or project's sponsor's contractor/consultant and at times under the direction of the planning department.
- *Mitigation Schedule*: Identifies milestones for when the actions in the mitigation measure need to be implemented.
- *Monitoring/Reporting Responsibility*: Identifies who is responsible for monitoring compliance with the mitigation measure and any reporting responsibilities. In most cases it is the planning department who is responsible for monitoring compliance with the mitigation measure. If a department or agency other than the planning department is identified as responsible for monitoring, there should be an expressed agreement between the planning department and that other department/agency. In most cases the project sponsor, their contractor, or consultant are responsible for any reporting requirements.
- *Monitoring Actions/Completion Criteria*: Identifies the milestone at which the mitigation measure is considered complete. This may also identify requirements for verifying compliance.



NOT TO SCALE

EUCALYPTUS DRIVE  
(PUBLIC R/W)

A

EXISTING MALL  
(EXCLUDED AREA<sup>1</sup>)

VALLEY CHRISTIAN  
CENTER OF DUBLIN  
APN 7295-002

APN 7295-002

19TH AVENUE  
(PUBLIC RW)

WINSTON DRIVE  
(PUBLIC R/W)

ⓑ2

EXISTING MALL  
(EXCLUDED AREA<sup>1</sup>)

BUCKINGHAM WAY (S)  
(PUBLIC R/W)

(B1)

## LEGEND

DISTRICT BOUNDARY

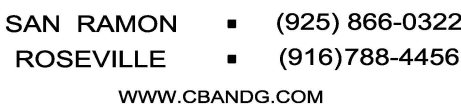
PROJECT AREA NUMBER

NOTES:

1. EXISTING MALL AREA IS EXCLUDED FROM THE EIDF NO. 1 AND IS DESCRIBED IN A METES & BOUNDS LEGAL DESCRIPTION ATTACHED TO THE DEVELOPMENT AGREEMENT FOR THE PROJECT.

BOUNDARY MAP OF  
SAN FRANCISCO  
ENHANCED INFRASTRUCTURE  
FINANCING DISTRICT NO. 2  
(STONE TOWN)  
AT FORMATION

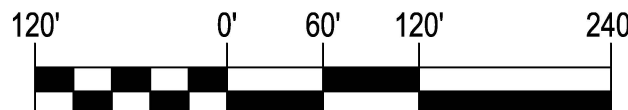
CITY AND COUNTY OF SAN FRANCISCO,  
STATE OF CALIFORNIA



CIVIL ENGINEERS ■ SURVEYORS ■ PLANNERS

SCALE: 1" = 120

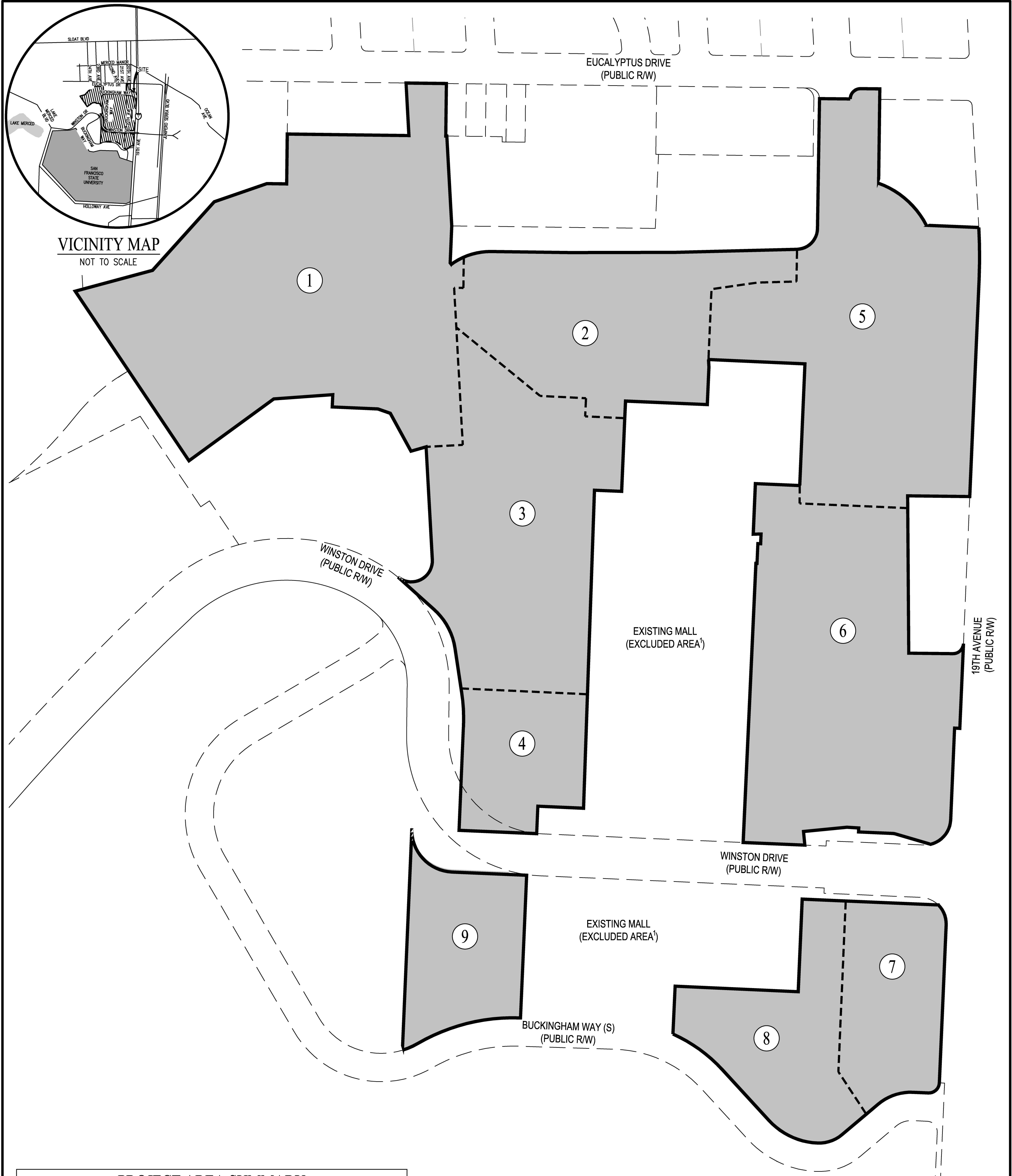
JUNE 2024



## GRAPHIC SCALE

(P) = PORTION OF DEVELOPMENT BLOCK

F:\3062-000\ACAD\EXHIBITS\EIFD\XB EIFD AT FORMATION.DWC



VICINITY MAP  
NOT TO SCALE

PROJECT AREA SUMMARY		
PROJECT AREA	BLOCK NUMBER	APN
1	NW1, NW2, NW3	7295-035, 7295-037 (P), 7295-006, 7295-007, 7295-038 (P)
2	W1, W2	7295-037 (P), 7295-038 (P)
3	W3	7295-037 (P), 7295-038 (P)
4	W4	7295-038 (P), VACATED WINSTON DRIVE PUBLIC R/W
5	E1, E5	7295-037 (P), 7295-038 (P)
6	E2, E3, E4, E6	7295-004 (P), 7295-038 (P), VACATED MONTE VISTA DRIVE
7	S2	7296-005 (P)
8	S1	7296-005 (P), 7296-008 (P)
9	S3	7296-006 (P), 7296-007 (P), 7296-008 (P)

(P) = PORTION OF ASSESSOR'S PARCEL

LEGEND

- DISTRICT BOUNDARY
- PROJECT AREA LIMITS
- PROJECT AREA NUMBER
- FINAL PROJECT AREA BOUNDARIES

BOUNDARY MAP OF  
SAN FRANCISCO  
ENHANCED INFRASTRUCTURE  
FINANCING DISTRICT NO. 2  
(STONESTOWN)  
AFTER SUBDIVISION

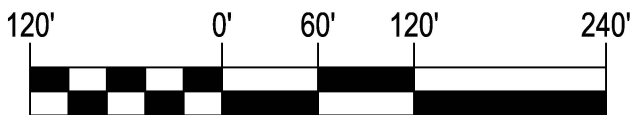
CITY AND COUNTY OF SAN FRANCISCO,  
STATE OF CALIFORNIA



SAN RAMON (925) 866-0322  
ROSEVILLE (916) 788-4456  
WWW.CBANDG.COM

CIVIL ENGINEERS SURVEYORS PLANNERS

SCALE: 1" = 120' JUNE 2024



GRAPHIC SCALE

**From:** [Trejo, Sara \(MYR\)](#)  
**To:** [BOS Legislation. \(BOS\)](#)  
**Cc:** [Paulino, Tom \(MYR\)](#); [Cherry, Jonathan \(ECN\)](#); [Taupier, Anne \(ECN\)](#); [BLAKE, MARK \(CAT\)](#); [Low, Jen \(BOS\)](#)  
**Subject:** Mayor -- Resolution -- Enhanced Infrastructure Financing District No. 2 (Stonestown)]  
**Date:** Tuesday, June 11, 2024 3:00:15 PM  
**Attachments:** [01 Resolution of Intention Stonestown EIFD.docx](#)  
[02 Planning Commission Motion 21559.pdf](#)  
[03 Planning Commission Motion 21560.pdf](#)  
[04 EIFD Maps.pdf](#)  
[05 Draft Deposit and Reimbursement Agreement.pdf](#)

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Hello Clerks,

Attached is a Resolution of Intention to establish San Francisco Enhanced Infrastructure Financing District No. 2 (Stonestown) to finance public capital facilities and projects of communitywide significance related to the Stonestown Project and other authorized costs, and determining other matters in connection therewith.

Please note, Supervisor Melgar is a cosponsor of this item.

Best regards,

**Sara Trejo**

Legislative Aide

Office of the Mayor

City and County of San Francisco

415.554.6141 | [sara.trejo@sfgov.org](mailto:sara.trejo@sfgov.org)